

**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)

**DISCLOSURE STATEMENT FOR THE FIRST AMENDED JOINT CHAPTER 11 PLAN OF
LIQUIDATION OF WOODBRIDGE GROUP OF COMPANIES, LLC
AND ITS AFFILIATED DEBTORS**

Dated: Wilmington, Delaware
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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, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses is attached to the Plan as **Exhibit 1**.

DISCLAIMER

THIS DISCLOSURE STATEMENT PROVIDES INFORMATION REGARDING THE FIRST AMENDED JOINT CHAPTER 11 PLAN OF LIQUIDATION OF WOODBRIDGE GROUP OF COMPANIES, LLC AND ITS AFFILIATED DEBTORS, WHICH BANKRUPTCY PLAN THE DEBTORS ARE SEEKING TO HAVE CONFIRMED BY THE BANKRUPTCY COURT. THE INFORMATION CONTAINED IN THIS DISCLOSURE STATEMENT IS INCLUDED FOR PURPOSES OF SOLICITING ACCEPTANCES TO, AND CONFIRMATION OF, THE PLAN AND MAY NOT BE RELIED ON FOR ANY OTHER PURPOSE. APPROVAL OF THIS DISCLOSURE STATEMENT DOES NOT CONSTITUTE A DETERMINATION OR RECOMMENDATION BY THE BANKRUPTCY COURT REGARDING THE FAIRNESS OR THE MERITS OF THE PLAN.

THIS DISCLOSURE STATEMENT CONTAINS SUMMARIES OF CERTAIN PROVISIONS OF THE PLAN, CERTAIN STATUTORY PROVISIONS, AND CERTAIN DOCUMENTS RELATING TO THE PLAN. IN THE EVENT OF ANY CONFLICT, INCONSISTENCY, OR DISCREPANCY BETWEEN THE TERMS AND PROVISIONS IN THE PLAN AND THIS DISCLOSURE STATEMENT, THE PLAN SHALL GOVERN FOR ALL PURPOSES. ALL HOLDERS OF CLAIMS SHOULD READ THIS DISCLOSURE STATEMENT AND THE PLAN IN THEIR ENTIRETY BEFORE VOTING ON THE PLAN.

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THE DEBTORS MAKE STATEMENTS IN THIS DISCLOSURE STATEMENT THAT MAY BE CONSIDERED FORWARD-LOOKING STATEMENTS UNDER THE FEDERAL SECURITIES LAWS. STATEMENTS CONCERNING THESE AND OTHER MATTERS ARE NOT GUARANTEES AND REPRESENT THE DEBTORS' ESTIMATES AND ASSUMPTIONS ONLY AS OF THE DATE SUCH STATEMENTS WERE MADE AND INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES, AND OTHER UNKNOWN FACTORS THAT COULD IMPACT THE DEBTORS' PLAN OR DISTRIBUTIONS THEREUNDER. IN ADDITION TO STATEMENTS THAT EXPLICITLY DESCRIBE SUCH RISKS AND UNCERTAINTIES, READERS ARE URGED TO CONSIDER STATEMENTS LABELED WITH THE TERMS "BELIEVES," "BELIEF," "EXPECTS," "INTENDS," "ANTICIPATES," "PLANS," OR SIMILAR TERMS TO BE UNCERTAIN AND FORWARD-LOOKING. CREDITORS AND OTHER INTERESTED PARTIES SHOULD ALSO REVIEW THE SECTION OF THIS DISCLOSURE STATEMENT ENTITLED "RISK FACTORS" FOR A DISCUSSION OF CERTAIN FACTORS THAT MAY AFFECT THE PLAN AND DISTRIBUTIONS THEREUNDER.

TABLE OF CONTENTS

I.	INTRODUCTION	6
A.	Overview of the Plan	6
B.	Plan Voting Instructions and Procedures	11
II.	BACKGROUND REGARDING THE FRAUDULENT ENTERPRISE.....	16
A.	The Determination that Shapiro Operated the Prepetition Debtors as a Ponzi Scheme.....	16
B.	Debtors' Organizational Structure	18
C.	Shapiro's Fundraising Scheme	19
D.	Investor Funds Were Commingled and Cannot Be Traced to Particular Properties	22
E.	The Prepetition Debtors' Fraudulent Marketing and Sales Practices	23
F.	Prepetition Investigations and Litigation	28
G.	Events Leading to the Bankruptcy Filing and Shapiro's Prepetition Installation of New Management.....	28
H.	The Debtors' Capital Structure	30
III.	THE CHAPTER 11 CASES	32
A.	First Day Orders and Initial Employment Applications	33
B.	DIP Financing Motion	33
C.	Appointment of the Unsecured Creditors' Committee	35
D.	United States Trustee	35
E.	Meeting of Creditors	35
F.	Schedules, Statements of Financial Affairs, Claims Bar Dates, and Filed Claims	36
G.	Sierra Employment Motion.....	36
H.	Motions for Appointment of Trustee and Official Committees and Consensual Resolution Thereof.....	37
I.	Tintarella Motion for Relief From Stay	40
J.	Sales of Real Property.....	41
K.	Motion for Authority to Pay Third-Party Secured Debt	46
L.	Rejection and Assumption of Executory Contracts and Unexpired Leases	47
M.	Consent Orders.....	48
N.	Extension of Exclusivity Periods	49
O.	Additional Employment Orders.....	50

P.	Claims Trading.....	51
Q.	SEC Action	52
R.	Postpetition Litigation.....	54
S.	Plan Term Sheet.....	59
IV.	SUMMARY OF THE JOINT CHAPTER 11 PLAN	60
A.	Purpose and Effect of the Plan.....	61
B.	Comprehensive Compromise and Settlement Under the Plan.....	61
C.	Substantive Consolidation and Its Relationship to the Plan Treatment of Claims	71
D.	The Liquidation Trust, the Wind-Down Entity, and the Liquidation Analysis.....	72
E.	Estimated Recoveries for Holders of Note Claims, Unit Claims, and General Unsecured Claims	73
F.	Treatment of Claims and Equity Interests	79
G.	Acceptance or Rejection of Plan.....	87
H.	Implementation of the Plan.....	88
I.	Executory Contracts and Unexpired Leases	104
J.	Conditions Precedent to the Effective Date	106
K.	Certain Miscellaneous Provisions.....	107
V.	RISK FACTORS	114
A.	Parties May Object to the Plan’s Classification of Claims and Equity Interests	114
B.	The Debtors May Not Be Able to Obtain Confirmation of the Plan	114
C.	The Conditions Precedent to the Effective Date of the Plan May Not Occur.....	114
D.	Claims Estimation and Allowance of Claims	114
E.	Potential Pursuit of Liquidation Trust Actions Against Creditors and Others.....	115
F.	Risks Regarding Real Estate	116
G.	Securities Law Considerations.....	116
H.	Tax Considerations	117
VI.	CONFIRMATION OF THE PLAN.....	118
A.	The Confirmation Hearing.....	118
B.	Requirements for Confirmation of the Plan.....	118

C.	Best Interests of Creditors.....	119
D.	Feasibility.....	120
E.	Acceptance by Impaired Classes	120
F.	Confirmation Without Acceptance by All Impaired Classes.....	121
G.	Alternatives to Confirmation and Consummation of the Plan.....	122
VII.	CERTAIN SECURITIES LAW CONSEQUENCES OF THE PLAN.....	122
A.	General.....	122
B.	Exemption From Offer and Sale of Securities Act and Blue Sky Laws.....	123
C.	Exchange Act and other securities law compliance.....	124
VIII.	CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE PLAN	126
A.	Certain U.S. Federal Income Tax Consequences of the Liquidation Trust	128
B.	Consequences to Holders of Claims Generally	129
C.	Consequences to Liquidation Trust Beneficiaries	131
D.	Withholding on Distributions, and Information Reporting.....	133
IX.	RECOMMENDATION	134

EXHIBITS & SCHEDULES

<u>EXHIBIT A</u>	First Amended Joint Chapter 11 Plan of Liquidation
<u>EXHIBIT B</u>	Liquidation Analysis
<u>EXHIBIT C</u>	New Board of Managers Biographies
<u>EXHIBIT D</u>	Non-Exclusive Description of Preserved Liquidation Trust Actions
<u>EXHIBIT E</u>	Wind-Down Business Plan Summary
<u>SCHEDULE 1</u>	Schedule of Excluded Parties
<u>SCHEDULE 2</u>	Schedule of Non-Debtor Loan Note Claims
<u>SCHEDULE 3</u>	Schedule of Principal Amounts and Prepetition Distributions

THE EXHIBITS AND SCHEDULES ATTACHED TO THIS DISCLOSURE STATEMENT ARE INCORPORATED BY REFERENCE AS THOUGH FULLY SET FORTH HEREIN
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GENERAL OVERVIEW AND SUMMARY

This disclosure statement (the “Disclosure Statement”) describes in detail the historical background that led to the bankruptcy cases of Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession (collectively, “Woodbridge” or the “Debtors”), explains what has happened in the months since the Debtors commenced their bankruptcy cases, and sets forth the treatment of creditors in the Debtors’ proposed plan of liquidation (the “Plan”). This overview and summary highlights the main points discussed in the Disclosure Statement, and should be read in conjunction with the remainder of the Disclosure Statement. This general overview and summary is qualified by the express terms of the Plan.

1. Historical Background of the Debtors

These bankruptcy cases arise out of a massive, multi-year fraudulent scheme perpetrated by Robert Shapiro between (at least) 2012 and 2017.² As part of this fraud, Shapiro, through the Woodbridge entities, raised over one billion dollars from approximately 10,000 investors—as either Noteholders or Unitholders—and used approximately \$368 million of new investor funds to pay existing investors—a typical characteristic of Ponzi schemes. Importantly, Shapiro, as described more fully below, is ***no longer involved*** in any capacity with the control of the Debtors or of these bankruptcy cases.

While he was in control of the prepetition Debtors, Shapiro deceived investors in order to obtain their money. He told investors that their money would be used to make high-interest loans to unrelated, third-party borrowers and gave Noteholders documents referencing a specific property for which their funds were allegedly being used. Shapiro also told Noteholders that their notes were backed by mortgages on those specific properties, which, if true, would typically mean that investors could recover their investments from the proceeds of a sale of that property.

In reality, these were lies on a massive scale. Investors’ money was nearly entirely *not* used to make high-interest loans to unrelated, third-party borrowers, and investors’ money was *not* used for the specific property that may have been identified in any particular investor’s documentation from the prepetition Debtors. Instead, Shapiro created disguised affiliates to which money was “loaned,” which entities had no ability to service debt. Shapiro further took nearly all of the investors’ money and commingled it into one central bank account. The funds used for property purchases from this central, pooled account generally cannot be traced to any particular Woodbridge “fund” entity or its investors. Moreover and unfortunately, payments from that central, pooled account were not used only for property purchases. Shapiro also used investor money to pay approximately \$64.5 million in commissions to sales agents who sold these fraudulent “investments” and used investor money to pay at least \$21.2 million for Shapiro’s personal benefit (including, for example, purchasing luxury items, travel, wine, and the

² Pursuant to the Plan Term sheet, the Plan will acknowledge and admit that the Debtors operated as a Ponzi scheme since at least August 2012, which scheme was discovered no later than December 2017 when the SEC unsealed its action against Robert Shapiro and others and alleged facts evidencing such Ponzi scheme. To the extent that the Bankruptcy Court does not confirm the Plan, the Debtors and each of the three “Committees” reserve all of their respective rights (and/or defenses) respecting the characterization and the ramifications of the massive fraud upon investors and other creditors.

like). Additionally and critically, in the absence of any meaningful cash inflows into the prepetition Debtors from sources other than investors, Shapiro and the prepetition Debtors, which he controlled, used approximately \$368 million of new investor funds to pay “interest” and “principal” to existing investors.

By late 2017, Shapiro was being investigated by the United States Securities and Exchange Commission (the “SEC”) and numerous state regulatory agencies. As a result, Shapiro found it difficult to raise new investor money. As Shapiro’s use of funds reflects, the prepetition Debtors were reliant on money from new investors to make the payments promised to existing investors. When new investments dried up, the prepetition Debtors could no longer make these payments to existing investors, and therefore Shapiro’s web of deceit quickly unraveled.

2. Debtors’ Bankruptcy Cases

Shapiro hired new outside managers for the prepetition Debtors on or about December 1, 2017, who commenced the many of the Debtors’ bankruptcy cases on December 4, 2017. On December 14, 2017, the Office of the United States Trustee formed the Official Committee of Unsecured Creditors (the “Unsecured Creditors’ Committee”).

On December 20, 2017, the SEC filed a complaint in Florida federal court against Shapiro and his affiliates, including the Debtors, detailing much of the massive fraud perpetrated by Shapiro prepetition. The SEC asked the Florida court to appoint a receiver who would displace the Debtors’ management in these bankruptcy cases, but the court declined to immediately act on this request in light of the Debtors’ pending bankruptcy cases.

On December 28, 2017, the Unsecured Creditors’ Committee filed a motion seeking appointment of a chapter 11 trustee to replace the Debtors’ management team, arguing that the team was “hand-picked by Shapiro, and ha[d] done his bidding both before and after the filing of these cases.” The SEC later made a similar request, arguing that the new “independent” management team was “completely aligned [with Shapiro] in controlling this bankruptcy.”

Around this time, certain groups of Noteholders and a group of Unitholders sought appointment of official committees of Noteholders and Unitholders, respectively. One of the Noteholder groups actively opposed the trustee motions, expressing concern that such appointment, without official representation for Noteholders, could set in motion a series of events that could ultimately prove harmful to Noteholders’ interests in the cases.

On January 23, 2018, following several days of evidentiary hearings on the trustee motions, the Debtors, the Unsecured Creditors’ Committee, the SEC, as well as groups of Noteholders and Unitholders, reached a settlement of the trustee motions and the motions for appointment of official Noteholder and Unitholder committees. The settlement provided, among other things:

I. A new board of managers—with no ties whatsoever to Shapiro—was formed to govern the Debtors (the “New Board”).

II. The New Board was empowered to select a chief executive officer or chief restructuring officer—and shortly thereafter selected and employed individuals for both of those positions.

III. The New Board was empowered to select new counsel for the Debtors—and, upon consultation with the SEC, in mid-February did select new bankruptcy co-counsel.

IV. Noteholders were permitted to form a single six-to-nine-member fiduciary Noteholder committee to advocate for the interests of Noteholders in the cases (the “Noteholder Committee”), with a professional fee budget, to be funded by the Debtors, through January 1, 2019.

V. Unitholders were permitted to form a single one-to-two-member fiduciary Unitholder committee to advocate for the interests of Unitholders in the cases (the “Unitholder Committee”), with a professional fee budget, to be funded by the Debtors, through January 1, 2019.

Beginning in at least late January 2018, Shapiro had and still has no control over the Debtors whatsoever. Instead, the Debtors were, and are, managed by a new and independent board of managers and new management, none of whom had any prior involvement with Shapiro.

The Debtors and their new management and advisors have worked diligently with all of the creditor representatives—the Unsecured Creditors’ Committee, the Noteholder Committee, and the Unitholder Committee—to ensure that investors can recover as much money as possible, and that the Debtors’ funds are not squandered by years of litigation between and among the Debtors’ creditor constituencies.

Ultimately, the Debtors and all of these creditor constituencies reached a settlement—which settlement is fully described in the Disclosure Statement and is embodied in the accompanying Plan. The settlement recognizes certain unfortunate realities: that Shapiro ran a fraudulent scheme (which the Plan will acknowledge and admit was operated as a Ponzi scheme), that he did not use investor money as he claimed he would, that he misrepresented the nature of the security provided to Noteholders, and that he did not take appropriate legal steps to protect the Noteholders’ interests with respect to any such security.

3. Debtors’ Proposed Bankruptcy Plan

The Debtors deeply regret these realities, and they have worked diligently to maximize investor recoveries. To that end, the Plan provides for the creation of two entities: (i) a Wind-Down Entity, which will own many of the Debtors’ assets (including the Debtors’ real properties) and will sell those assets to generate cash, and (ii) a Liquidation Trust, which will own the Wind-Down Entity and receive cash generated by the Wind-Down Entity and will distribute that (and other) cash to creditors (including to investors). The Liquidation Trust will also own litigation claims against third parties and may generate cash through prosecution or settlement of those claims. However, the estimated recoveries to creditors set forth below and in the Disclosure Statement do not take into account potential proceeds of these litigation claims because they are unpredictable and highly contingent.

Critically, the Debtors have ensured that creditors have indirect control over the decisions that will be made by the Liquidation Trust. The proposed Liquidation Trustee, Mr. Michael Goldberg, was the SEC’s designee to, and is a current member of, the Debtors’ New Board of Managers, and he was unanimously selected to be the Liquidation Trustee by the Unsecured

Creditors' Committee, the Noteholder Committee, and the Unitholder Committee. In addition, the Liquidation Trust Supervisory Board will consist of five members—three selected by the Unsecured Creditors' Committee, and one each selected by the Noteholder Committee and the Unitholder Committee.

Cash will be distributed by the Liquidation Trust to Noteholders, Unitholders, and other creditors both up-front and over time (as the Wind-Down Entity sells properties). Noteholders, Holders of General Unsecured Claims, and Unitholders initially will be paid at the same time by each receiving Class A Liquidation Trust Interests that entitle them to cash distributions. But, the settlement addresses the disputes regarding whether the Units actually are “claims,” or instead are “equity” (ownership interests) in the Debtors (in which case Unitholders could be entitled to be paid nothing), and whether the Notes are validly secured (either directly or indirectly) by the subject real properties. Rather than spend significant time and money litigating these very complicated issues, the parties negotiated and settled upon allowance of claims for Unitholders at a 27.5% discount as compared to Noteholders' claims. Thus, Unitholders will initially receive 72.5% of what Noteholders receive in terms of relative distributions against their respective net investments. This aspect of the settlement is accomplished by affording Noteholders Class A Liquidation Trust Interests for 100% of their Net Note Claims and affording Unitholders Class A Liquidation Trust Interests for only 72.5% of their Net Unit Claims. (Unitholders also get Class B Liquidation Trust Interests for the other 27.5% of their Net Unit Claims, so that if there is more money available after payment of the Net Note Claims, Allowed General Unsecured Claims, and Net Unit Claims represented by the Class A Liquidation Trust Interests, then Unitholders will receive cash distributions on their Class B Liquidation Trust Interests until the remaining Net Unit Claims are paid.)³

Further, the Plan provides for “substantive consolidation” of all Woodbridge Fund Debtors (*i.e.*, the ones that raised money from investors) into one entity and all other Debtors (including those that own the subject real properties) into a second entity in order to effectuate the distributions explained above. Substantive consolidation generally refers to the pooling of assets and liabilities of several entities. In other words, if Entity A holds \$100 of assets and owes \$0 of liabilities, and Entity B holds \$0 of assets and owes \$100 of liabilities, and if those two entities are substantively consolidated, the resulting entity will hold \$100 of assets and owe \$100 of liabilities.

The Plan also incorporates a “netting” mechanism where distributions of Liquidation Trust Interests will be made based on the Net Note Claim or the Net Unit Claim. These net amounts are calculated based on the Outstanding Principal Amount of a Note Claim or a Unit Claim, *minus* the aggregate amount of all Prepetition Distributions received by the claimholder. As discussed further in the Disclosure Statement, the Plan provides for this “netting” because of the conclusion that the Debtors operated as a Ponzi scheme (as acknowledged in the Plan and if approved by the Bankruptcy Court), in which case any Prepetition Distributions to Noteholders or Unitholders (representing, for example, purported interest) could be avoided and recovered for

³ Noteholders and Unitholders also are afforded on their Ballots the opportunity to elect to become Contributing Claimants, and have such amounts increased by multiplying them by the Contributing Claimants Enhancement Multiplier (*i.e.*, 105%), as more fully described in Section I.A.2 hereof.

the benefit of other investors under state and federal “fraudulent transfer” laws. Based on their books and records, the Debtors have prepared a “Schedule of Principal Amounts and Prepetition Distributions” (a copy of which is attached to the Disclosure Statement) that lists the Debtors’ calculation of the Net Note Claims and the Net Unit Claims. The specific amounts applicable to you are set forth in your Ballot. If you agree with the net claim amounts set forth in your Ballot, then you do not need to take any action with respect to that item of the Ballot and will have agreed to (and have Allowed Claims based on) the amounts set forth in the Schedule of Principal Amounts and Prepetition Distribution. If you disagree with the net claim amounts set forth in the Schedule of Principal Amounts and Prepetition Distributions, then you have the option to check a box on your Ballot and dispute such amount. **If you check this box on your Ballot, this may significantly delay the timing of Distributions (if any) to you. The Debtors reserve all rights to object to the validity, amount, or any other aspect of any Claim held by a Disputing Claimant who disputes the amounts set forth on their Ballot. In addition, the Debtors reserve any Liquidation Trust Actions that may exist regarding the particular Disputing Claimant, all of which the Liquidation Trust may determine to pursue against the particular Disputing Claimant as part of post-confirmation litigation relating to the correct Net Note Claim or Net Unit Claim amounts and related matters.**

The Debtors estimate the following recoveries for Noteholders and Unitholders (and general unsecured creditors) under the Plan:

Class 3	Standard Note Claims	60%-70% of Net Amounts
Class 4	General Unsecured Claims	60%-70% of Allowed Amounts
Class 5	Unit Claims	40%-50% of Net Amounts
Class 6	Non-Debtor Loan Note Claims	60%-70% of Net Amounts ⁴

* * *

The Debtors deeply regret these circumstances, and understand the precarious financial position that many investors are in as a result of Shapiro’s fraudulent scheme and its sudden collapse last December. However, the Debtors believe that the settlement described above and reflected in the Plan, which is the result of extensive negotiations with significant investor input, represents the best outcome of these unfortunate circumstances, and importantly, provides the best prospect for investors to receive distributions as soon as possible.

⁴ Although a higher recovery is theoretically possible if the Bankruptcy Court ultimately finds that any of these Noteholders are secured by a properly perfected, unavoidable, and enforceable security interest, the Debtors do not believe such an outcome is likely. Instead, the Debtors believe that all Noteholders currently classified in Class 6 will ultimately be reclassified into Class 3, either on a consensual basis or after litigation.

I. INTRODUCTION

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 submit this disclosure statement (the “Disclosure Statement”) pursuant to sections 1125 and 1126(b) of title 11 of the United States Code (the “Bankruptcy Code”), in connection with the solicitation of votes on the *First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and Its Affiliated Debtors*, dated as of August 3, 2018 (as amended, modified, or supplemented from time to time pursuant to its terms, the “Plan”). A copy of the Plan is attached hereto as **Exhibit A**.⁵

The purpose of this Disclosure Statement is to enable Creditors whose Claims are Impaired under the Plan and who are entitled to vote on the Plan to make an informed decision when exercising their right to accept or reject the Plan. This Disclosure Statement sets forth certain information regarding the Debtors’ prepetition operating and financial history, their reasons for seeking protection under chapter 11 of the Bankruptcy Code, the course of these Chapter 11 Cases, and the anticipated orderly liquidation of the Estate Assets. This Disclosure Statement also describes certain terms and provisions of the Plan, certain effects of Confirmation of the Plan, certain risk factors associated with the Plan, and the manner in which Distributions will be made under the Plan. In addition, this Disclosure Statement discusses the confirmation process and the voting and election procedures that Creditors entitled to vote under the Plan must follow for their votes to be counted.

A. Overview of the Plan

1. General Structure of the Plan

A bankruptcy plan is a vehicle for satisfying the rights of holders of claims against and equity interests in a debtor. Consummation of a plan is the overriding purpose of a chapter 11 case. Upon confirmation and effectiveness, a plan becomes binding on the debtor and all of its creditors and equity interest holders.

In these Chapter 11 Cases, the Plan contemplates a liquidation of each of the Debtors and is therefore referred to as a “plan of liquidation.” The Debtors’ assets largely consist of 189 real properties (as of the date of this Disclosure Statement), Cash, and the Liquidation Trust Actions under the Plan. The Liquidation Trust Actions include, but are not limited to, causes of action, claims, remedies, or rights that may be brought by or on behalf of the Debtors or the Estates under chapter 5 of the Bankruptcy Code and related statutes or common law, as well as any other claims, rights, or causes of action held by the Debtors’ Estates. The estimated recoveries to creditors set forth in this Disclosure Statement do not take into account potential proceeds of the Liquidation Trust Actions because they are unpredictable and highly contingent. Among other things, although the Debtors believe that strong litigation claims may exist, the ability to collect any judgment on those claims remains unknown at this time.

⁵ All capitalized terms used but not defined herein shall have the meanings provided to such terms in the Plan. The summary of the Plan provided herein is qualified in its entirety by reference to the Plan. In the case of any inconsistency between the summary herein and the Plan, the Plan shall govern.

The Plan provides for the creation of a Liquidation Trust and a Wind-Down Entity, as well as the appointment of a Liquidation Trustee and a Wind-Down CEO, who will administer and liquidate all remaining property of the Debtors and their Estates, subject to the supervision and oversight of the Liquidation Trust Supervisory Board and the Wind-Down Board, respectively, all as described more fully in Section IV.D of this Disclosure Statement. The Plan also provides for Distributions to be made to certain Holders of Administrative Claims, Professional Fee Claims, Priority Tax Claims, DIP Claims, Other Secured Claims, Priority Claims, Note Claims (both Standard Note Claims and Non-Debtor Loan Note Claims), General Unsecured Claims, Unit Claims, and potentially Subordinated Claims, and for the funding of the Liquidation Trust and the Wind-Down Entity. The Plan also provides for two levels of substantive consolidation as of the Effective Date—(i) of all of the Fund Debtors into Woodbridge Mortgage Investment Fund 1, LLC (“Fund 1”), and (ii) of all of the Other Debtors into Woodbridge Group of Companies, LLC. Finally, the Plan provides for the cancellation of all Equity Interests in the Debtors, the dissolution and wind-up of the affairs of the Debtors, and the administration of any remaining assets of the Debtors’ Estates by the Liquidation Trustee or the Wind-Down CEO, as applicable.

THE DEBTORS BELIEVE THAT THE PLAN IS FAIR AND EQUITABLE, WILL MAXIMIZE RECOVERIES TO CREDITORS, AND IS IN THE BEST INTERESTS OF THE DEBTORS AND THEIR CONSTITUENTS. FOR THESE REASONS, THE DEBTORS URGE HOLDERS OF CLAIMS WHO ARE ENTITLED TO VOTE TO TIMELY RETURN THEIR BALLOTS AND TO VOTE TO ACCEPT THE PLAN.

THE PLAN IS THE PRODUCT OF EXTENSIVE NEGOTIATION WITH, AND IS SUPPORTED BY, ALL THREE OF THE COMMITTEES APPOINTED IN THE CHAPTER 11 CASES, WHO WILL BE PROVIDING THEIR OWN STATEMENT SIMILARLY URGING HOLDERS OF CLAIMS WHO ARE ENTITLED TO VOTE TO TIMELY RETURN THEIR BALLOTS AND TO VOTE TO ACCEPT THE PLAN.

2. Material Terms of the Plan

The following is a general overview of certain material terms of the Plan:

- All Allowed Administrative Claims, Allowed Professional Fee Claims, Allowed Priority Tax Claims, Allowed DIP Claims, Allowed Other Secured Claims, and Allowed Priority Claims will be paid or otherwise satisfied in full as required by the Bankruptcy Code, unless otherwise agreed to by the Holders of such Claims and the Liquidation Trustee or the Wind-Down Entity, as applicable.
- Holders of Allowed Standard Note Claims will receive one (1) Class A Liquidation Trust Interest for each \$75.00 of Net Note Claims held by the applicable Noteholder with respect to its Allowed Note Claims. (If such calculation otherwise would result in such Holder receiving a fractional Class A Liquidation Trust Interest, the amount will be rounded to the nearest hundredth of such Liquidation Trust Interest with five thousandths thereof rounded up to the next hundredth). Distributions of Cash on account of the Class A Liquidation Trust Interests will be made in accordance with the Liquidation Trust Interests Waterfall, including an initial Distribution of Cash to Holders of Class A

Liquidation Trust Interests targeted to be made by December 31, 2018 (after the Plan Effective Date) from the Initial Distribution Fund, which is Cash in a range targeted at \$42.5 to \$85.0 million in the aggregate.

- Holders of Allowed General Unsecured Claims will receive one (1) Class A Liquidation Trust Interest for each \$75.00 of Allowed General Unsecured Claims held by the applicable Creditor with respect to its Allowed General Unsecured Claims. (If such calculation otherwise would result in such Holder receiving a fractional Class A Liquidation Trust Interest, the amount will be rounded to the nearest hundredth of such Liquidation Trust Interest with five thousandths thereof rounded up to the next hundredth). Distributions of Cash on account of the Class A Liquidation Trust Interests will be made in accordance with the Liquidation Trust Interests Waterfall, including an initial Distribution of Cash to Holders of Class A Liquidation Trust Interests targeted to be made by December 31, 2018 (after the Plan Effective Date) from the Initial Distribution Fund, which is Cash in a range targeted at \$42.5 to \$85.0 million in the aggregate.
- Holders of Allowed Unit Claims will receive 72.5% of one (1) Class A Liquidation Trust Interests and 27.5% of one (1) Class B Liquidation Trust Interest for each \$75.00 of Net Unit Claims held by the applicable Unitholder with respect to its Allowed Unit Claims. (If such calculation otherwise would result in such Holder receiving a fractional Liquidation Trust Interest any resulting fractional Liquidation Trust Interests will be rounded to the nearest hundredth of such Liquidation Trust Interest with five thousandths thereof rounded up to the next hundredth). Distributions of Cash on account of the Class A Liquidation Trust Interests and Class B Liquidation Trust Interests will be made in accordance with the Liquidation Trust Interests Waterfall, including an initial Distribution of Cash to Holders of Class A Liquidation Trust Interests targeted to be made by December 31, 2018 (after the Plan Effective Date) from the Initial Distribution Fund, which is Cash in a range targeted at \$42.5 to \$85.0 million in the aggregate.
- Holders of Allowed Non-Debtor Loan Note Claims⁶ who prevail through litigation that they hold a valid and perfected Secured Claim will receive Cash from the Liquidation Trust in the amount of such Holder's Allowed Claim to the extent such Allowed Claim is a Secured Claim, with post-Confirmation interest thereon at the applicable contract rate, and any Holder of such Allowed Claim shall release (and by the Confirmation Order shall be deemed to release) all Liens against any Estate Assets. All other Holders of these Claims will be reclassified into Class 3 and their Claims will be treated as if such Claims had always been part of Class 3. **In order to avoid the need for significant litigation expense and delay, the Debtors encourage all recipients of a Class 6 Ballot to choose to have their Claims reclassified in Class 3 pursuant to the procedures set forth in the Disclosure Statement Order and Class 6 Ballot.**
- Holders of Allowed Subordinated Claims will retain a residual right to receive Cash that remains in the Liquidation Trust after the final administration of all Liquidation Trust

⁶ A Schedule of Non-Debtor Loan Note Claims is attached hereto as **Schedule 2**.

Assets and the complete satisfaction of all senior payment rights within the Liquidation Trust Interests Waterfall.

- As of the Effective Date, all Equity Interests in the Debtors shall be deemed void, cancelled, and of no further force and effect. On and after the Effective Date, Holders of Equity Interests shall not be entitled to, and shall not receive or retain any property or interest in property under the Plan on account of such Equity Interests.
- In accordance with sections 3.4, 3.6, and 3.7 of the Plan, each Noteholder and Unitholder may agree, by electing on its Ballot, to assign to the Liquidation Trust all Causes of Action that any Noteholder or Unitholder has against any Person that is not a Released Party and that are related in any way to the Debtors. The relative share of Liquidation Trust recoveries for any such electing Noteholder (to the extent its Claims are ultimately treated as part of Class 3) or Unitholder will be enhanced by having the amount that otherwise would be its Net Note Claim or Net Unit Claim increased by multiplying it by the Contributing Claimants Enhancement Multiplier (*i.e.*, 105%). Noteholders and Unitholders also may choose to make such election because aggregating all Contributed Claims and similar Liquidation Trust Actions may enable the pursuit and settlement of such litigation claims in a more efficient and effective manner.
- In accordance with Section 5.8 of the Plan, subject to the rights of Allowed Other Secured Claims and the reservations set forth in such Section 5.8, the Fund Debtors will be substantively consolidated into Woodbridge Mortgage Investment Fund 1, LLC and the Other Debtors will be substantively consolidated into Woodbridge Group of Companies, LLC.
- Any Intercompany Claims that could be asserted by one Debtor against another Debtor will be extinguished immediately before the Effective Date with no separate recovery on account of any such Claims and any Intercompany Liens that could be asserted by one Debtor regarding any Estate Assets owned by another Debtor will be deemed released and discharged on the Effective Date; *provided, however*, that solely with respect to any Secured Claim of a non-debtor as to which the associated Lien would be junior to any Intercompany Lien, so as to retain the relative priority and seniority of such Intercompany Claim and associated Intercompany Lien, the otherwise released Intercompany Claim and associated Intercompany Lien will be preserved for the benefit of, and may be asserted by (a) the Liquidation Trust as to any Collateral that is Cash and (b) otherwise, the Wind-Down Entity.
- The Liquidation Trust will be created to (a) most effectively and efficiently pursue the Liquidation Trust Actions (including the Contributed Claims) for the collective benefit of all the Liquidation Trust Beneficiaries, (b) to own the Wind-Down Entity and receive the net proceeds of real estate sales, and (c) to pay Distributions, in accordance with the Plan, to Noteholders, Holders of General Unsecured Claims, and Unitholders in respect of their Liquidation Trust Interests.

3. Summary of Treatment of Claims and Equity Interests Under the Plan

The table below summarizes the classification and treatment of Claims and Equity Interests under the Plan.

THE PROJECTED RECOVERIES FOR NOTE CLAIMS, GENERAL UNSECURED CLAIMS, AND UNIT CLAIMS SET FORTH IN THE TABLE BELOW ARE ESTIMATES ONLY AND ACTUAL RECOVERIES MAY DIFFER. FOR A COMPLETE DESCRIPTION OF THE DEBTORS' CLASSIFICATION AND TREATMENT OF CLAIMS AND EQUITY INTERESTS, REFERENCE SHOULD BE MADE TO THE PLAN.

CLASS	DESCRIPTION	IMPAIRED/ UNIMPAIRED	PROJECTED RECOVERY
None	Administrative Claims	Unimpaired	100%
None	Professional Fee Claims	Unimpaired	100%
None	Priority Tax Claims	Unimpaired	100%
None	DIP Claims	Unimpaired	100%
Class 1	Other Secured Claims	Unimpaired	100%
Class 2	Priority Claims	Unimpaired	100%
Class 3	Standard Note Claims	Impaired	60%-70% ⁷
Class 4	General Unsecured Claims	Impaired	60%-70% ⁸
Class 5	Unit Claims	Impaired	40%-50% ⁹

⁷ Estimated recoveries for Class 3, Class 4, and Class 5 were projected based on the Debtors' Wind-Down Business Plan and projections regarding anticipated disposition of assets, which were developed in consultation with the Committees and are based upon the total amount of Filed and Scheduled Claims to date (reduced as to Class 3 Standard Note Claims and Class 5 Unit Claims by the Prepetition Distributions). Estimated recoveries will be affected by, among other things, the ultimate pool of Allowed Claims in each such Class, including any potential decrease in each such pool as a result of any potential future objections to Filed or Scheduled Claims, resolutions of Claims of Disputing Claimants, the amount of Wind-Down Expenses and Liquidation Trust Expenses, and the recoveries realized from the Wind-Down Assets and the Liquidation Trust Assets. In estimating recoveries, the Debtors, based on consultation with the Committees, have not included projected recoveries, if any, that may be generated on account of Liquidation Trust Actions, as such recoveries are unpredictable and collectability is unknown at this time.

⁸ See footnote 7 above.

⁹ See footnote 7 above.

CLASS	DESCRIPTION	IMPAIRED/ UNIMPAIRED	PROJECTED RECOVERY
Class 6	Non-Debtor Loan Note Claims	Impaired	60%-70% ¹⁰
Class 7	Subordinated Claims	Impaired (deemed to reject)	0%
Class 8	Equity Interests	Impaired (deemed to reject)	0%

THE DEBTORS BELIEVE THAT THE PLAN PROVIDES THE BEST RECOVERIES POSSIBLE FOR HOLDERS OF CLAIMS AGAINST THE DEBTORS AND THUS STRONGLY RECOMMEND THAT YOU VOTE TO ACCEPT THE PLAN. THE PLAN IS SUPPORTED BY THE UNSECURED CREDITORS' COMMITTEE, THE NOTEHOLDER COMMITTEE, AND THE UNITHOLDER COMMITTEE.

B. Plan Voting Instructions and Procedures

1. Voting Rights

Under the Bankruptcy Code, only classes of claims or interests that are “impaired” and that are not deemed as a matter of law to have rejected a plan under Bankruptcy Code section 1126 are entitled to vote to accept or reject such plan. Any class that is “unimpaired” is not entitled to vote to accept or reject a plan and is conclusively presumed to have accepted such plan. As set forth in Bankruptcy Code section 1124, a class is “impaired” if the legal, equitable, or contractual rights attaching to the claims or equity interests of that class are modified or altered by the proposed plan. Holders of claims or interests within an impaired class are entitled to vote to accept or reject a plan if such claims or interests are “allowed” under Bankruptcy Code section 502.

Under the Bankruptcy Code, acceptance of a plan by a class of claims is determined by calculating the number and the amount of allowed claims voting to accept such plan. Acceptance by a class of claims requires more than one-half of the number of total allowed claims voting in the class to vote in favor of the plan and at least two-thirds in dollar amount of the total allowed claims voting in the class to vote in favor of the plan; only those non-insider holders that actually vote to accept or reject the plan are counted for purposes of determining whether these dollar and number thresholds are met. Thus, a Class of Claims will have voted to accept the Plan only if two-thirds in amount and a majority in number that actually vote cast their Ballots in favor of acceptance.

¹⁰ See footnote 7 above. Although a higher recovery is theoretically possible if the Bankruptcy Court ultimately finds that any of these Noteholders are secured by a properly perfected, unavoidable, and enforceable security interest, the Debtors do not believe such an outcome is likely. Instead, the Debtors believe that all Noteholders currently classified in Class 6 will ultimately be reclassified into Class 3, either on a consensual basis or after litigation.

Pursuant to the Plan, Claims in Class 3, Class 4, Class 5, and Class 6 are Impaired by, and entitled to receive a Distribution under, the Plan, and only the Holders of Claims in those Classes that are Allowed Claims or have been deemed allowed for voting purposes are entitled to vote to accept or reject the Plan. Only Holders of Claims in Class 3, Class 4, Class 5, or Class 6 as of the dates specific in the Disclosure Statement Order (the “Voting Record Date”) may vote to accept or reject the Plan. For Holders of Claims in Classes 1, 2, 4, and 7, **August 21, 2018** shall be the Voting Record Date. For Holders of Claims in Classes 3, 5, and 6, **December 4, 2017** shall be the Voting Record Date.

Pursuant to the Plan, Claims in Class 1 and Class 2 are Unimpaired by the Plan, and such Holders are deemed to have accepted the Plan and are therefore not entitled to vote on the Plan.

The Debtors have determined not to solicit the votes of Holders of any Subordinated Claims in Class 7, and such Holders shall be deemed to have rejected the Plan and, therefore, such Holders are not entitled to vote on the Plan. Pursuant to the Plan, Equity Interests in Class 8 will not receive or retain any property under the Plan on account of such Equity Interests, and are therefore deemed to reject the Plan and are not entitled to vote on the Plan.

2. Solicitation Materials

The Debtors, with the approval of the Bankruptcy Court, have engaged Garden City Group, LLC (the “Voting Agent”) to serve as the voting agent to process and tabulate Ballots and to generally oversee the voting process. The following materials constitute the solicitation package (the “Solicitation Package”):

- This Disclosure Statement, including the Plan and all other Exhibits and Schedules thereto;
- The Bankruptcy Court order approving this Disclosure Statement (the “Disclosure Statement Order”) (excluding exhibits);
- The notice of, among other things, (i) the date, time, and place of the hearing to consider Confirmation of the Plan and related matters and (ii) the deadline for filing objections to Confirmation of the Plan (the “Confirmation Hearing Notice”);
- One or more Ballots, to be used in voting to accept or to reject the Plan and, in the case of holders of Notes and Units, to elect to contribute claims to the Liquidation Trust, and applicable instructions with respect thereto (the “Voting Instructions”);
- A pre-addressed, postage pre-paid return envelope;
- The Schedule of Principal Amounts and Prepetition Distributions (only for Creditors in Class 3, Class 5, or, potentially, Class 6), which is attached hereto as **Schedule 3**, which sets forth the Principal Amounts and Prepetition Distributions that, absent timely objection properly made as described in the Ballot, will drive the specific Distributions that Noteholders or Unitholders will receive pursuant to the Class 3 and Class 5 treatment provisions of the Plan; and

- Such other materials as the Bankruptcy Court may direct or approve.

The Debtors, through the Voting Agent, will distribute the Solicitation Package in accordance with the Disclosure Statement Order. The Solicitation Package is also available without charge at the Debtors' restructuring website at <http://cases.gardencitygroup.com/wgc/>.

On or before September 24, 2018, the Debtors will File a Plan Supplement. As the Plan Supplement is updated or otherwise modified, it will be made available without charge at the Debtors' restructuring website at <http://cases.gardencitygroup.com/wgc/>.

If you are the Holder of a Claim and believe that you are entitled to vote on the Plan, but you did not receive a Ballot or your Ballot is damaged or illegible, or if you have any questions concerning voting procedures, you should contact the Voting Agent by writing to:

Woodbridge Group of Companies, LLC
c/o Garden City Group
P.O. Box 10545
Dublin, Ohio 43017-0208
Toll Free: 1-888-735-7613
Email: WGCInfo@choosegcg.com

If your Claim is subject to a pending claim objection and you wish to vote on the Plan, you must File a motion pursuant to Bankruptcy Rule 3018 with the Bankruptcy Court for the temporary allowance of your Claim for voting purposes and your Claim or portion thereof, as applicable, must be temporarily allowed by the Bankruptcy Court for voting purposes by the Voting Deadline or you will not be entitled to vote to accept or reject the Plan.

THE DEBTORS AND THE LIQUIDATION TRUST, AS APPLICABLE, RESERVE THE RIGHT, THROUGH THE CLAIM OBJECTION PROCESS, TO OBJECT TO OR SEEK TO DISALLOW OR SUBORDINATE ANY CLAIM FOR DISTRIBUTION PURPOSES, EXCEPT AS MAY BE EXPRESSLY PROVIDED OTHERWISE IN THE PLAN OR CONFIRMATION ORDER.

3. Voting Instructions and Procedures

As set forth in the Disclosure Statement Order, all votes to accept or reject the Plan must be cast by using the Ballots enclosed with the Solicitation Packages or otherwise provided by the Debtors or the Voting Agent. No votes other than ones using such Ballots will be counted, except to the extent the Bankruptcy Court orders otherwise. The Bankruptcy Court has fixed the Voting Record Date for the determination of the Holders of Claims who are entitled to (a) receive a copy of this Disclosure Statement and all of the related materials and (b) vote to accept or reject the Plan.

After carefully reviewing the Plan, this Disclosure Statement, and the detailed instructions accompanying your Ballot, you are asked to indicate your acceptance or rejection of the Plan by voting in favor of or against the Plan on the accompanying Ballot.

The deadline to vote on the Plan is October 8, 2018 at 4:00 p.m. (prevailing Eastern Time) (the “Voting Deadline”). In order for your vote to be counted, your Ballot must be properly completed in accordance with the Voting Instructions on the Ballot, and actually received no later than the Voting Deadline at the following address:

By Regular Mail:

Woodbridge Group of Companies, LLC
c/o Garden City Group
P.O. Box 10545
Dublin, Ohio 43017-0208

Overnight Courier, or Hand Delivery, to:

Woodbridge Group of Companies, LLC
c/o Garden City Group
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

Only the Holders of Allowed Claims or Claims that are deemed allowed for purposes of voting on the Plan in Class 3, Class 4, Class 5, or Class 6 as of the Voting Record Date are entitled to vote to accept or reject the Plan, and they may do so by completing the appropriate Ballots and returning those Ballots in the envelope provided to the Voting Agent so as to be actually received by the Voting Agent by the Voting Deadline. Each Holder of a Claim must vote its entire Claim either to accept or to reject the Plan and may not split such vote. The Ballots will clearly indicate the appropriate return address. It is important to follow the specific Voting Instructions provided on each Ballot.

Unless otherwise provided in the Voting Instructions accompanying the Ballots, the following Ballots will not be counted in determining whether the Plan has been accepted or rejected:

- Any Ballot that fails to clearly indicate an acceptance or rejection, or that indicates both an acceptance and a rejection, of the Plan;
- Any Ballot received after the Voting Deadline, except if the Debtors have granted an extension of the Voting Deadline with respect to such Ballot in writing, or by order of the Bankruptcy Court;
- Any Ballot containing a vote that the Bankruptcy Court determines was not solicited or procured in good faith or in accordance with the applicable provisions of the Bankruptcy Code;
- Any Ballot that is illegible or contains insufficient information to permit the identification of the Claim Holder;
- Any Ballot cast by a Person that does not hold a Claim in the voting Class; and
- Any Ballot that is not signed or does not contain an original signature.

The Ballots also permit each Holder of a Class 3 Claim, Class 5 Claim, or a Class 6 Claim to elect to assign its Contributed Claims to the Liquidation Trust. By electing such option on its Ballot, the applicable Noteholder or Unitholder agrees that, subject to the occurrence of the Effective Date and the formation of the Liquidation Trust, it will be deemed to have, among other things, assigned its Contributed Claims to the Liquidation Trust. Pursuant to the Plan, “Contributed Claims” are all Causes of Action of any Noteholder or Unitholder that is a Contributing Claimant (a) against any Person that is not a Released Party and (b) related in any way to the Debtors, their predecessors, their respective affiliates, or any Excluded Parties. For the avoidance of doubt, “Contributed Claims” do not include the Note Claims or Unit Claims being asserted against any Debtor that are held, respectively, by Noteholders and Unitholders. The relative share of Liquidation Trust recoveries for any such electing Class 3 Noteholder or Class 5 Unitholder (or Holder of a Class 6 Non-Debtor Note Claim that has its Claim reclassified into Class 3 under the Plan) will be enhanced by having the amount that otherwise would be its Net Note Claim or Net Unit Claim increased by multiplying it by the Contributing Claimants Enhancement Multiplier (*i.e.*, 105%). Noteholders and Unitholders also may choose to make such election because aggregating all Contributed Claims and similar Liquidation Trust Actions may enable the pursuit and settlement of such litigation claims in a more efficient and effective manner.

Any party who has previously submitted to the Voting Agent prior to the Voting Deadline a properly completed Ballot may revoke such Ballot and change its vote or elections by submitting to the Voting Agent prior to the Voting Deadline a subsequent properly completed Ballot for acceptance or rejection of the Plan. In the case where multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last timely received, properly executed Ballot will be deemed to reflect that voter’s intent and will supersede and revoke any prior Ballot. Any party who has delivered a properly completed Ballot for the acceptance or rejection of the Plan that wishes to withdraw such acceptance or rejection rather than changing its vote may withdraw such acceptance or rejection by delivering a written notice of withdrawal to the Voting Agent at any time prior to the Voting Deadline. To be valid, a notice of withdrawal must (i) contain the description of the Claims to which it relates and the aggregate principal amount represented by such Claims, (ii) be signed by the withdrawing party in the same manner as the Ballot being withdrawn, (iii) contain a certification that the withdrawing party owns the Claims and possesses the right to withdraw the vote sought to be withdrawn, and (iv) be actually received by the Voting Agent prior to the Voting Deadline.

ALL BALLOTS ARE ACCOMPANIED BY VOTING INSTRUCTIONS. IT IS IMPORTANT THAT THE HOLDER OF A CLAIM ENTITLED TO VOTE FOLLOW THE SPECIFIC INSTRUCTIONS PROVIDED WITH EACH BALLOT.

If you have any questions about (a) the procedure for voting your Claim or making elections on your Ballot, (b) the Solicitation Package that you have received, or (c) the amount of your Claim, or if you wish to obtain, at your own expense (unless otherwise specifically required by Bankruptcy Rule 3017(d)), an additional copy of the Plan, this Disclosure Statement, or any appendices, schedules, or exhibits to such documents, please contact the Voting Agent at the address specified above. Copies of the Plan, Disclosure Statement, and other documents Filed in these Chapter 11 Cases may be obtained free of charge at the Debtors’ restructuring website at <http://cases.gardencitygroup.com/wgc/>. Documents Filed in these Chapter 11 Cases may also be

examined between the hours of 8:00 a.m. and 4:00 p.m., prevailing Eastern Time, Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

The Voting Agent will process and tabulate Ballots for the Classes entitled to vote to accept or reject the Plan and will File a voting report (the “Voting Report”) on or before October 19, 2018. The Voting Report will, among other things, describe every Ballot that does not conform to the Voting Instructions or that contains any form of irregularity, including, but not limited to, those Ballots that are late, illegible (in whole or in material part), unidentifiable, lacking signatures, lacking necessary information, or damaged.

THE DEBTORS URGE HOLDERS OF CLAIMS WHO ARE ENTITLED TO VOTE TO TIMELY RETURN THEIR BALLOTS AND TO VOTE TO ACCEPT THE PLAN BY THE VOTING DEADLINE.

4. Confirmation Hearing and Deadline for Objections to Confirmation

Objections to Confirmation of the Plan must be Filed and served on the Debtors and certain other entities, all in accordance with the Confirmation Hearing Notice, so that such objections are actually received by no later than **October 8, 2018 at 4:00 p.m.** (prevailing Eastern Time). Unless objections to Confirmation of the Plan are timely served and Filed in compliance with the Disclosure Statement Order, they may not be considered by the Bankruptcy Court. For further information, refer to Section VI of this Disclosure Statement, “Confirmation of the Plan.”

II. BACKGROUND REGARDING THE FRAUDULENT ENTERPRISE

A. The Determination that Shapiro Operated the Prepetition Debtors as a Ponzi Scheme

The Debtors are part of a group of affiliated entities (collectively, the “Woodbridge Entities”) formed by, and formerly controlled by, Robert Shapiro (“Shapiro”). The Debtors believe that Shapiro used the prepetition Debtors to perpetrate a massive Ponzi scheme.¹¹ Specifically, the Debtors believe¹² that:

¹¹ The description of the Ponzi scheme set forth in this section is drawn almost exclusively from the factual background set forth in the SEC’s *Motion by the U.S. Securities and Exchange Commission for Order Directing the Appointment of a Chapter 11 Trustee* [Docket No. 157] (the “SEC Trustee Motion”) and the SEC’s *Memorandum of Law in Support of Ex Parte Emergency Motion for Asset Freeze and Other Relief*, filed in the Florida District Court in the lawsuit *Securities and Exchange Commission v. Robert Shapiro, et al.*, Case No. 17-24624 (S.D. Fl. 2017), which were prepared and filed based on the SEC’s extensive factual investigation and forensic analysis of the Debtors.

¹² Pursuant to the Plan Term sheet, the Plan will acknowledge and admit that the Debtors operated as a Ponzi scheme since at least August 2012, which scheme was discovered no later than December 2017 when the SEC unsealed its action against Robert Shapiro and others and alleged facts evidencing such Ponzi scheme. To the extent that the Bankruptcy Court does not confirm the Plan, the Debtors and each of the three “Committees” reserve all of their respective rights (and/or defenses) respecting the characterization and the ramifications of the massive fraud upon investors and other creditors.

- (i) beginning no later than July 2012 through December 1, 2017, Shapiro used his web of more than 275 limited liability companies, including the prepetition Debtors, to conduct a massive Ponzi scheme raising more than \$1.22 billion from over 10,000 unsuspecting investors nationwide,
- (ii) because Shapiro had no other significant sources of cash inflows to pay interest and principal to existing investors, he used \$368 million of new investor funds to pay false “returns” to existing investors, and
- (iii) Shapiro also used investor money to pay approximately \$64.5 million in commissions to sales agents that sold these fraudulent “investments” to Noteholders and Unitholders, and used approximately \$21.2 million of investor money for Shapiro’s personal benefit and the benefit of his related entities or family members. For example, Shapiro charged at least approximately \$9 million dollars on credit cards which were paid for nearly entirely by one or more prepetition Debtor. In fact, about 99% of the payments made toward those credit cards were derived from the prepetition Debtors. Shapiro charged personal items, including extravagant travel expenses, luxury brand items, and furnishings. For example, Shapiro used investor funds on at least the following: (i) \$200,000 at Four Seasons Hotels and Ritz Carlton Hotels, (ii) \$34,000 on limousine services, (iii) \$1.6 million on home furnishings, (iv) \$1.4 million on luxury retail purchases like Louis Vuitton and Chanel, (v) \$600,000 on political contributions, (vi) \$400,000 on jewelry purchases, and (vii) \$308,000 on wine. In addition to the credit card charges, Shapiro spent additional investor funds as follows: (i) \$3.1 million for chartering private planes, (ii) \$1.2 million in alimony to his ex-wife, (iii) \$340,000 in luxury automobiles, and (iv) \$130,000 on country club fees. The prepetition Debtors and Shapiro also paid nearly \$1 million to a rare coin and precious metal firm, purportedly for client gifts.

Shapiro’s scheme involved outright deception of Noteholders and Unitholders. Shapiro raised money from Noteholders and Unitholders under the false premise that such funds would be used to make real estate-related loans to unrelated third-party borrowers at favorable loan-to-value ratios, with such unrelated third-party borrowers being required to make regular monthly interest payments to the prepetition Debtors—which monthly interest payments were the supposed source of monthly returns to the prepetition Debtors’ investors. In reality, however, Shapiro overwhelmingly did not use investors’ funds to make loans to unrelated third-party borrowers. Instead, Shapiro created disguised affiliates—the PropCos and MezzCos—to whom money was “loaned” (i.e., evidenced by documents, but without any ability to trace particular funds to a particular PropCo or MezzCo). Having no cash or source of cash (other than the projected proceeds of sale of properties of the PropCos), the PropCos and MezzCos had no ability to service their debts’ contractual periodic interest obligations, and only uncertain means to redeem principal or pay interest in arrears.

Because the prepetition Debtors loaned money overwhelmingly to affiliates with no ability to service debt, the prepetition Debtors generated nearly no cash flows from any operations. From July 11, 2012 through September 30, 2017, the prepetition Debtors generated only approximately \$13.7 million in interest payments from unaffiliated third-party borrowers. As early as the third quarter of 2012 (the first quarter in which there were funds received from

investors), WGC did not generate sufficient income for operating expenses, investor interest payments, and investor redemptions. Until the first quarter of 2013, WGC utilized a cash balance carried over from the activities of Woodbridge Structured Funding, LLC (“WSF”) and funds received from other Shapiro-related entities to fund the cash flow deficits.¹³ Beginning in the second quarter of 2013, WGC had continuing deficits in each quarter and the only source of funds available to fund the deficits was new investor funds. This deficit grew to more than \$250 million as of September 2017. As of April 28, 2017, out of \$736 million in loans outstanding, \$718 million (98%) were due from prepetition Debtor-affiliated entities. These “borrowers” were not making interest payments and the prepetition Fund Debtors simply recorded interest income for book purposes only.

Importantly, as noted above, Shapiro is no longer in control of the Debtors and no longer has any involvement whatsoever with the Debtors. The Plan described by this Disclosure Statement has been formulated by the Debtors’ new management and advisors, all of whom are completely independent of Shapiro, and has been developed in close consultation with numerous creditor and investor constituencies, as described below.

B. Debtors’ Organizational Structure

The Woodbridge Entities are all directly or indirectly owned by RS Protection Trust (“RS Trust”), an irrevocable trust settled under Nevada law, of which Shapiro is the trustee. Members of Shapiro’s family are the sole beneficiaries of RS Trust. An organization chart of the Woodbridge Entities is attached as Exhibit A to the *Declaration of Lawrence R. Perkins in Support of the Debtors’ Chapter 11 Petitions and Requests for First Day Relief* [Docket No. 12].

The Debtors organizational structure broadly consisted of three “silos.”

- First, Woodbridge Group of Companies, LLC (“WGC”) was the principal operating company of the enterprise and held the primary distributing bank account for the Woodbridge Entities. WGC managed contractual relationships with the architects, contractors, and construction companies engaged in the development of the Woodbridge Entities’ real properties.
- Second, WMF Management, LLC (“WMF”) managed the Debtors’ retail fundraising operation. WMF directly owned seven fund entities (collectively, the “Fund Debtors”¹⁴). As described in more detail below, the Fund Debtors, prepetition, fraudulently raised money from thousands of retail investors by selling Notes and Units.

¹³ WSF was in the business of purchasing structured settlements, annuity, and lottery payments, and it raised money from investors to buy the annuity streams at a discount. The investor would then purportedly receive the payment stream.

¹⁴ The Fund Debtors are the following Debtors: (i) Woodbridge Mortgage Investment Fund 1, LLC (“Fund 1”); (ii) Woodbridge Mortgage Investment Fund 2, LLC (“Fund 2”); (iii) Woodbridge Mortgage Investment Fund 3, LLC (“Fund 3”); (iv) Woodbridge Mortgage Investment Fund 3A, LLC (“Fund 3A”); (v) Woodbridge Mortgage Investment Fund 4, LLC (“Fund 4”); (vi) Woodbridge Commercial Bridge Loan Fund 1, LLC (“Bridge Loan Fund 1”); and (vii) Woodbridge Commercial Bridge Loan Fund 2, LLC (“Bridge Loan Fund 2”).

- Third, the Woodbridge Entities include a network of over 200 special purpose vehicle entities that hold real properties (the “PropCos”), 152 of which are Debtors, nearly all of which hold an individual real property asset. Most of the PropCos are, in turn, wholly owned by related special purpose vehicle entities (the “MezzCos”), the sole assets of which are the equity of the PropCos; a total of 138 MezzCos are Debtors.

Shapiro was formerly, but is no longer, the president of WGC. Shapiro previously maintained sole operational control over WGC and its affiliated entities—most, but not all, of which are Debtors. Historically, there was no board of directors or any other executives with decision-making authority, and Shapiro maintained absolute control over the entities’ day-to-day operations. WGC was the principal operating company of Shapiro’s businesses and employed over 140 people in offices in six states. Shapiro identified the properties underlying the entities’ investments, approved every real estate purchase, selected the amount and type of investments sold, determined sales agents’ commissions, and calculated the company’s potential profits. Shapiro had sole signature authority over all of the Debtors’ bank accounts.

C. Shapiro’s Fundraising Scheme

The prepetition Debtors sold investors two primary products, a five-year private placement security (*i.e.*, Units) and a twelve to eighteen month promissory note security called First Position Commercial Mortgages or “FPCMs” (*i.e.*, Notes),¹⁵ which, the prepetition Debtors claimed, were based on the purported revenues the prepetition Debtors purportedly would receive from issuing short-term loans to unrelated third-party property owners. As explained herein, none of this was remotely true—the prepetition Debtors did not make these short-term loans to third-party property owners, and instead created disguised affiliates to whom money was “loaned,” which had no ability to service debt.

1. Units

During the period from August 2012 through December 1, 2017, prepetition Debtor WMF offered Units (the “Unit Offerings”) through the prepetition Fund Debtors, which were purported mortgage investment funds and bridge loan funds, pursuant to purported exemptions under Rules 506(b) and (c) of Regulation D of the Securities Act, collectively seeking to raise at least \$435 million from investors. WMF admits it ultimately raised at least \$226 million from nearly 1,583 Unitholders.

The prepetition Debtors purportedly limited each of the Unit Offerings to accredited investors with a \$50,000 minimum subscription and provided for a five-year term with a 6% to 10% aggregate annual return paid monthly and a 2% “accrued preferred dividend.” At the end of the five-year term, Unitholders would also be entitled to a distribution based on the prepetition Debtors’ profits. In the offering memoranda for each of the Unit Offerings, the prepetition

¹⁵ The prepetition Debtors also sold “acquisition and development” (or “A&D”) and “mezzanine” promissory note securities, which were similar in structure to FPCMs but with different maturities, interest, and collateral. For purposes of the Plan and this Disclosure Statement, all of these promissory note securities are referred to as “Notes.”

Debtors represented to investors that their funds would be used for real estate acquisitions and investments. The Unit Offerings, in effect, were purported to be investments into pooled notes. For example, the offering memoranda stated, “[t]he Company plans to use the net proceeds from this offering to invest in first mortgages.” The prepetition Debtors and Shapiro used Unitholders’ funds to purchase at least 193 residential and commercial properties located primarily in Los Angeles, California, and Aspen, Colorado.

2. Notes

During the period from August 2012 through December 1, 2017, the prepetition Debtors issued Notes to pools of private investors who each contributed at least \$25,000.¹⁶ Many of these pools contained 40 or more investors. As described in more detail below, the prepetition Debtors had a double-barreled placement strategy, including a sizeable direct sales force, and a national network of purportedly independent sales agents; the direct salespeople and members of the agent network received rates of compensation for the placement of Notes far in excess of the compensation typically offered for placing (legitimate) low-risk fixed income securities. The prepetition Debtors and sales agents told investors that the prepetition Debtors were making short-term loans, between \$1 million and \$100 million, to bona-fide third-party commercial property borrowers at high rates of interest, approximately 11%-15%, secured by a first-position mortgage on the property. The prepetition Debtors and sales agents promised Noteholders 5% to 8% annual interest paid monthly with a return of their principal at the end of their note’s term and assigned each investor a pro rata portion of the applicable prepetition Fund Debtor’s putative first-position lien interest in the underlying property. The prepetition Debtors (and intentionally or not, the sales agents) misled investors by stating that the prepetition Debtors would receive the spread between what the underlying borrowers paid the prepetition Debtors and what the prepetition Debtors were paying the investors. The prepetition Debtors falsely represented on their website and in sales materials (delivered onward, in the case of sales agent placements) that they provided loan-to-value ratios of approximately 60-70%, ensuring that the “properties that secure the mortgages are worth considerably more than the loans themselves at closing.” The prepetition Debtors also falsely assured investors that, at the end of the one-year term, the underlying borrower was obligated to repay the applicable prepetition Fund Debtor the principal amount of the loan and, if it defaulted, the prepetition Fund Debtor could (and would) foreclose on the property to recover the amount owed.

Each of the Notes was evidenced by an individual promissory note issued pursuant to a loan agreement (individually, a “Noteholder Loan Agreement”). Pursuant to the terms of each Noteholder Loan Agreement, each Noteholder lent a fixed amount to an individual prepetition Fund Debtor for the stated purpose of partially funding a single one of three types of secured loans from such prepetition Fund Debtor to an unrelated third-party borrower. According to the documents created by or at the direction of Shapiro, with respect to each real property (which were actually owned not by unrelated third-party borrowers, but by disguised affiliates—the PropCos), up to three purportedly secured loans were created: (i) a loan from a prepetition Fund Debtor to a PropCo purportedly secured by a first lien mortgage on such property (referred to as

¹⁶ In some cases it appears certain “brokers” of Notes created special purpose vehicles to permit private investors of less than \$25,000 to aggregate their investments to attain minimum purchase levels.

“senior” loans or “FPCMs”), (ii) a loan from the same prepetition Fund Debtor to the same PropCo purportedly secured by a second lien mortgage on such property (referred to as “development” or “acquisition and development” loans), and (iii) a mezzanine loan from the same prepetition Fund Debtor to the MezzCo that owns the sole membership interest in such PropCo, purportedly secured by a pledge of that MezzCo’s ownership interest in the PropCo.

Under each Noteholder Loan Agreement, the applicable prepetition Fund Debtor effected a putative assignment in favor of the applicable Noteholders of the prepetition Fund Debtor’s right, title, and interest in and to (i) the indebtedness held by the prepetition Fund Debtor issued by a particular MezzCo or PropCo, (ii) the promissory note evidencing such indebtedness, (iii) the mortgage or deed of trust securing such indebtedness (in the case of PropCo loans) or the pledge and security agreement securing the mezzanine loan (in the case of a MezzCo loan), and (iv) related title insurance policies in connection with such loan (collectively, the “Purported Noteholder Collateral”). Further, in connection with each Note, the applicable prepetition Fund Debtor entered into two related putative assignment documents: *first*, an assignment of promissory note, pursuant to which the prepetition Fund Debtor assigned to the Noteholder (without negotiating or delivering physical possession of the underlying documents) the prepetition Fund Debtor’s right, title, interest, claims, or rights in (i) the promissory note reflecting its loan to the applicable PropCo or MezzCo, and (ii) the related mortgage or deed of trust held by the applicable PropCo, or the related pledge and security agreement held by the applicable MezzCo, together with related rights, documents, accounts, and proceeds thereto; and *second*, a collateral assignment, pursuant to which the prepetition Fund Debtor assigned to the Noteholder its right, title, and interest in and to the same underlying documents, proceeds therefrom, rights thereunder, and documents related thereto. The effect of these documents, the prepetition Debtors asserted at that time, was to ensure that Noteholders were secured by the property purportedly backing their loan.

However, the Debtors believe that the transactions described in the Notes and the related loan documents are vastly different than the transactions that actually occurred. The documents generated by or at the direction of Shapiro are based on the fiction that the prepetition Fund Debtors actually loaned specific funds to unrelated third parties at favorable loan-to-value ratios and that those third parties would pay interest and principal to the prepetition Fund Debtors (or else the prepetition Fund Debtors would foreclose on the properties). In reality, almost no money at all flowed directly from the prepetition Fund Debtors to unrelated third parties. Rather, Shapiro created disguised affiliates (the PropCos and MezzCos) to which money was loaned with no ability to service debt. The PropCos and MezzCos purchased real properties, but had no source of cash to make monthly interest payments—thus leaving the prepetition Debtors without any significant source of revenue to pay investors’ periodic interest, and relying upon proceeds of property sales (inherently uncertain as to both time and amount) to pay principal or arrears of interest. Shapiro also directed the prepetition Debtors to use the funds raised from the investors for a variety of other purposes—including, but not limited to, overhead, commissions to brokers, personal expenses, and repayment of old investors using funds invested by new investors.

The prepetition Debtors did have one segment, known as “Riverdale,” which originated loans to unrelated third parties. Riverdale described itself as offering private money commercial financing to borrowers in need of alternative financing for real property purchases and refinances. Riverdale’s model was to lend up to 65% of appraised value, and typically priced

loans at 4%-6% origination fees plus interest of 12% per annum for a 12-month term with such loans secured by the underlying real property. The loans were funded by a prepetition Fund Debtor and then sometimes sold to third parties shortly after origination. For loans retained by the prepetition Debtors that were non-performing, the lending prepetition Debtor (a prepetition Fund Debtor) generally assigned the right to foreclose on the particular property to a different prepetition Debtor, and any foreclosures were thus brought in the name of the assignee prepetition Debtor (rather than the lending prepetition Fund Debtor). Currently, the portfolio of loans originated by Riverdale consist of the following four categories: (i) performing loans, consisting of one (1) loan with a balance of \$373,989 as of July 31, 2018; (ii) non-performing (defaulted) loans, consisting of one (1) loan with a balance of \$236,223 as of July 31, 2018; (iii) loans that are in default where the Debtors have commenced foreclosure proceedings on the subject property, consisting of 17 loans with a balance of \$17,993,655 as of July 31, 2018; and (iv) loans where the Debtors have completed foreclosing on the subject property, which properties are now owned by Debtors, consisting of 18 properties with an estimated value ranging between \$6,805,000 and \$11,267,500. Unless the Holders of such Claims elect otherwise during the balloting process, Claims of Noteholders arising from the “Riverdale” segment are initially classified under the Plan in Class 6 (Non-Debtor Loan Note Claims) to the extent set forth in the Schedule of Non-Debtor Loan Note Claims (attached hereto as **Schedule 2**).

D. Investor Funds Were Commingled and Cannot Be Traced to Particular Properties

The funds that were invested by Noteholders and Unitholders were almost immediately commingled with funds of the various other prepetition Debtors. Even though the underlying loan documents reference a loan by a specific prepetition Fund Debtor to the applicable PropCo, the funds for property purchases typically originated from a commingled account and generally cannot be traced to any particular prepetition Debtor. In almost every single case, WGC—rather than any prepetition Fund Debtor or PropCo—was the only source of funds used to purchase or develop a property. Moreover, in many instances the price to purchase or develop a property had little or no relationship to the amount of money that was nominally received by the particular PropCo or to the amount of money that same PropCo promised to repay. For example, with respect to the prepetition Debtors’ property known as the “Owlwood Property,” one of the prepetition Debtors purchased such property in September 2016 for \$90 million. Prepetition Fund Debtors made three loans nominally in respect of the Owlwood Property, in the aggregate amount of \$112 million—well above the purchase price of the property. In other words, had this been a (structurally) legitimate financing of the Owlwood Property, it would have been almost 125% financed, which is contrary to the favorable loan-to-value ratios touted by Shapiro. In addition, there is evidence that, on certain occasions, Shapiro issued Notes in respect of properties that the prepetition Debtors never actually acquired, including properties at 778 Sarbonne Road in Los Angeles and 53 Huron Street in Brooklyn. Nevertheless, the PropCos and MezzCos purported to grant liens and security interests to the prepetition Fund Debtors to secure “loans” that the prepetition Fund Debtors did not actually make. Another example concerns the property at 800 Stradella Road in Los Angeles, where Shapiro issued about \$24.7 million in “first-lien” Notes for the stated purpose of funding a \$26 million prepetition Fund Debtor-to-PropCo loan that was never made (the PropCo instead took a \$26 million loan from the third-party seller of the property at the time of acquisition).

E. The Prepetition Debtors' Fraudulent Marketing and Sales Practices

Investors often received a one-page description of the key terms of the Notes, a list of FAQs, and perfunctory examples of the supposed collateral properties, including a graphic that summarized the Notes as follows:



The core premise of this pitch—that there would be “property owner[s] mak[ing] payments to Woodbridge”—was false. Virtually all the loans were made to WGC affiliates (*i.e.*, the PropCos and MezzCos), who earned no revenue and made no (and were unable to make any) payments.

The Noteholders played no role in selecting or analyzing the underlying properties and, unless requested, were not provided the prepetition Debtors’ purported due diligence regarding the property. Shapiro instructed WGC’s Managing Director of Investments (“Head of Sales”) to fund certain Noteholders’ securities prior to any underlying property actually being purchased.¹⁷ Many of the Noteholders were retired and approximately 2,600 investors used their Individual Retirement Accounts (“IRAs”) to fund their investments. And to work around the exclusion of assets such as Notes by many custodians of conventional IRAs, the prepetition Debtors

¹⁷ When questioned by the SEC staff during the course of its investigation, the Head of Sales refused to answer any questions, asserting his rights under the Fifth Amendment to the Constitution.

developed and executed a strategy for investors to create and fund IRAs with more liberal custodians, or to create “self-directed” IRAs which would in turn fund limited liability companies that could buy Notes without any custodial oversight. Recognizing this, the Head of Sales told Shapiro that “most people are placing their life savings and retirement funds into these investments.”

WGC maintained an internal team of approximately 30 sales agents, led by the Head of Sales, responsible for soliciting Unitholders. Shapiro provided frequent, often daily, requirements to the Head of Sales of the number (“we need to raise 45 million in the next 39 days”) and type (“I need \$5 million in [Unitholders] in the next 2 weeks”) of investments that needed to be sold. To ensure compliance with these demands, Shapiro would either threaten his employees with termination or promise bonuses. Shapiro called for daily sales updates from the Head of Sales, who in turn requested additional amounts and types of securities to sell from Shapiro.

The prepetition Debtors also relied on a nationwide network of hundreds of purportedly “independent” external sales agents to solicit prospective Noteholders. These sales agents were typically very-small-firm or solo-practitioner wealth managers or investment consultants, some with state or SEC registration as investment advisers, some without any registration. It does not appear that any firm of broker-dealers or any larger wealth management firm was involved in placing Notes, though there appear to be instances where individuals associated with such firms may have done so.

Rather than facilitating these external sales agents’ independent scrutiny of the investment opportunity and development of materials regarding the investment opportunity suitable to their specific needs, the prepetition Debtors required the sales agents to provide prospective Noteholders only the information and sales materials that the prepetition Debtors provided them for dissemination to Noteholders. As such, the external sales agents solicited the general public through marketing materials created, and in many cases paid for, by the prepetition Debtors, which were disseminated via television commercials, radio ads and talk shows, newspaper ads, social media, newsletters, internet websites, YouTube videos, and in-person gatherings.

The prepetition Debtors did not require or evaluate whether the Noteholders were “sophisticated,” “accredited,” or otherwise had any particular financial acumen. Indeed, instructions from a company providing the prepetition Debtors with leads on potential investors remarked that leads that are followed up within 20 minutes of generation are “where your sales team will find the majority of low hanging, easiest to harvest fruit.”

In numerous marketing materials sent to Noteholders, the prepetition Debtors described this investment as “low risk,” “simpler,” “safe,” and “conservative” and stated that investor returns were generated by underlying borrowers’ interest payments. The prepetition Debtors also posted these documents online and instructed external sales agents to direct their clients to the company’s website to view them. As an example of a sales pitch, in August 2017, a WGC salesperson pitched a husband and wife over the telephone for more than 45 minutes to invest and stated:

It's a very good vehicle. *One of the—the greatest things about it is that we're lending and not purchasing the properties* and that we're lending at low loan to value ratios so there's enough equity in those properties to protect us against a market downturn or protect us from a property owner defaulting, so that if we do have to foreclose, there's enough equity there for us to be able to profit.

(emphasis added). The salesperson was attempting to convince this husband and wife to invest \$500,000.

The prepetition Debtors did not disclose or inform investors that several of their in-house sales agents had been previously censured or barred by the SEC, FINRA, or state securities regulators, and that they put external sales agents on their network without regard for any disciplinary history or current state or federal registration. None of the prepetition Debtors' in-house sales force had a current SEC or FINRA registration in effect.

The prepetition Debtors compensated their external sales agents at a 9% wholesale rate, and the agents in turn offered the Notes to their investor clients at 5% to 8% annual interest—the sales agent received a commission equivalent to the difference. The prepetition Debtors paid external sales agents at least \$64.5 million in commissions through this arrangement for soliciting funding for these sham investments. This compensation vastly exceeded the commissions payable for placement of the same face amount of legitimate low-risk fixed-income securities. External sales agents may also have collected “wrap” or other asset-based fees *in addition* to the compensation paid by the prepetition Debtors.

The solicitation of Unit purchases as a victim's first Woodbridge investment generally followed the lines of the solicitation of a Note investment described above, including false disclosures, absence of suitability determinations, and excessive sales compensation. In addition, the prepetition Debtors maintained a very active program for investors to convert, or “roll,” their investments *from* Notes *to* Units, which benefited Shapiro's fraudulent scheme because Units had a much longer term and thus extended the time frame for soliciting new investments from victims to handle the notional maturity of an investment.

Shapiro demanded that the Head of Sales and his internal sales team continuously seek to move Noteholders into one of the Unit Offerings. The prepetition Debtors' internal sales team solicited each Noteholder approximately 90 days after they invested to “move your loan from the First Position Mortgage . . . even if your term hasn't expired yet—to our higher-return Mortgage Investment Fund.” The prepetition Debtors threatened to terminate their relationship with external sales agents who would not permit them to contact the sales agents' clients about moving from the Notes to the Units. Aggressive solicitation was encouraged, as for example, on March 4, 2016, the Head of Sales celebrated with his sales team that “even without being able to fund due to lack of inventory we funded over 37 million in [Notes] and 6 million in [Units]!!!!!! By far our biggest month to date!!!!” and congratulated his sales team, stating “WE ARE WINNERS!!!!” The prepetition Debtors successfully convinced 90% of the Noteholders to re-enroll when terms became due, thus avoiding having to pay large returns of principal.

The prepetition Debtors persisted in their issuance of fraudulent securities despite extensive pre-bankruptcy regulatory action. Despite being barred from soliciting and selling

Notes in numerous states (a result of the investigations described in Section II.F below), the prepetition Debtors continued to do so at an alarming rate. After cease and desist orders were entered in Massachusetts, Pennsylvania, Texas, and Arizona, the prepetition Debtors nonetheless raised approximately \$3.2 million, \$2.6 million, \$2.3 million, and \$900,000, respectively, from investors in those states. WGC's internal sales agents misrepresented the dispositions of these regulatory actions to external sales agents, claiming the prepetition Debtors were "exonerated of any wrongdoing or fraudulent activity." Moreover, on a sales-pitch call in July 2017 (during the course of the SEC's ongoing investigation), a WGC salesperson falsely told a financial planner, "The SEC looked into us. We passed with flying colors," touting that the product the prepetition Debtors were offering had a "zero default rate in anything we've had to offer."

Shapiro hired a public relations firm to manipulate internet search engine results so that investors who looked up the prepetition Debtors would not see the state regulatory orders filed against the companies. Also, at Shapiro's specific instructions, WGC made a series of negligible charitable donations with the sole purpose of generating a stream of positive press releases to push these regulatory actions off the front page of internet search results relating to the prepetition Debtors.

Indeed, prior to their bankruptcy filings, the prepetition Debtors created two new private placement offerings, "Fund 5" and "Bridge Loan Fund 3," and the website promised "New Product Coming Soon!" The prepetition Debtors were attempting to transition investors into a new product called a Co-Lending Opportunity ("CLO"). The CLO mirrors the Notes in every material respect save one—the CLO's term is for 9 months. In email communications, Shapiro and the Head of Sales contended that this small change ensured that the CLO was not a security and that the prepetition Debtors could circumvent the states' regulatory agencies. Instead of disclosing this product to state regulators and ensuring that the terms of the new offering allayed their legitimate concerns, Shapiro and the Head of Sales decided to "switch first then settle quietly [with Colorado and California]."

Despite the prepetition Debtors representing that the claimed interest payments in the Notes emanated from bona-fide third party borrowers, almost all of the purported "borrowers" were PropCos and MezzCos—prepetition Debtors ultimately owned and controlled by the RS Trust. In practice, Shapiro directed the prepetition Debtors to use the funds raised from the Unit Offerings to purchase residential real estate, create a self-owned PropCo to hold title to each property, and then issue Notes to investors based on the value of the underlying property. The prepetition Debtors further falsely reassured investors, telling them not to worry about the risk of a (non-existent) third-party borrower failing to make its loan payments because the prepetition Debtors would continue to pay the investor their interest payments. For example, in a Frequently Asked Question brochure for the Notes, WGC stated the following:

Q: If the borrower does not make their payments to Woodbridge will I be informed?

A: This question is actually irrelevant, because Woodbridge would continue to make monthly payments to you . . . and may or may not inform you of the underlying non-payment. As long as Woodbridge continues to make regular payments to you, there would be no reason to be concerned.

Assertions such as these by the prepetition Debtors led investors to believe their investments were safe no matter how the “borrower” performed. To support the misrepresentations, the prepetition Debtors and Shapiro provided Noteholders with the promissory notes between the underlying borrowers and the prepetition Fund Debtors. However, the prepetition Debtors did not disclose that the “borrowers” were in virtually all cases affiliated PropCos that earned no revenue—and did not even have bank accounts—and had no ability to make the interest or other payments the prepetition Fund Debtors needed to receive so they could, in turn, make payments to the Noteholders. Hence, in reality, the claimed interest “payments to Woodbridge” demonstrated in the prepetition Debtors’ “three circles” brochure, referenced above, did not exist.

Shapiro and RS Trust made every effort to hide the fact that most of the third-party borrowers and owners of the underlying properties were actually Shapiro and his family. None of the publicly available documentation indicated that RS Trust was the ultimate owner of the PropCos and MezzCos purportedly doing the borrowing. Indeed, as early as 2014, a high-ranking WGC employee under Shapiro’s direction specifically instructed WGC’s Registered Agent to not include any member/manager information on the Certificates of Formation for certain LLCs.¹⁸ And when an investor asked Shapiro point blank for the name of the borrower his investment was being lent to, Shapiro responded that the prepetition Debtors do not provide borrowers’ names because it is “not the way to do business” and “we don’t want people pestering them.”

In April 2017, when one potential financial planner being pitched by a WGC salesperson pointed out his suspicion of this incestuous structure on a recorded sales pitch call, a WGC “quality assurance personnel” member alerted the Head of Sales stating that, “[External Sales Agent] seems to know an awful lot about our business model He also knows Bob [Shapiro] owns Sturmer Pippin,^[19] stating Woodbridge is loaning money to ourselves.”

Similarly, Unitholders were told that their returns were generated by these “loans” as well as the prepetition Debtors’ property development. First, as with Noteholders, the prepetition Debtors did not disclose to Unitholders that the purported interest payments required by the promissory notes underlying the Notes were non-existent. Second, the prepetition Debtors failed to tell Unitholders that the profits from the development of properties were wholly inadequate to generate the promised returns. Indeed, there was no material source of cash inflows in the prepetition Debtors’ entire enterprise to pay interest and maturing Units and Notes.

¹⁸ Given that the corporate filings were predominantly in Delaware, with extremely limited public information, the SEC was forced to subpoena over two-hundred individual LLCs controlled by Shapiro, and then was forced to file a subpoena enforcement action in district court to obtain these documents after the LLCs did not respond to those subpoenas. The SEC received these formation documents pursuant to stipulated Court Order. *See SEC v. 235 Limited Liability Companies*, 17-mc-23986 (S.D. Fla.). In addition, the SEC was forced to file a separate subpoena enforcement action to obtain, among other items, the company emails of Shapiro and Woodbridge’s Controller. *See SEC v. Woodbridge Group of Companies, LLC*, 17- mc-22665 (S.D. Fla.).

¹⁹ Sturmer Pippin, LLC is the PropCo which owns the Owlwood Property in Beverly Hills, California. The prepetition Debtors touted Owlwood in Note investor promotions. Owlwood is further discussed above.

F. Prepetition Investigations and Litigation

In the years leading up to the Initial Petition Date, the prepetition Debtors faced a variety of inquiries from state and federal regulators. In particular, in or around September of 2016, the SEC began investigating certain of the prepetition Debtors (and certain non-debtor affiliates) in connection with possible securities law violations, including the alleged offer and sale of unregistered securities, the sale of securities by unregistered brokers, and the commission of fraud in connection with the offer, purchase, and sale of securities. As of the Initial Petition Date, certain discovery-related disputes regarding administrative subpoenas issued by the SEC were proceeding before the District Court for the Southern District of Florida, but the SEC had not yet asserted any claims against any of the prepetition Debtors or their affiliates. Subsequent to the Initial Petition Date, the SEC commenced the SEC Action (as defined below) against, among other defendants, Shapiro, RS Trust, and the Debtors. The SEC Action is discussed further in Section III.Q below.

In addition to the SEC investigation, certain of the prepetition Debtors received information requests from state securities regulators in approximately 25 states. As of the Initial Petition Date, regulators in eight states had filed civil or administrative actions against one or more of the prepetition Debtors and certain of their sales agents, alleging they have engaged in the unregistered offering of securities in their respective jurisdictions and have unlawfully acted as unregistered investment advisors or broker-dealers. Five states—Massachusetts, Texas, Arizona, Pennsylvania, and Michigan—entered permanent cease and desist orders against one or more of the prepetition Debtors related to their alleged unregistered sale of securities. Several of these inquiries were resolved prior to the Initial Petition Date through settlements, which included the entry of consent orders. As discussed in more detail in Section III.M.1 below, certain of the Debtors entered into a consent order with California during the Chapter 11 Cases, and the Debtors also obtained Bankruptcy Court approval of an expedited process for seeking approval of consent orders going forward, resulting in entry into certain additional consent orders.

One or more Debtors are also defendants in several prepetition lawsuits not involving securities regulation, including, but not limited to, an employment discrimination lawsuit titled *Kaila Alana Loyola v. Woodbridge Structured Funding LLC, Robert Shapiro, Lianna Balayan, Diana Balayan, Does 1-25*, pending in Los Angeles Superior Court, which lawsuit is currently in the discovery phase.

G. Events Leading to the Bankruptcy Filing and Shapiro's Prepetition Installation of New Management

In late 2017, Shapiro's fraudulent scheme unraveled. As federal and state investigations intensified and unfavorable press reports began to emerge, the prepetition Debtors found it increasingly difficult to raise new capital from investors. As noted above, in classic Ponzi scheme fashion, the prepetition Debtors were reliant on funds from new investors to make the payments promised to existing Unitholders and Noteholders. When new investment dried up, the inability to make required Notes and Units servicing payments became inevitable; indeed, the prepetition Debtors were unable to make the December 1, 2017 interest and principal payments due on the Notes.

With the securities investigations ramping up and a bankruptcy filing imminent, Shapiro installed a new team to commence the Chapter 11 Cases and manage the Debtors during their pendency. To accomplish this, on December 1, 2017, Shapiro, acting as trustee of RS Trust, directly or indirectly owned each of the prepetition Debtors, removed himself (and his affiliates) as manager of all the Initial Debtors and appointed Beilinson Advisory Group, LLC (“BAG”). Shapiro was also removed as an officer of each of the prepetition Debtors for which he previously served in such capacity.

To effectuate the prepetition transfer of management authority, Shapiro created a new entity, WGC Independent Manager, LLC (“WGCIM”), of which RS Trust was made the sole member. RS Trust appointed BAG as the sole manager of WGCIM. BAG is a financial restructuring and hospitality advisory group that specializes in assisting distressed companies. The terms of BAG’s appointment as manager of WGCIM were set forth in an engagement letter dated as of December 1, 2017. *See* Docket No. 12, Exh. F. The engagement letter provides, among other things, that WGC would pay BAG no less than \$40,000 per month for an initial 12-month term regardless of whether WGC uses the services of BAG during the entire period. *See id.*

Shapiro, acting in his capacity as trustee of RS Trust, then exercised RS Trust’s ownership rights over certain of the prepetition Debtors to execute a written consent (the “Management Consent”) removing himself and his affiliates as manager of certain of such Debtors and appointing WGCIM as replacement manager. Following the execution of the Management Consent, a second consent was executed removing Shapiro from his capacity as an officer of each entity controlled by WGCIM. Also on December 1, 2017, BAG, following its appointment as manager of WGCIM, engaged SierraConstellation Partners LLC (“Sierra”) to provide the services of Lawrence Perkins, the founder and Chief Executive Officer of Sierra, as Chief Restructuring Officer for WGCIM (the “Initial CRO”).

Although WGCIM was established to be an “independent” manager of the Debtors, WGCIM’s organizational documents provided that Shapiro, through RS Trust, had the ability to remove BAG (or any subsequent manager of WGCIM) with or without cause, subject to certain notice periods. *See* Docket No. 12, Exh. F. After the Initial Petition Date, the SEC expressed concern about Shapiro’s control over WGCIM, and the Debtors modified the provision to allow Shapiro to remove the manager of WGCIM only for cause. *See* Docket No. 84.

On the same day they were appointed, BAG and the Initial CRO, on behalf of the Debtors entered into the following agreements with Shapiro or entities controlled by him (copies of which are available at Docket No. 12):

- Transition Services Agreement: Pursuant to a *Transition Services Agreement* (the “Transition Services Agreement”), WGC agreed to pay WFS Holding Co., LLC (“WFS Holding”), an entity then controlled by Shapiro, \$175,000 for consulting services. The Transition Services Agreement purports to provide for, among other things, certain consulting services to be provided by Shapiro, “as an agent of Consultant.” As described below, following the appointment of the New Board, the Bankruptcy Court entered an order authorizing the Debtors to reject the Transition Services Agreement. The Debtors, under prior management, paid

\$175,000 to WFS Holding prepetition under the Transition Services Agreement. No other amounts were paid.

- Forbearance Agreement: The Debtors entered into a *Forbearance Agreement*, pursuant to which, among other things, Shapiro was permitted to continue to occupy certain of the Debtors' real properties during the Chapter 11 Cases.
- Contribution Agreement: Shapiro, through RS Trust, and WGC entered into a *Membership Interest Contribution Agreement*, pursuant to which, among other things, Shapiro purportedly ceded legal authority over certain Woodbridge Entities while obtaining the right to recover certain proceeds from each sale of certain assets "as an advance on distributions." The Debtors believe this agreement is not enforceable.
- Residential Lease Agreements: Shapiro's wife, as tenant, and certain Debtors, as landlord, entered into four *Residential Lease Agreements* on December 1, 2017 in respect of several real properties in California and Colorado. The Debtors and Ms. Shapiro have executed a stipulation terminating such leases, which has been approved by the Bankruptcy Court. *See* Docket No. 1690.

On the next business day, December 4, 2017, the 279 Initial Debtors (as defined below) filed their voluntary chapter 11 bankruptcy petitions.

H. The Debtors' Capital Structure

1. Assets

The Debtors' principal assets consist of a portfolio of 189 real properties, ranging in estimated value from approximately \$50,000 to over \$100,000,000 per property. These properties are in various stages of development or renovation. The Debtors' assets also include Cash on hand of approximately \$24.7 million (as of July 31, 2018). The Debtors also own a portfolio of third party loans and real estate owned (or "REO") properties in various jurisdictions, with an estimated book value of approximately \$10 million to \$20 million.

In addition, the Debtors believe they possess Causes of Action against, among others, Shapiro, Shapiro's affiliates, and others related to, among other things, their prepetition conduct or receipt of funds from the Debtors prior to the Petition Date. Under the Plan, all such Causes of Action (and other Causes of Action, including any Contributed Claims), as well as Avoidance Actions, will be preserved and vest in the Liquidation Trust as Liquidation Trust Actions. Attached hereto as **Exhibit D** is a non-exclusive analysis of the Liquidation Trust Actions that are being preserved under the Plan.

Aside from the foregoing, the Debtors are unaware of any other material assets.

2. Liabilities

(a) Secured Debt

As discussed in greater detail in Section III(b) below, certain Debtors borrowed a debtor-in-possession loan from Hankey Capital, LLC, secured by first-position priming liens in real property owned by certain of the Debtors. As of July 31, 2018, the balance owed on this loan was approximately \$49 million.

The Internal Revenue Service (the “IRS”) has imposed a lien on the Debtors’ real property located at 4030 Longridge Avenue, Sherman Oaks, California, purportedly to secure an approximately \$6 million tax liability owed to the IRS by Robert Shapiro. Although the liability is owed by Mr. Shapiro (not the Debtors) and the property is owned by the Debtors (and not Mr. Shapiro), the IRS has alleged that the Debtors are liable for Mr. Shapiro’s tax debt on an alter ego basis and/or a nominee theory. The Debtors are investigating the legal bases for the IRS’s position, and reserve all rights in connection therewith.

As discussed above, in connection with the fraudulent scheme, certain of the PropCos and MezzCos granted purported liens and security interests to the Fund Debtors to secure the repayment of funds purportedly loaned by the Fund Debtors to such PropCos and MezzCos for the purchase of particular properties (which liens and security interests were putatively assigned to Noteholders as part of the Purported Noteholder Collateral). In reality, due to the commingling discussed above, the Debtors believe they have no ability to trace the funds for property purchases to any particular Fund Debtor. Accordingly, as an integral component of the global settlement embodied in the Plan, any Intercompany Claims that could be asserted by one Debtor against another Debtor will be extinguished immediately before the Effective Date with no separate recovery on account of any such Claims and any Intercompany Liens that could be asserted by one Debtor regarding any Estate Assets owned by another Debtor will be deemed released and discharged on the Effective Date.

Certain Noteholders assert or have asserted that they hold valid, perfected security interests in (i) certain of the Debtors’ real properties, or (ii) the Purported Noteholder Collateral. As an initial matter, the Debtors believe the extinguishment of Intercompany Claims and Intercompany Liens between the Fund Debtors, on the one hand, and PropCos and MezzCos, on the other hand, renders this argument moot, as any assertion by Noteholders to security interests is premised on the existence and enforceability of the Intercompany Liens.

However, even were such Intercompany Liens not extinguished, the Debtors believe that a Noteholder’s particular funds cannot be traced to the purchase of a particular Fund Debtor’s indebtedness and that none of the Noteholders’ security interests in the Purported Noteholder Collateral are properly perfected under applicable state law, which the Debtors believe is Article 9 of the Delaware Commercial Code. Specifically, (i) the Debtors have confirmed that no Noteholder is in physical possession of any Purported Noteholder Collateral, *see* DEL. CODE ANN. tit. 6, § 9-313(a), and (ii) based on the Debtors’ investigation, no UCC-1 financing statement was filed in Delaware on behalf of any Noteholder with respect to any of the Purported Noteholder Collateral, *see id.* § 9-312(a). Pursuant to the settlement embodied in the *Summary Plan Term Sheet*, dated as of March 22, 2018 [Docket No. 828] (the “*Plan Term Sheet*”) and in

the Plan, both the Noteholder Committee and the Unsecured Creditors' Committee agreed to support the terms of the Plan, pursuant to which the Standard Note Claims will receive treatment reflecting a compromise of the foregoing issues.

The Debtors are unaware of any other material secured indebtedness.²⁰

(b) Unsecured Debt

As of the Petition Date, the Debtors were collectively indebted to (i) approximately 9,331 Noteholders, with a cumulative total Outstanding Principal Amount of Notes of approximately \$750 million and (ii) approximately 1,583 Unitholders, with a cumulative total Outstanding Principal Amount of Units of \$226 million.²¹

The Debtors generally estimate that Allowed General Unsecured Claims against the Debtors should total between approximately \$5 million and approximately \$30 million. This estimate, however, does not account for the fact that certain Creditors have asserted amounts in their proofs of claim that exceed the amounts that the Debtors believe should be Allowed. Thus, the total amount of Allowed General Unsecured Claims may greatly exceed or fall short of the estimates set forth herein.

Creditors and interested parties should review the Debtors' Schedules (defined below) Filed with the Bankruptcy Court for more complete information concerning the nature and amount of the Debtors' liabilities as of the Petition Date.

(c) Equity Interests

The Debtors' organization structure is described in Section II.A above. As noted, all of the Debtors are directly or indirectly owned by RS Trust. Under the Plan, as of the Effective Date, all Equity Interests shall be deemed void, cancelled, and of no further force and effect. On and after the Effective Date, Holders of Equity Interests shall not be entitled to, and shall not receive or retain any property or interest in property under the Plan on account of such Equity Interests.

III. THE CHAPTER 11 CASES

On December 4, 2017 (the "Initial Petition Date"), 279 of the Debtors (the "Initial Debtors") commenced voluntary cases under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. Subsequently, a total of 27 additional Debtors (the "Additional Debtors") filed voluntary chapter 11 petitions on the following dates: (i) February 9, 2018 (14 Additional Debtors); (ii) March 9, 2018 (two Additional Debtors);

²⁰ As discussed in section III.K below, the Debtors previously owed secured indebtedness to three third-party lenders in connection with three of their properties—805 Nimes Place, 25085 Ashley Ridge Road, and 800 Stradella Road. As discussed below, that indebtedness has been fully repaid during these Cases.

²¹ In the event the Plan is not confirmed, all parties' rights are reserved, including, without limitation, (i) as to Noteholders, the proper characterization of any asserted security interests, and (ii) as to Unitholders, the proper characterization of the Units.

(iii) March 23, 2018 (seven Additional Debtors); and (iv) March 27, 2018 (four Additional Debtors). The Chapter 11 Cases are being jointly administered under the case caption *In re Woodbridge Group of Companies, LLC, et al.*, Case No. 17-12560 (KJC) (Bankr. D. Del.). An immediate effect of commencement of the Chapter 11 Cases was the imposition of the automatic stay under Bankruptcy Code section 362(a), which, with limited exceptions, enjoins the commencement or continuation of all collection efforts by Creditors, the enforcement of liens against property of the Debtors, and the continuation of litigation against the Debtors during the pendency of the Chapter 11 Cases. The automatic stay will remain in effect, unless modified by the Bankruptcy Court, until the Effective Date.

A. First Day Orders and Initial Employment Applications

On or about the Initial Petition Date, the Debtors Filed certain “first day” motions and applications with the Bankruptcy Court seeking certain immediate relief to aid in the efficient administration of these Chapter 11 Cases and to facilitate the Debtors’ transition to debtor-in-possession status. The Bankruptcy Court held a hearing on these first-day motions on December 5, 2017, with a subsequent hearing scheduled for January 10, 2018, with respect to certain of the “first day” motions. In connection with these hearings, the Bankruptcy Court entered a series of customary “first day” and “second day” orders. *See* Docket Nos. 46, 47, 48, 49, 50, 51, 53, 54, 259, 261, 275, 295, 296 & 723.

Shortly after the Initial Petition Date, the Debtors filed applications to employ Gibson, Dunn & Crutcher (“Gibson Dunn”) and Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) as bankruptcy co-counsel. *See* Docket Nos. 119 & 122. The Debtors also filed an application to employ Homer Bonner Jacobs PA as special litigation counsel in connection with the SEC Action (as defined below). The Bankruptcy Court entered orders for each of the applications. *See* Docket Nos. 358, 359 & 361. As discussed below, following the appointment of the New Board (as defined below), the Debtors retained Klee, Tuchin, Bogdanoff & Stern LLP (“KTBS”) to replace Gibson Dunn as bankruptcy co-counsel, although Gibson Dunn agreed to continue to provide services to the Debtors for a transition period of approximately sixty (60) days with respect to discrete pressing matters on which Gibson Dunn had already expended substantial efforts and about which Gibson Dunn had significant institutional knowledge. That transition period has since ended, and Gibson Dunn is no longer providing any services to the Debtors.

B. DIP Financing Motion

On the Initial Petition Date, the Debtors Filed a motion (the “DIP Motion”) seeking interim and final orders authorizing the Debtors to, among other things, (i) borrow up to \$100 million (with \$25 million to be available on an interim basis) (the “DIP Loan”) in postpetition financing from Hankey Capital, LLC (the “DIP Lender”); (ii) grant priming liens and security interests to the DIP Lender to secure the applicable Debtors’ obligations under the DIP Loan; (iii) subject to the terms and conditions set forth in the DIP Motion, use the DIP Lender’s cash collateral; and (iv) provide adequate protection to the holders of alleged prepetition liens. *See* Docket No. 22.

On December 6, 2017, the Bankruptcy Court entered its first interim order on the DIP Motion, authorizing the Debtors to, among other things, borrow up to \$6 million for the period from the Initial Petition Date through the date of the further interim hearing set for December 21, 2017. *See* Docket No. 59. On December 21, 2017, the Bankruptcy Court entered its second interim order on the DIP Motion, which, among other things, increased the interim borrowing limit to \$25 million for the period from the Initial Petition Date through the date of the further hearing set for January 10, 2018, which hearing was subsequently adjourned to January 18, 2018. *See* Docket Nos. 130 & 246. On January 23, 2018, the Bankruptcy Court entered its third interim order on the DIP Motion, which, among other things, increased the interim borrowing limit to \$44 million for the period from the Initial Petition Date through the date of the further hearing set for February 13, 2018. *See* Docket No. 363. On February 13, 2018, the Bankruptcy Court entered its fourth interim order on the DIP Motion, which, among other things, increased the interim borrowing limit to \$56 million for the period from the Initial Petition Date through the date of the final hearing set for March 7, 2018 (the “Final DIP Hearing”). *See* Docket No. 572.

In advance of the Final DIP Hearing and following months of extensive negotiations with the Unsecured Creditors’ Committee, the Noteholder Committee, the Unitholder Committee, the SEC, and the United States Trustee, the Debtors Filed a form of proposed final order that resolved the concerns of all major constituencies with respect to the DIP Motion. Following the Final DIP Hearing, the Bankruptcy Court entered an order overruling the objections to the DIP Motion filed by various noteholders and granting the DIP Motion on a final basis. *See* Docket No. 724 (the “Final DIP Order”).

The Final DIP Order entered by the Bankruptcy Court contains various important features, including:²²

- Authorization for the Debtors to borrow up to \$100 million from the DIP Lender;
- Approval of the DIP Loan Documents between the Debtors and the DIP Lender;
- The grant of a priming security interest and lien on the Collateral, which includes 28 parcels of real estate owned by 27 obligors set forth in the DIP Loan Agreement;
- Authorization for the Debtors to use the DIP Lender’s Cash Collateral (as defined in the Final DIP Order), subject to the conditions set forth in the Final DIP Order;
- The grant of “conditional” adequate protection to the Noteholders believed to assert liens or interests in the DIP Lender’s Collateral, including, among other forms of adequate protection: (i) conditional adequate protection liens on 12 Adequate Protection Properties not included within the DIP Lender’s Collateral; and (ii) the establishment of an adequate protection reserve to be funded with a specified percentage of the net proceeds from the sale, if any, of any property that constitutes an Adequate Protection Property;

²² Capitalized terms used but not otherwise defined in this summary of the Final DIP Order shall have the meanings ascribed to them in the Final DIP Order.

- Carve-outs providing for the payment of certain expenses incurred during the Chapter 11 Cases, including amounts that may be payable to professionals retained by the Debtors and the Committees;
- Certain Events of Default provisions setting forth the DIP Lender's rights upon the occurrence thereof; and
- Standard waivers of certain provisions of the Bankruptcy Code, including under Bankruptcy Code sections 506(c) and 552, as well as adequate protection liens granted to the DIP Lender on certain Estate Assets.

On May 14, 2018, the Debtors and the DIP Lender entered into that certain *Amendment Number One to Senior Secured Debtor in Possession Loan and Security Agreement* (the "First DIP Amendment"), by which the Debtors and the DIP Lender agreed to amend the DIP Loan Agreement to (i) permit the Debtors to re-pay and re-borrow from the DIP Loan and (ii) clarify provisions regarding mechanics' liens. Notice of the amendment was filed with the Bankruptcy Court on May 21, 2018, and an order approving the First DIP Amendment was entered by the Bankruptcy Court on May 31, 2018. *See* Docket No. 1892.

C. Appointment of the Unsecured Creditors' Committee

On December 14, 2017, the U.S. Trustee appointed the Unsecured Creditors' Committee in these Chapter 11 Cases. *See* Docket No. 79. The initial members of the Unsecured Creditors' Committee were G3 Group LA, Inc., Ronald E. Myrick Sr., and John J. O'Neill. Unfortunately, Mr. Myrick passed away on March 27, 2018. On April 3, 2018, Mr. Myrick's widow, Lynn Myrick, was appointed as Mr. Myrick's replacement on the Unsecured Creditors' Committee. *See* Docket No. 883. Counsel to the Unsecured Creditors' Committee is Pachulski Stang Ziehl & Jones LLP, and the financial advisor to the Unsecured Creditors' Committee is FTI Consulting, Inc. In addition, the Unsecured Creditors' Committee retained Berger Singerman LLP to serve as special counsel for any and all matters related to the SEC Action (as defined below). *See* Docket No. 322.

D. United States Trustee

Timothy J. Fox, Esq. is the trial attorney for the Office of the United States Trustee in connection with these Chapter 11 Cases. The Debtors and the Committees have worked cooperatively to address concerns and comments from the U.S. Trustee's office during these Chapter 11 Cases.

E. Meeting of Creditors

The initial meeting of creditors under Bankruptcy Code section 341(a) was held on January 11, 2018, at the J. Caleb Boggs Federal Building, 844 King St., Room 2112, Wilmington, Delaware 19801. At the initial meeting of creditors, the U.S. Trustee and creditors asked questions of a representative of the Debtors. At the conclusion of the initial meeting, the U.S. Trustee announced that a further meeting of creditors under Bankruptcy Code section 341(a) shall be held after the Filing of the Debtors' Schedules (as defined and described below). A continued meeting of creditors took place on May 10, 2018 at 9:00 a.m.

F. Schedules, Statements of Financial Affairs, Claims Bar Dates, and Filed Claims

On December 14, 2017, the Debtors Filed the *Debtors' Motion for an Order Extending the Time Within Which the Debtors Must File Their Schedules of Assets and Liabilities and Statement of Financial Affairs* [Docket No. 80] (the "Initial Extension Motion"). On January 9, 2018, the Bankruptcy Court entered an order granting the Initial Extension Motion and setting a deadline of February 15, 2018 for the Debtors to File their Schedules of Assets and Liabilities and Statements of Financial Affairs (collectively, the "Schedules"). *See* Docket No. 260. In light of, among other things, the appointment of the New Board (as defined below), on February 14, 2018, the Debtors Filed a motion for a further extension of the deadline to File their Schedules and their first periodic report required under Bankruptcy Rule 2015.3 (together with the Schedules, the "Financial Reports"). *See* Docket No. 582 (the "Second Extension Motion"). On March 5, 2018, the Bankruptcy Court entered an order granting the Second Extension Motion and, among other things, extending the deadline for the Debtors to File their Financial Reports to April 16, 2018. *See* Docket No. 700.

On April 15 and 16, 2018, the Debtors Filed their Schedules. A Creditor whose Claim is set forth in the Schedules and not identified as contingent, unliquidated, or disputed may, but need not, file a proof of claim to be entitled to participate in the Chapter 11 Cases or to receive a Distribution under the Plan.²³

The Bankruptcy Court established (i) June 19, 2018 at 5:00 p.m. (prevailing Eastern Time) as the deadline (or "bar date") for Creditors (other than governmental units) to File proofs of claim against the Debtors (including Claims arising under section 503(b)(9) of the Bankruptcy Code); and (ii) as to each Debtor, 5:00 p.m. (prevailing Eastern Time) on the date that is 180 days after such Debtor's Petition Date as the deadline for any governmental unit (as such term is defined in Bankruptcy Code section 101(27)) to File proofs of claim against the Debtors. *See* Docket No. 911.

As of July 9, 2018, approximately 9,611 proofs of claim appear on the official claims register, although some of those claims have been withdrawn or superseded by other claims. The Debtors have not completed claim reconciliation work and do not anticipate doing so before the Effective Date of the Plan.

G. Sierra Employment Motion

On December 19, 2017, the Debtors Filed the *Debtors' Motion for Entry of an Order Pursuant to Section 363 of the Bankruptcy Code Authorizing (I) the Engagement Letter Between the Debtors and SierraConstellation Partners LLC and (II) Debtors' Employment of Lawrence R. Perkins as Chief Restructuring Officer Nunc Pro Tunc to the Petition Date* [Docket No. 102] (the "Sierra Employment Motion"), pursuant to which the Debtors sought, among other things,

²³ A Creditor claiming to hold a prepetition Claim who neither files a proof of claim nor has its Claim set forth in the Schedules as being other than contingent, unliquidated or disputed, and whose Claim is not expressly Allowed under the Plan or in the Confirmation Order, has no right to payment or Distribution under the Plan.

approval of the engagement letter with Sierra and authority to employ Mr. Perkins as the Initial CRO.

On January 23, 2018, the Bankruptcy Court held a hearing to consider, among other things, the Sierra Employment Motion. The Bankruptcy Court stated that it was prepared to enter an order approving the Sierra Employment Motion, but on modified terms, as set forth on the record at the hearing. On that same date, the Bankruptcy Court entered its order granting the Sierra Employment Motion. *See* Docket No. 367.

As discussed in more detail in Section III.H below, pursuant to the Joint Resolution the New Board selected a new CEO and CRO to replace Sierra and the Initial CRO, and Sierra subsequently transitioned out of its role in the Chapter 11 Cases.

H. Motions for Appointment of Trustee and Official Committees and Consensual Resolution Thereof

On December 28, 2017, the Unsecured Creditors' Committee Filed the *Emergency Motion of Official Committee of Unsecured Creditors for Entry of an Order Directing the Appointment of a Chapter 11 Trustee Pursuant to 11 U.S.C. § 1104* [Docket No. 150] (the "Committee Trustee Motion"), through which it sought the appointment of a chapter 11 trustee pursuant to Bankruptcy Code section 1104. The Unsecured Creditors' Committee asserted in the Committee Trustee Motion that "cause" existed for the appointment of a trustee because, among other reasons, the Initial CRO and BAG were "hand-picked by Shapiro, and have done his bidding both before and after the filing of these cases." The Unsecured Creditors' Committee asserted that "any appearance of independence is illusory" and "these so-called 'independent' parties have not shown that they are acting in the best interest of creditors." The Unsecured Creditors' Committee further argued that appointment of a chapter 11 trustee was "critically urgent" because the SEC was, at that time, seeking appointment of a receiver over the Debtors in the SEC Action; the Unsecured Creditors' Committee asserted that, in contrast to a receiver, appointment of a chapter 11 trustee would better enable the Debtors to fully realize the value of their real estate assets.

On January 2, 2018, the SEC Filed the SEC Trustee Motion (together with the Committee Trustee Motion, the "Trustee Motions"). Similar to the Unsecured Creditors' Committee, the SEC argued in the SEC Trustee Motion that the Initial CRO and new "independent" management team were "completely aligned [with Shapiro] in controlling this bankruptcy." The SEC argued that "[a]s the architect of this billion-dollar fraud, Robert Shapiro should not have any voice – let alone be the sole voice – of who serves as fiduciary" and that "he should be barred, per se, from selecting the team to run these debtors-in-possession."

Separate from the Trustee Motions, on December 18, 2017, the Ad Hoc Committee of Holders of Promissory Notes of Woodbridge Mortgage Investment Fund Entities and Affiliates (the "Ad Hoc Noteholder Committee") Filed a motion seeking appointment of an official committee of holders of Notes pursuant to Bankruptcy Code section 1102(a)(2). *See* Docket No. 85 (the "Noteholder Committee Appointment Motion"). Additionally, on January 8, 2018, the Ad Hoc Committee of Unitholders (the "Ad Hoc Unitholder Committee") Filed a motion seeking appointment of an official committee of holders of Units pursuant to Bankruptcy Code section

1102(a)(2). *See* Docket No. 250 (the “Unitholder Committee Appointment Motion” and, together with the Noteholder Committee Appointment Motion, the “Committee Appointment Motions”).

On January 8, 2018, the Debtors and the Ad Hoc Noteholder Committee objected to both of the Trustee Motions. *See* Docket Nos. 240 & 245. On January 10, 2018 and January 18, 2018, the Bankruptcy Court held an evidentiary hearing on the Trustee Motions.

On or about January 23, 2018, prior to any ruling by the Bankruptcy Court on the Trustee Motions, and following extensive negotiations, the Debtors, the Unsecured Creditors’ Committee, the SEC, the Ad Hoc Noteholder Committee, and the Ad Hoc Unitholder Committee entered into a term sheet that resolved, among other things, the Trustee Motions and the Committee Appointment Motions. *See* Docket No. 357-1 (the “Joint Resolution”). On January 23, 2018, the Bankruptcy Court entered an order approving the Joint Resolution. *See* Docket No. 357 (the “Joint Resolution Order”). The Joint Resolution and the Joint Resolution Order include, among other provisions, the following key provisions:

- The Debtors’ board of managers was reconstituted as a three-person board (the “New Board”), consisting of Richard Nevins, M. Freddie Reiss, and Michael Goldberg, biographies of whom are attached hereto as **Exhibit C**.
- Shapiro shall not have any removal rights with respect to New Board members, unless otherwise ordered by the Bankruptcy Court.
- The New Board was empowered to select as soon as practicable a CEO or CRO, subject to the consent of the Unsecured Creditors’ Committee and the SEC.
- The New Board was given a seven-day period within which to notify the SEC of its intent to select new counsel for the Debtors or to continue to retain Gibson Dunn and Young Conaway, subject to the SEC’s consent, which was not to be unreasonably withheld.
- The parties agreed that employees of Sierra were to transition out of their roles in Debtor matters unless the New Board and newly appointed CEO/CRO concluded that some or all of the Sierra personnel should continue working on such matters, subject to the Unsecured Creditors’ Committee’s and the SEC’s reasonable consent as to any continuing role of Sierra personnel.
- Subject to the SEC staff’s ability to obtain authorization from the SEC Commissioner (which has since been obtained), the SEC agreed to dismiss the pending request for a receiver (in the SEC Action) over any entity under the control of the New Board, as discussed in more detail in Section III.Q below.
- Again subject to the SEC Commissioner’s authorization, the Debtors and the SEC agreed to request entry of certain orders in the SEC Action, as discussed in more detail in Section III.Q below.
- In settlement of the Unitholder Committee Appointment Motion, the holders of Units were permitted to form a single 1-2 member Unitholder committee (*i.e.*, the

Unitholder Committee), with an all-in professional budget not to exceed \$1.5 million (since increased to \$2.1 million) through January 1, 2019. The Unitholder Committee was tasked with, not to duplicate the efforts of the Unsecured Creditors Committee or the Noteholder Committee, among other things, litigating or negotiating (a) whether the Unitholders should be treated as creditors or equity security holders in the Chapter 11 Cases; and (b) whether substantive consolidation is in the best interests of the Unitholders.

- In settlement of the Noteholder Committee Appointment Motion, the holders of Notes were permitted to form a single 6-9 member Noteholder committee (*i.e.*, the Noteholder Committee), with an all-in professional budget not to exceed \$2.25 million through January 1, 2019. The Noteholder Committee was tasked with, not to duplicate the efforts of the Unsecured Creditors' Committee or the Unitholder Committee, among other things, litigating or negotiating any aspects of Noteholder treatment in the Chapter 11 Cases, focused primarily on (i) whether Noteholders are secured, and, if so, whether substantive consolidation of the Debtors' estates is in the best interests of the Noteholders; and (ii) traditional secured creditor protections such as adequate protection for the Noteholders upon sales of properties and the use of sale proceeds.
- The Noteholder Committee and the Unitholder Committee shall, among other things, (i) be considered fiduciaries of their respective constituencies, (ii) have the rights to participate in the formulation of a chapter 11 plan, (iii) retain professionals pursuant to Bankruptcy Court order and such professionals shall file fee applications with the Bankruptcy Court, and (iv) be granted regular access to the Debtors' advisors in a manner consistent with that typically granted to official statutory committees.

On February 2, 2018, the Noteholder Committee filed its *Notice of Formation of Ad Hoc Noteholder Group Pursuant to January 23, 2018, Order [D.I. 357]* [Docket No. 470]. The current members of the Noteholder Committee are Dr. Michael Weiner, Jane & Harry Breyer, Richard Carli, Jay Beynon, Kathleen Washko, Ali Heidari Saeid, Marc Fruchter, David Ellingson, and Richard Doss. [See Docket No. 1707]. The Bankruptcy Court granted the Noteholder Committee's applications to retain Drinker Biddle & Reath LLP as its counsel and Conway MacKenzie, Inc. and Dundon Advisers LLC as its financial advisors. *See* Docket Nos. 914, 915 & 1699.

The Unitholder Committee is comprised of two members: Dr. Raymond C. Blackburn and Dr. Chris C. Pinney. The Bankruptcy Court granted the Unitholder Committee's application to retain Venable LLP as its counsel. *See* Docket No. 719.

As authorized by the Joint Resolution, the New Board selected Frederick Chin to serve as the Chief Executive Officer of WGC Independent Manager LLC, manager of the Debtors. On February 7, 2018, the Debtors Filed a motion to employ Mr. Chin pursuant to Bankruptcy Code sections 105(a) and 363(b). *See* Docket No. 514 (the "CEO Employment Motion"). As set forth in greater detail in the CEO Employment Motion, Mr. Chin has extensive consulting and restructuring experience and has led, operated, and advised underperforming and high-growth

real estate companies. Mr. Chin's employment letter provides for, among other things, a base salary of \$110,000 per month, less applicable tax withholdings. On March 8, 2018, the Bankruptcy Court entered an order granting the CEO Employment Motion.

Under the direction of the New Board, on February 7, 2018, the Debtors Filed a motion to retain and employ Development Specialists, Inc. ("DSI") as the Debtors' restructuring advisor and to designate Bradley D. Sharp as their Chief Restructuring Officer ("CRO"). *See* Docket No. 512 (the "DSI Employment Motion"). As set forth in greater detail in the DSI Employment Motion, DSI is a well-established provider of management consulting and financial advisory services, including turnaround consulting and financial restructuring, and Mr. Sharp has over 20 years of experience in providing crisis management and consulting services. DSI shall be compensated on an hourly basis, subject to the terms and conditions of the engagement letter between DSI and the Debtors and the Bankruptcy Court's order authorizing the Debtors to employ DSI. *See* Docket No. 573.

Additionally, the Debtors, under the direction of the New Board, elected to retain new bankruptcy counsel to represent them in the Chapter 11 Cases with Young Conaway Stargatt & Taylor LLP. The Debtors retained KTBS, a boutique Los-Angeles-based firm focusing on corporate finance, mergers and acquisitions, and corporate and municipal restructurings. Greater detail regarding KTBS's qualifications and the terms of its retention are set forth in the Debtors' application to employ KTBS [Docket No. 657], which was granted by the Bankruptcy Court on March 16, 2018 [Docket No. 767]. Gibson Dunn continued to represent the Debtors as bankruptcy counsel during the period in which KTBS transitioned into this role. Gibson Dunn's transition role has since ended and Gibson Dunn is no longer rendering services to the Debtors.

After the appointment of the New Board, the Debtors also filed applications to retain Province, Inc. as operational and financial advisors [Docket No. 692], Berkeley Research Group, LLC as tax advisors [Docket No. 717], and Glaser Weil Fink Howard Avchen & Shapiro LLP as special real estate and land use counsel [Docket No. 1604]. Each of those applications was granted by the Bankruptcy Court. *See* Docket Nos. 835, 836 & 1738.

I. Tintarella Motion for Relief From Stay

On February 8, 2018, Tintarella LLC ("Tintarella") filed a motion for stay relief [Docket No. 529], alleging that its interests in property located at 800 Stradella Road, Los Angeles, California 90077 (the "Stradella Property") were not adequately protected such that cause existed to lift the automatic stay. After negotiations, the Debtors and Tintarella reached an agreement, whereby Tintarella agreed to allow the Debtors to commence certain work on the Stradella Property so that the Debtors may work toward preservation of certain entitlements, and the Debtors agreed to make certain payments to Tintarella as adequate protection, including a one-time "cure payment" of \$901,866.68, and monthly interest payments, beginning April 1, 2018, of \$260,000 per month. *See* Docket No. 720. The Debtors subsequently satisfied all amounts owing to Tintarella pursuant to the Bankruptcy Court's order authorizing the Debtors to pay third-party secured debt (*see* section III.K below). Accordingly, on May 31, 2018, Tintarella withdrew its motion for relief from stay as moot. *See* Docket No. 1890.

J. Sales of Real Property

During the Chapter 11 Cases, the Debtors have sought to maximize the value of their Estates by methodically and opportunistically selling several parcels of real property owned by the Estates, in each case subject to Bankruptcy Court approval. As of the date hereof, the Debtors have filed the following motions to sell real property pursuant to Bankruptcy Code section 363:

- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 8692 Franklin Avenue, Los Angeles, California Property Owned by the Debtors in Fee Simple Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief [Docket No. 458]. The Bankruptcy Court granted this motion on February 13, 2018. See Docket No. 574;*
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 11541 Blucher Avenue, Granada Hills, California Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief [Docket No. 713]. The Bankruptcy Court granted this motion on March 28, 2018. See Docket No. 844.*
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 180 Saddleback Lane, Snowmass Village, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief [Docket No. 760]. The Bankruptcy Court granted this motion on April 3, 2018. See Docket No. 893.*
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 24025 Hidden Ridge Road, Calabasas, California Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief [Docket No. 762]. The Bankruptcy Court granted this motion on April 3, 2018. See Docket No. 894.*
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 810 Sarbonne Road, Los Angeles, California Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief [Docket No. 929]. The Bankruptcy Court granted this motion on May 1, 2018. See Docket No. 1700.*
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 2362 Apollo Drive, Los Angeles, California Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief [Docket No. 931]. The Bankruptcy Court granted this motion on April 27, 2018. See Docket No. 1669.*
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 432 Crystal Canyon Drive, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the*

Related Purchase Agreement; and (III) Granting Related Relief [Docket No. 933]. The Bankruptcy Court granted this motion on April 27, 2018. *See* Docket No. 1670.

- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 883 Perry Ridge Road, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 935]. The Bankruptcy Court granted this motion on April 27, 2018. *See* Docket No. 1671.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 158A Seeburg Circle, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 937]. The Bankruptcy Court granted this motion on April 27, 2018. *See* Docket No. 1672.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 171 Sopris Mesa Drive, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 939]. The Bankruptcy Court granted this motion on April 27, 2018. *See* Docket No. 1673.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 238 Sundance Trail, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 941]. The Bankruptcy Court granted this motion on April 27, 2018. *See* Docket No. 1674.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 1061 Two Creeks Drive, Snowmass Village, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 943]. The Bankruptcy Court granted this motion on May 1, 2018. *See* Docket No. 1701.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 25085 Ashley Ridge Road, Hidden Hills, California Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 1262]. The Bankruptcy Court granted this motion on May 2, 2018. *See* Docket No. 1708.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 215 N. 12th Street, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related*

Purchase Agreement; and (III) Granting Related Relief [Docket No. 1770]. The Bankruptcy Court granted this motion on June 1, 2018. *See* Docket No. 1906.

- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 995 & 981 Cowen Drive, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 1772]. The Bankruptcy Court granted this motion on June 4, 2018. *See* Docket No. 1911.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of Lot C-1 and 446 Diamond A Ranch Road, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 1774]. The Bankruptcy Court granted this motion on June 4, 2018. *See* Docket No. 1912.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 809 Grand Avenue, Glenwood Springs, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 1776]. The Bankruptcy Court granted this motion on June 4, 2018. *See* Docket No. 1913.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 747 Davis Road, Stockbridge, Georgia Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 1778]. The Bankruptcy Court granted this motion on June 4, 2018. *See* Docket No. 1914.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 403 and 417 Crystal Canyon Drive, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 1780]. The Bankruptcy Court granted this motion on June 4, 2018. *See* Docket No. 1915.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 302 Wildflower Road, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 1785]. The Bankruptcy Court granted this motion on June 4, 2018. *See* Docket No. 1916.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 14115 Moorpark Street #212, Sherman Oaks, California Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief*

[Docket No. 1788]. The Bankruptcy Court granted this motion on June 4, 2018. See Docket No. 1917.

- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 780 E. Valley Road, Unit C-126, Basalt, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 1790]. The Bankruptcy Court granted this motion on June 4, 2018. See Docket No. 1918.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 342 and 368 River Bend Way, Glenwood Springs, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 1792]. The Bankruptcy Court granted this motion on June 4, 2018. See Docket No. 1919.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 63 Sweetgrass Drive, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 1794]. The Bankruptcy Court granted this motion on June 4, 2018. See Docket No. 1920.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 26 Saddlehorn Court, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 1996]. The Bankruptcy Court granted this motion on July 6, 2018. See Docket No. 2111.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 180 A Seeburg Circle, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 1998]. The Bankruptcy Court granted this motion on July 6, 2018. See Docket No. 2112.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 108 W. Diamond A Ranch Road, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 2001]. The Bankruptcy Court granted this motion on July 6, 2018. See Docket No. 2113.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 15655 Woodvale Road, Encino, California Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No.

2008]. The Bankruptcy Court granted this motion on July 6, 2018. *See* Docket No. 2114.

- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 800 Stradella Road, Los Angeles, California Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 2010]. The Bankruptcy Court granted this motion on July 6, 2018. *See* Docket No. 2115.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 14112 Roscoe Blvd., Panorama City, California Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 2012]. The Bankruptcy Court granted this motion on July 6, 2018. *See* Docket No. 2116.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 201 Main Street, Carbondale, Colorado Property (Units 101, 102, 202, 203, 204, 303) Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 2071]. The Bankruptcy Court granted this motion on July 19, 2018. *See* Docket No. 2201.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 90 Primrose Road, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 2196]. The Bankruptcy Court granted this motion on July 24, 2018. *See* Docket No. 2225.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 328 Crystal Canyon Drive, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 2135]. The Bankruptcy Court granted this motion on July 26, 2018. *See* Docket No. 2242.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 831 Grand Avenue, Glenwood Springs, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 2169]. The Bankruptcy Court granted this motion on August 2, 2018. *See* Docket No. 2274.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 32 Fenwick Court, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 2189]. The Bankruptcy Court granted this motion on August 6, 2018. *See* Docket No. 2294.

- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 350 Market Street, #301-312, Basalt, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 2192]. The Bankruptcy Court granted this motion on August 6, 2018. *See* Docket No. 2295.
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 59 Rivers Bend, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 2256].
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 67 Aspen Glo Lane, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 2258].
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 345 Branding Lane, Snowmass, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 2260].
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of 360 Rivers Bend, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 2262].
- *Debtors' Motion for Entry of an Order (I) Authorizing the Sale of Lot 26, Spur Ridge Road, Snowmass Village, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Related Purchase Agreement; and (III) Granting Related Relief* [Docket No. 2264].

The Debtors intend to continue marketing certain of the real properties owned by the Estates and may sell additional properties prior to the Effective Date, subject to Bankruptcy Court approval.

K. Motion for Authority to Pay Third-Party Secured Debt

On April 10, 2018, the Debtors Filed the *Debtors' Motion for Entry of an Order (I) Authorizing Payment of Third-Party Secured Debt and (II) Granting Related Relief* [Docket No. 924] (the "Third-Party Secured Debt Motion"), pursuant to which the Debtors sought entry of an order authorizing, but not directing, them to pay in full the secured indebtedness (the "Third-Party Secured Debt") owed to three third-party lenders in connection with three of their properties. Specifically, three of the PropCos—Bishop White Investments, LLC, Craven Investments, LLC, and Grand Midway Investments, LLC—were obligated on third-party notes issued by those PropCos to 805 Nimes Place, LLC (a \$20 million note secured by real property at 805 Nimes Place—the "Nimes Place Note"), Ashley Land, LLC (a \$4 million note secured by

real property at 25085 Ashley Ridge Road—the “Ashley Ridge Note”), and Tintarella, LLC (a \$26 million note secured by real property at 800 Stradella Road—the “Stradella Road Note”), respectively. The Debtors believe that payment of the Third-Party Secured Debt was an exercise of sound business judgment in light of, among other things, the potential savings to the Estates in interest payments (including possible default interest), legal fees, late fees, or other charges potentially accruing postpetition in connection with such obligations. The Third-Party Secured Debt Motion was approved by the Bankruptcy Court on April 27, 2018. *See* Docket No. 1668. The Debtors subsequently paid in full the Stradella Road Note and the Ashley Ridge Note, and, after Court approval of a stipulation with the lender in respect of 805 Nimes Place (*see* Motion at Docket No. 1751 and Order at Docket No 1903), paid in full the Nimes Place Note.

L. Rejection and Assumption of Executory Contracts and Unexpired Leases

1. Rejection of Transition Services Agreement

On February 28, 2018, the Debtors Filed a motion to reject the Transition Services Agreement between WGC and WFS Holding, an entity then controlled by Shapiro. *See* Docket No. 673. Following the appointment of the New Board, the Debtors determined that Shapiro’s consulting services were not necessary, beneficial, or appropriate, and that there was no justification for paying him any consulting fees, much less the \$175,000 per month called for under the Transition Services Agreement. On March 19, 2018, the Bankruptcy Court entered an order granting the motion to reject the TSA. *See* Docket No. 778.

2. Rejection of Other Executory Contracts and Unexpired Leases

During the Chapter 11 Cases, the Debtors have rejected certain executory contracts and unexpired leases pursuant to Bankruptcy Code section 365:

- On January 31, 2018, the Debtors Filed a motion to reject the lease relating to their former headquarters at 14225 Ventura Boulevard, Suite 100, Sherman Oaks, California. *See* Docket No. 448. On February 20, 2018, the Bankruptcy Court entered an order granting the motion. *See* Docket No. 621.
- On February 28, 2018, the Debtors Filed their first omnibus motion to reject certain executory contracts and unexpired leases that the Debtors determined, in their sound business judgment, did not provide value to the Estates. *See* Docket No. 674. On March 27, 2018, the Bankruptcy Court entered an order granting the motion. *See* Docket No. 834 (the “First Omnibus Rejection Order”). A schedule of the contracts and leases that were rejected pursuant to the First Omnibus Rejection Order is annexed as Schedule 1 to the First Omnibus Rejection Order.
- On March 7, 2018, the Debtors Filed a motion, pursuant to Bankruptcy Code section 365(d)(4), to extend the deadline to assume or reject unexpired leases of nonresidential property under which any of the Debtors is a lessee by 90 days, through and including July 2, 2018. *See* Docket No. 712. On March 27, 2018, the Bankruptcy Court entered an order granting the motion and extending such deadline through and including July 2, 2018. *See* Docket No. 831.

- On March 28, 2018, the Debtors Filed their second omnibus motion to reject certain executory contracts and unexpired leases that the Debtors determined, in their sound business judgment, did not provide value to the Estates. *See* Docket No. 853. On April 23, 2018, the Bankruptcy Court entered an order granting the motion. *See* Docket No. 1608 (the “Second Omnibus Rejection Order”). A schedule of the contracts and leases that were rejected pursuant to the Second Omnibus Rejection Order is annexed as Schedule 1 to the Second Omnibus Rejection Order.
- On April 27, 2018, the Debtors Filed their third omnibus motion to reject certain executory contracts and unexpired leases that the Debtors determined, in their sound business judgment, did not provide value to the Estates. *See* Docket No. 1681. On May 15, 2018, the Bankruptcy Court entered an order granting the motion. *See* Docket No. 1784 (the “Third Omnibus Rejection Order”). A schedule of the contracts and leases that were rejected pursuant to the Third Omnibus Rejection Order is annexed as Schedule 1 to the Third Omnibus Rejection Order.
- On June 15, 2018, the Debtors Filed their fourth omnibus motion to reject certain executory contracts and unexpired leases that the Debtors determined, in their sound business judgment, did not provide value to the Estates. *See* Docket No. 1986. On July 6, 2018, the Bankruptcy Court entered an order granting the motion. *See* Docket No. 2110 (the “Fourth Omnibus Rejection Order”). A schedule of the contracts and leases that were rejected pursuant to the Third Omnibus Rejection Order is annexed as Schedule 1 to the Fourth Omnibus Rejection Order.
- On July 31, 2018, the Debtors Filed their fifth omnibus motion to reject certain executory contracts and unexpired leases that the Debtors determined, in their sound business judgment, did not provide value to the Estates. *See* Docket No. 2272.

M. Consent Orders

1. Motion for Approval of California Consent Order

On February 21, 2018, the Debtors Filed the *Debtors’ Motion for Entry of an Order, Pursuant to Section 363(b) of the Bankruptcy Code and Bankruptcy Rule 9019, Authorizing and Approving the Debtors’ Entry into a Consent Order with California with Respect to the Offer or Sale of Securities* [Docket No. 639] (the “California Consent Order Motion”). Pursuant to the California Consent Order Motion, the Debtors sought Bankruptcy Court authorization for certain of the Debtors (the “Woodbridge Respondents,” as more specifically defined in the California Consent Order Motion) to enter into a proposed consent order (the “California Consent Order”) with the Department of Business Oversight of the State of California (“California”). Shapiro and one of his non-debtor affiliates are also parties to the California Consent Order. The California Consent Order provides, among other things, that the Woodbridge Respondents (and the other respondents) are ordered to, among other things, desist and refrain from offering or selling securities in California unless and until qualification has been made under applicable law. The

California Consent Order also contains numerous recitals setting forth California's allegations regarding alleged violations of California corporate and securities law, which allegations were neither admitted nor denied by the Woodbridge Respondents in the California Consent Order. On March 8, 2018, the Bankruptcy Court entered an order granting the California Consent Order Motion. *See* Docket No. 721.

2. Motion for Expedited Procedures Regarding Consent Orders

On March 15, 2018, the Debtors Filed the *Debtors' Motion for Entry of an Order Setting Expedited Procedures for the Approval of Certain Consent Orders* [Docket No. 753] (the "Consent Order Procedures Motion"), pursuant to which the Debtors sought entry of an order setting expedited procedures for the approval of consent orders with certain state regulatory agencies so long as the consent orders meet certain parameters, thereby avoiding the need for the Debtors to seek to shorten notice with respect to each individual motion for approval of a future consent order. Among other parameters, any consent order subject to the Consent Order Procedures Motion shall not provide for the payment by the Debtors of monetary penalties, disgorgement, or restitution. As a general matter, the consent orders that are anticipated to be agreed to via the expedited procedures will prohibit the Debtors from unlawfully offering or selling securities—something that the Debtors have no intention of doing anyway.

On April 3, 2018, the Bankruptcy Court entered an order granting the Consent Order Procedures Motion [Docket No. 888] (the "Consent Order Procedures Order"). The Consent Order Procedures Order provides that after the Debtors, the Committees, and the applicable agency have agreed to a consent order, the Debtors shall file such consent order and serve it on certain notice parties. If no objection is received within five days of such filing, the Debtors are authorized to submit an order to the Bankruptcy Court under certification of counsel approving the Debtors' entry into the applicable consent order.

As of the date hereof, the Debtors have entered into consent orders with regulatory agencies for the States of Colorado, Idaho, Oregon, and Michigan pursuant to the procedures set forth in the Consent Order Procedures Order. *See* Docket Nos. 1782, 1783, 1851 & 2253.

N. Extension of Exclusivity Periods

On March 15, 2018, the Debtors Filed the *Debtors' Motion for Entry of an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, Extending the Exclusive Periods for the Filing of a Chapter 11 Plan and Solicitation of Acceptances Thereof* [Docket No. 754] (the "Exclusivity Motion"). In light of, among other things, the change in the Debtors' management pursuant to the Joint Resolution, the Debtors requested 90-day extensions of the Debtors' exclusive periods to (i) file a proposed chapter 11 plan (the "Plan Period"), and (ii) solicit acceptances of the plan without competing plan filings (the "Solicitation Period"). On April 3, 2018, the Bankruptcy Court entered an order granting the Exclusivity Motion and extending (i) the Plan Period for each Debtor to July 2, 2018, and (ii) the Solicitation Period for each Debtor to September 4, 2018. *See* Docket No. 889.

On May 18, 2018, the Dissident Plaintiffs (as defined below) filed a motion seeking to terminate the Debtors' exclusive periods (the "Exclusivity Termination Motion") and filed an

accompanying motion to shorten notice with respect to the Exclusivity Termination Motion in order to set the Exclusivity Termination Motion for hearing on June 5, 2018. *See* Docket Nos. 1833 & 1834. The Bankruptcy Court denied the motion to shorten notice, instead setting the Exclusivity Termination Motion for hearing on July 10, 2018. *See* Docket No. 1849.

On June 29, 2018, the Debtors filed the *Debtors' Motion for Entry of an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, Extending the Exclusive Periods for the Filing of a Chapter 11 Plan and Solicitation of Acceptances Thereof* [Docket No. 2065] (the "Second Exclusivity Motion"), seeking to further extend the Plan Period and the Solicitation Period, each by approximately 120 days. On July 17, 2018, the Bankruptcy Court entered an order granting the Second Exclusivity Motion and extending (i) the Plan Period for each Debtor to October 30, 2018, and (ii) the Solicitation Period for each Debtor to January 2, 2019. *See* Docket No. 2180.

O. Additional Employment Orders

On and after the Initial Petition Date, the Debtors Filed various motions and applications to retain professionals and to streamline the administration of the Chapter 11 Cases. The Bankruptcy Court entered the following orders granting the foregoing motions and applications:

- *Order Authorizing the Retention and Employment of Garden City Group, LLC as Administrative Advisor for the Debtors and Debtors in Possession Pursuant to 11 U.S.C. §§ 327(a) and 330, Nunc Pro Tunc to the Petition Date* [Docket No. 274];
- *Order Authorizing the Employment and Payment of Professionals Used in the Ordinary Course of Business* [Docket No. 296];
- *Order Pursuant to 11 U.S.C. §§ 105 and 363 Authorizing the Debtors to Retain Expert Consultant Nunc Pro Tunc as of December 18, 2017* [Docket No. 360];
- *Order Authorizing the Employment and Retention of Homer Bonner Jacobs PA as Special Litigation Counsel to the Debtors and Debtors in Possession Nunc Pro Tunc to Petition Date* [Docket No. 361];
- *Order, Pursuant to Section 327(a) of the Bankruptcy Code, Authorizing the Employment and Retention of Province, Inc. as Operational and Financial Advisors to the Debtors Nunc Pro Tunc to February 1, 2018* [Docket No. 835];
- *Order Authorizing the Retention and Employment of Berkeley Research Group, LLC as Tax Advisors to the Debtors and Debtors in Possession, Nunc Pro Tunc to February 15, 2018* [Docket No. 836];
- *Order Authorizing the Debtors to Retain and Employ Glaser Weil Fink Howard Avchen & Shapiro LLP as Special Real Estate and Land Use Counsel Nunc Pro Tunc to March 22, 2018* [Docket No. 1738];

In addition, the Committees Filed applications to retain professionals and the Bankruptcy Court entered the following orders granting such applications:

- *Order Authorizing and Approving the Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to December 14, 2017* [Docket No. 320];
- *Order Authorizing Retention of FTI Consulting, Inc. as Financial Advisor for the Official Committee of Unsecured Creditors* [Docket No. 321];
- *Order Pursuant to Sections 328(a) and 1103 of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Rule 2014-1 Authorizing the Employment and Retention of Berger Singerman LLP as Special Counsel for the Official Committee of Unsecured Creditors, Nunc Pro Tunc to December 26, 2017* [Docket No. 322];
- *Order Authorizing and Approving the Retention of Venable LLP as Counsel to the Fiduciary Committee of Unitholders Nunc Pro Tunc to January 23, 2018* [Docket No. 719];
- *Order Authorizing the Employment and Retention of Conway Mackenzie, Inc. as Financial Advisor for the Ad Hoc Noteholder Group* [Docket No. 914];
- *Order Authorizing the Employment and Retention of Drinker Biddle & Reath LLP as Counsel for the Ad Hoc Noteholder Group* [Docket No. 915];
- *Order Authorizing the Employment and Retention of Dundon Advisers LLC as Financial Advisor for the Ad Hoc Noteholder Group* [Docket No. 1699];

P. Claims Trading

On April 3, 2018, Contrarian Funds, LLC (“Contrarian”) filed a *Motion for Authority to Acquire Promissory Notes Against the Debtors* [Docket No. 890] (the “Trading Motion”). By the Trading Motion, Contrarian sought authority to acquire all rights, title, and interest in the Notes against the Debtors without further order of the Bankruptcy Court and without obtaining prior consent from the Debtors. Approximately two weeks later, on April 16, 2018, the Debtors filed their *Objection to Proof of Claim No. 1216 Asserted by Putative Transferee Contrarian Funds, LLC, etc.* [Docket No. 1563] (the “Contrarian Objection”), pursuant to which the Debtors sought entry of an order disallowing and expunging a proof of claim filed by Contrarian, which claim was based on Notes that Contrarian had purportedly acquired from Noteholders Elissa and Joseph Berlinger, on account of anti-assignment language in the underlying Notes. The Contrarian Objection was heard on June 5, 2018, and, on June 20, 2018, the Bankruptcy Court entered an order sustaining the Contrarian Objection [Docket No. 2016] and issued an opinion and order finding that, among other things, the anti-assignment language in the Notes is legally valid [Docket Nos. 2014 & 2016]. Contrarian filed a notice of appeal on July 3, 2018 [Docket No. 2078].

Q. SEC Action

On December 20, 2017, the SEC filed a complaint (the “SEC Complaint”) against, among other parties, Shapiro, WGC, WMF, Woodbridge Structured Funding, LLC (“WSF”), the Fund Debtors, and hundreds of PropCo and MezzCo Debtors. The case is pending in the U.S. District Court for the Southern District of Florida (the “District Court”) as Case No. 1:17-cv-24624-MGC (the “SEC Action”).

The SEC alleges that Shapiro and his affiliates, including the Debtor defendants, committed numerous securities law violations. The SEC Complaint contains 10 counts. Count I alleges sales of unregistered securities in violation of Section 5 of the Securities Act of 1933, 15 U.S.C. §§ 77a *et seq.* (the “Securities Act”), against Shapiro, WGC, WMF, WSF, and the Fund Debtors. Counts III and VI allege that Shapiro, WGC, WMF, WSF, and the Fund Debtors made material misstatements or omissions in connection with the sale of securities in violation of Section 17(a)(2) of the Securities Act and Section 10(b) of the Securities Exchange Act of 1934, 15 U.S.C. §§ 78a *et seq.* (the “Exchange Act”). Counts II, IV, V, and VII are against all defendants, alleging participation in a “scheme” to defraud investors in violation of Sections 17(a)(1) and (a)(2) of the Securities Act and Section 10(b) of the Exchange Act. Count VIII seeks to hold Shapiro and RS Trust liable under Section 20(a) of the Exchange Act as “control persons” for the alleged Exchange Act fraud violations of the various entities under their control. Count IX asserts broker-dealer registration violations against WGC and WSF under Section 15(a)(1) of the Exchange Act, and Count X asserts that Shapiro “aided and abetted” WGC’s and WSF’s broker-dealer registration violations.

The SEC Complaint prays for the following relief:

- (i) A permanent injunction enjoining all defendants from further violations of the securities laws they are alleged to have violated;
- (ii) An asset freeze of the assets of Shapiro, RS Trust, and other non-debtor entities until further order of the District Court;
- (iii) Appointment of a receiver over the corporate defendants (including the Debtors);
- (iv) Issuance of an order enjoining and restraining Shapiro and RS Trust from destroying, concealing, or otherwise rendering illegible any of the books, records, documents, correspondence, accounts, statements, files and other property of or pertaining to any defendant that refer or relate to the acts or courses of conduct alleged in the SEC Complaint;
- (v) Issuance of an order directing Shapiro and RS Trust to provide an accounting of all assets and liabilities, including all monies and real properties directly or indirectly received from investors and all uses of investor funds;
- (vi) Disgorgement by all defendants of “all ill-gotten gains or proceeds received from investors as a result of the acts and/or courses of conduct complained of herein, with prejudgment interest;” and

- (vii) Civil money penalties pursuant to Section 20(d) of Securities Act and 21(d) of Exchange Act against all defendants.

Concurrently with the filing of the SEC Complaint, the SEC filed an emergency *ex parte* motion (the “Asset Freeze Motion”) to freeze temporarily and, after a hearing, for the duration of the SEC Action, the assets of Shapiro, RS Trust, and the (then) non-debtor corporate defendants. The Asset Freeze Motion also sought an order requiring Shapiro and RS Trust to provide a sworn accounting and prohibiting them from destroying records. The day the Asset Freeze Motion was filed, the District Court entered an order (the “Asset Freeze Order”) setting a “show cause” hearing for December 29, 2017, and temporarily freezing the assets of Shapiro, RS Trust, and the (then) non-debtor corporate defendants. The Asset Freeze Order was subsequently extended by the District Court. As of the date hereof, the Asset Freeze Order remains in effect, although none of the Debtors are subject to the Asset Freeze Order.

On the same date it filed the SEC Complaint and the Asset Freeze Motion, the SEC filed a motion to appoint a receiver over all defendants in the SEC Action except Shapiro (the “Receivership Motion”). The SEC argued that the appointment of a receiver over the debtor entities was not barred by the automatic stay because the SEC was enforcing its police and regulatory powers, as permitted under Bankruptcy Code section 362(b)(4). On December 28, 2017, the Debtors initiated an adversary proceeding in the Bankruptcy Court, Adv. Proc. No. 17-51891-KJC (the “Receivership Adversary”), seeking, among other things, a declaratory judgment that the SEC Action and the Receivership Motion should be and are subject to the automatic stay, as well as a preliminary injunction barring the continued prosecution of the SEC Action. As part of the Joint Resolution, the SEC withdrew the Receivership Motion without prejudice and the Debtors voluntarily dismissed the Receivership Adversary. The SEC has indicated that it will re-file the Receivership Motion as against RS Trust and certain non-debtor entities, but not against the Debtors.

Pursuant to the Joint Resolution, on February 16, 2018, the Debtor defendants filed an unopposed motion to extend the deadline to file their answer or motion to dismiss the SEC Complaint to April 23, 2018. The Bankruptcy Court granted the unopposed extension motion.

On April 16, 2018, the Debtor defendants entered into that certain *Consent of Debtor Defendants* (the “SEC Consent”) with the SEC and consented to the entry of that certain *Judgment as to Debtor Defendants* (the “SEC Judgment”). Pursuant to the SEC Consent and SEC Judgment, without admitting or denying the allegations of the SEC Complaint, the Debtor defendants agree to the entry of the SEC Judgment, which provides that, among other things: (i) the Debtor defendants will be permanently enjoined from violations of certain sections of the Securities Act and the Exchange Act; (ii) upon motion of the SEC, the District Court will determine whether it is appropriate to order disgorgement and/or a civil penalty against the Debtor defendants and, if so, the amount of any such disgorgement and/or civil penalty; and (iii) in connection with any hearing regarding disgorgement and/or a civil penalty, *inter alia*, the Debtor defendants will be precluded from arguing that they did not violate the federal securities laws as alleged in the SEC Complaint and the Debtor defendants may not challenge the validity of the SEC Consent or SEC Judgment. The SEC Consent and SEC Judgment also provide that the Debtor defendants agree that the District Court will retain jurisdiction over the matter for the purpose of enforcing the terms of the SEC Judgment, and that the Bankruptcy Court will

continue to maintain jurisdiction over all such matters to which the Bankruptcy Court has jurisdiction over in the Chapter 11 Cases. On May 1, 2018, the Bankruptcy Court approved the Debtors' entry into the SEC Consent and SEC Judgment. *See* Docket No. 1702. Accordingly, on May 21, 2018, the District Court entered the SEC Judgment against the Debtor defendants in the SEC Action.

The Debtors have reached an agreement in principle with the SEC staff to resolve the disgorgement and civil penalty claims asserted by the SEC against the Debtors in the SEC Action. The agreement remains subject to Commission and Bankruptcy Court approvals, but the Debtors and SEC staff will submit the agreement for consideration in an effort to obtain those approvals prior to the Confirmation Hearing. If the agreement is approved, the SEC will dismiss its civil penalty claims against the Debtors. In addition, the Debtors will consent to a final judgment in the SEC Action, which sets disgorgement in the amount of \$892,173,765, but the disgorgement will be deemed satisfied by the Liquidation Trust formed pursuant to the Debtors' Plan becoming obligated to make distributions of substantially all of the net proceeds (taking into account the costs of administration of the Liquidation Trust and the Wind-Down Entity) from the disposition of the Estates' assets (distributions of net proceeds to general unsecured creditors shall be permitted) to investors pursuant to a confirmed Chapter 11 plan, provided that the SEC did not file a timely objection to the plan. The Debtors and SEC staff have been working to resolve any issues that the staff may have with the Plan, and the Debtors do not anticipate the SEC filing any objection to the Plan. To provide sufficient time for the proposed agreement to be approved, the Debtors, Unsecured Creditors' Committee, Noteholder Committee, and Unitholder Committee have agreed to extend the SEC Bar Date to October 26, 2018. If the agreement is approved and the conditions to disgorgement satisfaction occur, then the SEC will not file any proofs of claim against the Debtors or their Estates. Further, the agreement would moot any issues concerning treatment of the SEC's claims in the Chapter 11 Cases. In light of the agreement in principle, the SEC will not be voting on the Plan.

At a status conference in the SEC Action on May 16, 2018, the SEC announced that it had reached terms of settlement with the non-debtor defendants (but did not, at that time, disclose those terms). Accordingly, on May 21, 2018, the District Court entered an order administratively closing the SEC Action, and instructing the parties to file settlement documentation on or before August 17, 2018.

R. Postpetition Litigation

The Debtors and other parties in interest have commenced four adversary proceedings related to the Chapter 11 Cases and the Unsecured Creditors' Committee has sought to commence a fifth, each of which are described below.

1. Receivership Adversary

As noted in Section III.Q above, the Debtors initiated the Receivership Adversary to, among other things, enjoin the SEC from prosecuting the SEC Action and the Receivership Motion. Pursuant to the Joint Resolution, the Debtors voluntarily dismissed the Receivership Adversary on February 2, 2018.

2. Dissident Noteholder Declaratory Relief Adversary

On March 27, 2018, a group of so-called “Dissident” Noteholders (the “Dissident Plaintiffs”) filed an adversary proceeding in the Bankruptcy Court, Adv. Proc. No. 18-50371-KJC (the “Dissident Declaratory Relief Adversary”), seeking a declaratory judgment that they hold valid, perfected, first-priority liens against the real property located at 141 South Carolwood Drive, Holmby Hills, California (the “Owlwood Property”), or against the proceeds of any sale of the Owlwood Property via a security interest in a note secured by the Owlwood Property, or, alternatively, that the Dissident Plaintiffs hold a constructive trust over or equitable lien against the Owlwood Property or the proceeds of any sale of the Owlwood Property or the note secured by the Owlwood Property. On June 18, 2018, the Debtors filed a motion to dismiss the Dissident Declaratory Relief Adversary. On July 17, 2018, the Dissident Plaintiffs, in response to the Debtors’ motion to dismiss, requested and were granted permission to file a First Amended Complaint (the “Complaint”). On August 14, 2018, the Debtors again moved to dismiss the Complaint.

The Debtors believe that the positions taken by the Dissident Plaintiffs are meritless and will all be resolved in favor of the Debtors either via the pending motion to dismiss or via confirmation of the Plan or, if necessary, on summary judgment or after an evidentiary hearing.

More specifically, as detailed more fully in the Debtors’ motion to dismiss, the counts asserted in the Dissident Plaintiffs’ Complaint fail for the following reasons:

- Count I of the Complaint seeks a declaration that the Dissident Plaintiffs have a security interest in the Owlwood Property, *i.e.*, in real property. As a matter of black letter California law, “recording of the mortgage... is one of the necessary and indispensable requisites to” a security interest. *Hopper v. Keys*, 92 P. 1017, 1020 (Cal. 1907). There is no mortgage—or deed of trust—recorded in favor of any of the Dissident Plaintiffs. Fund 3A, a Debtor, does have a recorded deed of trust against the Owlwood Property (executed by the Owlwood Property’s owner, Sturmer Pippin Investments, LLC, also a Debtor), but at no time did Fund 3A purport to transfer ownership of that deed of trust or any note purportedly secured by the deed of trust to any Dissident Plaintiff except as security (which is defective for reasons set forth in the next paragraph). Any transfer of ownership of a note would have to comply with Article 3 of the Delaware UCC, which in pertinent part (*see* Del. Code Ann. tit. 6, § 3-102) requires that to be effective, such a transfer would have to involve both the endorsement and delivery of the note to a Dissident Plaintiff. That is not even alleged to have occurred and it did not. Therefore, even if the Dissident Plaintiffs had a colorable claim to having a security interest in the Owlwood Property (and they do not), it would be an unperfected security interest. As a deemed bona fide purchaser of the Owlwood Property by reason of Bankruptcy Code section 544(a)(3), Debtor Sturmer Pippin Investments, LLC, holds the Owlwood Property free and clear of any unperfected security interest of the Dissident Plaintiffs.²⁴

²⁴ Under section 544(a), “a trustee obtains a *status* as well as an avoiding power as a hypothetical judicial lien creditor, unsatisfied execution creditor, or bona fide purchaser as of the commencement of a bankruptcy case.” *In re Alexander*, No. 11-74515-SCS, 2014 WL 3511499, at *9 (Bankr. E.D. Va. July 16, 2014) (emphasis in original; (FOOTNOTE CONTINUED)

- Count II of the Complaint is a variant of Count I, asserting not an interest in the Owlwood Property but rather in the proceeds of any sale of the Owlwood Property, with the Dissident Plaintiffs having a security interest in Fund 3A's note secured by a deed of trust on the Owlwood Property. A basic conceptual and threshold problem is that this Count relies on the incorrect notion that the note and deed of trust held by Fund 3A on the Owlwood Property is valid. They are not valid, and the Plan, if approved, will definitively so declare, as discussed below. But even if the note and deeds of trust held by Fund 3A were valid, the Dissident Plaintiffs would, at most, have an unperfected—and hence invalid in bankruptcy—security interest in those instruments because the Dissident Plaintiffs did not perfect their security interests as required under Delaware law by either possession or filing a financing statement. Del. Code Ann. tit. 6, § 9-312(a) & 9-313(a). Delaware law applies because Fund 3A is a Delaware LLC. Del. Code Ann. tit. 6, §§ 9-301(1), 9-307(e) & 9-102(a)(71); *see also* Cal. Comm. Code §§ 9301(1), 9307(e) & 9102(a)(71) (same). Additionally, agreements between the Dissident Plaintiffs and Fund 3A clearly specify that Delaware law applies. The Dissident Plaintiffs argue that a very idiosyncratic provision of California law, Cal. Business & Professions Code § 10233.2, provides an exception to the perfection requirements of the Delaware UCC, but that section is inapplicable for multiple reasons. First, that section only provides an exception to California law not Delaware law, and only Delaware governs. That section of the California statute is also inapplicable on its own terms because the special conditions required under Business & Professions Code section 10233.2 are not present. As the Dissident Plaintiffs have, at most, an unperfected security interest in the Fund 3A note and deed of trust, their interest is junior to the deemed perfected lien creditor rights held by Fund 3A pursuant to Bankruptcy Code section 544(a)(1) & (2). *See also* note 24, *supra*.
- Count III of the Complaint abandons formality entirely and seeks to assert a constructive trust or equitable lien in the Owlwood Property or in its proceeds or in Fund 3A's secured note. This Count is invalid under both state law and bankruptcy law. It fails under state law because under both California and Delaware law (and American law generally), the party asserting such a claim “bears the burden of tracing the alleged trust property specifically and directly back to the act that created the trust.” *True Traditions, LC v. Wu*, 552 B.R. 826, 840 (N.D. Cal. 2015); *see also, e.g., Pell v. E.I. DuPont de Nemours & Co. Inc.*, 539 F.3d 292, 309 (3d Cir. 2008) (same tracing requirement for both constructive trust and equitable lien under ERISA in case filed in Delaware); *Rollins v. Neilson (In re Cedar Funding, Inc.)*, 408 B.R. 299, 313 (Bankr. N.D. Cal. 2009) (same tracing requirement—equitable lien, California law); *B.A.S.S. Grp., LLC v. Coastal Supply Co.*, 2009 WL 1743730, at *7 (Del. Ch. June 19, 2009) (same tracing requirement—constructive trust, Delaware law); *Pike v. Commodore Motel Corp.*, 1986 WL 13007, at *5 (Del. Ch. Nov. 14, 1986) (same); *Fowler v. Fowler*, 39 Cal. Rptr. 101,

citation and internal quotation marks omitted), *aff'd*, 524 B.R. 82 (E.D. Va. 2014); *In re Don Williams Constr. Co.*, 143 B.R. 865, 868-69 (Bankr. E.D. Tenn. 1992). To the extent that anyone asserts that perfection must be challenged by way of an adversary proceeding, the case law is clear that non-perfection may be raised in a contested matter. *See, e.g., S. Bank & Tr. Co. v. Alexander (In re Alexander)*, 524 B.R. 82, 93 (E.D. Va. 2014); *In re Loewen Grp. Int'l, Inc.*, 292 B.R. 522, 528 (Bankr. D. Del. 2003); *In re Ballard*, 100 B.R. 526, 527 (Bankr. D. Nev. 1989).

105 (Ct. App. 1964) (same tracing requirement—California law, constructive trust); *Holder v. Williams*, 334 P.2d 291, 292 (Cal. Ct. App. 1959) (same tracing requirement—equitable lien, California law); *Walsh v. Majors*, 49 P.2d 598, 606 (Cal. 1935) (same tracing requirement—constructive trust and equitable lien, California law); Restatement of the Law 3d, Restitution and Unjust Enrichment, § 55 cmt. g (3rd 2011) (same tracing requirement constructive trust); *id.* § 58 cmt. e (same tracing requirement for both constructive trust and equitable lien). Notably, although granted leave to amend—following review of the June 18 motion to dismiss which clearly set forth the tracing requirement—the Dissident Plaintiffs have never alleged that tracing is possible. There is good reason for this: tracing is not possible. But even if the Dissident Plaintiffs could sustain either a constructive trust or an equitable lien under state law, the remedy would fail as a matter of bankruptcy law because “under the unique rules of bankruptcy, a debtor’s estate is deemed to include fraudulently obtained property, so long as the property was not impressed with a constructive trust prior to the commencement of the bankruptcy proceeding.” *Singh v. Att’y Gen. of the United States*, 677 F.3d 503, 516 n.16 (3d Cir. 2012). The reason for this holding is significant: “The inclusion of fraudulently obtained property in the debtor’s estate is not for the debtor’s benefit. . . . It is designed, instead, to ensure equal treatment of creditors, each of whom has suffered disappointed expectations at the hands of the debtor.” *Id.* Additionally, as a bona fide purchaser of the Owlwood Property or a perfected lien creditor of the note and deed of trust held by Fund 3A, *see* note 24 *supra*, Sturmer Pippin Investments, LLC (as to the real property) and Fund 3A (as to the note and deed of trust) would take the real or personal property (including any sale proceeds arising therefrom) free and clear of any unrecorded constructive trust or equitable lien interest. *In re Tleel*, 876 F.2d 769, 771-72 (9th Cir. 1989) (California real property); *Mullins v. Burtch (In re Paul J. Paradise & Assocs.)*, 249 B.R. 360, 372 (D. Del. 2000) (Delaware real property); *Wallace v. Bonner (In re Bonner)*, 2014 WL 890477, at *6 (B.A.P. 9th Cir. Mar. 6, 2014) (California personal property); *In re Charlton*, 389 B.R. 97, 104 (Bankr. N.D. Cal. 2008) (same); *see also* Del. Code Ann. tit. 6, § 9-317(a)(2) (unperfected security interest is subordinate to the rights of a judicial lien creditor).

- Count IV asserts claims under California’s Elder Abuse Law. The claim is meritless, but even if valid, it would not result in an interest in real or personal property of any Debtor, merely in an unsecured subordinated claim. First, the Elder Abuse claim was asserted in an untimely and procedurally improper manner as “the only appropriate way to assert a claim against a debtor’s estate is through the timely filing of a properly executed proof of claim and not through an adversary proceeding.” *In re Ephedra Prods. Liab. Litig.*, 329 B.R. 1 (S.D.N.Y. 2005); *accord Dade County Sch. Dist. v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 53 B.R. 346, 352-53 (Bankr. S.D.N.Y. 1985); 10 Collier on Bankruptcy ¶ 7001.02 (Richard Levin & Henry J. Sommer, eds., 16th ed. 2018) (“an adversary proceeding may not be used as a substitute for a proof of claim”). Second, were it asserted as a proof of claim, it would be time-barred as being asserted after the Bankruptcy Court-imposed bar date. Neither may it be asserted as an amendment to an existing proof of claim because a “claimant may not, however, through the guise of an amendment, circumvent the bar date by asserting a new claim.” *In re Asia Glob. Crossing, Ltd.*, 324 B.R. 503, 507 (Bankr. S.D.N.Y. 2005) (collecting authorities). Finally, to the extent such a claim would otherwise be allowed, it would be subject to

automatic subordination under Bankruptcy Code section 510(b) as it would be for “damages arising from the purchase or sale of . . . a security.” In sum, the Elder Abuse claims are not tenable and should not be allowed, and thus have no implications on plan confirmation.

Based on the foregoing points, the Debtors believe that the Bankruptcy Court should dismiss the Complaint in its entirety, regardless whether the counts therein assert a direct security interest in real property or an indirect interest in real property via Intercompany Claims (notes) and Intercompany Liens (deeds of trust) between the Fund Debtors, on the one hand, and PropCos and MezzCos, on the other hand.

In addition to the defects in the Complaint, any theory of the Dissident Plaintiffs that relies on obtaining or asserting a security interest on the Intercompany Claims and Intercompany Liens between the Fund Debtors, on the one hand, and PropCos and MezzCos, on the other hand, will be rendered moot by the extinguishment of those Intercompany Claims and Intercompany Liens as part of the Plan. Assuming the Plan is confirmed by the Bankruptcy Court, it is simply irrelevant whether any Noteholder has a perfected, enforceable security interest on the intercompany rights (because a security interest on a non-existent item is the same as a non-existent security interest on the same non-existent item).

If the Bankruptcy Court determines that the Dissident Plaintiffs have legitimate, enforceable property rights directly in specific real property, the Plan may need to be modified, revised or withdrawn. The Debtors anticipate that this issue will be resolved at or before the Confirmation Hearing and that the Bankruptcy Court will determine that the Dissident Plaintiffs have no such property rights. Please see Section VI.G. below for a discussion of alternatives to confirmation and consummation of the Plan. The Dissident Noteholders recommend a vote against confirmation.

3. Comerica Declaratory Relief Adversary

On April 4, 2018, Comerica Bank (“Comerica”) filed an adversary proceeding in the Bankruptcy Court, Adv. Proc. No. 18-50382-KJC (the “Comerica Adversary”) against five parties who are currently plaintiffs in pending class action lawsuits (the “Class Action Plaintiffs”) against Comerica related to the Debtors’ Ponzi scheme. Comerica seeks, among other things, a declaratory judgment that the claims brought by the Class Action Plaintiffs are derivative claims that belong to the Debtors. Comerica filed a motion for a preliminary injunction to enjoin the class actions from moving forward. *See* Adv. Docket No. 3. After a hearing on May 15, 2018, the Bankruptcy Court entered an order that, among other things, enjoined and stayed the continued prosecution of the class actions. *See* Adv. Docket No. 21.

4. Committee Lien Avoidance Adversary

On April 9, 2018, the Unsecured Creditors’ Committee Filed the *Motion of Official Committee of Unsecured Creditors Pursuant to 11 U.S.C. §§ 105(a), 1103(c), and 1109(b) for Entry of an Order Granting Leave, Standing, and Authority to Prosecute Certain Causes of Action on Behalf of Certain Debtors and Their Estates* [Docket No. 920] (the “Committee Standing Motion”), pursuant to which it sought entry of an order granting the Unsecured

Creditors' Committee leave and standing to initiate an adversary proceeding (the "Lien Avoidance Adversary") seeking to avoid the liens and security interests purportedly granted to the Fund Debtors by the MezzCo and PropCo Debtors. The potential bases for avoidance of such liens and security interests are described in more detail in Section IV.B.1 below. The Unsecured Creditors' Committee asserted that it was the proper party to bring such causes of action because they involve intercompany liens and obligations among the Debtors, and thus the Unsecured Creditors' Committee's pursuit of such causes of action would avoid any actual or potential conflict of interest. On April 24, 2018, the Dissident Plaintiffs filed an opposition to the Committee Standing Motion. *See* Docket No. 1625.

5. Comerica WFS Adversary

On April 26, 2018, Comerica filed an adversary proceeding in the Bankruptcy Court, Adv. Proc. No. 18-50414-KJC (the "WFS Adversary") against WFS Holding, seeking declaratory and injunctive relief relating to a California Superior Court action filed by WFS Holding against Comerica styled *WFS Holding Co., LLC v., Comerica Bank, et al.*, Civ. Case No. BC699929, filed on March 28, 2018 (the "WFS Superior Court Action"). Both the WFS Adversary and the WFS Superior Court Action stem from a bank account opened by WFS Holding at Comerica on November 20, 2017, in which account both WFS Holding and the Debtors have claimed an interest. Accordingly, by the WFS Adversary, Comerica has sought declaratory relief to determine the parties' respective rights and responsibilities relative to the disputed account, injunctive relief to enjoin the WFS Superior Court Action, and interpleader to determine the rightful owner of the funds in the disputed account. On May 23, 2018, based on a dismissal by WFS Holding of the WFS Superior Court Action, Comerica dismissed the WFS Adversary. *See* Adv. Docket No. 9.

S. Plan Term Sheet

Following the appointment of the New Board, the preferred path of the New Board, the Debtors, and their professionals was to build consensus with key constituencies and reach an agreement that would provide for a prompt and orderly path out of bankruptcy for the Debtors and would conserve the Estates' resources for the benefit of all Creditors.

To that end, KTBS hosted several all-day negotiating sessions at its offices in Los Angeles. First, on March 8, 2018, KTBS hosted a full-day meeting attended by counsel for the Debtors, the Unsecured Creditors' Committee, the Noteholder Committee, the Unitholder Committee, and the SEC. Then, during the week of March 19, 2018, KTBS hosted three all-day meetings attended by the parties and their professionals. At these meetings, the parties engaged in extensive debate and discussion regarding, among other things, key legal issues in the Chapter 11 Cases, including, among other things, (i) whether the Notes are secured by valid, perfected security interests, (ii) the relative rights and treatment of holders of Notes and Units, and (iii) whether substantive consolidation of the Estates is warranted under the circumstances. Certain of the parties also circulated detailed "position papers" regarding such topics.

The negotiations were ultimately fruitful, as they culminated with the signing of a *Summary Plan Term Sheet*, dated as of March 22, 2018 [Docket No. 828] (the "Plan Term Sheet"). The Plan Term Sheet memorialized a broad agreement in principle by and among the

Debtors, the Unsecured Creditors' Committee, the Noteholder Committee, and the Unitholder Committee regarding the fundamental terms of a chapter 11 plan, while providing a basis for further discussion regarding the specific details of the plan and related transaction, which details remained subject to further review, comment, and final approval by the parties.

Following execution of the Plan Term Sheet, the parties continued to extensively negotiate the open details of the potential plan. After many weeks of further discussion and negotiations with the Committees, the Debtors finalized and filed the Plan, which substantially incorporates and expands upon the Plan Term Sheet.

T. Noteholder Liquidity Facility

On July 12, 2018, the Unsecured Creditors' Committee and the Noteholder Committee filed that certain *Joint Motion of the Official Committee of Unsecured Creditors and the Ad Hoc Noteholder Group Pursuant to 11 U.S.C. §§ 105(a) and 363(b) for Entry of an Order Approving (A) Procedures Relating to Proposed Noteholder Liquidity Facility and (B) Related Exclusivity Provisions* [Docket No. 2162] (the "Liquidity Facility Motion"), by which the movants sought entry of an order approving, among other things, procedures relating to a proposed up to \$215 million noteholder liquidity facility (the "Noteholder Liquidity Facility") that would be made available to Noteholders from AXAR Capital (the "Liquidity Lender") for the purpose of providing loans equal to 30% of each Noteholder's allowed net claim against the Debtors, pursuant to the terms, conditions, and exclusions in the term sheet for such Noteholder Liquidity Facility (which term sheet is attached to the Liquidity Facility Motion) and the definitive loan documents sent to Noteholders. The Bankruptcy Court approved the Liquidity Facility Motion on August 8, 2018. Docket No. 2307.

Participation by any Noteholder in the Noteholder Liquidity Facility is purely optional. The Debtors have not endorsed the Noteholder Liquidity Facility, and have not made any recommendations either for or against any Noteholder's participation in the Noteholder Liquidity Facility. **The Noteholder Liquidity Facility is entirely separate from the Debtors' Plan process.** Any Noteholder's decision to participate in, or not participate in, the Noteholder Liquidity Facility will have no effect on such Noteholder's treatment under the Plan, except that for any Noteholder who borrows under the Noteholder Liquidity Facility, any distributions from the Debtors to such borrowing Noteholder will instead be paid directly to the Liquidity Lender pursuant to joint pay instructions until all outstanding amounts due from such borrowing Noteholder to the Liquidity Lender are paid in full.

IV. SUMMARY OF THE FIRST AMENDED JOINT CHAPTER 11 PLAN

This section provides a summary of the structure and means for implementation of the Plan and the classification and treatment of Claims and Equity Interests under the Plan and is qualified in its entirety by reference to the Plan (as well as the exhibits thereto and definitions therein).

The statements contained in this Disclosure Statement do not purport to be precise or complete statements of all the terms and provisions of the Plan or documents referred to therein,

and reference is made to the Plan and to such documents for the full and complete statement of such terms and provisions.

The Plan itself and the documents referred to therein control the actual treatment of Claims against and Equity Interests in the Debtors under the Plan and will, upon the occurrence of the Effective Date, be binding on all Holders of Claims against and Equity Interests in the Debtors, the Debtors' Estates, all parties receiving property under the Plan, and other parties in interest. In the event of any conflict, inconsistency, or discrepancy between this Disclosure Statement and the Plan, the Confirmation Order, the Plan Supplement, or any other operative document, the terms of the Plan, Confirmation Order, Plan Supplement, or such other operative document, as applicable, shall govern and control; *provided* that, in any event, the terms of (1) the Confirmation Order and then (2) the Plan, inclusive of any Plan Supplement, in that order, shall govern and control over all other related documents.

A. Purpose and Effect of the Plan

Chapter 11 is the chapter of the Bankruptcy Code primarily used for business reorganization. Under chapter 11, a debtor is authorized to reorganize its business for the benefit of its constituents. Chapter 11 also specifically allows a debtor to formulate and consummate a plan of liquidation. *See* 11 U.S.C. § 1129(a)(11). A plan of liquidation sets forth the means for satisfying claims against and equity interests in a debtor. Confirmation of a plan of liquidation by a bankruptcy court makes that plan binding on the debtor and any creditor of or interest holder in the debtor, whether or not such creditor or interest holder (i) is impaired under or has accepted the plan or (ii) receives or retains any property under the plan.

The Plan provides for the distribution of the proceeds of the liquidation of all Estate Assets to various Creditors as contemplated under the Plan and for the wind-up the Debtors' corporate affairs. More specifically, the Plan provides for the creation and funding of a Liquidation Trust and a Wind-Down Entity (which will be wholly owned by the Liquidation Trust) to administer and liquidate all remaining property of the Debtors, including (i) any real properties owned by the Debtors immediately prior to the Effective Date and (ii) the Liquidation Trust Actions.

Under the Plan, Claims against, and Equity Interests in, the Debtors are divided into Classes according to their relative seniority and other criteria. If the Plan is confirmed by the Bankruptcy Court and consummated, the Claims and Equity Interests of the various Classes will be treated in accordance with the provisions in the Plan for each such Class and the Liquidation Trust or Wind-Down Entity, as applicable, will make Distributions as provided in the Plan. A general description of the Classes of Claims and Equity Interests created under the Plan, the treatment of those Classes under the Plan, and the property to be distributed under the Plan are described below.

B. Comprehensive Compromise and Settlement Under the Plan

Pursuant to Bankruptcy Code sections 1123(a)(5), 1123(b)(3), and 1123(b)(6), as well as Bankruptcy Rule 9019, and in consideration for the Distributions and other benefits provided under the Plan, the provisions of the Plan will constitute a good faith compromise and settlement

of all claims and controversies relating to the rights that a Holder of a Claim or an Equity Interest may have against any Debtor with respect to any Claim, Equity Interest, or any Distribution on account thereof, as well as of all potential Intercompany Claims, Liens, and Causes of Action against any Debtor. The entry of the Confirmation Order will constitute the Bankruptcy Court's approval, as of the Effective Date, of the compromise or settlement of all such claims or controversies and the Bankruptcy Court's finding that all such compromises or settlements are (i) in the best interest of the Debtors, the Estates, and their respective property and stakeholders; and (ii) fair, equitable, and reasonable.

The Debtors believe that the comprehensive compromise and settlement to be effected by the Plan is appropriate for several reasons and intend to request that the Bankruptcy Court approve that comprehensive compromise and settlement contemporaneously with the Confirmation Hearing. In particular, this comprehensive compromise and settlement is a critical component of the Plan and is designed to provide a resolution of myriad disputed intercompany and intercreditor Claims, Liens, and Causes of Action that otherwise could take years of protracted litigation to resolve, which would delay and undoubtedly reduce the Distributions that ultimately would be available for all Creditors.

Among those many disputed issues that will be resolved through the Plan are the following complex matters, any one of which could be the subject of years of expensive, complicated, and uncertain litigation.

1. Nature of the Claims Asserted by the Noteholders

A significant dispute exists regarding whether the Noteholders hold, directly or indirectly, any valid and enforceable lien or other security interest on any Estate Assets, not subject to avoidance. This dispute involves complex legal issues; however, in brief, the issue involves the assertion by certain Noteholders that they hold valid and enforceable security interests, not subject to avoidance, in either or both of (i) the particular parcel of real property identified on their loan documentation provided to them by the Debtors, or (ii) the allegedly secured promissory notes from the applicable MezzCo or PropCo to the applicable FundCo. The Debtors believe there are legal problems with this assertion, as described in more detail in this section. *First*, as a technical matter, the Debtors believe the steps legally necessary to "perfect" any such security interest in favor of a Noteholder have not been taken such that any such security interest would be avoidable.²⁵ And *second*, as a more fundamental matter, the unfortunate reality that Shapiro did *not* use investor funds as he promised (*i.e.*, that he commingled all funds, rather than using a particular Noteholder's money for the particular property or loan to an alleged third-party borrower that was referenced on such Noteholder's documents) creates legal hurdles for the Noteholders' claim to secured status.

In contrast to Shapiro's representations, the Debtors believe that as a legal matter, the Noteholders do not have valid, enforceable security interests in the Purported Noteholder Collateral that could withstand utilization of the "strong arm" avoidance powers, described

²⁵ A "perfected" security interest or lien is one that is enforceable, against other creditors as well as subsequent owners of the collateral, by virtue of satisfaction of the requirements of applicable state law.

below. In particular, as noted above, the Debtors believe the steps necessary to perfect any such security interests under Article 9 of the Delaware Commercial Code were not taken on behalf of the Noteholders. Specifically, (i) the Debtors have confirmed that no Noteholder is in physical possession of any Purported Noteholder Collateral, *see* DEL. CODE ANN. tit. 6, § 9-313(a), and (ii) based on the Debtors' investigation, no UCC-1 financing statement was filed in Delaware on behalf of any Noteholder with respect to any of the Purported Noteholder Collateral, *see id.* § 9-312(a). The Debtors believe these facts would ultimately allow for a determination that any asserted security interests in the Purported Noteholder Collateral or on any other Estate Assets are subject to avoidance under Bankruptcy Code section 544(a), which provides that an estate representative may utilize "strong arm" powers to avoid any transfer of property of the debtor or any obligation incurred by the debtor that is voidable by certain creditors under applicable nonbankruptcy law. Among other things, these "strong arm" powers permit avoidance of asserted security interests that were not properly perfected in accordance with applicable nonbankruptcy law. Although the Debtors believe they would prevail in any such avoidance litigation, so utilizing the "strong arm" powers could necessitate commencement of a separate adversary proceeding against each Noteholder who asserts a security interest, which could be detrimental to all victims of Woodbridge's fraudulent scheme by causing the additional hardships, costs and delays attendant to litigation.

Apart from the technical question whether any Noteholder has an enforceable security interest is the more fundamental question whether any of the asserted intercompany loans and related liens and security interests purportedly granted to the Fund Debtors by the MezzCo and PropCo Debtors are enforceable in the Chapter 11 Cases. This fundamental question is raised by the Unsecured Creditors' Committee's proposed Lien Avoidance Adversary and it implicates a variety of complex sub-issues that the Bankruptcy Court (and additional courts on appeal) would need to resolve, including:

- Are the promissory notes issued to the Fund Debtors enforceable obligations as a matter of applicable state law despite the facts that, in many cases, no loan proceeds whatsoever were provided directly from the Fund Debtors to the applicable MezzCo and PropCo Debtors and the amount of the obligations were not correlated with the actual funds received? If these obligations are unenforceable against the MezzCo and PropCo Debtors under applicable law for any reason other than because such claims are contingent or unmatured, then the Intercompany Claims held by the Fund Debtors would be subject to disallowance under Bankruptcy Code section 502(b)(1). The absence of allowed claims of the Fund Debtors would in turn mean that the associated Liens asserted by the Fund Debtors would be voided by Bankruptcy Code section 506(d).
- Are either the purported obligations of the applicable MezzCo and PropCo Debtors to the Fund Debtors or the associated Liens avoidable as "constructive" fraudulent transfers under Bankruptcy Code section 548(a)(1)(B) or as constructively voidable transactions under applicable nonbankruptcy law and Bankruptcy Code section 544(b)? Generally, an obligation and security interest may be avoided in bankruptcy if the debtor received less than a reasonably equivalent value in exchange for such obligation or transfer and was in one of several forms of financial distress at the relevant time. To the extent a particular

MezzCo or PropCo Debtor did not receive reasonably equivalent value in exchange for liens and obligations that it created in favor of a Fund Debtor while it was insolvent, those liens and obligations could be avoided in the Chapter 11 Cases.

- Are either the purported obligations of the applicable MezzCo and PropCo Debtors to the Fund Debtors or the associated Liens avoidable as “actual” fraudulent transfers under Bankruptcy Code section 548(a)(1)(A) or as actually voidable transactions under applicable nonbankruptcy law and Bankruptcy Code section 544(b)? Generally, an obligation and security interest may be avoided in bankruptcy if the debtor made such transfer or incurred such obligation with actual intent to hinder, delay, or defraud any entity to which the debtor was or became, on or after the date that such transfer was made or such obligation was incurred, indebted. Although courts often look to certain “badges of fraud” when determining whether a given transfer or obligation was associated with the required debtor intent, the case law also recognizes a “Ponzi scheme presumption” that imputes such intent when a transfer or obligation was part of the perpetuation of a Ponzi scheme. *See, e.g., Ritchie Capital Mgmt., LLC v. Stoebner*, 779 F.3d 857, 861-62 (8th Cir. 2015); *Bear, Stearns Sec. Corp. v. Gredd (In re Manhattan Inv. Fund Ltd.)*, 397 B.R. 1, 9-11 (S.D.N.Y. 2007); *In re DBSI, Inc.*, 477 B.R. 504, 510 (Bankr. D. Del. 2012). As such, to the extent that the transactions between the MezzCo and PropCo Debtors and the Fund Debtors furthered a Ponzi scheme, those transactions could potentially be avoided as actual fraudulent transfers or voidable transactions.
- Are there other forms of interests between any given MezzCo and PropCo Debtor and any given Fund Debtor? For example, even though a particular Fund Debtor may contend that it is the only Person with an interest in a particular MezzCo or PropCo, other Fund Debtors could potentially assert equitable liens or other rights and remedies against that same MezzCo or PropCo on the theory that some portion of the other Fund Debtors’ funds were part of the commingled pool that facilitated purchase of the underlying real property. If such interests were recognized in favor of other Fund Debtors, then there could be further disputes about the extent to which those interests are senior to or on parity with the interests of the Fund Debtor that had a more formalized relationship with the same MezzCo or PropCo.

These are all highly complex issues that could require the devotion of substantial professional and judicial resources to resolve with finality. The key point that bears emphasis is that any vulnerability in the Intercompany Claims or Intercompany Liens asserted by the Fund Debtors against the applicable MezzCos or the PropCos ultimately moots the secondary disputes about whether the associated Noteholders have perfected security interests; if the Purported Noteholder Collateral is invalid, void, or otherwise unenforceable, then it ultimately is irrelevant whether any Noteholder has a security interest regarding such an invalid, void, or unenforceable item.

The Plan’s comprehensive compromise and settlement resolves this issue by providing that any Intercompany Claims that could be asserted by one Debtor against another Debtor will

be extinguished immediately before the Effective Date with no separate recovery on account of any such Claims and any Intercompany Liens that could be asserted by one Debtor regarding any Estate Assets owned by another Debtor will be deemed released and discharged on the Effective Date. As a result of this elimination of such Intercompany Claims and Intercompany Liens, there is no further need to litigate about whether any given Noteholder has a perfected security interest or not, nor about whether any given Noteholder has any specialized interest in any particular property (a very limited exception to this statement exists for the Noteholders with Non-Debtor Loan Note Claims, which will retain the ability to litigate whether they have enforceable security interests regarding the applicable non-debtor loans, although the Debtors do not believe any of these parties will ultimately prevail in such litigation).

By resolving the intercompany rights between the Fund Debtors and the Other Debtors in a fashion that recognizes that the Fund Debtors ultimately should have some economic interest in the Other Debtors (whether through unsecured Claims for reimbursement asserted against WGC or directly through asserted Claims against the PropCos and MezzCos), the Plan avoids the substantial costs and uncertainty of litigation while providing what are anticipated to be substantial recoveries for all the economic stakeholders of the Fund Debtors (*i.e.*, the Noteholders and the Unitholders).

Solely with respect to any Secured Claim of a non-debtor as to which the associated Lien would be junior to any Intercompany Lien that could be asserted by one Debtor regarding any Estate Assets owned by another Debtor, so as to retain the relative priority and seniority of such Intercompany Claim and associated Intercompany Lien, the otherwise released Intercompany Claim and associated Intercompany Lien will be preserved for the benefit of, and may be asserted by (a) the Liquidation Trust as to any Collateral that is Cash and (b) otherwise, the Wind-Down Entity. The Debtors are presently aware of only one non-debtor Lien (asserted by the IRS against the Debtors' property at 4030 Longridge Avenue, Sherman Oaks, California) as to which this issue is likely to be relevant.

2. Nature of the Claims Asserted by the Unitholders

Another significant dispute exists regarding whether the Unitholders hold "claims" or "equity securities" in the Chapter 11 Cases and the extent to which, if any, any "claims" of the Unitholders are subject to subordination under Bankruptcy Code section 510(b).

Under the Bankruptcy Code, there is a fundamental distinction between a "debt," which is the liability of a debtor on a "claim" (*i.e.*, a right to payment or right to an equitable remedy for breach of performance if such breach gives rise to a right to payment), on the one hand, and an "equity" interest or "equity security," on the other hand. *See* 11 U.S.C. §§ 101(5), (12) & (17); 1129(b)(2)(B) & (C). It is not always easy to determine whether a particular instrument creates debt or equity, and the case law has developed a complex, multi-factor test to guide the analysis. *See, e.g., Cohen v. KB Mezzanine Fund II, LP (In re Submicron Sys. Corp.)*, 432 F.3d 448, 454-59 (3d Cir. 2006); *Walnut Creek Mining Co. v. Cascade Inv., LLC (In re Optim Energy, LLC)*, 527 B.R. 169, 174-75 (D. Del. 2015); *United States v. State St. Bank & Trust Co.*, 520 B.R. 29, 72-79 (Bankr. D. Del. 2014); *Autobacs Strauss, Inc. v. Autobacs Seven Co. (In re Autobacs Strauss, Inc.)*, 473 B.R. 525, 572-23 (Bankr. D. Del. 2012).

Here, the Unitholders would maintain that they hold “claims” against, or “debt” of, the Fund Debtors based on a combination of reasons, including (i) an interpretation of the applicable governing documents whereby Units constitute convertible debt, which for the first five years gives rise to an unsecured claim and, if not repaid in full in five years, converts into equity; (ii) Unitholders received monthly interest checks, not dividends, and received from the Debtors 1099-INT tax forms characterizing these payments as interest income for each annual period prepetition; (iii) the Units were recorded on the Debtors’ books and records as a liability and treated as a liability in the Debtors’ tax returns; and (iv) other relevant indicia of intent support characterization of the Units as debt rather than as equity. Moreover, the Unitholders could point to other cases involving Ponzi schemes where all investors have been treated as similarly-situated victims, albeit in contexts other than distributions under a chapter 11 plan. *See, e.g., Perkins v. Haines*, 661 F.3d 623, 628-29 (11th Cir. 2011); *Donell v. Kowell*, 533 F.3d 762, 771 (9th Cir. 2007); *SEC v. Infinity Grp.*, 226 Fed. App’x 217, 219 (3d Cir. 2007); *SEC v. Credit Bancorp, Ltd.*, 290 F.3d 80, 88-89 (2d Cir. 2002); *SIPC v. Bernard L. Madoff Inv. Secs.*, 496 B.R. 744, 761 (Bankr. S.D.N.Y. 2013). Other parties in interest would strenuously dispute these contentions and maintain that the Units are in fact only equity interests in the Fund Debtors. The outcome of these disputes is highly uncertain.

Moreover, even if the Unitholders do hold “claims” against the Fund Debtors, parties in interest could assert that such claims are subject to statutory subordination under Bankruptcy Code section 510(b). Section 510(b) provides that, “[f]or the purpose of distribution under this title, a claim arising from rescission of a purchase or sale of a security of the debtor . . . shall be subordinated to all claims or interests that are senior to or equal the claim or interest represented by such security.” 11 U.S.C. § 510(b). Thus, if Unitholders have claims for fraud or similar remedies against the Fund Debtors relating to their purchase of Units, those claims could potentially be subject to subordination. Unitholders, however, would argue that section 510(b) is inapplicable to them because their claims would be based on principles of “restitution” in a Ponzi scheme scenario, rather than claims for “rescission” or “damages.” *See generally, e.g., In re Tribune Co.*, 464 B.R. 126, 197 (Bankr. D. Del. 2011). The Unitholders could further contend that public policy dictates that Ponzi investments be treated as restitution claims from the beginning, bestowing creditor status on the investor at the outset and entitling the investor to recover the money illegally transferred to the Ponzi operator and nothing more, which removes all such claims from the policy purpose undergirding section 510(b). There is no case law resolving similar issues in this particular context, which again raises the prospect for significant and lengthy litigation, all with a highly uncertain result.

The Plan resolves the disputes about the nature of the Unitholders’ claims by affording Unitholders 72.5% of the Class A Liquidation Trust Interests that Noteholders receive for their respective net investments (for Net Unit Claims versus Net Note Claims). Put another way, a 27.5% discount is applied to Unitholders’ Net Unit Claims in calculating their receipt of Class A Liquidation Trust Interests relative to the calculation of what Noteholders get for their Net Note Claims. This reduced recovery for Unitholders effectuates a compromise of all the possible disputes that could be raised about the nature and priority of the Unitholders’ rights (and certain of the Noteholders’ rights) in the Chapter 11 Cases. Nevertheless, Unitholders also receive for their Net Unit Claims the Class B Liquidation Trust Interests, which are to be paid next in priority in the Liquidation Trust Interests Waterfall after Class A Liquidation Trust Interests until the full 27.5% discounted portion of Unitholders’ Net Unit Claims are paid in full. Thus, the

compromise preserves the prospect for Unitholders to eventually recapture the settlement discount if sufficient funds are generated through the overall liquidation of the Debtors' Assets.

3. Substantive Consolidation Issues

Substantive consolidation is a construct of federal common law, emanating from equity, which treats separate legal entities as if they were merged into a single survivor left with all the cumulative assets and liabilities, save for inter-entity liabilities, which are erased. *See, e.g., In re Owens Corning*, 419 F.3d 195, 205 (3d Cir. 2005). In the Third Circuit, bankrupt entities can be substantively consolidated either on a consensual basis under a chapter 11 plan, or on a non-consensual basis if (i) prepetition they disregarded entity separateness so significantly their creditors relied on the breakdown of entity borders and treated them as one legal entity or (ii) postpetition their assets and liabilities are so scrambled that separating them is prohibitive and harms all creditors. *See id.* at 210.

In these Chapter 11 Cases, a compelling argument could be made for complete substantive consolidation of all the Debtors. Although creditors generally may not have treated all of the Debtors as one legal entity, there is very substantial scrambling and commingling of assets and liabilities among the Debtors. Without limitation, the Debtors believe it is impossible to trace the flow of funds between any given Fund Debtor and any given PropCo or MezzCo since all of the proceeds received were commingled and distributed by WGC without regard to corporate formalities, which results in what would likely be just the hopeless entanglement that warrants substantive consolidation of all the Debtors. Moreover, the Chapter 11 Cases are unique and present an issue that was not present in *Owens Corning*—the perpetration of a fraudulent scheme by a common corporate enterprise, one that in the process did not keep accurate records of the thousands of intercompany transactions that have occurred, making an unscrambling of the enterprise's accounts impossible—but that has justified substantive consolidation in other cases. *See, e.g., In re Bonham*, 229 F.3d 750, 764-65 (9th Cir. 2000) (consolidating entities in Ponzi scheme case); *In re DBSI, Inc.*, Case No. 08-12687, ECF No. 5924 (Bankr. D. Del. Jan. 19, 2010) (same); *In re Bernard L. Madoff Investment Securities LLC*, No. 08-01789, ECF No. 252 (Bankr. S.D.N.Y. June 10, 2009) (same). Put differently, the particular facts and circumstances of these Chapter 11 Cases present unique arguments about whether and to what extent substantive consolidation is warranted.

The Plan resolves these issues by effectuating a two-tier substantive consolidation. *First*, all of the Other Debtors will be substantively consolidated into WGC, which was essentially the hub of operations for all of the PropCos, MezzCos, and Other Debtors that were not Fund Debtors. This consolidation is warranted because of the substantial commingling of affairs and assets of the Other Debtors, but also is anticipated to be overwhelmingly if not entirely consensual insofar as all of the Persons that have direct creditor relationships with any of the Other Debtors—which includes the Fund Debtors, but *not* the Noteholders and Unitholders that are only investors in the Fund Debtors—will consent to the consolidation of the Other Debtors. *Second*, the Fund Debtors will be substantively consolidated into Fund 1, which recognizes that formalities among and between the Fund Debtors, including regarding the funding of particular PropCos and MezzCos, were not strictly observed and that the Noteholders and Unitholders have common interests among themselves as defrauded investors. Moreover, the Fund Debtors generally have a commonality of interest in respect of their rights against the Other Debtors, and

WGC in particular, insofar as funds from the Fund Debtors generally provided funding into the Other Debtors. This proposed substantive consolidation is the result of careful analysis and key stakeholder negotiation regarding ownership, operational entanglements, and creditor expectations based on creditor' prepetition dealings with two primary debtor groups (*i.e.*, the Fund Debtors and the Other Debtors), which makes it an appropriate element of a comprehensive plan settlement. *See, e.g., In re Abeinsa Holding, Inc.*, 562 B.R. 265, 279-81 (Bankr. D. Del. 2016).

4. Ponzi Scheme Issues

Additional disputes and possible litigation could arise regarding whether the Debtors were operating a Ponzi scheme, when that scheme began, and the implications of such conduct.

The Debtors believe the facts demonstrate that (i) beginning no later than July 2012 through December 1, 2017, Robert H. Shapiro used his web of more than 275 limited liability companies, including the Debtors, to conduct a massive Ponzi scheme raising more than \$1.22 billion from over 8,400 unsuspecting investors nationwide; (ii) the Ponzi scheme involved the payment of purported returns to existing investors from funds contributed by new investors; and (iii) the Ponzi scheme was discovered in December 2017. As an integral component of the settlements embodied in the Plan, the Debtors will seek corresponding findings in the Confirmation Order.

Following a judicial determination that the Debtors were operating a Ponzi scheme, any payments of "interest" or other consideration that was transferred from any Person to a Noteholder or a Unitholder on account of its Notes or Units, as applicable, during the period before the Petition Date, including in respect of holders of Notes that were converted to Units or vice versa, but typically ***excluding*** payments representing the return of or repayment of principal owed on a Note or a Unit, could potentially be avoided and recovered as an "actual" fraudulent transfer. *See, e.g., Perkins v. Haines*, 661 F.3d 623, 627 (11th Cir. 2011); *Donell v. Kowell*, 533 F.3d 762, 770-72 (9th Cir. 2008); *AFI Holding, Inc. v. Mackenzie*, 525 F.3d 700, 708-09 (9th Cir. 2008); *Geltzer v. Barish (In re Geltzer)*, 502 B.R. 760, 770 (Bankr. S.D.N.Y. 2013); *Fisher v. Sellis (In re Lake States Commodities, Inc.)*, 253 B.R. 866, 871-72 (Bankr. N.D. Ill. 2000). Because avoidance litigation would be a further hardship on the victims of Woodbridge's fraudulent scheme, and to eliminate the significant litigation expense and inefficiency associated with seeking recovery from Noteholders and Unitholders of prepetition distributions on account of interest or the like (that would ultimately only reduce the aggregate amount available for distribution on account of allowable claims), the Plan incorporates a netting mechanism that will account for any Prepetition Distribution received by a Noteholder or Unitholder when calculating the Net Note Claim and Net Unit Claim amounts that will in turn drive the specific Distributions that such Noteholder or Unitholder will receive under the Plan. The Schedule of Principal Amounts and Prepetition Distributions, attached hereto as **Schedule 3**, sets forth the specific amounts that the Debtors intend to use for these purposes, subject to the possibility that a given Noteholder or Unitholder may choose to dispute those amounts and thereby become a Disputing Claimant under the Plan.

5. Plan Releases

The Plan proposes to provide general releases from the Debtors, the Estates, and other Releasing Parties²⁶ in favor of the Released Parties (which include the Debtors, the New Board, the Committees, and certain specified Related Parties). The Debtors are unaware of any viable Causes of Action against the Released Parties. Moreover, the Debtors believe that the Released Parties have provided many valuable contributions to the progress of the Chapter 11 Cases, including stewarding the Debtors through the bankruptcy process, negotiating and implementing settlements with various parties, pursuing Confirmation of the Plan, and otherwise preserving Estate Assets for the benefit of all stakeholders. In light of these different contributions, the Debtors believe the releases and exculpations as part of the overall compromise and settlement embodied by the Plan are fair, equitable, reasonable, and well within the boundaries permitted by law. For the avoidance of doubt, the Excluded Parties—a non-exclusive list of which is included as **Schedule 1**—are *not* receiving releases under the Plan.

* * *

In sum, the Plan is a vehicle for the near-term resolution of the myriad complex legal issues and disputes that have arisen in the Chapter 11 Cases. The proposed Plan resolves several major issues that would otherwise have to be judicially determined through lengthy, expensive, and inherently uncertain litigation. There are colorable arguments on both sides of each of the foregoing issues, and the outcome of any litigation regarding such issues is necessarily uncertain. Moreover, if such issues were litigated, it could be years before Holders of Notes, Units, and General Unsecured Claims received distributions, if any, from the Estates. In contrast, the Plan provides a mechanism for significant Distributions to be made to these Creditors in a timely and orderly fashion.

Furthermore, the Debtors are strongly of the view that all elements of the comprehensive compromise and settlement to be effected under the Plan are superior to the disorderly and uncertain alternatives. The terms of the global resolution under the Plan were heavily negotiated by the Debtors and the three Committees, each of which acted at arm's length and had the benefit of sophisticated external advisers.

Under these circumstances, the Debtors believe that the Plan's holistic treatment of the Note Claims, General Unsecured Claims, and Unit Claims, its substantive consolidation of the Debtors into a Remaining Debtor, and the various releases provided under the Plan represent a fair and reasonable result that satisfies the standards for approval under Bankruptcy Rule 9019, which approval the Debtors intend to seek contemporaneously with Plan confirmation. After all, "[t]he federal courts have a well-established policy of encouraging settlement to promote judicial economy and limit the waste of judicial resources." *Russian Standard Vodka (USA), Inc. v. Allied Domecq Spirits & Wine USA, Inc.*, 523 F. Supp. 2d 376, 384 (S.D.N.Y. 2007); *see also*,

²⁶ The Releasing Parties other than the Debtors and their Estates include "any Person exercising or seeking to exercise any rights of the Estates (but solely in that capacity), including each of the Committees (but not their individual members), the Wind-Down CEO, the Liquidation Trustee, the Remaining Debtors Manager, and any other successor to the Debtors or any other estate representative that is or could be appointed or selected pursuant to Bankruptcy Code section 1123(b)(3) or otherwise."

e.g., *U.S. Bancorp Mortg. Co. v. Bonner Mall P'ship*, 513 U.S. 18, 27-28 (1994) (discussing the general utility of settlement vis-à-vis judicial economy). The force of this established federal policy is particularly acute in the bankruptcy context, where compromises and settlements are “a normal part of the process of reorganization.” *Protective Comm. for Indep. Stockholders of TMT Trailer Ferry, Inc. v. Anderson*, 390 U.S. 414, 424 (1968). Indeed, in order to “minimize litigation and expedite the administration of the bankruptcy estate ‘compromises are favored in bankruptcy.’” *Meyers v. Martin (In re Martin)*, 91 F.3d 389, 393 (3d Cir. 1996) (quoting 9 Collier on Bankruptcy ¶ 9019.03[1] (15th ed. rev. 1993)); see also *In re Penn. Cent. Transp. Co.*, 596 F.2d 1102 (3d Cir. 1979); *In re World Health Alternatives, Inc.*, 344 B.R. 291, 296 (Bankr. D. Del. 2006); *In re Culmtech, Ltd.*, 118 B.R. 237, 238 (Bankr. M.D. Pa. 1990). This is particularly true when a settlement helps to timely resolve a bankruptcy case, which is a matter of significant public importance.²⁷

The decision to approve a proposed settlement is committed to the discretion of the bankruptcy court, “which must determine if the compromise is fair, reasonable, and in the interest of the estate.” *In re Louise's, Inc.*, 211 B.R. 798, 801 (D. Del. 1997). In exercising that discretion, the Third Circuit has stated that courts should consider “(1) the probability of success in litigation; (2) the likely difficulties in collection; (3) the complexity of the litigation involved and the expense, inconvenience and delay necessarily attending it; and (4) the paramount interest of the creditors.” *In re Martin*, 91 F.3d at 393; see also *Will v. Nw. Univ. (In re Nutraquest, Inc.)*, 434 F.3d 639, 644 (3d Cir. 2006); *In re Marvel Entm't Grp., Inc.*, 222 B.R. 243 (D. Del. 1998). The proponent of a settlement is **not** required to demonstrate “that the settlement is the best possible compromise. Rather, the court must conclude that the settlement is ‘within the reasonable range of litigation possibilities.’” *In re World Health*, 344 B.R. at 296 (internal citations and quotation marks omitted); see also, e.g., *Nellis v. Shugrue*, 165 B.R. 115, 123 (S.D.N.Y. 1994) (Sotomayor, J.) (“[I]n assessing the fairness of the settlement, a judge does not have to be convinced that the settlement is the best possible compromise or that the parties have maximized their recovery”); *In re Coram Healthcare Corp.*, 315 B.R. 321, 330 (Bankr. D. Del. 2004) (“[T]he court does not have to be convinced that the settlement is the best possible compromise.”).

Here, the Debtors are firmly of the view that consideration of the *Martin* factors demonstrates that the terms of the comprehensive compromise and settlement to be effected by the Plan are fair and reasonable, and that its approval is in the best interests of the Estates and all stakeholders. The Debtors will provide further evidence and argument supporting approval of

²⁷ See, e.g., *Bullard v. Blue Hills Bank*, 135 S. Ct. 1686, 1694 (2015) (“[E]xpedition is always an important consideration in bankruptcy.”); *Katchen v. Landy*, 382 U.S. 323, 328-29 (1966) (describing longstanding recognition “that a chief purpose of the bankruptcy laws is ‘to secure a prompt and effectual administration and settlement of the estate of all bankrupts within a limited period’” (quoting *Ex parte Christy*, 44 U.S. (3 How.) 292, 312 (1845))); *Wiswall v. Campbell*, 93 U.S. (3 Otto) 347, 350-51 (1876) (emphasizing how “[p]rompt action is everywhere required by law,” and that this principle requires quick resolutions of claims against a bankruptcy estate, as “[w]ithout it there can be no dividend”); *Bailey v. Glover*, 88 U.S. (21 Wall.) 342, 346-47 (1875) (discussing how “[i]t is obviously one of the purposes of the Bankrupt law, that there should be a speedy disposition of the bankrupt’s assets,” which is a goal “only second in importance to securing equality of distribution”); *Century Glove, Inc. v. First Am. Bank*, 860 F.2d 94, 98 (3d Cir. 1988) (highlighting how “issues central to the progress of the bankruptcy petition, those likely to affect the distribution of the debtor’s assets, or the relationship among the creditors, should be resolved quickly” (citation and quotation marks omitted)).

this comprehensive compromise and settlement, including the elements detailed above, at the Confirmation Hearing.

C. Substantive Consolidation and Its Relationship to the Plan Treatment of Claims

Although the Plan contemplates a two-tier substantive consolidation of all the Debtors into Remaining Debtors, the ultimate Distributions that will be made pursuant to the Plan will be paid by the Liquidation Trust. The Wind-Down Entity has been structured to generally be a successor to the Other Debtors by acting as the estate representative and administrator for all the Wind-Down Assets, which largely consist of the real property and Cash owned by WGC, the PropCos, and the additional Other Debtors. All residual value in the Wind-Down Entity is to be remitted to the Liquidation Trust, including through the quarterly remittance of Cash to the Liquidation Trust. In turn, the Liquidation Trust will ultimately distribute to the Holders of Liquidation Trust Interests (*i.e.*, former Noteholders, former Unitholders, and Holders of General Unsecured Claims) the remitted value from the Wind-Down Entity, along with the proceeds of the Liquidation Trust Actions and certain Cash on hand at the Liquidation Trust, net of payments to Holders of certain administrative, secured or priority claims. This structure gives effect to the substantive consolidation contemplated by the Plan but also continues to reflect the economic reality as among the Other Debtors, the Fund Debtors, and the Noteholders and Unitholders.

Consistent with the substantive consolidation contemplated by the Plan and in order to reduce administrative costs, on the Effective Date, each of the Debtors other than the Remaining Debtors will be dissolved automatically without the need for any corporate action or approval, without the need for any corporate filings, and without the need for any other or further actions to be taken on behalf of such dissolving Debtor or any other Person or any payments to be made in connection therewith, and the Chapter 11 Cases for all Debtors other than the Remaining Debtors will be deemed closed and no further fees in respect of such closed cases will thereafter accrue or be payable to any Person. Notwithstanding such substantive consolidation, however, fees payable pursuant to 28 U.S.C. § 1930 shall be due and payable by each individual Debtor through the Effective Date.

The substantive consolidation effected pursuant to the Plan shall not affect, without limitation, (i) the Debtors', the Wind-Down Entity's, or the Liquidation Trust's defenses to any Claim or Cause of Action, including the ability to assert any counterclaim; (ii) the Debtors', the Wind-Down Entity's, or the Liquidation Trust's setoff or recoupment rights; (iii) requirements for any third party to establish mutuality prior to substantive consolidation in order to assert a right of setoff against the Debtors, the Wind-Down Entity, or the Liquidation Trust; or (iv) distributions to the Debtors, the Estates, the Wind-Down Entity, or the Liquidation Trust out of any insurance policies or proceeds of such policies.

The Disclosure Statement and the Plan shall be deemed to be a motion requesting that the Bankruptcy Court approve the substantive consolidation contemplated by the Plan. Unless an objection to the proposed substantive consolidation is made in writing by any Creditor purportedly affected by such substantive consolidation on or before the deadline to object to confirmation of the Plan, or such other date as may be fixed by the Bankruptcy Court, the substantive consolidation contemplated by the Plan may be approved by the Bankruptcy Court at

the Confirmation Hearing. In the event any such objections are timely filed, a hearing with respect thereto shall be scheduled by the Bankruptcy Court, which hearing may, but need not, be the Confirmation Hearing.

If the Bankruptcy Court determines that substantive consolidation of any given Debtors in the manner requested is not appropriate, then the Debtors may request that the Bankruptcy Court otherwise confirm the Plan and approve the treatment of and Distributions to the different Classes under the Plan on an adjusted basis (including on a Debtor-by-Debtor basis), in the Debtors' reasonable discretion, after consultation with each of the Committees. Furthermore, the Debtors reserve their rights (i) to seek confirmation of the Plan without implementing substantive consolidation of any given Debtor, and, in the Debtors' reasonable discretion after consultation with each of the Committees, to request that the Bankruptcy Court approve the treatment of and Distributions to any given Class under the Plan on an adjusted, Debtor-by-Debtor basis; and (ii) after consultation with each of the Committees, to seek to substantively consolidate all Debtors into Woodbridge Group of Companies, LLC if all Impaired Classes entitled to vote on the Plan vote to accept the Plan.

D. The Liquidation Trust, the Wind-Down Entity, and the Liquidation Analysis

The Plan contemplates the creation of a Liquidation Trust, which will be the sole equity holder of the Wind-Down Entity. All Wind-Down Assets will vest in the Wind-Down Entity, which will be administered by the Wind-Down CEO, subject to the supervision and oversight of the Wind-Down Board and the Liquidation Trustee. The Wind-Down Board will initially consist of Richard Nevins, M. Freddie Reiss, and the Wind-Down CEO (which will be Frederick Chin or his successor). The Wind-Down CEO will proceed to liquidate the Wind-Down Assets, which consist primarily of the real property owned by the Debtors, in an orderly fashion. On a quarterly basis, the Wind-Down Entity will remit Cash to the Liquidation Trust. The Liquidation Trust will pursue, as appropriate, the Liquidation Trust Actions, consistent with the terms of the Plan and the Liquidation Trust Agreement. In addition to receiving remittances received from the Wind-Down Entity, the Liquidation Trust also will be funded with certain other Cash for Creditors, the Liquidation Trust Seed Funding, and any Cash it may generate by prosecuting the Liquidation Trust Actions. The Liquidation Trust will make Distributions of Cash to Creditors, including an initial Distribution of Available Cash to the Liquidation Trust Beneficiaries (that is, Noteholders, Holders of General Unsecured Claims and Unitholders in respect of their Liquidation Trust Interests) pursuant to the Liquidation Trust Interest Waterfall, with such initial Distribution targeted to occur before December 31, 2018. Thereafter, the Liquidation Trust also may make, in its discretion, periodic Distributions of additional Available Cash to the Liquidation Trust Beneficiaries at any time following the Effective Date.

1. Business Plan for the Wind-Down Entity

Following the Effective Date, the Wind-Down Entity will own and administer the Wind-Down Assets in accordance with the Plan and the Wind-Down Governance Agreement. The realization of proceeds from the Wind-Down Assets will be for the ultimate benefit of the Liquidation Trust (and thus the Liquidation Trust Beneficiaries) given the Liquidation Trust's 100% ownership interest in the Wind-Down Entity and the requirement that the Wind-Down Entity remit Cash on a quarterly basis to the Liquidation Trust.

Mr. Frederick Chin, who serves as the Chief Executive Officer of WGC Independent Manager LLC, manager of the Debtors, and is the proposed Wind-Down CEO, has developed a business plan regarding the Wind-Down Assets (the “Wind-Down Business Plan”), which Wind-Down Business Plan Mr. Chin anticipates continuing to effectuate after the Effective Date. A summary of the Wind-Down Business Plan is attached hereto as **Exhibit E**. It is possible that the Wind-Down Business Plan may be revised, modified, or substantially changed based on the facts and circumstances that exist after the Effective Date. Nevertheless, the Wind-Down Entity must advise the Liquidation Trust regarding any change in course of the Wind-Down Business Plan, and if there is an unresolvable dispute between the Wind-Down Entity and the Liquidation Trust regarding any change of course, no action will be taken regarding such material matter absent an order of the Bankruptcy Court.

2. Liquidation Analysis and Summary Thereof

The liquidation process will be administered by the Liquidation Trust and the Wind-Down Entity. The net proceeds of this liquidation process have been estimated in the liquidation analysis attached hereto as **Exhibit B** (the “Liquidation Analysis”). As set forth in the current Liquidation Analysis and in the summary of the Wind-Down Business Plan:

- The Debtors estimate an ultimate range of aggregate recoveries from sales of real property and other Wind-Down Assets in the range of \$521 million to \$583 million, net of operating and other expenses through the end of the Liquidation Analysis projection period.
- The Debtors have not ascribed any value to recoveries that may be realized by the Liquidation Trust in respect of any Liquidation Trust Actions, but the Liquidation Trust Actions may generate significant value.
- Based on the preceding, the Debtors anticipate that the Available Cash for ultimate payment of the Allowed Class 3 Claims, Allowed Class 4 Claims, and Allowed Class 5 Claims (after paying the anticipated unpaid Allowed Administrative Claims, Wind-Down Expenses, and Liquidation Trust Expenses) will total approximately \$518 million to \$579 million.

It is important to emphasize that the Liquidation Analysis relies on various assumptions and is subject to material modifications from time to time. If the Liquidation Analysis is revised by the Debtors prior to the Confirmation Hearing, any such revision will be included in the Plan Supplement.

E. Estimated Recoveries for Holders of Note Claims, Unit Claims, and General Unsecured Claims

The Debtors, based on consultation with the Committees, estimate that (i) Holders of Allowed Note Claims and Allowed General Unsecured Claims in these Chapter 11 Cases should recover approximately 60-70% of the total amount of their Net Note Claims or General

Unsecured Claims;²⁸ and (ii) Holders of Allowed Unit Claims should recover approximately 40-50% of the total amount of their Net Unit Claims.

The Debtors have calculated the foregoing ranges of projected recoveries taking into account three variables: (i) the total estimated amount of Note Claims, General Unsecured Claims, and Unit Claims, in accordance with Filed Claims and the Debtors' Schedules; (ii) for Notes and Units, the Debtors' records as reflected in the Schedule of Principal Amounts and Prepetition Distributions; and (iii) the total estimated amount of value expected to be available for Distributions to Liquidation Trust Beneficiaries in accordance with the Plan and the Liquidation Analysis.

It is important to emphasize that many factors will bear on the amount of Cash available for Distributions to Liquidation Trust Beneficiaries. The Cash available for Distributions consists or will consist primarily of (i) the Cash in the Estates on the Effective Date, *less* (x) the amounts necessary to fund the Professional Fee Reserve and (y) the Liquidation Trust Seed Funding; (ii) Cash realized after the Effective Date from the sale, collection, or other disposition of the Wind-Down Assets; and (iii) Cash realized by the Liquidation Trustee from the prosecution of the Liquidation Trust Actions. However, this Cash has been or will be reduced by, among other things, (i) the Distributions to be made under the Plan with respect to Allowed Administrative Claims, Allowed Professional Fee Claims, Allowed Priority Tax Claims, Allowed DIP Claims, Allowed Other Secured Claims, and Allowed Priority Claims, as well as any Non-Debtor Loan Note Claims that are ultimately Allowed as Secured Claims; (ii) certain statutory and other fees payable in connection with the Chapter 11 Cases; and (iii) the Liquidation Trust Expenses and Wind-Down Expenses. Only after these amounts have been paid or reserved will there be any Available Cash available for periodic Distributions to be made to the Liquidation Trust Beneficiaries.

Solely for illustrative purposes and using purely hypothetical numbers, the following is a demonstration of how the terms of the Plan would affect five purely hypothetical stakeholders holding Claims in Classes 3, 4, and 5. Solely for purposes of the following examples, the Debtors make the following assumptions:²⁹

Available Cash (for Claims in Classes 3, 4, and 5):	\$550,000,000
Outstanding Principal Amount of all Note Claims:	\$750,000,000
Total Prepetition Distributions received by Noteholders:	\$50,000,000
Total Net Note Claims:	\$700,000,000
Portion of Net Note Claims Paid with Class A Liquidation Trust Interests:	\$700,000,000

²⁸ This estimate assumes that Holders hold their Claims through the Effective Date and do not sell any of their Class A Liquidating Trust Interests.

²⁹ The figures used in these examples are purely hypothetical and were chosen solely for simplicity and comparison sake and are not intended to be reflective of every possible scenario.

Outstanding Principal Amount of all Unit Claims:	\$200,000,000
Total Prepetition Distributions received by Unitholders:	\$ 25,000,000
Total Net Unit Claims:	\$175,000,000
Portion of Net Unit Claim Paid:	
(a) with receipt of Class A Liquidation Trust Interests:	\$ 126,875,000
(b) with receipt of Class B Liquidation Trust Interests:	\$ 48,125,000
Total General Unsecured Claims	\$10,000,000
Portion of General Unsecured Claims Paid with Class A Liquidation Trust Interests:	\$10,000,000
Denominators for Distributions:	
(a) with respect to Class A Liquidation Trust Interests:	\$836,875,000
(b) with respect to Class B Liquidation Trust Interests:	\$ 48,125,000

For purposes of this illustrative example, the hypothetical investors and their recoveries under the Plan are as follows:

<p>“Noteholder A” is the Holder of a Note Claim in the Outstanding Principal Amount of \$200,000. Noteholder A did not receive any Prepetition Distributions.</p>	<p>According to the Plan’s formula for distribution of Class A Liquidation Trust Interests and the Liquidation Trust Interests Waterfall, Noteholder A would be entitled to its pro rata share of the Available Cash, calculated by multiplying Available Cash of \$550,000,000 by approximately 0.024%. The 0.024% percentage is determined by dividing the \$200,000 Net Note Claim of Noteholder A by the Class A Liquidation Trust Interests denominator of \$836,875,000.</p>	<p>The resulting Distribution is \$131,441, representing a recovery of 65.7% of both the Noteholder’s Outstanding Principal Amount and the Noteholder’s Net Note Claim.</p>
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<p>“Noteholder B” is the Holder of a Note Claim in the Outstanding Principal Amount of \$200,000. Noteholder B received Prepetition Distributions in the amount of \$50,000.</p>	<p>According to the Plan’s formula for distribution of Class A Liquidation Trust Interests and the Liquidation Trust Interests Waterfall, Noteholder B would be entitled to its pro rata share of the Available Cash, calculated by multiplying Available Cash of \$550,000,000 by approximately 0.018%. The 0.018% percentage is determined by dividing the \$150,000 Net Note Claim of Noteholder B by the Class A Liquidation Trust Interests denominator of \$836,875,000.</p>	<p>The resulting Distribution is \$98,581, representing a recovery of 49.3% of the Noteholder’s Outstanding Principal Amount and 65.7% of the Noteholder’s Net Note Claim.</p>
<p>“Unitholder C” is the Holder of a Unit Claim in the Outstanding Principal Amount of \$200,000. Unitholder C did not receive any Prepetition Distributions.</p>	<p>According to the Plan’s formula for distribution of Class A Liquidation Trust Interests and the Liquidation Trust Interests Waterfall, Unitholder C would be entitled to its pro rata share of the Available Cash, calculated by multiplying Available Cash of \$550,000,000 by approximately 0.017%. The 0.17% amount is determined by dividing \$145,000 (which is the \$200,000 Net Unit Claim of Unitholder C multiplied by the 72.5% settlement discount factor that determines its Class A Liquidation Trust Interests) by the Class A Liquidation Trust Interests denominator of \$836,875,000. (Nothing is to be distributed to Unitholder C with respect to the Class B Liquidation Trust Interests of Unitholder C because Available Cash of \$550,000,000 was less than \$836,875,000, which is the full amount (without interest) of Net Note Claims, General Unsecured Claims, and Net Unit Claims.)</p>	<p>The resulting Distribution is \$95,295, representing a recovery of 47.6% of both the Unitholder’s Outstanding Principal Amount and the Unitholder’s Net Unit Claim.</p>

<p>“Unitholder D” is the Holder of a Unit Claim in the Outstanding Principal Amount of \$200,000. Unitholder D received Prepetition Distributions in the amount of \$50,000.</p>	<p>According to the Plan’s formula for distribution of Class A Liquidation Trust Interests and the Liquidation Trust Interests Waterfall, Unitholder D would be entitled to its pro rata share of the Available Cash, calculated by multiplying Available Cash of \$550,000,000 by approximately 0.013%. The 0.13% amount is determined by dividing \$108,750 (which is the \$150,000 Net Unit Claim of Unitholder D multiplied by the 72.5% settlement discount factor that determines its Class A Liquidation Trust Interests) by the Class A Liquidation Trust Interests denominator of \$836,875,000. (Nothing is to be distributed to Unitholder D with respect to the Class B Liquidation Trust Interests of Unitholder D because Available Cash of \$550,000,000 was less than \$836,875,000, which is the full amount (without interest) of Net Note Claims, General Unsecured Claims, and Net Unit Claims.)</p>	<p>The resulting Distribution is \$71,471 representing a recovery of 35.7% of the Unitholder’s Outstanding Principal Amount and 47.6% of the Unitholder’s Net Unit Claim.</p>
<p>“General Unsecured Creditor E” is the Holder of a General Unsecured Claim in the Allowed amount of \$50,000.</p>	<p>According to the Plan’s formula for distribution of Class A Liquidation Trust Interests and the Liquidation Trust Interests Waterfall, General Unsecured Creditor E would be entitled to its pro rata share of the Available Cash, calculated by multiplying Available Cash of \$550,000,000 by approximately 0.006%. The 0.006% percentage is determined by dividing the \$50,000 General Unsecured Claim of General Unsecured Creditor E by the Class A Liquidation Trust Interests denominator of \$836,875,000.</p>	<p>The resulting Distribution is \$32,860, representing a recovery of 65.7% of the Creditors’ General Unsecured Claim.</p>

The following chart summarizes the foregoing analysis:

Investor	Outstandi ng Principal Amount	Prepetiti on Distribut ions	Net Unit Claim x 72.5% Discount Factor or Net Note Claim or General Unsecure d Claim	Plan Recovery (\$)	Plan Recovery (% of Outstanding Principal Amount)	Plan Recover y (% of Net Note Claim or Net Unit Claim)
Noteholder A	\$200,000		\$200,000	\$131,441	65.7%	65.7%
Noteholder B	\$200,000	\$50,000	\$150,000	\$98,581	49.3%	65.7%
Unitholder C	\$200,000		\$145,000	\$95,295	47.6%	47.6%
Unitholder D	\$200,000	\$50,000	\$108,750	\$71,471	35.7%	47.6%
General Unsecured Creditor E	\$50,000		\$50,000	\$32,860	65.7%	n/a

F. Treatment of Claims and Equity Interests

1. Unclassified Claims

(a) Administrative Claims

Except as otherwise provided for in the Plan, and subject to the requirements of the Plan, on or as soon as reasonably practicable after the later of (i) the Effective Date and (ii) thirty (30) calendar days following the date on which an Administrative Claim becomes an Allowed Administrative Claim, the Holder of such Allowed Administrative Claim shall receive, in full satisfaction, settlement, and release of and in exchange for such Allowed Administrative Claim, (a) Cash equal to the unpaid portion of such Allowed Administrative Claim or (b) such other less favorable treatment as to which such Holder and the Liquidation Trust shall have agreed upon in writing.

(b) Professional Fee Claims

Professional Fee Claims shall be paid as set forth in Section 11.2 of the Plan.

(c) Priority Tax Claims

In full satisfaction, settlement, and release of and in exchange for such Claims, Allowed Priority Tax Claims shall be paid, at the Liquidation Trust's option, as follows: (a) Cash equal to the unpaid portion of such Allowed Priority Tax Claim on the later of the Effective Date and thirty (30) calendar days following the date on which such Priority Tax Claim becomes an Allowed Priority Tax Claim; (b) in regular installment payments in Cash over a period not exceeding five (5) years after the Petition Date, plus interest on the unpaid portion thereof at the rate determined under applicable nonbankruptcy law as of the calendar month in which the Effective Date occurs (provided that such election shall be without prejudice to the right to prepay any such Allowed Priority Tax Claim in full or in part without penalty); or (c) such other treatment as to which the Holder of an Allowed Priority Tax Claim and the Liquidation Trust shall have agreed upon in writing.

(d) DIP Claims

Subject to the DIP Orders, on the Effective Date, the DIP Claims shall be deemed to be Allowed in the full amount due and owing under the DIP Facility as of the Effective Date, if any. On the Effective Date, any outstanding DIP Claims shall be indefeasibly paid in full in Cash and the Debtors' rights and obligations under the DIP Facility shall be cancelled.

2. Class 1: Other Secured Claims

Class 1 consists of all Other Secured Claims. Class 1 is Unimpaired under the Plan.

The legal, equitable, and contractual rights of Holders of Allowed Class 1 Claims are unaltered by the Plan, and, notwithstanding substantive consolidation of the Debtors and vesting of the Wind-Down Assets in the Wind-Down Entity, the Liens of the Holders of Allowed Class 1 Claims will continue to attach to their respective Collateral, provided that all such Claims shall remain subject to any and all defenses, counterclaims, and setoff or recoupment rights with respect thereto. Unless the Wind-Down Entity and the Holder of an Allowed Class 1 Claim agree to other treatment, on or as soon as is reasonably practicable after the Effective Date, each Holder of an Allowed Class 1 Claim shall receive, at the Wind-Down Entity's option: (i) Cash from the Wind-Down Entity in the Allowed amount of such Holder's Allowed Class 1 Claim; or (ii) the return by the Wind-Down Entity of the Collateral securing such Allowed Class 1 Claim, without representation or warranty by any Person (and without recourse against any Person regarding such Other Secured Claim); or (iii) (A) the cure of any default, other than a default of the kind specified in Bankruptcy Code section 365(b)(2), that Bankruptcy Code section 1124(2) requires to be cured, with respect to such Holder's Allowed Class 1 Claim, without recognition of any default rate of interest or similar penalty or charge, and upon such cure, no default shall exist; (B) the reinstatement of the maturity of such Allowed Class 1 Claim as the maturity existed before any default, without recognition of any default rate of interest or similar penalty or charge; and (C) retention of its unaltered legal, equitable, and contractual rights with respect to such Allowed Class 1 Claim, including through the retention of any associated Lien on the Collateral securing such Allowed Class 1 Claim.

The Bankruptcy Court shall retain jurisdiction and power to determine the amount necessary to satisfy any Allowed Class 1 Claim for which treatment is elected under clause (i) or clause (iii) of the immediately foregoing paragraph. With respect to any Allowed Class 1 Claim for which treatment is elected under clause (i), any Holder of such Allowed Class 1 Claim shall release (and by the Confirmation Order shall be deemed to release) all Liens against any Estate Assets. Notwithstanding anything else in the Plan, the Holders of Allowed Class 1 Claims will have no right to receive any Distribution from, or otherwise share in, any of the Liquidation Trust Assets.

3. Class 2: Priority Claims

Class 2 consists of all Priority Claims. Class 2 is Unimpaired under the Plan.

On, or as soon as reasonably practicable after, the later of (i) the Effective Date and (ii) the date on which a Priority Claim becomes payable pursuant to and as specified by an order of the Bankruptcy Court, the Holder of such Allowed Priority Claim shall receive, in full satisfaction, settlement, and release of and in exchange for such Allowed Priority Claim, either (a) Cash from the Liquidation Trust equal to the unpaid portion of such Allowed Priority Claim or (b) such other less favorable treatment from the Liquidation Trust to which such Holder and the Liquidation Trust shall have agreed upon in writing.

4. Class 3: Standard Note Claims

Class 3 consists of all Standard Note Claims, as well as those Non-Debtor Loan Note Claims that are reclassified in Class 3 pursuant to Section 3.7 of the Plan. Class 3 is Impaired under the Plan.

In full satisfaction, settlement, and release of and in exchange for such Claims, the Holders of Allowed Class 3 Claims will receive on or as soon as reasonably practicable after the Effective Date, one (1) Class A Liquidation Trust Interest for each \$75.00 of Net Note Claims held by the applicable Noteholder with respect to its Allowed Note Claims (any resulting fractional Class A Liquidation Trust Interests will be rounded to the nearest hundredth of such Liquidation Trust Interest with five thousandths thereof rounded up to the next hundredth). As set forth more fully in Section 5.4.10 of the Plan, subsequent Distributions of Cash on account of the Class A Liquidation Trust Interests will be made by the Liquidation Trust in accordance with the Liquidation Trust Interests Waterfall.

The treatment of the Standard Note Claims under the Plan is not intended to and will not reduce, impair, satisfy, limit, or otherwise affect any rights that any Noteholder may have against any Person that is not a Released Party (including those rights that may be included in the Contributed Claims and contributed to the Liquidation Trust by making the Ballot election described below).

Each Holder of a Standard Note Claim may agree, by electing on its Ballot, to contribute its Contributed Claims to the Liquidation Trust. By electing such option on its Ballot, the Noteholder agrees that, subject to the occurrence of the Effective Date and the formation of the Liquidation Trust, it will be deemed, without further action, (i) to have contributed its Contributed Claims to the Liquidation Trust and (ii) to have agreed to execute any documents reasonably requested to memorialize such contribution. The relative share of Liquidation Trust recoveries for any so electing Noteholder in respect of its Class 3 Claim will be enhanced by having the amount that otherwise would be its Net Note Claim increased by the Contributing Claimants Enhancement Multiplier. Noteholders also may choose to make such election because aggregating all Contributed Claims and similar Liquidation Trust Actions may enable the pursuit and settlement of such litigation claims in a more efficient and effective manner.

5. Class 4: General Unsecured Claims

Class 4 consists of all General Unsecured Claims. Class 4 is Impaired under the Plan.

In full satisfaction, settlement, and release of and in exchange for such Claims, the Holders of Allowed Class 4 Claims will receive on or as soon as reasonably practicable after the Effective Date, one (1) Class A Liquidation Trust Interest for each \$75.00 of Allowed General Unsecured Claims held by the applicable Creditor (any resulting fractional Class A Liquidation Trust Interests will be rounded to the nearest hundredth of such Liquidation Trust Interest with five thousandths thereof rounded up to the next hundredth). As set forth more fully in Section 5.4.10 of the Plan, subsequent Distributions of Cash on account of the Class A Liquidation Trust Interests will be made by the Liquidation Trust in accordance with the Liquidation Trust Interests Waterfall.

6. Class 5: Unit Claims

Class 5 consists of all Unit Claims. Class 5 is Impaired under the Plan.

In full satisfaction, settlement, and release of and in exchange for such Claims, the Holders of Allowed Unit Claims will receive on or as soon as reasonably practicable after the Effective Date, 0.725 Class A Liquidation Trust Interests and 0.275 Class B Liquidation Trust Interests for each \$75.00 of Net Unit Claims held by the applicable Unitholder with respect to its Allowed Unit Claims (any resulting fractional Class A Liquidation Trust Interests or Class B Liquidation Trust Interests will be rounded to the nearest hundredth of such Liquidation Trust Interest with five thousandths thereof rounded up to the next hundredth). As set forth more fully in Section 5.4.10 of the Plan, subsequent Distributions of Cash on account of the Class A Liquidation Trust Interests and the Class B Liquidation Trust Interests will be made by the Liquidation Trust in accordance with the Liquidation Trust Interests Waterfall.

The treatment of the Unit Claims under the Plan is not intended to and will not reduce, impair, satisfy, limit, or otherwise affect any rights that any Unitholder may have against any Person that is not a Released Party (including those rights that may be included in the Contributed Claims and contributed to the Liquidation Trust by making the Ballot election described below).

Each Holder of a Unit Claim may agree, by electing on its Ballot, to contribute its Contributed Claims to the Liquidation Trust. By electing such option on its Ballot, the Unitholder agrees that, subject to the occurrence of the Effective Date and the formation of the Liquidation Trust, it will be deemed, without further action, (i) to have contributed its Contributed Claims to the Liquidation Trust and (ii) to have agreed to execute any documents reasonably requested to memorialize such contribution. The relative share of Liquidation Trust recoveries for any so electing Unitholder will be enhanced by having the amount that otherwise would be its Net Unit Claim increased by the Contributing Claimants Enhancement Multiplier. Unitholders also may choose to make such election because aggregating all Contributed Claims and similar Liquidation Trust Actions may enable the pursuit and settlement of such litigation claims in a more efficient and effective manner.

7. Class 6: Non-Debtor Loan Note Claims

Class 6 consists of all Non-Debtor Loan Note Claims. Class 6 is Impaired under the Plan.

The Debtors dispute that any Non-Debtor Loan Note Claim is actually secured by a perfected Lien, and no Class 6 Claim will be Allowed in any respect under the Plan. Instead, the Liquidation Trust may litigate against any Disputing Claimant holding a Non-Debtor Loan Note Claim (i) any disputes about the secured or unsecured status, amount, and priority of such Non-Debtor Loan Note Claim; (ii) any Liquidation Trust Actions that may exist against such Noteholder; and (iii) any other matters pertaining to such Noteholder's rights vis-à-vis the Debtors or the Estates. In order to settle and avoid such potential litigation, each Class 6 Ballot will provide an opportunity for the applicable Noteholder to affirmatively consent to reclassification of its Claim as a Class 3 Claim, whereupon (a) such Claim will be treated as if such Claim had always been part of Class 3 and based on the applicable amounts in the Schedule of Principal Amounts and Prepetition Distributions, to which amounts the applicable Noteholder will have agreed and be bound; and (b) the applicable Noteholder will have agreed to release (and by the Confirmation Order shall be deemed to release) all asserted Liens against any Estate Assets.

If the Bankruptcy Court determines in a Final Order that any given Holder of a Class 6 Claim holds a valid Secured Claim, then in full satisfaction, settlement, and release of and in exchange for such Claim, such Holder will receive on or as soon as is reasonably practicable after the date of such determination Cash from the Liquidation Trust in the amount of such Holder's Allowed Class 6 Claim to the extent such Allowed Claim is a Secured Claim, with post-Confirmation interest thereon at the applicable contract rate, and any Holder of such Allowed Class 6 Claim shall release (and by the Confirmation Order shall be deemed to release) all Liens against any Estate Assets.

If the Bankruptcy Court determines in a Final Order that any given Holder of a Class 6 Claim does not hold a valid Secured Claim, then in full satisfaction, settlement, and release of and in exchange for such Claim, such Claim shall automatically be reclassified as a Class 3 Claim and such Claim will be treated as if such Claim had always been part of Class 3 and based on the Outstanding Principal Amounts and Prepetition Distributions that are determined by the Bankruptcy Court regarding such Noteholder, including, if applicable, after taking into account any Liquidation Trust Actions that the Liquidation Trust may pursue against the particular Disputing Claimant (as to which all rights of the Liquidation Trust are reserved).

If the Liquidation Trust and any given Holder of a Class 6 Claim reach an agreement regarding the treatment of such Holder's Claim that eliminates the need for the Bankruptcy Court to make the determination contemplated by the preceding two paragraphs, then in full satisfaction, settlement, and release of and in exchange for such Claim, such Claim shall receive the treatment that is agreed between the Liquidation Trust and such Holder.

The treatment of the Non-Debtor Loan Note Claims under the Plan is not intended to and will not reduce, impair, satisfy, limit, or otherwise affect any rights that any Noteholder may have against any Person that is not a Released Party (including those rights that may be included in the Contributed Claims and contributed to the Liquidation Trust by making the Ballot election described below).

Each Holder of a Non-Debtor Loan Note Claim may agree, by electing on its Ballot, to contribute its Contributed Claims to the Liquidation Trust. By electing such option on its Ballot, the Noteholder agrees that, subject to the occurrence of the Effective Date and the formation of the Liquidation Trust, it will be deemed, without further action, (i) to have contributed its Contributed Claims to the Liquidation Trust and (ii) to have agreed to execute any documents reasonably requested to memorialize such contribution. The relative share of Liquidation Trust recoveries for any so electing Noteholder, to the extent that its Claim is classified and treated as a Class 3 Claim, will be enhanced by having the amount that otherwise would be its Net Note Claim increased by the Contributing Claimants Enhancement Multiplier. Noteholders also may choose to make such election because aggregating all Contributed Claims and similar Liquidation Trust Actions may enable the pursuit and settlement of such litigation claims in a more efficient and effective manner.

8. Class 7: Subordinated Claims

Class 7 consists of all Subordinated Claims. Class 7 is Impaired under the Plan.

The Holders of Allowed Subordinated Claims will retain a residual right to receive Cash that remains in the Liquidation Trust after the final administration of all Liquidation Trust Assets and the complete satisfaction of all senior payment rights within the Liquidation Trust Interests Waterfall. The Debtors have determined not to solicit the votes of the Holders of any Class 7 Claims, and such Holders shall be deemed to have rejected the Plan and, therefore, such Holders are not entitled to vote on the Plan.

9. Class 8: Equity Interests

Class 8 consists of all Equity Interests. Class 8 is Impaired under the Plan.

As of the Effective Date, all Equity Interests shall be deemed void, cancelled, and of no further force and effect. On and after the Effective Date, Holders of Equity Interests shall not be entitled to, and shall not receive or retain any property or interest in property under the Plan on account of such Equity Interests. Class 8 is deemed to have rejected the Plan and, therefore, Holders of Equity Interests are not entitled to vote on the Plan.

10. Special Provisions Regarding Insured Claims

(a) Any Allowed General Unsecured Claim with respect to an Insured Claim shall be limited to the Uninsured Portion of such Claim, provided such Claims have been timely Filed by the applicable Claims Bar Date.

(b) If there is insurance purchased by or otherwise applicable to the Debtors, any Person with rights against or under the applicable insurance policy, including the Wind-Down Entity, the Liquidation Trust, and Holders of Insured Claims, may pursue such rights.

(c) Nothing in Section 3.10 of the Plan shall constitute a waiver of any Causes of Action the Debtors, the Estates, the Wind-Down Entity, or the Liquidation Trust may hold against any Person, including the Debtors' insurance carriers; and nothing in Section 3.10 of the Plan is intended to, shall, or shall be deemed to preclude any Holder of an Insured Claim from seeking or obtaining a distribution or other recovery from any insurer of the Debtors in addition to (but not in duplication of) any Distribution such Holder may receive under the Plan; provided, however, that the Debtors, the Wind-Down Entity, and the Liquidation Trust do not waive, and expressly reserve their rights to assert that any insurance coverage is property of the Estates to which they are entitled.

(d) The Plan shall not expand the scope of, or alter in any other way, the rights and obligations of the Debtors' insurers under their policies, and the Debtors' insurers shall retain any and all defenses to coverage that such insurers may have, including the right to contest or litigate with any Person the existence, primacy, or scope of available coverage under any allegedly applicable policy. The Plan shall not operate as a waiver of any other Claims the Debtors' insurers have asserted or may assert in any proof of claim or of any objections or defenses to any such Claims.

11. Comprehensive Settlement of Claims and Controversies

(a) Generally

Pursuant to Bankruptcy Code sections 1123(a)(5), 1123(b)(3), and 1123(b)(6), as well as Bankruptcy Rule 9019, and in consideration for the Distributions and other benefits provided under the Plan, the provisions of the Plan will constitute a good faith compromise and settlement of all claims and controversies relating to the rights that a Holder of a Claim or an Equity Interest may have against any Debtor with respect to any Claim, Equity Interest, or any Distribution on account thereof, as well as of all potential Intercompany Claims, Intercompany Liens, and Causes of Action against any Debtor, including the Unsecured Creditors' Committee Action. The entry of the Confirmation Order will constitute the Bankruptcy Court's approval, as of the Effective Date, of the compromise or settlement of all such claims or controversies and the Bankruptcy Court's finding that all such compromises or settlements are (i) in the best interest of the Debtors, the Estates, and their respective property and stakeholders; and (ii) fair, equitable, and reasonable. This comprehensive compromise and settlement is a critical component of the Plan and is designed to provide a resolution of myriad disputed intercompany and intercreditor Claims, Liens, and Causes of Action that otherwise could take years to resolve, which would delay and undoubtedly reduce the Distributions that ultimately would be available for all Creditors.

(b) Implementing Settlement Elements

Pursuant to the comprehensive compromise and settlement negotiated by the Debtors and the Committees, the Plan effectuates, among other things, the following:

(a) On the Effective Date, unless held by Excluded Parties or Disputing Claimants (in which case such Claims are Disputed Claims), all Class 3 Standard Note Claims and all Class 5 Unit Claims are deemed Allowed under the Plan as set forth in the Schedule of Principal Amounts and Prepetition Distributions;

(b) To the extent, and only to the extent, a Claim is Allowed by subparagraph (a) above, the following Liquidation Trust Actions are waived and released as to the applicable Noteholder or Unitholder (that is not a Disputing Claimant): (i) Liquidation Trust Actions to avoid or recover a Prepetition Distribution with respect to the subject Allowed Claim and (ii) Liquidation Trust Actions to avoid or recover a Debtor's prepetition payment of consideration representing the return or repayment of the principal of any Note or any Unit (which consideration is applied as such prior to determining the Outstanding Principal Amount for the Notes or Units relevant to the applicable Allowed Claim);

(c) In accordance with Section 5.8 of the Plan, subject to the rights of Allowed Other Secured Claims, the Fund Debtors will be substantively consolidated into Woodbridge Mortgage Investment Fund 1, LLC and the Other Debtors will be substantively consolidated into Woodbridge Group of Companies, LLC;

(d) The Holders of Allowed Claims in Class 3 (Standard Note Claims), Class 4 (General Unsecured Claims), Class 5 (Unit Claims), and Class 6 (Non-Debtor Loan Note Claims) will receive the treatment provided for such Holders under the Plan;

(e) The Liquidation Trust will be created to most effectively and efficiently pursue the Liquidation Trust Actions for the collective benefit of all the Liquidation Trust Beneficiaries (as well as to own the membership interests of the Wind-Down Entity, establish and hold the Distribution Reserves, and receive and distribute to Noteholders, Holders of General Unsecured Claims, and Unitholders holding Liquidation Trust Interests the net proceeds of the liquidation of Wind-Down Assets by the Wind-Down Entity remaining after payment of Wind-Down Expenses, Liquidation Trust Expenses, and certain other Claims, all in accordance with the Plan);

(f) Findings will be sought in the Confirmation Order that (i) beginning no later than July 2012 through December 1, 2017, Robert H. Shapiro used his web of more than 275 limited liability companies, including the Debtors, to conduct a massive Ponzi scheme raising more than \$1.22 billion from over 8,400 unsuspecting investors nationwide; (ii) the Ponzi scheme involved the payment of purported returns to existing investors from funds contributed by new investors; and (iii) the Ponzi scheme was discovered in December 2017; and

(g) Any Intercompany Claims that could be asserted by one Debtor against another Debtor will be extinguished immediately before the Effective Date with no separate recovery on account of any such Claims and any Intercompany Liens that could be asserted by one Debtor regarding any Estate Assets owned by another Debtor will be deemed released and discharged on the Effective Date; provided, however, that solely with respect to any Secured Claim of a non-debtor as to which the associated Lien would be junior to any Intercompany Lien, the otherwise released Intercompany Claim and associated Intercompany Lien will be preserved for the benefit of, and may be asserted by, the Liquidation Trust as to any Collateral that is Cash and, otherwise, the Wind-Down Entity so as to retain the relative priority and seniority of such Intercompany Claim and associated Intercompany Lien.

G. Acceptance or Rejection of Plan

1. Impaired Class of Claims Entitled to Vote

Only the votes of Holders of Allowed Claims in Class 3, Class 4, Class 5, and Class 6 shall be solicited with respect to the Plan.

2. Acceptance by an Impaired Class

In accordance with Bankruptcy Code section 1126(c), and except as provided in Bankruptcy Code section 1126(e), the Holders of Claims in any Class entitled to vote on the Plan shall have accepted the Plan if the Plan is accepted by the Holders of at least two-thirds ($\frac{2}{3}$) in dollar amount and more than one-half ($\frac{1}{2}$) in number of the Allowed Claims in such Class that have timely and properly voted to accept or reject the Plan.

3. Presumed Acceptances by Unimpaired Classes

Class 1 and Class 2 are Unimpaired under the Plan. Under Bankruptcy Code section 1126(f), the Holders of Claims in such Unimpaired Classes are conclusively presumed to have accepted the Plan, and, therefore, the votes of such Holders shall not be solicited.

4. Impaired Classes Deemed to Reject Plan

The Debtors have determined not to solicit the votes of Holders of any Claims in Class 7, and such Holders shall be deemed to have rejected the Plan and, therefore, such Holders are not entitled to vote on the Plan. Holders of Equity Interests in Class 8 are not entitled to receive or retain any property or interests in property under the Plan. Under Bankruptcy Code section 1126(g), such Holders are deemed to have rejected the Plan, and, therefore, the votes of such Holders shall not be solicited.

5. Modifications of Votes

Following the Voting Deadline, no Creditors entitled to vote on the Plan will be able to change their votes cast on the Plan or any attendant elections or preferences without the written consent of the Debtors, which consent may be given or withheld in the Debtors' reasonable discretion after consultation with each of the Committees.

6. Confirmation Pursuant to Bankruptcy Code Section 1129(b)

Because at least one Impaired Class is deemed to have rejected the Plan, the Debtors will and hereby request confirmation of the Plan under Bankruptcy Code section 1129(b). The Debtors reserve the right to alter, amend, modify, revoke, or withdraw the Plan, the Plan Supplement, or any schedule or exhibit, including to amend or modify it to satisfy the requirements of Bankruptcy Code section 1129(b), if necessary.

7. Elimination of Vacant Classes

Any Class of Claims or Equity Interests that does not contain, as of the date of the commencement of the Confirmation Hearing, a Holder of an Allowed Claim, or a Holder of a Claim temporarily allowed under Bankruptcy Rule 3018, shall be deemed deleted from the Plan for purposes of determining acceptance of the Plan by such Class under Bankruptcy Code section 1129(a)(8).

8. Severability of Joint Plan

The Plan represents a joint plan comprised of individual plans for each of the Debtors. As further discussed in Section 11.6 of the Plan, the Debtors may alter, amend, or modify the Plan at or before the Confirmation Hearing, including to remove one or more Debtors from the Plan, in the Debtors' reasonable discretion after consultation with each of the Committees.

H. Implementation of the Plan

1. Implementation of the Plan

The Plan will be implemented by various acts and transactions as set forth in the Plan, including, among other things, the establishment of the Wind-Down Entity and the Liquidation Trust, the appointment of the Wind-Down CEO, the Liquidation Trustee, and the Remaining Debtors Manager, and the making of Distributions by the Liquidation Trust and, as applicable, the Wind-Down Entity in accordance with the Plan.

2. Streamlining of the Debtors' Corporate Affairs

(a) Debtors' Existing Directors, Officers, and Managers

On the Effective Date, each of the Debtors' existing directors, officers, and managers shall be terminated automatically without the need for any Corporate Action and without the need for any corporate or limited liability company filings, and shall have no ongoing rights against or obligations to the Debtors or the Estates, including under any applicable prepetition agreements (all of which will be deemed terminated). On the Effective Date, the Wind-Down CEO shall succeed to all such powers as would have been applicable to the Debtors' officers and managers in respect of all Wind-Down Assets and the Liquidation Trustee shall succeed to all such powers as would have been applicable to the Debtors' officers and managers in respect of all Liquidation Trust Assets; *provided, however*, that the Wind-Down CEO and the Liquidation Trustee may continue to consult with or employ the Debtors' former directors, officers,

employees, and managers to the extent required to comply with applicable law or contractual provisions regarding the Debtors.

(b) The Remaining Debtors Pending the Closing of the Cases

Each Remaining Debtor shall continue in existence after the Effective Date as a post-Effective-Date entity for the purposes of ensuring, among other things, that Creditors will obtain the benefits of any allegedly transfer-restricted assets. Without the need for any Corporate Action and without the need for any corporate or limited liability company filings, (a) all Equity Interests of the Remaining Debtors issued and outstanding immediately before the Effective Date shall be automatically cancelled and extinguished on the Effective Date and (b) as of the Effective Date, new membership interests of each Remaining Debtor, representing all of the issued and outstanding membership interests of each such Remaining Debtor, shall be issued to the Liquidation Trust, which new membership interests so issued shall be deemed to have been offered and sold to the Liquidation Trust in reliance on the exemption from registration under the Securities Act afforded by section 4(a)(2) thereof. On and after the Effective Date, each Remaining Debtor will be a wholly-owned subsidiary of the Liquidation Trust, and the Liquidation Trust may expend with respect to such Remaining Debtor such amounts as the Liquidation Trust determines is appropriate, in its discretion. The sole manager of each Remaining Debtor shall be the Remaining Debtors Manager. The Remaining Debtors Manager's rights and powers with respect to operations, employment, compensation, indemnity, and exculpation as to each Remaining Debtor shall, to the greatest extent possible, be the same as its rights and powers as Liquidation Trustee in connection with the Liquidation Trust, and the Remaining Debtors Manager may take such steps as appropriate to maintain the good standing of the applicable Remaining Debtor. Until a Remaining Debtor is dissolved, all cash or property received by the Remaining Debtor, gross or net of any expenses of the Remaining Debtor incurred after the Effective Date, shall be transferred to the Liquidation Trust. Each Remaining Debtor (a) shall have the Liquidation Trust as its sole member and the Liquidation Trust shall be deemed to be admitted as a member of each Remaining Debtor on the Effective Date, (b) shall be treated as a disregarded entity for income tax purposes, (c) shall have a purpose consistent with the purpose of the Liquidation Trust as set forth in Section 5.4.4 of the Plan, and (d) shall be subject to the same limitations imposed on the Liquidation Trustee under the terms of the Plan and the Liquidation Trust Agreement.

(c) Dissolution of the Debtors

On the Effective Date, each of the Debtors other than the Remaining Debtors will be dissolved automatically without the need for any Corporate Action, without the need for any corporate or limited liability company filings, and without the need for any other or further actions to be taken by or on behalf of such dissolving Debtor or any other Person or any payments to be made in connection therewith; provided, however, that the Liquidation Trust may in its discretion file any certificates of cancellation as may be appropriate in connection with dissolution of any Debtors other than the Remaining Debtors. On and as of the earlier of the Closing Date and the date on which the Remaining Debtors Manager Files with the Bankruptcy Court a notice of dissolution as to a Remaining Debtor, such Remaining Debtor will be dissolved automatically without the need for any Corporate Action, without the need for any corporate or limited liability company filings, and without the need for any other or further actions to be taken

by or on behalf of such dissolving Remaining Debtor or any other Person or any payments to be made in connection therewith; provided, however, that the Liquidation Trust may in its discretion file any certificates of cancellation as may be appropriate in connection with dissolution of any Remaining Debtors.

(d) Corporate Documents and Corporate Authority

On the Effective Date, the certificates of incorporation, bylaws, operating agreements, and articles of organization, as applicable, of all the Debtors shall be deemed amended to the extent necessary to carry out the provisions of the Plan. The entry of the Confirmation Order shall constitute authorization for the Debtors, the Wind-Down CEO, the Liquidation Trustee, and the Remaining Debtors Manager, as applicable, to take or cause to be taken all actions (including, if applicable, Corporate Actions) necessary or appropriate to implement all provisions of, and to consummate, the Plan prior to, on, and after the Effective Date and all such actions taken or caused to be taken shall be deemed to have been authorized and approved by the Bankruptcy Court without further approval, act, or action under any applicable law, order, rule, or regulation.

3. The Wind-Down Entity

(a) Appointments

(a) On and after the Effective Date, the initial Wind-Down CEO shall become and serve as Wind-Down CEO. The compensation terms for the Wind-Down CEO will be set forth in a separate document to be Filed as part of the Plan Supplement.

(b) On and after the Effective Date, the initial Wind-Down Board shall become and serve as Wind-Down Board. The compensation of the non-CEO members of the Wind-Down Board will be \$20,000 per month for each calendar month of service during the first year after the Effective Date and \$15,000 per month for each calendar month of service commencing after the first anniversary of the Effective Date.

(b) Creation and Governance of the Wind-Down Entity

On the Effective Date, the Wind-Down Entity and the Liquidation Trustee shall execute the Wind-Down Governance Agreement and shall take any other steps necessary to establish the Wind-Down Entity in accordance with the Plan. The Wind-Down Entity shall be governed by the Wind-Down Governance Agreement and administered by the Wind-Down CEO and the Wind-Down Board. The powers, rights, duties, and responsibilities of the Wind-Down CEO and the Wind-Down Board shall be specified in the Wind-Down Governance Agreement. The Wind-Down Entity shall hold, administer, and distribute the Wind-Down Assets in accordance with the provisions of the Plan and the Wind-Down Governance Agreement. The Wind-Down Entity (a) shall have the Liquidation Trust as its sole member and the Liquidation Trust shall be deemed to be admitted as a member of the Wind-Down Entity on the Effective Date, (b) shall be treated as a disregarded entity for income tax purposes, (c) shall have a purpose consistent with the purpose of the Liquidation Trust as set forth in Section 5.4.4 of the Plan, and (d) shall be subject to the same limitations imposed on the Liquidation Trustee under the terms of the Plan and the Liquidation Trust Agreement.

(c) Vesting of Wind-Down Assets

On the Effective Date, the Wind-Down Entity will be automatically vested with all of the Debtors' and the Estates' respective rights, title, and interest in and to all Wind-Down Assets, including any Debtor's or any Estate's associated rights, including any such rights to exercise and enforce rights and remedies of Holders of Non-Debtor Loan Note Claims regarding any loans or related interests as to which the lender was a Debtor and the underlying borrower actually is or actually was a Person that is not a Debtor as more fully set forth in Section 5.3.4(g) of the Plan. Except as specifically provided in the Plan or the Confirmation Order, the Wind-Down Assets shall automatically vest in the Wind-Down Entity free and clear of all Claims, Liens, or interests, and such vesting shall be exempt from any stamp, real estate transfer, other transfer, mortgage reporting, sales, use, or other similar tax. The Wind-Down Entity shall be the exclusive representative of the Estates appointed pursuant to Bankruptcy Code section 1123(b)(3)(B) regarding all Wind-Down Assets.

(d) Authority

Subject to the supervision of the Wind-Down Board and the provisions of the Wind-Down Governance Agreement, the Wind-Down CEO shall have the authority and right on behalf of each of the Debtors and their respective Estates, without the need for Bankruptcy Court approval (unless otherwise indicated), to carry out and implement all applicable provisions of the Plan for the ultimate benefit of the Liquidation Trust, including to:

- (a) retain, compensate, and employ professionals and other Persons to represent the Wind-Down Entity with respect to and in connection with its rights and responsibilities;
- (b) establish, maintain, and administer accounts of the Debtors as appropriate;
- (c) maintain, develop, improve, administer, operate, conserve, supervise, collect, settle, and protect the Wind-Down Assets (subject to the limitations described in the Plan or in the Wind-Down Governance Agreement);
- (d) sell, liquidate, transfer, assign, distribute, abandon, or otherwise dispose of the Wind-Down Assets or any part thereof or any interest therein, including through the formation on or after the Effective Date of any new or additional legal entities to be owned by the Wind-Down Entity to own and hold particular Wind-Down Assets separate and apart from any other Wind-Down Assets, upon such terms as the Wind-Down CEO determines to be necessary, appropriate, or desirable (subject to the limitations described in the Plan or in the Wind-Down Governance Agreement), including the consummation of any sale transaction for any Wind-Down Assets as to which an approval order was entered by the Bankruptcy Court before the Effective Date;
- (e) invest Cash of the Debtors and the Estates, including any Cash realized from the liquidation of the Wind-Down Assets, which investments, for the avoidance of doubt, will not be required to comply with Bankruptcy Code section 345(b);
- (f) negotiate, incur, and pay the Wind-Down Expenses, including in connection with the resolution and satisfaction of any Wind-Down Claim Expenses;

(g) exercise and enforce all rights and remedies regarding any loans or related interests as to which the lender was a Debtor and the underlying borrower actually is or actually was a Person that is not a Debtor, including any such rights or remedies that any Debtor or any Estate was entitled to exercise or enforce prior to the Effective Date on behalf of a Holder of a Non-Debtor Loan Note Claim, and including rights of collection, foreclosure, and all other rights and remedies arising under any promissory note, mortgage, deed of trust, or other document with such underlying borrower or under applicable law;

(h) comply with the Plan, exercise the Wind-Down CEO's rights, and perform the Wind-Down CEO's obligations; and

(i) exercise such other powers as deemed by the Wind-Down CEO to be necessary and proper to implement the provisions of the Plan.

To the extent necessary to give full effect to its administrative rights and duties under the Plan, the Wind-Down CEO shall be deemed to be vested with all rights, powers, privileges, and authorities of (i) an appropriate corporate or limited liability company officer or manager of each of the Debtors under any applicable nonbankruptcy law and (ii) a "trustee" of each of the Debtors under Bankruptcy Code sections 704 and 1106.

(e) Relationship With the Liquidation Trust

(a) On the Effective Date, all of the membership interests in the Wind-Down Entity will be issued to the Liquidation Trust. The Liquidation Trust will at all times be the sole and exclusive owner of the Wind-Down Entity, and the Wind-Down Entity will not issue any equity interests to any other Person.

(b) Commencing on the first Business Day that is no longer than thirty (30) calendar days after the quarter-end of the first full calendar quarter following the Effective Date and continuing on the first Business Day that is no longer than thirty (30) calendar days after each calendar quarter-end thereafter, the Wind-Down Entity will remit to the Liquidation Trust as of such quarter-end any Cash in excess of its budgeted reserve for ongoing operations, other anticipated Wind-Down Expenses, and its other Plan obligations (subject to more specific provisions as may be set forth in the Wind-Down Governance Agreement).

(c) The Wind-Down Entity shall advise the Liquidation Trust regarding the status of the affairs of the Wind-Down Entity on at least a monthly basis and shall reasonably make available to the Liquidation Trust such information as is necessary for any reporting by the Liquidation Trust.

(d) The Wind-Down Entity shall advise the Liquidation Trust regarding any material actions by the Wind-Down Board, including the sale of any property prior to entering into a contract of sale or the change in course of the business plan agreed to as part of the Plan. If there is any disagreement between the Wind-Down Entity and the Liquidation Trust as to a material matter, in the first instance the Wind-Down Entity and the Liquidation Trust shall seek to resolve their dispute regarding such material matter. In the event the Wind-Down Entity and the Liquidation Trust cannot resolve the dispute, then no action will be taken regarding such material matter absent an order of the Bankruptcy Court.

(e) The Liquidation Trust will have all additional rights regarding the Wind-Down Entity as are set forth in the Wind-Down Governance Agreement, including that the Wind-Down Entity shall not be entitled to encumber, invest, or gift any of its assets or make asset acquisitions except as and to the extent permitted by the Wind-Down Governance Agreement.

(f) Removal or Resignation of the Wind-Down CEO

The Wind-Down CEO may be removed for cause by the Wind-Down Board. The Wind-Down CEO may resign by giving not less than thirty (30) calendar days' prior notice thereof in a notice Filed in the Chapter 11 Cases.

(g) Successor Wind-Down CEO

At any time that Frederick Chin is no longer the Wind-Down CEO, the Wind-Down Board will select a replacement Wind-Down CEO, subject to the approval of such replacement by the Liquidation Trust.

(h) Removal or Resignation of Wind-Down Board Members

A member of the Wind-Down Board may be removed for cause by the Liquidation Trust. A member of the Wind-Down Board may resign by giving not less than thirty (30) calendar days' prior notice thereof to the other members of the Wind-Down Board.

(i) Successor Wind-Down Board Members

At any time that there is a vacancy on the Wind-Down Board, the Liquidation Trust will select a replacement Wind-Down Board member.

(j) Termination of the Wind-Down CEO and Dissolution of the Wind-Down Entity

Following the sale or other disposition of all the Wind-Down Assets, the Wind-Down CEO's role as Wind-Down CEO shall be terminated, the Wind-Down Entity shall be dissolved, and the Wind-Down Board shall authorize and direct that the Wind-Down CEO file a certificate of cancellation to terminate the existence of the Wind-Down Entity.

(k) Indemnification

The Wind-Down Entity and the Liquidation Trust shall indemnify the Wind-Down Indemnified Parties for, and shall defend and hold them harmless against, any loss, liability, damage, judgment, fine, penalty, claim, demand, settlement, cost, or expense (including the reasonable fees and expenses of their respective professionals) incurred without gross negligence or willful misconduct on the part of the Wind-Down Indemnified Parties (which gross negligence or willful misconduct, if any, must be determined by a final, non-appealable order of a court of competent jurisdiction) for any action taken, suffered, or omitted to be taken by the Wind-Down Indemnified Parties in connection with the acceptance, administration, exercise, and performance of their duties under the Plan or the Wind-Down Governance Agreement, as applicable. An act or omission taken with the approval of the Bankruptcy Court, and not

inconsistent therewith, will be conclusively deemed not to constitute gross negligence or willful misconduct. In addition, the Wind-Down Entity and the Liquidation Trust shall, to the fullest extent permitted by law, indemnify, defend, and hold harmless the Wind-Down Indemnified Parties, from and against and with respect to any and all liabilities, losses, damages, claims, costs, and expenses, including attorneys' fees arising out of or due to their actions or omissions, or consequences of such actions or omissions, with respect to the Wind-Down Entity or the implementation or administration of the Plan if the Wind-Down Indemnified Party acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of the Wind-Down Entity. To the extent the Liquidation Trust indemnifies, defends, and holds harmless any Wind-Down Indemnified Parties as provided above, the legal fees and related costs incurred by counsel to the Liquidation Trust in monitoring or participating in the defense of such claims giving rise to the right of indemnification shall be paid as Liquidation Trust Expenses. The costs and expenses incurred in enforcing the right of indemnification in Section 5.3.11 of the Plan shall be paid by the Wind-Down Entity or Liquidation Trust, as applicable.

(l) Insurance

The Wind-Down Entity shall be authorized, but not required, to obtain any insurance coverages deemed to be reasonably necessary, as a Wind-Down Expense and after taking into account any insurance that may have separately been obtained by the Liquidation Trust, for itself and its respective agents, including coverage with respect to the liabilities, duties, and obligations of the Wind-Down Board and the Wind-Down CEO, which insurance coverage may, at the sole discretion of the Wind-Down Board, be extended for a reasonable period after the termination of the Wind-Down Governance Agreement.

(m) Control Provision

To the extent there is any inconsistency between the Plan as it relates to the Wind-Down Entity and the Wind-Down Governance Agreement, the Plan shall control.

4. Liquidation Trust

(a) Appointments

(a) On and after the Effective Date, the initial Liquidation Trustee shall become and serve as Liquidation Trustee. The Liquidation Trustee will receive (i) base compensation at an hourly rate of \$550 per hour for 2018, with 10% rate raises commencing at the beginning of calendar years 2019 and 2020; (ii) incentive compensation as determined by the Liquidation Trust Supervisory Board; and (iii) reimbursement of reasonable expenses, as may be more specifically set forth in the Liquidation Trust Agreement.

(b) On and after the Effective Date, the initial Liquidation Trust Supervisory Board shall begin to serve without further action. As may be more specifically set forth in the Liquidation Trust Agreement, the compensation payable to each member of the Liquidation Trust Supervisory Board for each calendar month of service shall be \$10,000 monthly for the first twelve months from and after the Effective Date (counting the month of the Effective Date as the first calendar month even if it is a partial calendar month), \$7,500 monthly for the thirteenth through twenty-fourth calendar months after the Effective Date, \$5,000 monthly for

the twenty-fifth through thirty-sixth calendar months after the Effective Date, and \$2,500 monthly for each calendar month thereafter until termination of the Liquidation Trust in accordance with the Plan (prorated as appropriate if a member commences his or her service other than on the first day of a month or terminates his or her service other than on the last day of a month), plus, in all instances, reimbursement of reasonable expenses.

(b) Creation and Governance of the Liquidation Trust

On the Effective Date, the Liquidation Trustee shall execute the Liquidation Trust Agreement and shall take any other steps necessary to establish the Liquidation Trust in accordance with the Plan and the beneficial interests therein. For federal income tax purposes, the transfer of the assets to the Liquidation Trust will be treated as a sale or other disposition of assets (except for the assets transferred to the Disputed Ownership Fund as provided in Section 7.10 of the Plan) to the Liquidation Trust Beneficiaries in exchange for their claims in the Chapter 11 Cases. Any income or loss from the transfer of assets to the Liquidation Trust shall flow through to the ultimate taxpaying member of each Debtor who will be responsible to pay the tax liability, if any. For federal income tax purposes, the Liquidation Trust Beneficiaries shall be treated as the grantors of the Liquidation Trust and deemed to be the owners of the assets of the Liquidation Trust. The transfer of the Liquidation Trust Assets to the Liquidation Trust shall be deemed a transfer to the Liquidation Trust Beneficiaries by the Debtors, followed by a deemed transfer by such Liquidation Trust Beneficiaries to the Liquidation Trust. The Debtors, the Liquidation Trust Beneficiaries, and the Liquidation Trust will consistently report the valuation of the assets transferred to the Liquidation Trust. Such consistent valuations and revised reporting will be used for all federal income tax purposes. Income deductions, gain, or loss from the Liquidation Trust shall be reported to the beneficiaries of the Liquidation Trust in conjunction with the filing of the Liquidation Trust's income tax returns. Each Liquidation Trust Beneficiary shall report income, deductions, gain, or loss on such Liquidation Trust Beneficiary's income tax returns. The Liquidation Trust shall be governed by the Liquidation Trust Agreement and administered by the Liquidation Trustee. The powers, rights, and responsibilities of the Liquidation Trustee shall be specified in the Liquidation Trust Agreement. After an objection to a Disputed Claim is resolved or a Contingent Claim or Unliquidated Claim has been determined in whole or in part by a Final Order or by agreement, the Liquidation Trust Interests and/or Cash held in the Disputed Ownership Fund shall be transferred as described in Section 7.11 of the Plan.

(c) Vesting of Liquidation Trust Assets

On the Effective Date, the Liquidation Trust will be automatically vested with all of the Debtors' and the Estates' respective rights, title, and interest in and to all Liquidation Trust Assets. Except as specifically provided in the Plan or the Confirmation Order, the Liquidation Trust Assets shall automatically vest in the Liquidation Trust free and clear of all Claims, Liens, or interests subject only to the Liquidation Trust Interests and the Liquidation Trust Expenses, as provided for in the Liquidation Trust Agreement, and such vesting shall be exempt from any stamp, real estate transfer, other transfer, mortgage reporting, sales, use, or other similar tax. The Liquidation Trustee shall be the exclusive trustee of the Liquidation Trust Assets for purposes of 31 U.S.C. § 3713(b) and 26 U.S.C. § 6012(b)(3), as well as the representative of the Estates appointed pursuant to Bankruptcy Code section 1123(b)(3) regarding all Liquidation Trust

Assets. The Liquidation Trust shall hold and distribute the Liquidation Trust Assets in accordance with the provisions of the Plan and the Liquidation Trust Agreement.

(d) Purpose of the Liquidation Trust

The Liquidation Trust shall be established for the purpose of pursuing or liquidating the Liquidation Trust Assets and making Distributions to the Liquidation Trust Beneficiaries in accordance with Treasury Regulation section 301.7701-4(d), with no objective to continue or engage in the conduct of a trade or business.

(e) Authority

Subject to the supervision of the Liquidation Trust Supervisory Board, the Liquidation Trustee shall have the authority and right on behalf of the Debtors and the Estates and without the need for Bankruptcy Court approval (in each case, unless otherwise provided in the Plan) to carry out and implement all applicable provisions of the Plan, including to:

(a) review, reconcile, compromise, settle, or object to Claims and resolve such objections as set forth in the Plan, free of any restrictions of the Bankruptcy Code or the Bankruptcy Rules;

(b) calculate and make Distributions and calculate and establish reserves under and in accordance with the Plan;

(c) retain, compensate, and employ professionals and other Persons to represent the Liquidation Trustee with respect to and in connection with its rights and responsibilities;

(d) establish, maintain, and administer documents and accounts of the Debtors as appropriate, which shall be segregated to the extent appropriate in accordance with the Plan;

(e) maintain, conserve, collect, settle, and protect the Liquidation Trust Assets (subject to the limitations described in the Plan);

(f) sell, liquidate, transfer, assign, distribute, abandon, or otherwise dispose of the Liquidation Trust Assets or any part thereof or interest therein upon such terms as the Liquidation Trustee determines to be necessary, appropriate, or desirable; provided, however, that the Liquidation Trustee shall not sell, transfer, or otherwise dispose of the Liquidation Trust's membership interests in the Wind-Down Entity without further approval of the Bankruptcy Court;

(g) negotiate, incur, and pay the Liquidation Trust Expenses;

(h) prepare and file any and all informational returns, reports, statements, returns, and other documents or disclosures relating to the Debtors that are required under the Plan, by any governmental unit, or by applicable law;

(i) compile and maintain the official claims register, including for purposes of making initial and subsequent Distributions under the Plan;

(j) take such actions as are necessary or appropriate to wind-down and dissolve the Remaining Debtors;

(k) comply with the Plan, exercise the Liquidation Trustee's rights, and perform the Liquidation Trustee's obligations; and

(l) exercise such other powers as deemed by the Liquidation Trustee to be necessary and proper to implement the Plan.

To the extent necessary to give full effect to its administrative rights and duties under the Plan, the Liquidation Trustee shall be deemed to be vested with all rights, powers, privileges, and authorities of (i) an appropriate corporate or limited liability company officer or manager of each of the Debtors under any applicable nonbankruptcy law and (ii) a "trustee" of each of the Debtors under Bankruptcy Code sections 704 and 1106. The Liquidation Trust Supervisory Board will have all rights and powers of a corporate board appointed under Delaware law.

(f) Limitation of Liability

The Liquidation Trustee shall enjoy all of the rights, powers, immunities, and privileges applicable to a Bankruptcy Code chapter 7 trustee with respect to limitations of liability. The Liquidation Trustee may, in connection with the performance of its functions, in its sole and absolute discretion, consult with its attorneys, accountants, advisors, and agents, and shall not be liable for any act taken, or omitted to be taken, or suggested to be done in accordance with advice or opinions rendered by such Persons, regardless of whether such advice or opinions were in writing. Notwithstanding such authority, the Liquidation Trustee shall be under no obligation to consult with any such attorneys, accountants, advisors, or agents, and its determination not to do so shall not result in the imposition of liability on the Liquidation Trustee unless such determination is based on willful misconduct, gross negligence, or fraud. Persons dealing with the Liquidation Trustee shall look only to the Liquidation Trust Assets to satisfy any liability incurred by the Liquidation Trustee to such Person in carrying out the terms of the Plan or the Liquidation Trust Agreement, and the Liquidation Trustee shall have no personal obligation to satisfy such liability.

(g) Indemnification

The Wind-Down Entity and the Liquidation Trust shall indemnify the Liquidation Trust Indemnified Parties for, and shall defend and hold them harmless against, any loss, liability, damage, judgment, fine, penalty, claim, demand, settlement, cost, or expense (including the reasonable fees and expenses of their respective professionals) incurred without gross negligence or willful misconduct on the part of the Liquidation Trust Indemnified Parties (which gross negligence or willful misconduct, if any, must be determined by a final, non-appealable order of a court of competent jurisdiction) for any action taken, suffered, or omitted to be taken by the Liquidation Trust Indemnified Parties in connection with the acceptance, administration, exercise, and performance of their duties under the Plan or the Liquidation Trust Agreement, as applicable. An act or omission taken with the approval of the Bankruptcy Court, and not inconsistent therewith, will be conclusively deemed not to constitute gross negligence or willful misconduct. In addition, the Wind-Down Entity and the Liquidation Trust shall, to the fullest

extent permitted by law, indemnify, defend, and hold harmless the Liquidation Trust Indemnified Parties, from and against and with respect to any and all liabilities, losses, damages, claims, costs, and expenses, including attorneys' fees arising out of or due to their actions or omissions, or consequences of such actions or omissions, with respect to the Liquidation Trust, the Remaining Debtors, or the implementation or administration of the Plan if the Liquidation Trust Indemnified Party acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of the Liquidation Trust or the Remaining Debtors. To the extent the Wind-Down Entity or the Liquidation Trust indemnifies, defends, and holds harmless any Liquidation Trust Indemnified Parties as provided above, the legal fees and related costs incurred by counsel to the Liquidation Trustee or the Remaining Debtors Manager in monitoring or participating in the defense of such claims giving rise to the right of indemnification shall be paid as Liquidation Trust Expenses. The costs and expenses incurred in enforcing the right of indemnification in Section 5.4.7 of the Plan shall be paid by the Wind-Down Entity or the Liquidation Trust, as applicable.

(h) Insurance

The Liquidation Trustee shall be authorized, but not required, to obtain any insurance coverages deemed to be reasonably necessary, at the Liquidation Trust's sole expense, for itself, the Remaining Debtors Manager, and their respective agents, including coverage with respect to the liabilities, duties, and obligations of the Liquidation Trustee and the Remaining Debtors Manager, which insurance coverage may, at the sole discretion of the Liquidation Trustee, be extended for a reasonable period after the termination of the Liquidation Trust.

(i) Tax Reporting

(a) The Liquidation Trust shall timely file tax returns for the Liquidation Trust treating the Liquidation Trust as a grantor trust pursuant to Treasury Regulation section 1.671-4(a).

(b) The Liquidation Trust shall be responsible for timely payment of all taxes (if any) imposed on and payable by the Liquidation Trust, the Remaining Debtors, or any Liquidation Trust Assets.

(c) The Liquidation Trust shall distribute such tax-related notices, beneficiary statements, and information returns, as applicable, to the applicable Holders of Allowed Claims as are required by applicable law or that the Liquidation Trustee determines are otherwise necessary or desirable.

(d) The Liquidation Trust is authorized to file a request for expedited determination under Bankruptcy Code section 505(b) for any tax returns filed with respect to the Debtors.

(j) Distributions to Liquidation Trust Beneficiaries

(a) The Liquidation Trust will make an initial Distribution of Available Cash from the Initial Distribution Fund to the Liquidation Trust Beneficiaries pursuant to the Liquidation Trust Interests Waterfall, with such initial Distribution targeted to occur before December 31, 2018.

(b) The Liquidation Trust, in the Liquidation Trustee's discretion, may make periodic Distributions of additional Cash to the Liquidation Trust Beneficiaries at any time following the Effective Date, provided that such Distributions are otherwise permitted under, and not inconsistent with, the Liquidation Trust Interests Waterfall, the other terms of the Plan, the Liquidation Trust Agreement, and applicable law.

(c) No later than (i) the first Business Day that is at least 180 calendar days after the Effective Date and (ii) the last Business Day of each subsequent 180-calendar-day period after the Effective Date until the Closing Date, the Liquidation Trustee shall calculate the Distributions that could potentially be made to the Liquidation Trust Beneficiaries based on the amount of then-available Available Cash and, based on such calculation, promptly thereafter may make Distributions, if any, of the amount so determined.

(k) Cash Investments

The Liquidation Trustee may invest Cash of the Liquidation Trust, including any earnings thereon or proceeds therefrom, any Cash realized from the liquidation of the Liquidation Trust Assets, or any Cash that is remitted to the Liquidation Trust from the Wind-Down Entity, which investments, for the avoidance of doubt, will not be required to comply with Bankruptcy Code section 345(b); provided, however, that such investments must be investments that are permitted to be made by a "liquidating trust" within the meaning of Treasury Regulation section 301.7701-4(d), as reflected therein, or under applicable guidelines, rulings, or other controlling authorities.

(l) Registration and Transfer of the Liquidation Trust Interests

(a) The record holders of the Liquidation Trust Interests shall be recorded and set forth in a registry maintained by, or at the direction of, the Liquidation Trustee expressly for such purpose. Such obligation may be satisfied by the Liquidation Trust's retention of an institutional transfer agent for the maintenance of such registry, and notwithstanding anything to the contrary contained in this paragraph, the Liquidation Trust may, in connection with any Exchange Act Registration with respect to the Class A Liquidation Trust Interests, in its discretion cause the Class A Liquidation Trust Interests to be issued in book entry form.

(b) Upon their issuance as of the Effective Date, and thereafter until the effectiveness of an Exchange Act Registration of the Class A Liquidation Trust Interests, the Class A Liquidation Trust Interests will be subject to restrictions on transfer under the Liquidation Trust Agreement, which restrictions shall prohibit the Class A Liquidation Trust Interests from being certificated or transferable except by operation of law or by will or the laws of descent and distribution, in each case following written notice to the Liquidation Trust. Upon the effectiveness of an Exchange Act Registration of the Class A Liquidation Trust Interests, such transfer restrictions under the Liquidation Trust Agreement shall terminate and the Class A Liquidation Trust Interests may be transferable by the Holders thereof to the extent otherwise permissible under applicable law. The Liquidation Trust shall use its commercially reasonable best efforts to cause an Exchange Act Registration of the Class A Liquidation Trust Interests to become effective, and for the Class A Liquidation Trust Interests to be quoted with an OTC ticker symbol, as soon as reasonably practicable after the Effective Date, but in no event shall the

Liquidation Trust file an Exchange Act registration statement any later than may be required under section 12(g) of the Exchange Act or the rules and regulations promulgated thereunder.

(c) Upon their issuance as of the Effective Date, and thereafter until (i) the effectiveness of an Exchange Act Registration of the Class B Liquidation Trust Interests or (ii) the good faith determination by the Liquidation Trustee, in its discretion, that termination of the transfer restrictions under the Liquidation Trust Agreement would not require the Class B Liquidation Trust Interests to be registered under section 12(g) of the Exchange Act, the Class B Liquidation Trust Interests will be subject to restrictions on transfer under the Liquidation Trust Agreement, which restrictions shall prohibit the Class B Liquidation Trust Interests from being certificated or transferable except by operation of law or by will or the laws of descent and distribution, in each case following written notice to the Liquidation Trust. Upon (i) the effectiveness of an Exchange Act Registration of the Class B Liquidation Trust Interests or (ii) the good faith determination by the Liquidation Trustee, in its discretion, that termination of the transfer restrictions under the Liquidation Trust Agreement would not require the Class B Liquidation Trust Interests to be registered under section 12(g) of the Exchange Act, such transfer restrictions under the Liquidation Trust Agreement shall terminate and the Class B Liquidation Trust Interests may be transferable by the Holders thereof to the extent otherwise permissible under applicable law; provided, however, that the Liquidation Trust shall not be under any obligation (and does not currently intend) to make any effort to cause the Class B Liquidation Trust Interests to be registered under the Exchange Act or otherwise to facilitate the trading of, or the development of any trading market for, the Class B Liquidation Trust Interests.

(m) Exemption

To the extent the Liquidation Trust Interests are deemed to be “securities,” the issuance of such interests under the Plan are exempt, pursuant to Bankruptcy Code section 1145, from registration under the Securities Act and any applicable state and local laws requiring registration of securities.

(n) Contribution of Contributed Claims

On the Effective Date, all Contributed Claims will be irrevocably contributed to the Liquidation Trust and shall thereafter be Liquidation Trust Actions for all purposes. No Person may rely on the absence of a specific reference in the Plan, the Confirmation Order, the Liquidation Trust Agreement, or the Disclosure Statement to any Contributed Claims against such Person as any indication that the Liquidation Trust will not pursue any and all available Contributed Claims against such Person. The objection to the Allowance of any Claims will not in any way limit the ability or the right of the Liquidation Trust to assert, commence, or prosecute any Contributed Claims. Nothing contained in the Plan, the Confirmation Order, the Liquidation Trust Agreement, or the Disclosure Statement will be deemed to be a waiver, release, or relinquishment of any Contributed Claims that the Contributing Claimants had immediately prior to the Effective Date. The Liquidation Trust shall have, retain, reserve, and be entitled to assert all Contributed Claims fully as if the Contributed Claims had not been contributed to the Liquidation Trust in accordance with the Plan and the Liquidation Trust Agreement. For the avoidance of doubt, (a) the Contributed Claims shall not include the rights of any of the Contributing Claimants to receive the Distributions, if any, to which they are entitled

under the Plan; (b) the Contributed Claims shall not include any Causes of Action against any of the Released Parties; and (c) in the exercise of its reasonable discretion and in accordance with the Liquidation Trust Agreement, the Liquidation Trust shall not be obligated to pursue all or any given Contributed Claims.

(o) Pursuit and Resolution of Liquidation Trust Actions

The Liquidation Trust, as a successor in interest to the Debtors, the Estates, and the Contributing Claimants, may, and will have the exclusive right, power, and interest on behalf of itself, the Debtors, the Estates, and the Contributing Claimants to institute, commence, file, pursue, prosecute, enforce, abandon, settle, compromise, release, waive, dismiss, or withdraw any and all Liquidation Trust Actions without any further order of the Bankruptcy Court, except as otherwise provided in the Liquidation Trust Agreement. From and after the Effective Date, the Liquidation Trust, in accordance with Bankruptcy Code section 1123(b)(3), shall serve as a representative of the Estates with respect to any and all Liquidation Trust Actions that were Estate Assets and shall retain and possess the right to institute, commence, file, pursue, prosecute, enforce, abandon, settle, compromise, release, waive, dismiss, or withdraw, as appropriate, any and all Liquidation Trust Actions in any court or other tribunal.

(p) Termination of the Liquidation Trust

The Liquidation Trustee and the Liquidation Trust shall be discharged or terminated, as the case may be, at such time as: (a) the Liquidation Trustee determines that the pursuit of additional Liquidation Trust Actions is not likely to yield sufficient additional proceeds to justify further pursuit of such Liquidation Trust Actions and (b) all Distributions required to be made by the Liquidation Trust to the Holders of Allowed Claims and to the Liquidation Trust Beneficiaries under the Plan and the Liquidation Trust Agreement have been made, but in no event shall the Liquidation Trust be terminated later than five (5) years from the Effective Date unless the Bankruptcy Court, upon motion made within the six-month period before such fifth anniversary (and, in the event of further extension, by order of the Bankruptcy Court, upon motion made at least six (6) months before the end of the preceding extension), determines that a fixed period extension (not to exceed three (3) years, together with any prior extensions, unless a favorable letter ruling from the Internal Revenue Service that any further extension would not adversely affect the status of the Liquidation Trust as a liquidating trust for federal income tax purposes) is necessary to facilitate or complete the recovery on, and liquidation of, the Liquidation Trust Assets. Upon termination of the Liquidation Trust, any remaining Liquidation Trust Assets that exceed the amounts required to be paid under the Plan may be transferred by the Liquidation Trustee to the American Bankruptcy Institute Endowment Fund.

(q) Control Provision

To the extent there is any inconsistency between the Plan as it relates to the Liquidation Trust and the Liquidation Trust Agreement, the Plan shall control.

5. Preservation of Privileges and Defenses

The actions taken by the Debtors, the Wind-Down Entity, the Liquidation Trust, the Remaining Debtors, or any of their respective Related Parties in connection with the Plan shall

not be (or be deemed to be) a waiver of any privilege or defense of the Debtors, the Wind-Down Entity, the Liquidation Trust, or the Remaining Debtors, as applicable, including any attorney-client privilege or work-product doctrine. Notwithstanding any Debtors providing any privileged information related to any Liquidation Trust Actions to the Liquidation Trustee, the Liquidation Trust, the Wind-Down CEO, the Wind-Down Entity, the Remaining Debtors Manager, the Remaining Debtors, or any Person associated with any of the foregoing, such privileged information shall be without waiver in recognition of the joint, common, or successor interest in prosecuting the Liquidation Trust Actions and shall remain privileged. The Wind-Down Entity and the Liquidation Trust each shall retain the right to waive its own privileges. Only the Liquidation Trustee shall have the right to waive the attorney-client privilege, work-product doctrine, or other protections as to the Debtors, the Remaining Debtors, and the Liquidation Trust.

6. Preservation of Rights of Action

(a) Maintenance of Avoidance Actions and Causes of Action

Except as otherwise provided in the Plan or the Confirmation Order, from and after the Effective Date, the Liquidation Trust will retain all rights to institute, commence, file, pursue, prosecute, enforce, abandon, settle, compromise, release, waive, dismiss, or withdraw, as appropriate, any and all of the Debtors' or Estates' Causes of Action and Causes of Action that are Contributed Claims (whether existing as of the Petition Date or thereafter arising), and all Avoidance Actions, all as Liquidation Trust Actions, in each case in any court or other tribunal, including in an adversary proceeding Filed in the Chapter 11 Cases. The Liquidation Trust, as a successor in interest to the Debtors, the Estates, and the Contributing Claimants, may, and will have the exclusive right, power, and interest on behalf of itself, the Debtors, the Estates, and the Contributing Claimants to, enforce, sue on, settle, compromise, transfer, or assign (or decline to do any of the foregoing) any or all of the Liquidation Trust Actions without notice to or approval from the Bankruptcy Court. In accordance with the Plan, and pursuant to Bankruptcy Code section 363 and Bankruptcy Rule 9019, without any further notice to or action, order, or approval of the Bankruptcy Court, from and after the Effective Date, the Liquidation Trust may compromise and settle Liquidation Trust Actions.

(b) Preservation of All Liquidation Trust Actions Not Expressly Settled or Released

The failure to specifically identify in the Disclosure Statement or the Plan any potential or existing Avoidance Actions or Causes of Action as a Liquidation Trust Action is not intended to and shall not limit the rights of the Liquidation Trust to pursue any such Avoidance Actions or Causes of Action. Unless a Liquidation Trust Action is expressly waived, relinquished, released, compromised, or settled in the Plan or any Final Order (including the Confirmation Order), the Debtors expressly reserve such Liquidation Trust Action for later resolution by the Liquidation Trust (including any Avoidance Actions or Causes of Action not specifically identified or of which the Debtors may presently be unaware or that may arise or exist by reason of additional facts or circumstances unknown to the Debtors at this time or facts or circumstances that may change or be different from those the Debtors now believe to exist). As such, no preclusion doctrine, including the doctrines of res judicata, collateral estoppel, issue preclusion, claim

preclusion, waiver, estoppel (judicial, equitable, or otherwise), or laches will apply to any such Avoidance Actions or Causes of Action upon or after Confirmation of the Plan based on the Disclosure Statement, the Plan, or the Confirmation Order, except when such Avoidance Actions or Causes of Action have been expressly released. In addition, the right to pursue or adopt any claims alleged in any lawsuit in which any Debtor, the Liquidation Trust, or the Wind-Down Entity is a plaintiff, defendant, or an interested party is fully reserved as against any Person that is not a Released Party, including the plaintiffs or co-defendants in such lawsuits

7. Cancellation of Instruments

Except to the extent necessary to give effect to the treatment of any Holder of an Allowed Class 1 Claim pursuant to Section 3.2 of the Plan and except with respect to any executory contracts and unexpired leases that are assumed and assigned to the Wind-Down Entity under the Plan or otherwise assumed and assigned pursuant to a Final Order, any agreement, bond, certificate, contract, indenture, lease, note, security, warrant, or other instrument or document evidencing or creating any indebtedness or obligation of the Debtors shall be deemed cancelled on the Effective Date, and all Liens, mortgages, pledges, grants, trusts, and other interests relating thereto shall be automatically cancelled, and all obligations of the Debtors thereunder or in any way related thereto shall be discharged.

8. Substantive Consolidation

(a) Entry of the Confirmation Order shall constitute the approval, pursuant to Bankruptcy Code sections 105(a), 541, 1123, and 1129, of the substantive consolidation of the Debtors in the manner set forth in Section 3.11.2(c) of the Plan. Notwithstanding such substantive consolidation, however, fees payable pursuant to 28 U.S.C. § 1930 shall be due and payable by each individual Debtor through the Effective Date.

(b) The substantive consolidation effected pursuant to the Plan shall not affect, without limitation, (i) the Debtors', the Wind-Down Entity's, or the Liquidation Trust's defenses to any Claim or Cause of Action, including the ability to assert any counterclaim; (ii) the Debtors', the Wind-Down Entity's, or the Liquidation Trust's setoff or recoupment rights; (iii) requirements for any third party to establish mutuality prior to substantive consolidation in order to assert a right of setoff against the Debtors, the Wind-Down Entity, or the Liquidation Trust; or (iv) distributions to the Debtors, the Estates, the Wind-Down Entity, or the Liquidation Trust out of any insurance policies or proceeds of such policies.

(c) The Disclosure Statement and the Plan shall be deemed to be a motion requesting that the Bankruptcy Court approve the substantive consolidation contemplated by the Plan. Unless an objection to the proposed substantive consolidation is made in writing by any Creditor purportedly affected by such substantive consolidation on or before the deadline to object to confirmation of the Plan, or such other date as may be fixed by the Bankruptcy Court, the substantive consolidation contemplated by the Plan may be approved by the Bankruptcy Court at the Confirmation Hearing. In the event any such objections are timely filed, a hearing with respect thereto shall be scheduled by the Bankruptcy Court, which hearing may, but need not, be the Confirmation Hearing.

(d) If the Bankruptcy Court determines that substantive consolidation of any given Debtors is not appropriate, then the Debtors may request that the Bankruptcy Court otherwise confirm the Plan and approve the treatment of and Distributions to the different Classes under the Plan on an adjusted, Debtor-by-Debtor basis. Furthermore, the Debtors reserve their rights (i) to seek confirmation of the Plan without implementing substantive consolidation of any given Debtor, and, in the Debtors' reasonable discretion after consultation with each of the Committees, to request that the Bankruptcy Court approve the treatment of and Distributions to any given Class under the Plan on an adjusted, Debtor-by-Debtor basis; and (ii) after consultation with each of the Committees, to seek to substantively consolidate all Debtors into Woodbridge Group of Companies, LLC if all Impaired Classes entitled to vote on the Plan vote to accept the Plan.

I. Executory Contracts and Unexpired Leases

1. Assumption of Certain Executory Contracts and Unexpired Leases

(a) Assumption of Agreements

On the Effective Date, the Debtors shall assume all executory contracts and unexpired leases that are listed on the Schedule of Assumed Agreements and shall assign such contracts and leases to the Wind-Down Entity.

The Debtors reserve the right to amend the Schedule of Assumed Agreements at any time prior to the Effective Date, in the Debtors' reasonable discretion after consultation with each of the Committees, (i) to delete any executory contract or unexpired lease and provide for its rejection under the Plan or otherwise, or (ii) to add any executory contract or unexpired lease and provide for its assumption and assignment under the Plan. The Debtors will provide notice of any amendment to the Schedule of Assumed Agreements to the party or parties to those agreements affected by the amendment.

Unless otherwise specified on the Schedule of Assumed Agreements, each executory contract and unexpired lease listed or to be listed therein shall include any and all modifications, amendments, supplements, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without regard to whether such agreement, instrument, or other document is also listed on the Schedule of Assumed Agreements.

The Confirmation Order will constitute a Bankruptcy Court order approving the assumption and assignment, on the Effective Date, of all executory contracts and unexpired leases identified on the Schedule of Assumed Agreements.

(b) Cure Payments

Any amount that must be paid under Bankruptcy Code section 365(b)(1) to cure a default under and compensate the non-debtor party to an executory contract or unexpired lease to be assumed under the Plan is identified as the "Cure Payment" on the Schedule of Assumed Agreements. Unless the parties mutually agree to a different date, such payment shall be made in Cash within ten (10) Business Days following the later of: (i) the Effective Date and (ii) entry of

a Final Order resolving any disputes regarding (A) the amount of any Cure Payment, (B) the ability of the Wind-Down Entity to provide “adequate assurance of future performance” within the meaning of Bankruptcy Code section 365 with respect to a contract or lease to be assumed, to the extent required, or (C) any other matter pertaining to assumption and assignment.

Pending the Bankruptcy Court’s ruling on any such dispute, the executory contract or unexpired lease at issue shall be deemed assumed by the Debtors and assigned to the Wind-Down Entity, unless otherwise agreed by the parties or ordered by the Bankruptcy Court.

(c) Objections to Assumption/Cure Payment Amounts

Any Person that is a party to an executory contract or unexpired lease that will be assumed and assigned under the Plan and that objects to such assumption or assignment (including the proposed Cure Payment) must File with the Bankruptcy Court and serve on parties entitled to notice a written statement and, if applicable, a supporting declaration stating the basis for its objection. This statement and, if applicable, declaration must be Filed and served on or before the deadline established by the Disclosure Statement Order. Any Person that fails to timely File and serve such a statement and, if applicable, a declaration shall be deemed to waive any and all objections to the proposed assumption and assignment (including the proposed Cure Payment) of its contract or lease.

In the absence of a timely objection by a Person that is a party to an executory contract or unexpired lease, the Confirmation Order shall constitute a conclusive determination regarding the amount of any cure and compensation due under the applicable executory contract or unexpired lease, as well as a conclusive finding that the Wind-Down Entity has demonstrated adequate assurance of future performance with respect to such executory contract or unexpired lease, to the extent required.

(d) Resolution of Claims Relating to Assumed Contracts and Leases

Payment of the Cure Payment established under the Plan, by the Confirmation Order, or by any other order of the Bankruptcy Court, with respect to an assumed and assigned executory contract or unexpired lease, shall be deemed to satisfy, in full, any prepetition or postpetition arrearage or other Claim (including any Claim asserted in a Filed proof of claim or listed on the Schedules) with respect to such contract or lease (irrespective of whether the Cure Payment is less than the amount set forth in such proof of claim or the Schedules). Upon the tendering of the Cure Payment, any such Filed or Scheduled Claim shall be disallowed with prejudice, without further order of the Bankruptcy Court or action by any Person.

2. Rejection of Executory Contracts and Unexpired Leases

(a) Rejected Agreements

On the Effective Date all executory contracts and unexpired leases of the Debtors shall be rejected except for (i) executory contracts and unexpired leases that have been previously assumed or rejected by the Debtors, (ii) executory contracts and unexpired leases that are set forth in the Schedule of Assumed Agreements, and (iii) any agreement, obligation, security

interest, transaction, or similar undertaking that the Debtors believe is not executory or a lease, but that is later determined by the Bankruptcy Court to be an executory contract or unexpired lease that is subject to assumption or rejection under Bankruptcy Code section 365. For the avoidance of doubt, executory contracts and unexpired leases that have been previously assumed or assumed and assigned pursuant to an order of the Bankruptcy Court shall not be affected by the Plan. The Confirmation Order will constitute a Bankruptcy Court order approving the rejection, on the Effective Date, of the executory contracts and unexpired leases to be rejected under the Plan.

(b) Rejection Claims Bar Date

Any Rejection Claim or other Claim for damages arising from the rejection under the Plan of an executory contract or unexpired lease must be Filed and served no later than the Rejection Claims Bar Date. Any such Rejection Claims that are not timely Filed and served will be forever disallowed, barred, and unenforceable, and Persons holding such Claims will not receive and be barred from receiving any Distributions on account of such untimely Claims. If one or more Rejection Claims are timely Filed pursuant to the Plan, the Liquidation Trust may object to any Rejection Claim on or prior to the Claim Objection Deadline. For the avoidance of doubt, the Rejection Claims Bar Date established by the Plan does not alter any rejection claims bar date established by a prior order of the Bankruptcy Court with respect to any executory contract or unexpired leases that was previously rejected in these Chapter 11 Cases.

J. Conditions Precedent to the Effective Date

1. Conditions to the Effective Date

The occurrence of the Effective Date shall not occur and the Plan shall not be consummated unless and until each of the following conditions has been satisfied or duly waived pursuant to Section 9.2 of the Plan:

- (i) the Bankruptcy Court shall have entered the Confirmation Order;
- (ii) the Confirmation Order shall not be subject to any stay;
- (iii) all governmental and material third-party approvals and consents necessary in connection with the transactions contemplated by the Plan, if any, shall have been obtained and be in full force and effect;
- (iv) all actions and all agreements, instruments, or other documents necessary to implement the terms and provisions of the Plan are effected or executed and delivered, as applicable; and
- (v) the Professional Fee Reserve is funded pursuant to Section 11.2 of the Plan.

2. Waiver of Conditions to the Effective Date

The conditions to the Effective Date set forth in clauses (iii) and (iv) above may be waived in writing by the Debtors, in the Debtors' reasonable discretion after consultation with each of the Committees, at any time without further order.

3. Effect of Non-Occurrence of Conditions to the Effective Date

If each of the conditions to the Effective Date is not satisfied or duly waived in accordance with Sections 9.1 and 9.2 of the Plan, upon notification Filed by the Debtors with the Bankruptcy Court, (i) the Confirmation Order shall be vacated; (ii) no Distributions shall be made; (iii) the Debtors, the Estates, and all Creditors shall be restored to the status quo as of the day immediately preceding the Confirmation Hearing as though the Confirmation Order was not entered; and (iv) all of the Debtors' and the Estates' obligations with respect to Claims shall remain unchanged and nothing contained in the Plan shall constitute a waiver or release of any Causes of Action by or against the Debtors, the Estates, or any other Person or prejudice in any manner the rights, claims, or defenses of the Debtors, the Estates, or any other Person.

4. Notice of the Effective Date

Promptly after the occurrence of the Effective Date, the Liquidation Trust or its agents shall mail or cause to be mailed to all Creditors a notice that informs such Creditors of (i) entry of the Confirmation Order and the resulting confirmation of the Plan; (ii) the occurrence of the Effective Date; (iii) the assumption, assignment, and rejection of executory contracts and unexpired leases pursuant to the Plan, as well as the deadline for the filing of resulting Rejection Claims; (iv) the deadline established under the Plan for the filing of Administrative Claims; and (v) such other matters as the Liquidation Trustee finds appropriate.

K. Certain Miscellaneous Provisions

1. Administrative Claims

Subject to the last sentence of this paragraph, all requests for payment of an Administrative Claim must be Filed with the Bankruptcy Court no later than the Administrative Claims Bar Date. In the event of an objection to Allowance of an Administrative Claim, the Bankruptcy Court shall determine the Allowed amount of such Administrative Claim. THE FAILURE TO FILE A MOTION REQUESTING ALLOWANCE OF AN ADMINISTRATIVE CLAIM ON OR BEFORE THE ADMINISTRATIVE CLAIMS BAR DATE, OR THE FAILURE TO SERVE SUCH MOTION TIMELY AND PROPERLY, SHALL RESULT IN THE ADMINISTRATIVE CLAIM BEING FOREVER BARRED AND DISALLOWED WITHOUT FURTHER ORDER OF THE BANKRUPTCY COURT. IF FOR ANY REASON ANY SUCH ADMINISTRATIVE CLAIM IS INCAPABLE OF BEING FOREVER BARRED AND DISALLOWED, THEN THE HOLDER OF SUCH CLAIM SHALL IN NO EVENT HAVE RECOURSE TO ANY PROPERTY TO BE DISTRIBUTED PURSUANT TO THE PLAN. Postpetition statutory tax claims shall not be subject to any Administrative Claims Bar Date.

2. Professional Fee Claims

All final requests for payment of Professional Fee Claims pursuant to Bankruptcy Code sections 327, 328, 330, 331, 363, 503(b), or 1103 must be made by application Filed with the Bankruptcy Court and served on counsel to the Liquidation Trust and counsel to the U.S. Trustee no later than forty-five (45) calendar days after the Effective Date, unless otherwise ordered by the Bankruptcy Court. Objections to such applications must be Filed and served on counsel to the Liquidation Trust, counsel to the U.S. Trustee, and the requesting Professional on or before the date that is twenty-one (21) calendar days after the date on which the applicable application was served (or such longer period as may be allowed by order of the Bankruptcy Court or by agreement with the requesting Professional). All Professional Fee Claims shall be paid by the Liquidation Trust to the extent approved by order of the Bankruptcy Court within five (5) Business Days after entry of such order. On the Effective Date, the Liquidation Trust shall establish the Professional Fee Reserve. The Professional Fee Reserve shall vest in the Liquidation Trust and shall be maintained by the Liquidation Trust in accordance with the Plan. The Liquidation Trust shall fully fund the Professional Fee Reserve on the Effective Date in an amount that is agreed upon by the Debtors and each of the Committees prior to the Confirmation Hearing and that approximates the total projected amount of unpaid Professional Fee Claims on the Effective Date. If the Debtors and the Committees are unable to agree on an amount by which the Professional Fee Reserve is to be funded, then any of those parties may submit the issue to the Bankruptcy Court, which, following notice and a hearing, shall fix the amount of the required funding. All Professional Fee Claims that have not previously been paid, otherwise satisfied, or withdrawn shall be paid from the Professional Fee Reserve. Any excess funds in the Professional Fee Reserve shall be released to the Liquidation Trust to be used for other purposes consistent with the Plan. For the avoidance of doubt, the Professional Fee Reserve is an estimate and shall not be construed as a cap on the Liquidation Trust's obligation to pay in full Allowed Professional Fee Claims.

3. Payment of Statutory Fees

All fees payable pursuant to 28 U.S.C. § 1930, as determined by the Bankruptcy Court at the Confirmation Hearing, shall be paid by the Debtors on or before the Effective Date. All such fees that arise after the Effective Date shall be paid by the Liquidation Trust. Notwithstanding the foregoing: (i) for the Remaining Debtors, quarterly fees for the quarter in which the Effective Date occurs will be calculated on the basis of all Estate Assets being distributed to the Liquidation Trust and the Wind-Down Entity on the Effective Date in the Chapter 11 Cases of the Remaining Debtors; (ii) for all other Debtors, quarterly fees for the quarter in which the Effective Date occurs will be calculated on the basis of disbursements (if any) made by such Debtors prior to the Effective Date; and (iii) quarterly fees for each quarter after the quarter in which the Effective Date occurs will be \$325.00 for any Remaining Debtors through the entry of the Final Decree for any of the Remaining Debtors or the dismissal or conversion of the Chapter 11 Cases regarding the Remaining Debtors. Notwithstanding anything to the contrary in the Plan, the U.S. Trustee shall not be required to file any proofs of claim with respect to quarterly fees payable pursuant to 28 U.S.C. § 1930.

4. Post-Effective Date Reporting

(a) Beginning the first quarter-end following the Effective Date and continuing on each quarter-end thereafter until the Closing Date, within thirty (30) calendar days after the end of such period, the Liquidation Trust shall File quarterly reports with the Bankruptcy Court. Each quarterly report shall contain a cash flow statement which shall show Distributions by Class during the prior quarter, an unaudited balance sheet, the terms of any settlement of an individual Claim in an amount greater than \$100,000, the terms of any litigation settlement where the Cause of Action or the Liquidation Trust Action was greater than \$100,000 or the settlement is for more than \$100,000, the terms of any sale of Estate Assets where the proceeds of such sale are \$100,000 or greater, and such other information as the Liquidation Trust determines is material.

(b) Until the effectiveness of an Exchange Act Registration for the Class A Liquidation Trust Interests, the Liquidation Trust shall, as soon as practicable after the end of each calendar year and upon termination of the Liquidation Trust, provide or make available a written report and account to the Holders of Liquidation Trust Interests, which report and account sets forth (i) the assets and liabilities of the Liquidation Trust at the end of such calendar year or upon termination and the receipts and disbursements of the Liquidation Trust for such calendar year or period, and (ii) changes in the Liquidation Trust Assets and actions taken by the Liquidation Trustee in the performance of its duties under the Plan or the Liquidation Trust Agreement that the Liquidation Trustee determines in its discretion may be relevant to Holders of Liquidation Trust Interests, such as material changes or actions that, in the opinion of the Liquidation Trustee, may have a material effect on the Liquidation Trust Assets that were not previously reported. The Liquidation Trust may provide or make available to Holders of Liquidation Trust Interests similar reports for such interim periods during the calendar year as the Liquidation Trustee deems advisable. So long as no Exchange Act Registration for the Class A Liquidation Trust Interests shall have become effective, such reports may be provided or made available to the Holders of Liquidation Trust Interests, in the discretion of the Liquidation Trustee, by any reasonable means, including U.S. mail, electronic transmission, display on IntraLinks or a similar virtual data room to which Holders shall have access, or publication to a publicly-available website or by press release distributed via a generally recognized business news service.

(c) Following the effectiveness of an Exchange Act Registration for the Class A Liquidation Trust Interests, the Liquidation Trust shall provide or make available to the Holders of Liquidation Trust Interests, either by publication to a publicly-available website or by press release distributed via a generally recognized business news service, copies of all current reports on Form 8-K, quarterly reports on Form 10-Q, and annual reports on Form 10-K that may be required to be filed by the Liquidation Trust with the SEC under the Exchange Act, which copies are to be so provided or made available promptly after such filing.

5. Dissolution of the Committees

Each of the Committees shall be automatically dissolved on the Effective Date and, on the Effective Date, each member of the Committees (including each Related Party thereof) and each Professional retained by any of the Committees shall be released and discharged from all rights, duties, responsibilities, and obligations arising from, or related to, the Debtors, their

membership on any of the Committees, the Plan, or the Chapter 11 Cases, except with respect to (a) any matters concerning any Professional Fee Claims held or asserted by any Professional retained by any of the Committees; and (b) the right of former Noteholder Committee and Unitholder Committee members to select a successor Noteholder Committee or Unitholder Committee designee, respectively, on the Liquidation Trust Supervisory Board.

6. Modifications and Amendments

(a) In the Debtors' reasonable discretion after consultation with each of the Committees, the Debtors may alter, amend, or modify the Plan under Bankruptcy Code section 1127(a) at any time at or prior to the conclusion of the Confirmation Hearing. All alterations, amendments, or modifications to the Plan must comply with Bankruptcy Code section 1127. The Debtors shall provide parties in interest with notice of such amendments or modifications as may be required by the Bankruptcy Rules or order of the Bankruptcy Court. A Creditor that has accepted the Plan shall be deemed to have accepted the Plan, as altered, amended, modified, or clarified, if the proposed alteration, amendment, modification, or clarification does not materially and adversely change the treatment of the Claim of such Creditor.

(b) After entry of the Confirmation Order and prior to substantial consummation (as defined in Bankruptcy Code section 1101(2)) of the Plan, the Debtors or the Liquidation Trust, as applicable, may, under Bankruptcy Code section 1127(b), institute proceedings in the Bankruptcy Court to remedy any defect or omission or to reconcile any inconsistencies in the Plan, the Disclosure Statement approved with respect to the Plan, or the Confirmation Order, and such matters as may be necessary to carry out the purpose and effect of the Plan so long as such proceedings do not adversely affect the treatment of Holders of Claims under the Plan. Such proceedings must comply with Bankruptcy Code section 1127. To the extent required, prior notice of such proceedings shall be served in accordance with the Bankruptcy Rules or an order of the Bankruptcy Court. A Creditor that has accepted the Plan shall be deemed to have accepted the Plan, as altered, amended, modified, or clarified, if the proposed alteration, amendment, modification, or clarification does not materially and adversely change the treatment of the Claim of such Creditor.

7. Severability of Plan Provisions

If, at or before the Confirmation Hearing, the Bankruptcy Court holds that any Plan term or provision is invalid, void, or unenforceable, the Bankruptcy Court may alter or interpret that term or provision so that it is valid and enforceable to the maximum extent possible consistent with the original purpose of that term or provision. That term or provision will then be applicable as altered or interpreted. Notwithstanding any such holding, alteration, or interpretation, the Plan's remaining terms and provisions will remain in full force and effect and will in no way be affected, impaired, or invalidated. The Confirmation Order will constitute a judicial determination providing that each Plan term and provision, as it may have been altered or interpreted in accordance with Section 11.7 of the Plan, is valid and enforceable under its terms.

8. Compromises and Settlements

From and after the Effective Date, the Liquidation Trust may compromise and settle disputes about any Claims or about any Liquidation Trust Actions, without any further approval by the Bankruptcy Court. Until the Effective Date, the Debtors expressly reserve the right to compromise and settle (subject to the approval of the Bankruptcy Court) Claims against them or any Avoidance Actions and Causes of Action belonging to the Estates.

9. Binding Effect of Plan

Upon the Effective Date, Bankruptcy Code section 1141 shall become applicable with respect to the Plan and the Plan shall be binding on all Persons to the fullest extent permitted by Bankruptcy Code section 1141(a). Confirmation of the Plan binds each Holder of a Claim or Equity Interest to all the terms and conditions of the Plan, whether or not such Holder's Claim or Equity Interest is Allowed, whether or not such Holder holds a Claim or Equity Interest that is in a Class that is Impaired under the Plan, and whether or not such Holder has accepted the Plan.

10. Non-Discharge of the Debtors; Injunction

In accordance with Bankruptcy Code section 1141(d)(3)(A), the Plan does not discharge the Debtors. Bankruptcy Code section 1141(c) nevertheless provides, among other things, that the property dealt with by the Plan is free and clear of all Claims and Equity Interests against the Debtors. As such, no Person holding a Claim or an Equity Interest may receive any payment from, or seek recourse against, any assets that are to be distributed under the Plan other than assets required to be distributed to that Person under the Plan. As of the Effective Date, all Persons are precluded and barred from asserting against any property to be distributed under the Plan any Claims, rights, Causes of Action, liabilities, Equity Interests, or other action or remedy based on any act, omission, transaction, or other activity that occurred before the Effective Date except as expressly provided in the Plan or the Confirmation Order.

11. Releases and Related Matters

(a) On the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, each of the Releasing Parties shall be deemed to have forever released, waived, and discharged each of the Released Parties from any and all claims, obligations, suits, judgments, damages, demands, debts, rights, Causes of Action, and liabilities whatsoever, whether known or unknown, whether foreseen or unforeseen, whether liquidated or unliquidated, whether fixed or contingent, whether matured or unmatured, existing or hereafter arising, at law, in equity, or otherwise, that are based in whole or in part on any act, omission, transaction, event, or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the conduct of the Debtors' business, the Chapter 11 Cases, or the Plan, except for acts or omissions that are determined in a Final Order to have constituted actual fraud or willful misconduct; provided, however, that nothing in Section 11.11 of the Plan shall release or otherwise affect any Person's rights under the Plan or the Confirmation Order.

(b) Entry of the Confirmation Order shall constitute (i) the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases set forth in Section 11.11 of the Plan; and (ii) the Bankruptcy Court's findings that such releases are (1) in exchange for good and valuable consideration provided by the Released Parties (including performance of the terms of the Plan), and a good-faith settlement and compromise of the released claims, (2) in the best interests of the Debtors, the Estates, and any Holders of Claims that are Releasing Parties, (3) fair, equitable, and reasonable, (4) given and made after due notice and opportunity for hearing, and (5) a bar to any of the Releasing Parties asserting any released claim against any of the Released Parties.

(c) Notwithstanding any provision in the Plan to the contrary or an abstention from voting on the Plan, no provision of the Plan, or any order confirming the Plan, (i) releases any non-debtor Person from any Cause of Action of the SEC; or (ii) enjoins, limits, impairs, or delays the SEC from commencing or continuing any Causes of Action, proceedings, or investigations against any non-debtor Person in any forum.

12. Exculpation and Limitation of Liability

On the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, to the maximum extent permitted by law, none of the Exculpated Parties shall have or incur any liability to any Person, including to any Holder of a Claim or an Equity Interest, for any prepetition or postpetition act or omission in connection with, relating to, or arising out of the Debtors, the Chapter 11 Cases, the formulation, negotiation, preparation, dissemination, solicitation of acceptances, implementation, confirmation, or consummation of the Plan, the Disclosure Statement, or any contract, instrument, release, or other agreement or document created, executed, or contemplated in connection with the Plan, or the administration of the Plan or the property to be distributed under the Plan; provided, however, that nothing in Section 11.12 of the Plan shall release or otherwise affect any Person's rights under the Plan or the Confirmation Order; and provided, further, that the exculpation provisions of Section 11.12 of the Plan shall not apply to acts or omissions constituting actual fraud or willful misconduct by such Exculpated Party as determined by a Final Order. For purposes of the foregoing, it is expressly understood that any act or omission effected with the approval of the Bankruptcy Court conclusively will be deemed not to constitute actual fraud or willful misconduct unless the approval of the Bankruptcy Court was obtained by fraud or misrepresentation, and in all respects, the Exculpated Parties shall be entitled to rely on the written advice of counsel with respect to their duties and responsibilities under, or in connection with, the Chapter 11 Cases, the Plan, and administration thereof. The Confirmation Order shall serve as a permanent injunction against any Person seeking to enforce any Causes of Action against the Exculpated Parties that are encompassed by the exculpation provided by Section 11.12 of the Plan.

13. Term of Injunctions or Stays

Unless otherwise provided in the Plan or in the Confirmation Order, all injunctions or stays in the Chapter 11 Cases under Bankruptcy Code sections 105 or 362 or otherwise, and extant as of the Confirmation Hearing (excluding any injunctions or stays contained in or arising

from the Plan or the Confirmation Order), shall remain in full force and effect through and inclusive of the Effective Date.

14. Revocation, Withdrawal, or Non-Consummation

The Debtors reserve the right to revoke or withdraw the Plan at any time prior to the Confirmation Hearing and to File subsequent plans. If the Debtors revoke or withdraw the Plan prior to the Confirmation Hearing, or if the Effective Date does not occur, then (a) the Plan shall be null and void in all respects; and (b) nothing contained in the Plan, and no acts taken in preparation for consummation of the Plan, shall (i) constitute or be deemed to constitute a waiver or release of any Claims against, or any Equity Interests in, any Debtor, or any Causes of Action by or against any Debtor or any other Person, (ii) prejudice in any manner the rights of any Debtor or any other Person in any further proceedings involving a Debtor, or (iii) constitute an admission of any sort by any Debtor or any other Person.

15. Exemption From Transfer Taxes

Pursuant to Bankruptcy Code section 1146, the vesting of the Liquidation Trust Assets in the Liquidation Trust, the vesting of the Wind-Down Assets in the Wind-Down Entity, the issuance, transfer, or exchange of notes or equity securities under the Plan, the creation of any mortgage, deed of trust, lien, pledge, or other security interest, or the making or assignment of any lease or sublease, or making or delivery of any deed or other instrument of transfer under, in furtherance of, or in connection with the Plan, shall not be subject to any stamp, real estate transfer, mortgage recording, or other similar tax.

16. Good Faith

Confirmation of the Plan shall constitute a conclusive determination that: (a) the Plan, and all the transactions and settlements contemplated thereby, have been proposed in good faith and in compliance with all applicable provisions of the Bankruptcy Code and the Bankruptcy Rules; and (b) the solicitation of acceptances or rejections of the Plan has been in good faith and in compliance with all applicable provisions of the Bankruptcy Code, and the Bankruptcy Rules, and, in each case, that the Debtors and all Related Parties have acted in good faith in connection therewith.

17. Conflicts

In the event and to the extent that any provision of the Plan is inconsistent with the provisions of the Disclosure Statement, any other order entered in the Chapter 11 Cases, or any other agreement to be executed by any Person pursuant to the Plan, the provisions of the Plan shall control and take precedence; provided, however, that the Confirmation Order shall control and take precedence in the event of any inconsistency between the Confirmation Order, any provision of the Plan, and any of the foregoing documents.

V. RISK FACTORS

Prior to voting on the Plan, each Holder of a Claim entitled to vote should consider carefully the risk factors described below, as well as all other information contained in this Disclosure Statement, including the exhibits hereto. These risk factors should not be regarded as the only risks involved in connection with the Plan and its implementation.

A. Parties May Object to the Plan's Classification of Claims and Equity Interests

Bankruptcy Code section 1122 provides that a plan may place a claim or an interest in a particular class only if such claim or interest is substantially similar to the other claims or interests in such class. The Debtors believe that the classification of the Claims and Equity Interests under the Plan complies with this requirement. Nevertheless, there can be no assurance that the Bankruptcy Court will reach the same conclusion.

B. The Debtors May Not Be Able to Obtain Confirmation of the Plan

With regard to any proposed plan, the Debtors may not receive the requisite acceptances to confirm a plan. In the event that votes with respect to Claims in the Classes entitled to vote are received in number and amount sufficient to enable the Bankruptcy Court to confirm the Plan, the Debtors intend to seek Confirmation of the Plan by the Bankruptcy Court. If the requisite acceptances are not received, the Debtors may not be able to obtain Confirmation of the Plan. Even if the requisite acceptances of a proposed plan are received, the Bankruptcy Court still might not confirm the Plan as proposed if the Bankruptcy Court finds that any of the statutory requirements for confirmation under Bankruptcy Code section 1129 have not been met.

If the Plan is not confirmed by the Bankruptcy Court, there can be no assurance that any alternative plan would be on terms as favorable to any Holders of Claims as the terms of the Plan. In addition, there can be no assurance that the Debtors will be able to successfully develop, prosecute, confirm, and consummate an alternative plan that is acceptable to the Bankruptcy Court and the Debtors' creditors.

C. The Conditions Precedent to the Effective Date of the Plan May Not Occur

As more fully set forth in the Plan, the Effective Date is subject to several conditions precedent. There can be no assurance that any or all of such conditions will be satisfied (or waived). If such conditions precedent are not met or waived, the Effective Date will not occur. Accordingly, even if the Plan is confirmed by the Bankruptcy Court, there can be no assurance that the Effective Date will occur.

D. Claims Estimation and Allowance of Claims

There can be no assurance that the estimated Claim amounts set forth in this Disclosure Statement are correct, and the actual amount of Allowed Claims may differ significantly from the estimates. The estimated amounts are subject to certain risks, uncertainties, and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, the actual amount of Allowed Claims may vary from those estimated herein.

Distributions to Holders of Allowed Class 3, Class 4, and Class 5 Claims will be affected by the pool of Allowed Claims in each respective Class. Upon completion of further analysis of Filed Claims, which will likely lead to Claims objection litigation and related matters, the total amount of Claims that ultimately become Allowed Claims in each of the foregoing Classes may differ from the Debtors' estimates, which are reflected in this Disclosure Statement, and such difference could be material. As a result, the amount of Distributions that may be received by a particular Holder of an Allowed Claim may be either adversely or favorably affected by the aggregate amount of Class 3, Class 4, or Class 5 Claims ultimately Allowed.

E. Potential Pursuit of Liquidation Trust Actions Against Creditors and Others

In accordance with Bankruptcy Code section 1123(b), after the Effective Date, the Liquidation Trustee shall have and retain and may enforce any Liquidation Trust Actions. Accordingly, a Holder of a Claim may be subject to one or more such Liquidation Trust Actions being asserted against it.

The failure to specifically identify in the Disclosure Statement or the Plan any potential or existing Avoidance Actions or Causes of Action as a Liquidation Trust Action is not intended to and shall not limit the rights of the Liquidation Trust to pursue any such Avoidance Actions or Causes of Action. The Debtors expressly reserve all Avoidance Actions and Causes of Action, other than those Avoidance Actions and Causes of Action that are expressly waived, relinquished, released, compromised, or settled in the Plan, pursuant to the Confirmation Order, or pursuant to any other order of the Bankruptcy Court, as Liquidation Trust Actions for later adjudication, and no preclusion doctrine (including the doctrines of res judicata, collateral estoppel, judicial estoppel, equitable estoppel, issue preclusion, claim preclusion, and laches) shall apply to such Avoidance Actions or Causes of Action as Liquidation Trust Actions on or after the Effective Date.

Moreover, no Person may rely on the absence of a specific reference in the Plan, the Confirmation Order, the Liquidation Trust Agreement, or the Disclosure Statement to any Contributed Claims against such Person as any indication that the Liquidation Trust will not pursue any and all available Contributed Claims against such Person. The objection to the Allowance of any Claims will not in any way limit the ability or the right of the Liquidation Trust to assert, commence, or prosecute any Contributed Claims. Nothing contained in the Plan, the Confirmation Order, the Liquidation Trust Agreement, or the Disclosure Statement will be deemed to be a waiver, release, or relinquishment of any Contributed Claims which the Contributing Claimants had immediately prior to the Effective Date. The Liquidation Trust shall have, retain, reserve, and be entitled to assert all Contributed Claims fully as if the Contributed Claims had not been contributed to the Liquidation Trust in accordance with the Plan and the Liquidation Trust Agreement.

Without limiting the generality of the preceding two paragraphs and associated reservations, the Debtors note that all parties in interest should review **Exhibit D**, which is a non-exclusive analysis of the Liquidation Trust Actions that are being preserved under the Plan.

F. Risks Regarding Real Estate

The Plan relies, in large part, on the Wind-Down Entity generating proceeds from real estate sales to produce Cash for remittance to the Liquidation Trust for distribution to creditors. In the event that sales are delayed, costs incurred with respect to real property prior to sale exceed estimates, or markets decline due to economic conditions or other constraints, payments may be correspondingly delayed.

The Wind-Down Entity's ability to monetize the Wind-Down Assets is subject to certain risks associated with the real estate industry in general, including: local, national, and international economic conditions; the supply and demand for properties, particularly high-end properties of the sort owned by the Debtors; the financial conditions for tenants, buyers, and sellers of properties; changes in interest rates; changes in environmental laws or regulations, planning laws and other governmental roles and fiscal and monetary policies; changes in real property tax rates and related tax deductions; negative developments in the economy that depress travel and retail activity; uninsured casualties; force majeure acts, terrorist events, under-insured or uninsurable losses; and other factors that are beyond the reasonable control of the Wind-Down Entity. In addition, real estate assets are subject to long-term cyclical trends that can give rise to significant volatility in values. Real estate investing and development may be subject to a higher degree of market risk because of concentration in a specific industry, sector, or geographic sector; here, most of the Wind-Down Assets are located in the greater Los Angeles area. Real estate investments may be subject to other general and specific risks, including declines in the value of real estate generally, risks related to general and economic conditions, changes in the value of the comparable properties, and defaults by real estate borrowers within the particular market or the broader economy.

Also, a variety of work is projected to be undertaken with respect to the real estate to be sold, the cost of which is not susceptible to precise determination. Unexpected conditions at the properties, weather, labor issues and a variety of other variables may affect the actual cost of the projected work being undertaken and thus affect, potentially adversely, the net proceeds of the sales of the real estate.

G. Securities Law Considerations

There are several material securities law considerations, risks, and uncertainties associated with consummation of the Plan. Holders of Claims, Holders of Equity Interests, and other interested parties should read carefully the discussion set forth in Article VII for a discussion of certain U.S. federal income tax consequences of the transactions contemplated under the Plan.

Holders of Claims or Equity Interests should consult their own advisors regarding any securities law consequences of the treatment of their Claims or Equity Interests under the Plan.

Under the terms of the Liquidation Trust Agreement, the Liquidation Trust Interests initially will be uncertificated and subject to the Transfer Restrictions as set forth in the Liquidation Trust Agreement. Under the Transfer Restrictions, the Liquidation Trust Interests cannot be assigned or transferred by any holder thereof other than by will or intestate succession

upon the death of such holder or otherwise by operation of law. Accordingly, unless and until the Transfer Restrictions lapse or are terminated, Holders of Allowed Class 3 Claims, Allowed Class 4 Claims, or Allowed Class 5 Claims will be subject to substantial restrictions on their ability to sell or otherwise dispose of their Liquidation Trust Interests and should be prepared to retain their Liquidation Trust Interests.

The Transfer Restrictions applicable to Class A Liquidation Trust Interests are not expected to lapse or be terminated until such time as such Class A Liquidation Trust Interests are effectively registered under the Exchange Act. Although the Liquidation Trust is required to use its commercially reasonable best efforts to register, and under the Exchange Act may become required to register, the Class A Liquidation Trust Interests, no assurance can be given that the Liquidation Trust will be able to satisfy all applicable requirements for such Exchange Act registration. The Transfer Restrictions applicable to the Class B Liquidation Trust Interests are not expected to lapse or be terminated.

The Liquidation Trust may, by reason of the amount of its total assets and the number of the holders of record of its Liquidation Trust Interests as of the last day of its first fiscal year, become subject to the registration requirements of the Exchange Act. It is likely that the Liquidation Trust will need to seek relief from or modification of certain technical requirements of the Exchange Act (such as the filing of pre-Effective Date financial information of the Debtors), which the Liquidation Trust intends to do in connection with such registration. While the Debtors have been advised that such relief and modifications have been granted by the SEC in the past with respect to other liquidation trusts formed in connection with chapter 11 bankruptcies, such relief and modification have not yet been obtained with respect to the Liquidation Trust and no assurance can be given that such relief or modification will become available. If the Liquidation Trust becomes required to register and fails to do so in accordance with the requirements of the Exchange Act, it may become subject to civil fines, injunctive relief or other disciplinary action on the part of the SEC.

In the event that the Liquidation Trust successfully registers the Class A Liquidation Trust Interests or other class of equity securities under Section 12(g) of the Exchange Act, the Liquidation Trust is expected to become a reporting issuer under such act. Accordingly, at such time the Liquidation Trust will be required to prepare and timely file, as and when required, quarterly reports on Form 10-Q, annual reports on Form 10-K, and current report on Form 8-K. Additionally, at such time the Liquidation Trust is expected to become subject to all other requirements applicable to an issuer with a class of equity securities registered under Section 12(g). Although such registration of the Class A Liquidation Trust Interests and the following termination or modification of the Transfer Restrictions may increase the liquidity of such Liquidation Trust Interests, such registration and the Liquidation Trust's compliance with such regulations will impose substantial costs on the Liquidation Trust, and thereby may reduce Distributions made in respect of Beneficial Interests to the holders thereof.

H. Tax Considerations

There are several material income tax considerations, risks, and uncertainties associated with consummation of the Plan. Holders of Claims, Holders of Equity Interests, and other

interested parties should read carefully the discussion set forth in Article VIII for a discussion of certain U.S. federal income tax consequences of the transactions contemplated under the Plan.

VI. CONFIRMATION OF THE PLAN

A. The Confirmation Hearing

Bankruptcy Code section 1128(a) requires the Bankruptcy Court, after notice, to hold a hearing regarding Confirmation of the Plan. Bankruptcy Code section 1128(b) provides that any party in interest may object to Confirmation of the Plan.

The Bankruptcy Court has scheduled the Confirmation Hearing to commence on **October 24, 2018, at 10:00 a.m.** (prevailing Eastern Time), before the Honorable Kevin J. Carey, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Wilmington, Delaware 19801. The Confirmation Hearing Notice, which sets forth the time and date of the Confirmation Hearing, has been included along with this Disclosure Statement. The Confirmation Hearing may be adjourned from time to time without further notice except for an announcement of the adjourned date made at the Confirmation Hearing or any adjournment thereof.

Objections to Confirmation of the Plan must be Filed and served so that they are actually received by no later than **October 8, 2018, at 4:00 p.m.** (prevailing Eastern Time). **Unless objections to Confirmation of the Plan are timely served and Filed in compliance with the Disclosure Statement Order, they may not be considered by the Bankruptcy Court.**

B. Requirements for Confirmation of the Plan

Among the requirements for the Confirmation of the Plan is that the Plan (i) is accepted by all Impaired Classes of Claims, or, if rejected by an Impaired Class of Claims, that the Plan “does not discriminate unfairly” and is “fair and equitable” as to such Impaired Class of Claims; (ii) is feasible; and (iii) is in the “best interests” of Holders of Claims.

At the Confirmation Hearing, the Bankruptcy Court will determine whether the Plan satisfies the requirements of Bankruptcy Code section 1129. The Debtors believe that: (i) the Plan satisfies or will satisfy all of the necessary statutory requirements of chapter 11 of the Bankruptcy Code; (ii) the Debtors have complied or will have complied with all of the necessary requirements of chapter 11 of the Bankruptcy Code; and (iii) the Plan has been proposed in good faith. More specifically, the Debtors believe that the Plan satisfies or will satisfy the following applicable Confirmation requirements of Bankruptcy Code section 1129:

- The Plan complies with the applicable provisions of the Bankruptcy Code.
- The Debtors have complied with the applicable provisions of the Bankruptcy Code.
- The Plan has been proposed in good faith and not by any means forbidden by law.
- Any payment made or promised under the Plan for services or for costs and expenses in, or in connection with, the Chapter 11 Cases, or in connection with the Plan and incident

to the Chapter 11 Cases, has been disclosed to the Bankruptcy Court, and any such payment: (1) made before the Confirmation of the Plan is reasonable; or (2) is subject to the approval of the Bankruptcy Court as reasonable, if it is to be fixed after Confirmation of the Plan.

- Either each Holder of a Claim in an Impaired Class of Claims has accepted the Plan, or each such Holder will receive or retain under the Plan on account of such Claim property of a value, as of the Effective Date of the Plan, that is not less than the amount that such Holder would receive or retain if the Debtors were liquidated on the Effective Date of the Plan under chapter 7 of the Bankruptcy Code.
- The Classes of Claims that are entitled to vote on the Plan will have accepted the Plan, or at least one Class of Impaired Claims will have accepted the Plan, determined without including any acceptance of the Plan by any insider holding a Claim in that Class, and the plan does not “discriminate unfairly” and is “fair and equitable” with respect to each Class of Claims that is impaired under, and has not accepted, the Plan.
- Except to the extent a different treatment is agreed to, the Plan provides that all Allowed Administrative Claims and Allowed Priority Claims will be paid in full on the Effective Date, or as soon thereafter as is reasonably practicable.
- All accrued and unpaid fees of the type described in 28 U.S.C. § 1930, including the fees of the U.S. Trustee, will be paid through the Effective Date.

C. Best Interests of Creditors

Often called the “best interests of creditors” test, Bankruptcy Code section 1129(a)(7) requires that a bankruptcy court find, as a condition to confirmation of a chapter 11 plan, that the plan provides, with respect to each impaired class, that each holder of a claim or an interest in such class either (i) has accepted the plan or (ii) will receive or retain under the plan property of a value that is not less than the amount that such holder would receive or retain if the debtor liquidated under chapter 7 on the effective date of the plan.

The Plan is a plan of liquidation. The costs of liquidation under chapter 7 of the Bankruptcy Code would include the fees payable to a chapter 7 trustee, and the fees that would be payable to additional attorneys and other professionals that such a trustee may engage.

Conversion to chapter 7 of the Bankruptcy Code would mean the establishment of a new claims bar date, which could result in new General Unsecured Claims, Note Claims, or Unit Claims being asserted against the Estates, thereby diluting the recoveries of other Holders of Allowed Claims.

Significantly, the benefits of the Plan Term Sheet, the terms of which are substantially incorporated into the Plan, are available only under the Plan. The Plan embodies a comprehensive, extensively negotiated settlement and compromise of myriad novel and complex legal and factual issues, including, among other things, (i) whether the Notes are unsecured claims or are secured by valid, perfected security interests in property of the Estates, (ii) whether the Units are debt or equity interests, (iii) whether any of the Debtors have valid or enforceable

Intercompany Claims or Intercompany Liens against Estate Assets owned by other Debtors, and (iv) whether substantive consolidation of the Debtors' Estates is warranted under the circumstances. In the event of conversion, the chapter 7 trustee, Noteholders, Unitholders, and Holders of General Unsecured Claims would have to confront the pursuit of extensive litigation to resolve these and other issues, or would need to try to negotiate an alternative settlement, all without the benefit of committee representation for Creditors. This process would be extremely time-consuming and costly, and would reduce and delay any recoveries available for Creditors of the Estates.

In addition, a chapter 7 trustee likely would act quickly to sell or otherwise monetize the Wind-Down Assets, including because (i) a chapter 7 trustee probably would not have adequate staffing or funding to dispose of the Debtors' real property over an extended period of time, and (ii) a chapter 7 trustee would need to seek authorization to operate the Debtors' remaining business, which is relief that should be granted only "for a limited period" in any event, *see* 11 U.S.C. § 721. In light of, among other things, the limited universe of potential buyers for luxury residential properties, such a forced sale by a chapter 7 trustee would likely ultimately result in significantly lower recoveries from the sale of the Wind-Down Assets, as set forth in the Liquidation Analysis.

On balance, the Debtors believe that a chapter 7 trustee would be less likely to maximize the value available from all the Estate Assets and would be unable to obtain the benefits of the compromises and settlements available under the Plan. Therefore, the Debtors believe that confirmation of the Plan will provide each Holder of a General Unsecured Claim, Note Claim, or Unit Claim with an equal or greater recovery than such Holder would receive pursuant to the liquidation of the Debtors under chapter 7 of the Bankruptcy Code.

D. Feasibility

Bankruptcy Code section 1129(a)(11) requires that confirmation of the plan is not likely to be followed by the liquidation, or the need for further financial reorganization of the Debtors, or any successor to the Debtors (unless such liquidation or reorganization is proposed in the plan). This requirement is satisfied as the Plan specifically proposes a liquidation and the Debtors believe the Debtors' Cash and any additional proceeds from the Wind-Down Assets and the Liquidation Trust Assets will be sufficient to allow the Wind-Down Entity and the Liquidation Trustee, as applicable, to make all payments required to be made under the Plan. Accordingly, the Debtors believe that the Plan is feasible.

E. Acceptance by Impaired Classes

The Bankruptcy Code requires, as a condition to confirmation, that, except as described in the following section, each class of claims or interests that is impaired under a plan accept the plan. A class that is not "impaired" under a plan is deemed to have accepted the plan and, therefore, solicitation of acceptances with respect to such class is not required.

A class is "impaired" unless a plan: (a) leaves unaltered the legal, equitable, and contractual rights to which the claim or the interest entitles the holder of such claim or interest; or (b) cures any default, reinstates the original terms of such obligation, compensates the holder

for certain damages or losses, as applicable, and does not otherwise alter the legal, equitable, or contractual rights to which such claim or interest entitles the holder of such claim or interest.

Bankruptcy Code section 1126(c) defines acceptance of a plan by a class of impaired claims as acceptance by holders of at least two-thirds in dollar amount and more than one-half in number of allowed claims in that class, counting only those claims held by creditors that actually voted to accept or reject the plan. Thus, a Class of Impaired Claims will have voted to accept the Plan only if two-thirds in amount and a majority in number actually voting cast their Ballots in favor of acceptance.

F. Confirmation Without Acceptance by All Impaired Classes

Bankruptcy Code section 1129(b) allows a bankruptcy court to confirm a plan even if all impaired classes have not accepted that plan, *provided* that the plan has been accepted by at least one impaired class of claims, determined without including the acceptance of the plan by any insider. Notwithstanding an impaired class's rejection or deemed rejection of the plan, such plan will be confirmed, at the plan proponent's request, in a procedure commonly known as "cramdown," so long as the plan does not "discriminate unfairly" and is "fair and equitable" with respect to each class of claims or interests that is impaired under, and has not accepted, the plan.

To the extent that any Impaired Class rejects the Plan or is deemed to have rejected the Plan, the Debtors will request Confirmation of the Plan under Bankruptcy Code section 1129(b). The Debtors reserve the right to alter, amend, modify, revoke, or withdraw the Plan, the Plan Supplement, or any schedule or exhibit, including to amend or modify it to satisfy the requirements of Bankruptcy Code section 1129(b), if necessary.

1. No Unfair Discrimination

The "unfair discrimination" test applies to classes of claims or interests that reject or are deemed to have rejected a plan and that are of equal priority with another class of claims or interests that is receiving different treatment under such plan. The test does not require that the treatment of such classes of claims or interests be the same or equivalent, but that such treatment be "fair" under the circumstances. In general, bankruptcy courts consider whether a plan discriminates unfairly in its treatment of classes of claims of equal rank (*e.g.*, classes of the same legal character). Bankruptcy courts will take into account various factors in determining whether a plan discriminates unfairly, and, accordingly, a plan could treat two classes of unsecured creditors differently without unfairly discriminating against either class. The Debtors submit that if the Debtors are required to "cramdown" the Plan pursuant to Bankruptcy Code section 1129(b), the Plan is structured such that it does not "discriminate unfairly" against any rejecting Class.

2. Fair and Equitable Test

The "fair and equitable" test applies to classes that reject or are deemed to have rejected a plan and are of different priority and status vis-à-vis another class (*e.g.*, secured versus unsecured claims, or unsecured claims versus equity interests), and includes the general requirement that no class of claims receive more than 100% of the amount of the allowed claims in such class, including interest. As to the rejecting class, the test sets different standards depending on the type

of claims or interests in such rejecting class. The Debtors submit that if the Debtors are required to “cramdown” the Plan pursuant to Bankruptcy Code section 1129(b), the Plan is structured such that the applicable “fair and equitable” standards are met.

G. Alternatives to Confirmation and Consummation of the Plan

The Debtors believe that the Plan affords Holders of Claims the potential for a materially better realization on the Estate Assets than a chapter 7 liquidation, and, therefore, is in the best interests of all such Holders. If, however, the requisite acceptances of the voting Classes of Claims are not received, or no Plan is confirmed and consummated, the theoretical alternatives include: (a) formulation of an alternative chapter 11 plan or plans, or (b) liquidation of the Debtors under chapter 7 of the Bankruptcy Code.

If the requisite acceptances are not received or if the Plan is not confirmed, the Debtors or another party in interest could attempt to formulate and propose a different plan or plans. The Debtors believe that the Plan enables Creditors to realize the greatest possible value under the circumstances, and, as compared to any alternative plan, has the greatest chance to be confirmed and consummated.

The Chapter 11 Cases may also be converted to cases under chapter 7 of the Bankruptcy Code, pursuant to which a statutory trustee would be elected or appointed to complete the liquidation of the Estate Assets for distribution to Creditors in accordance with the priorities established by the Bankruptcy Code. As described above, the Debtors believe that the Plan will provide each Holder of an Allowed Note Claim, Allowed Unit Claim, or Allowed General Unsecured Claim with an equal or greater recovery than it would receive pursuant to liquidation of the Debtors under chapter 7 of the Bankruptcy Code.

VII. CERTAIN SECURITIES LAW CONSEQUENCES OF THE PLAN

A. General

1. Status as Securities

The Plan provides for the establishment of the Liquidating Trust and for the issuance of beneficial interests therein issued in respect of Allowed Class 3 Note Claims and Allowed Class 5 Unit Claims. In general, beneficial interests in trusts may sometimes be subject to regulation under applicable non-bankruptcy law, including federal and state securities laws. As discussed below, the Debtors believe that the beneficial interests in the Liquidation Trust (the “Beneficial Interests”) will either (a) not constitute “securities” or (b) will be issued in compliance with such federal and state securities laws.

2. Transfer Restrictions on Beneficial Interests

Under the terms of the Liquidation Trust Agreement, the Beneficial Interests initially will be uncertificated and subject to transfer restrictions set forth in the Liquidation Trust Agreement (the “Transfer Restrictions”). Under the Transfer Restrictions, the Beneficial Interests cannot be assigned or transferred by any holder thereof other than by will or intestate succession upon the death of such holder or otherwise by operation of law.

The Transfer Restrictions will be effective upon issuance of the Beneficial Interests on the Effective Date of the Plan and will remain in effect during the initial and any renewal term of the Liquidation Trust unless sooner terminated or modified by the Liquidation Trustee in accordance with the Liquidation Trust Agreement. Under the Liquidation Trust Agreement, the Liquidation Trustee will use its commercially reasonable best efforts to file with the SEC, as soon as reasonably practicable following the Effective Date of the Plan, but in no event later than may be required under section 12(g) of the Exchange Act or the rules and regulations promulgated thereunder, a registration statement on Form 10 for the purpose of registering the Beneficial Interests under Section 12(g) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and to cause the Beneficial Interests to be accepted for trading on the Over-the-Counter Bulletin Board (OTCBB) or other organized trading market in the United States. Upon the effectiveness of the Form 10 and the acceptance of the Beneficial Interests for trading on such a market, the Liquidation Trustee shall amend the Liquidation Trust Agreement to terminate or modify the Transfer Restrictions as necessary to permit trading of the Beneficial Interests and shall promptly give notice of such amendment to the holders of record of the Beneficial Interests as of the effective date thereof, which notice will include a copy of the amendment and a summary description of the termination or modification of the Transfer Restrictions effected thereby and the terms, conditions, and effective date of such termination or modification. Under the Liquidation Trust Agreement, the Liquidation Trustee will give any such notice of termination or modification of the Transfer Restrictions reasonably promptly after the effectiveness of the Form 10 and the acceptance of the Beneficial Interests for trading on the Over-the-Counter Bulletin Board (OTCBB).

B. Exemption From Offer and Sale of Securities Act and Blue Sky Laws

1. Issuance of Beneficial Interests under Plan

Unless an exemption is available, the offer and sale of a security generally is subject to registration with the SEC under Section 5 of the Securities Act of 1933, as amended (the “Securities Act”). The Debtors have been informally advised by the SEC that the Beneficial Interests, regardless of whether they are certificated and/or non-transferable, may be considered “securities” within the definition of Section 2(11) of the Securities Act at the time of their issuance.

In the event that the Beneficial Interests are deemed to constitute securities, section 1145(a)(1) of the Bankruptcy Code exempts the offer and sale of securities under a plan of reorganization from registration under the Securities Act and state securities laws and regulations (“Blue Sky Laws”) if three principal requirements are satisfied:

1. the securities are offered and sold under a plan of reorganization and are securities of the debtor, of an affiliate of the debtor participating in a joint plan with the debtor, or of a successor to the debtor under the plan;
2. the recipients of the securities hold a pre-petition or administrative claim against the debtor or an interest in the debtor; and

3. the securities are issued entirely in exchange for recipient's claim against or interest in the debtor, or principally in such exchange and partly for cash or property.

If and to the extent that the Beneficial Interests may constitute securities, the Debtors believe that the Beneficial Interests, which are being issued in respect of Allowed Class 3 Note Claims and Allowed Class 5 Unit Claims, will qualify as securities "of the debtor . . . or of a successor to the debtor" pursuant to section 1145(a)(1). In addition, the Beneficial Interests will be issued entirely in exchange for such Claims and Interests. Thus, the Debtors believe that the issuance of the Beneficial Interests pursuant to the Plan will satisfy the applicable requirements of section 1145(a)(1) of the Bankruptcy Code, and that such issuance should be exempt from registration under the Securities Act and any applicable Blue Sky Law.

The Debtors believe that its reliance upon the foregoing exemption in respect of the issuance of the Beneficial Interests is consistent with positions taken by the SEC with respect to similar transactions and arrangements by other debtors in possession. However, the Debtors have not sought any "no-action" letter by the SEC with respect to any such matters, and therefore no assurance can be given regarding the availability of any exemptions from registration with respect to any securities, if any, issued pursuant to the Plan.

2. Resale of Beneficial Interests After Plan Effective Date

As discussed above, during the continuation of the Transfer Restrictions, the Beneficial Interests cannot be assigned or transferred by any holder thereof other than by will or intestate succession upon the death of such holder or otherwise by operation of law. Under the Liquidation Trust Agreement, the Liquidation Trustee will terminate or modify the Transfer Restrictions as necessary following the effectiveness of the registration of the Beneficial Interests under Section 12(g) of the Exchange Act and the acceptance of the Beneficial Interests for quotation on the Over-the-Counter Bulletin Board (OTCBB) or other organized over-the-counter trading market in the United States. If the Transfer Restrictions are so terminated or modified, the Beneficial Interests may become transferable to the extent otherwise permissible under applicable law. However, no assurance can be given that the Liquidation Trustee will be successful in causing the registration of the Beneficial Interests or their acceptance for trading on any such organized trading market. None of the Debtors, the Liquidation Trust, or Wind-Down Entity will be obliged to, and it is expected that none of them will, seek the listing of any Beneficial Interest on any national stock exchange such as the NYSE, NASDAQ Stock Market, or NASDAQ National Market.

C. Exchange Act and other securities law compliance

1. Exchange Act Compliance

Section 12(g) of the Exchange Act, and the Exchange Act rules and regulations promulgated thereunder, requires a company to register a class of equity securities pursuant to the Exchange Act unless, on the last day of such company's most recent fiscal year, (i) the company had total assets not exceeding \$10.0 million and (ii) the class of equity securities was held of record by fewer than 2,000 persons and fewer than 500 of those persons were not "accredited investors" as defined under the securities laws. Such registration must be effected by

the filing of a registration statement within 120 days after the last day of the company's most recent fiscal year in which both such conditions (i) and (ii) are satisfied. The Debtors have been informally advised by the SEC that the Class A Liquidation Trust Interests, regardless of whether they are certificated and/or non-transferable, constitute equity securities subject to the registration requirement of Section 12(g) of the Exchange Act provided that the total assets of the Liquidation Trust and the number of its holders of record exceed the specified limits. Accordingly, based on the Liquidation Trust's anticipated total assets and number of holders of record of Class A Liquidation Trust Interests as of the last day of its first (partial) fiscal year, the Debtors currently expect that the Liquidation Trust, will be required to register the Class A Liquidation Trust Interests under the Exchange Act within 120 days thereafter. It is anticipated that there will be fewer than 2,000 holders of record of Class B Liquidation Trust Interests and, as such, the Liquidation Trust currently does not intend to make any effort to cause the Class B Liquidation Trust Interests to be registered under the Exchange Act. To the extent that the total assets of the Liquidation Trust and the number of the holders of record of Class B Liquidation Trust Interests as of the last day of the Liquidation Trust's fiscal year exceeds the specified limits under the Exchange Act, the Liquidation Trust shall take any and all steps as may be necessary to comply with the Exchange Act and the rules and regulations promulgated thereunder.

As discussed above, during the continuation of the Transfer Restrictions, the Beneficial Interests cannot be assigned or transferred by any holder thereof other than by will or intestate succession upon the death of such holder or otherwise by operation of law. Under the Liquidation Trust Agreement, the Liquidation Trustee will terminate or modify the Transfer Restrictions as necessary following the effectiveness of the registration of the Beneficial Interests under Section 12(g) of the Exchange Act and the acceptance of the Beneficial Interests for trading on the Over-the-Counter Bulletin Board (OTCBB) or other organized trading market in the United States. If the Transfer Restrictions are so terminated or modified, the Beneficial Interests may become transferable under the Liquidation Trust Agreement to the extent otherwise permissible under applicable law. In such case, the Beneficial Interests may be permitted to be represented by certificates and/or may become transferable. However, no assurance can be given regarding these matters.

If the Beneficial Interests are successfully registered as one or more classes of equity securities under Section 12(g) of the Exchange Act, the Liquidation Trust will become subject to regulation under the Exchange Act. Such regulation will include periodic reporting such as the filing of annual reports on Form 10-K and quarterly reports on Form 10-Q, current reporting of certain material events on Form 8-K, proxy statements, and disclosures regarding various other events affecting the Liquidation Trust, such as mergers, acquisitions, tender offers, and changes in beneficial ownership. Although such registration of the Beneficial Interests and the following termination or modification of the Transfer Restrictions may benefit Noteholders and Unitholders by increasing the liquidity of their Liquidation Trust Interests, such registration and the Liquidation Trust's compliance with such regulations will impose substantial costs on the Liquidation Trust, and thereby may reduce Distributions made in respect of Beneficial Interests to the holders thereof.

VIII. CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE PLAN

THE FEDERAL INCOME TAX CONSEQUENCES OF THE PLAN ARE COMPLEX. ALL HOLDERS OF CLAIMS AGAINST THE DEBTORS SHOULD CONSULT WITH THEIR OWN TAX ADVISORS AS TO THE PARTICULAR TAX CONSEQUENCES TO THEM OF THE TRANSACTIONS CONTEMPLATED BY THE PLAN, INCLUDING THE APPLICABILITY AND EFFECT OF ANY STATE, LOCAL, OR FOREIGN TAX LAWS AND OF ANY CHANGE IN APPLICABLE TAX LAWS.

This discussion is provided for informational purposes only, and is based on provisions of the Internal Revenue Code of 1986, as amended (the “IRC”), Treasury Regulations promulgated thereunder, judicial authorities, and current administrative rulings and practice, all as in effect on the date hereof. Due to the complexity of certain aspects of the Plan, the lack of applicable legal precedent, the possibility of changes in the law, the differences in the nature of the Claims (including Claims within the same Class) and Equity Interests, the holder’s status and method of accounting (including holders within the same Class) and the potential for disputes as to legal and factual matters with the IRS, the tax consequences described herein are subject to significant uncertainties. No legal opinions have been requested from counsel with respect to any of the tax aspects of the Plan and no rulings have been or will be requested from the IRS with respect to the any of the issues discussed below. Further, legislative, judicial or administrative changes may occur, perhaps with retroactive effect, which could affect the accuracy of the statements and conclusions set forth below as well as the tax consequences to the holders of Claims and Equity Interests. Any such changes or interpretations may be retroactive and could significantly, and adversely, affect the United States federal income tax consequences of the Plan.

The following summary does not address the U.S. federal income tax consequences to the Holders of Claims not entitled to vote to accept or reject the Plan. In addition, to the extent that the following discussion relates to the consequences to Holders of Claims entitled to vote to accept or reject the Plan, it is limited to Holders that are United States persons within the meaning of the IRC. For purposes of the following discussion, a “United States person” is any of the following:

- An individual who is a citizen or resident of the United States;
- A corporation created or organized under the laws of the United States or any state or political subdivision thereof;
- An estate, the income of which is subject to federal income taxation regardless of its source; or
- A trust that (a) is subject to the primary supervision of a United States court and which has one or more United States fiduciaries who have the authority to control all substantial decisions of the trust, or (b) has a valid election in effect under applicable Treasury Regulations to be treated as a United States person.

This discussion does not address all aspects of U.S. federal income taxation that may be relevant to a particular Holder in light of its particular facts and circumstances, or to certain types

of Holders subject to special treatment under the IRC. Examples of Holders subject to special treatment under the IRC are governmental entities and entities exercising governmental authority, foreign companies, persons who are not citizens or residents of the United States, banks and certain other financial institutions, broker-dealers, insurance companies, tax-exempt organizations, real estate investment trusts, small business investment companies, regulated investment companies, persons that have a functional currency other than the U.S. dollar, and persons holding Claims that are a hedge against, or that are hedged against, currency risk or that are part of a straddle, constructive sale, or conversion transaction. This discussion does not address the tax consequences to holders of Claims who did not acquire such Claims at the issue price on original issue. No aspect of foreign, state, local or estate and gift taxation is addressed.

The tax treatment of Holders of Claims and the character, amount, and timing of income, gain, or loss recognized as a consequence of the Plan and the Distributions provided for by the Plan may vary, depending upon the following factors, among others: (i) whether the Claim or portion thereof constitutes a Claim for principal or interest; (ii) the type of consideration, if any, received by the Holder in exchange for the Claim, and whether the Holder receives Distributions under the Plan in more than one taxable year; (iii) whether the Holder is a citizen or resident of the United States for tax purposes, is otherwise subject to U.S. federal income tax on a net basis, or falls into any special class of taxpayers, such as those that are excluded from this discussion as noted above; (iv) the manner in which the Holder acquired the Claim; (v) the length of time that the Claim has been held; (vi) whether the Claim was acquired at a discount; (vii) whether the Holder has taken a bad debt deduction or a worthless securities deduction with respect to the Claim or any portion thereof in the current or prior taxable years; (viii) whether the Holder has previously included in gross income accrued but unpaid interest with respect to the Claim; (ix) the method of tax accounting of the Holder; (x) whether the Claim is an installment obligation for U.S. federal income tax purposes; and (xi) whether the “market discount” rules apply to the Holder. Therefore, each Holder should consult such Holder’s own tax advisor for tax advice with respect to that Holder’s particular situation and circumstances, and the particular tax consequences to such Holder of the transactions contemplated by the Plan.

A significant amount of time may elapse between the date of the Disclosure Statement and the receipt of a final Distribution under the Plan. Events occurring after the date of the Disclosure Statement, such as new or additional tax legislation, court decisions, or administrative changes, could affect the U.S. federal income tax consequences of the Plan and the transactions contemplated thereunder. No representations are being made regarding the particular tax consequences of the confirmation or implementation of the Plan as to any Holder of a Claim. This discussion is not binding upon the IRS or other taxing authorities. No assurance can be given that the IRS or another authority would not assert, or that a court would not sustain, a different position from any discussed herein.

The following discussion generally assumes that the Plan will be treated as a plan of liquidation of the Debtors for U.S. federal income tax purposes, and that all Distributions to Holders of Claims will be taxed accordingly.

THE FOLLOWING DISCUSSION IS INTENDED ONLY AS A SUMMARY OF CERTAIN U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE PLAN, AND IS NOT A SUBSTITUTE FOR CAREFUL TAX PLANNING WITH A TAX

PROFESSIONAL. THE FOLLOWING DISCUSSION IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT TAX ADVICE. THE TAX CONSEQUENCES ARE IN MANY CASES UNCERTAIN AND MAY VARY DEPENDING ON A HOLDER'S PARTICULAR CIRCUMSTANCES. ACCORDINGLY, EACH HOLDER IS STRONGLY URGED TO CONSULT SUCH HOLDER'S INDEPENDENT TAX ADVISOR REGARDING THE FEDERAL, STATE, LOCAL, AND FOREIGN INCOME TAX CONSEQUENCES OF THE PLAN.

A. Certain U.S. Federal Income Tax Consequences of the Liquidation Trust

Under the terms of the Plan, the Liquidation Trust Assets will be transferred to the Liquidation Trust in a taxable disposition. Any income or gain from the transfer of assets to the Liquidation Trust shall flow through to the ultimate taxpaying owner or member of the transferring Debtor who will be responsible to pay any resulting tax liability. The tax consequences of the Plan, however, are subject to many uncertainties due to the complexity of the Plan and the lack of interpretative authority regarding certain changes in the tax law. Uncertainties with regard to federal income tax consequences of the Plan also arise due to the inherent nature of estimates of value that will impact the determination of the amount of income or gain from the transfer of assets to the Liquidation Trust. As of the Effective Date, the Liquidation Trust shall be established for the benefit of all Liquidation Trust Beneficiaries. The Liquidation Trustee will make a good faith valuation of the Liquidation Trust Assets. All parties (including, without limitation, the Liquidation Trustee and the Liquidation Trust Beneficiaries) must consistently use such valuation for all federal income tax purposes. Allocations of taxable income of the Liquidation Trust (other than taxable income allocable to a Distribution Reserve) among Liquidation Trust Beneficiaries shall be determined by reference to the manner in which an amount of cash equal to such taxable income would be distributed (were such cash permitted to be distributed at such time) if, immediately prior to such deemed distribution, the Liquidation Trust had distributed all of its assets (valued at their tax book value, and other than assets allocable to a Distribution Reserve) to the holders of the beneficial interests in the Liquidation Trust, adjusted for prior taxable income and loss and taking into account all prior and concurrent distributions from the Liquidation Trust. Similarly, taxable loss of the Liquidation Trust shall be allocated by reference to the manner in which an economic loss would be borne immediately after a distribution in liquidation of the remaining Liquidation Trust Assets. The tax book value of the Liquidation Trust Assets for this purpose shall be equal to the fair market value of the Liquidation Trust Assets on the Effective Date, adjusted in accordance with tax accounting principles prescribed by the IRC, applicable Treasury Regulations, and other applicable administrative and judicial authorities and pronouncements. Subject to definitive guidance from the IRS or a court of competent jurisdiction to the contrary (including the receipt by the Liquidation Trustee of an IRS private letter ruling if the Liquidation Trustee so requests one, or the receipt of an adverse determination by the IRS upon audit if not contested by the Liquidation Trustee), the Liquidation Trustee will (a) elect to treat any Liquidation Trust Assets allocable to a Distribution Reserve (a reserve for amounts and Liquidation Trust Interests retained on account of, Contingent Claims, Disputed Claims or Unliquidated Claims) as a "disputed ownership fund" governed by Treasury Regulation Section 1.468B-9, and (b) to the extent permitted by applicable law, report consistently with the foregoing for state and local income tax purposes. Accordingly, the Distribution Reserves will be subject to tax annually on a separate entity basis on any net income earned with respect to the Liquidation Trust Assets in such reserves, and all distributions

from such reserves will be treated as received by holders in respect of their Claims as if distributed by the Debtors. All parties (including, without limitation, the Liquidation Trustee and the holders of beneficial interests in the Liquidation Trust) will be required to report for tax purposes consistently with the foregoing.

The Liquidation Trust is intended to qualify as a liquidation trust for federal income tax purposes. In general, a Liquidation Trust is not a separate taxable entity but rather is treated for federal income tax purposes as a “grantor” trust (i.e., a pass-through entity). The IRS, in Revenue Procedure 94-45, 1994-28 I.R.B. 124, set forth the general criteria for obtaining an IRS ruling as to the grantor trust status of a liquidation trust under a chapter 11 plan. The Liquidation Trust has been structured with the intention of complying with such general criteria. Pursuant to the Plan, and in conformity with Revenue Procedure 94-45, all parties (including the Liquidation Trustee and the holders of beneficial interests in the Liquidation Trust) are required to treat for federal income tax purposes, the Liquidation Trust as a grantor trust of which the holders of Liquidation Trust Interests are the owners and grantors. Although the following discussion assumes that the Liquidation Trust would be so treated for federal income tax purposes, no ruling has been requested from the IRS concerning the tax status of the Liquidation Trust as a grantor trust. Accordingly, there can be no assurance that the IRS would not take a contrary position to the classification of the Liquidation Trust as a grantor trust. If the IRS were to challenge successfully such classification, the federal income tax consequences to the Liquidation Trust and the holders of Liquidation Trust Interests could vary from those discussed herein, and, thus, there could be less Available Cash than projected, resulting in lower recoveries for holders of Liquidation Trust Interests (Noteholders, Holders of General Unsecured Claims, and Unitholders).

The Liquidation Trust will create a single member Delaware limited liability company (the Wind-Down Entity) to facilitate administration of the assets to be liquidated. The Wind-Down Entity (a) shall have the Liquidation Trust as its sole member, (b) shall be treated as a disregarded entity for income tax purposes, (c) shall have a purpose consistent with the purpose of the Liquidation Trust as set forth in Section 5.4.4 of the Plan, and (d) shall be subject to the same limitations imposed on the Liquidation Trustee under the terms of the Plan and the Liquidation Trust Agreement. Consequently, the existence of, and the activities conducted by, the Wind-Down Entity should not alter the federal income tax treatment of the Liquidation Trust or the Liquidation Trust Beneficiaries.

B. Consequences to Holders of Claims Generally

In general, each holder of an Allowed Claim will recognize gain or loss in an amount equal to the difference between (i) the “amount realized” by such holder in satisfaction of its Claim, and (ii) such holder’s adjusted tax basis in such Claim (which, for certain Liquidation Trust Beneficiaries, could be impacted by the Debtors’ filing of amended IRS Forms 1099 for the Liquidation Trust Beneficiaries with respect to the 2017 calendar year in accordance with a determination that the Debtors were operating a Ponzi scheme and any amounts paid by the Debtors to such Liquidation Trust Beneficiaries in 2017 were not in fact taxable income). The “amount realized” by a holder will equal the sum of cash and the aggregate fair market value of the property received by such holder pursuant to the Plan (such as a holder’s undivided beneficial interest in the assets transferred to the Liquidation Trust). Where gain or loss is

recognized by a holder in respect of its Allowed Claim, the character of such gain or loss (*i.e.*, long-term or short-term capital, or ordinary income) will be determined by a number of factors including the tax status of the holder, whether the Claim constituted a capital asset in the hands of the holder and how long it had been held, whether the Claim was originally issued at a discount or acquired at a market discount and whether and to what extent the holder had previously claimed a bad debt deduction or theft loss in respect of the Claim.

Generally, a Holder of an Allowed Claim will realize gain or loss on the exchange under the Plan of its Allowed Claim for Cash or other property, in an amount equal to the difference between (i) the sum of the amount of any Cash and the fair market value on the date of the exchange of any other property received by the Holder, and (ii) the adjusted tax basis of the Allowed Claim exchanged therefor (other than basis attributable to accrued but unpaid interest previously included in the Holder's taxable income). It is possible that any loss, or a portion of any gain, realized by a Holder of a Claim may have to be deferred until all of the Distributions to such Holder are received.

When gain or loss is recognized by a Holder, such gain or loss may be long-term capital gain or loss if the Claim disposed of is a capital asset in the hands of the Holder and has been held for more than one year. Each Holder of an Allowed Claim should consult its own tax advisor to determine whether gain or loss recognized by such Holder will be long-term capital gain or loss and the specific tax effect thereof on such Holder.

A Holder of an Allowed Claim who receives, in respect of the Holder's Allowed Claim, an amount that is less than that Holder's tax basis in such Allowed Claim may be entitled to a bad debt deduction under IRC section 166(a). The rules governing the character, timing, and amount of a bad debt deduction place considerable emphasis on the facts and circumstances of the holder, the obligor, and the instrument with respect to which a deduction is claimed. Holders of Allowed Claims, therefore, are urged to consult their own tax advisors with respect to the ability to take a bad debt deduction. A Holder that has previously recognized a loss or deduction in respect of that Holder's Allowed Claim may be required to include in gross income (as ordinary income) any amounts received under the Plan to the extent such amounts exceed the Holder's adjusted basis in such Allowed Claim.

Holders of Allowed Claims who were not previously required to include any accrued but unpaid interest with respect to an Allowed Claim may be treated as receiving taxable interest income to the extent any consideration they receive under the Plan is allocable to such interest. A Holder previously required to include in gross income any accrued but unpaid interest with respect to an Allowed Claim may be entitled to recognize a deductible loss to the extent such interest is not satisfied under the Plan.

A Holder of an Allowed Claim constituting an installment obligation for tax purposes may be required to currently recognize any gain remaining with respect to such obligation if, pursuant to the Plan, the obligation is considered to be satisfied at other than at face value or distributed, transmitted, sold or otherwise disposed of within the meaning of IRC section 453B.

Holders of Disallowed Claims will not receive any Distribution as part of the Plan. Accordingly, because such a Holder may receive an amount that is less than that Holder's tax

basis in such Claim, such Holder may be entitled to a bad debt deduction under IRC section 166(a). The rules governing the character, timing, and amount of a bad debt deduction place considerable emphasis on the facts and circumstances of the holder, the obligor, and the instrument with respect to which a bad debt deduction is claimed. Holders of Disallowed Claims, therefore, are urged to consult their own tax advisors with respect to the ability to take a bad debt deduction.

C. Consequences to Liquidation Trust Beneficiaries

After the Effective Date, any amount that a Liquidation Trust Beneficiary (as a Holder of a Liquidation Trust Interest) receives as a distribution from the Liquidation Trust in respect of its beneficial interest in the Liquidation Trust should not be included, for federal income tax purposes, in the Holder's amount realized in respect of its Allowed Claim but should be separately treated as a distribution received in respect of such Holder's beneficial interest in the Liquidation Trust. In general, a Holder's aggregate tax basis in its undivided beneficial interest in the assets transferred to the Liquidation Trust will equal the fair market value of such undivided beneficial interest as of the Effective Date and the Holder's holding period in such assets will begin the day following the Effective Date. Distributions to any Holder of an Allowed Claim will be allocated first to the original principal portion of such Claim as determined for federal tax purposes, and then, to the extent the consideration exceeds such amount, to the remainder of such Claim. However, there is no assurance that the IRS will respect such allocation for federal income tax purposes.

For all federal income tax purposes, all parties (including the Liquidation Trustee and the holders of beneficial interests in the Liquidation Trust) shall treat the transfer of the Liquidation Trust Assets to the Liquidation Trust, in accordance with the terms of the Plan, as a transfer of those assets directly to the Holders of Allowed Claims (and, with respect to the Contingent Claims, Disputed Claims and Unliquidated Claims, to the Distribution Reserve) followed by the transfer of such assets by such Holders to the Liquidation Trust. Consistent therewith, all parties shall treat the Liquidation Trust as a grantor trust of which such Holders are to be the owners and grantors. Thus, such Holders (and any subsequent Holders of interests in the Liquidation Trust) shall be treated as the direct owners of an undivided beneficial interest in the assets of the Liquidation Trust. Accordingly, each Holder of a beneficial interest in the Liquidation Trust will be required to report on its federal income tax return(s) the Holder's allocable share of all income, gain, loss, deduction or credit recognized or incurred by the Liquidation Trust. The Liquidation Trust's taxable income will be allocated to the Holders of beneficial interests in the Liquidation Trust in accordance with each such Holder's pro rata share of the beneficial interests in the Liquidation Trust Assets. The character of items of income, deduction and credit to any Holder and the ability of such Holder to benefit from any deductions or losses may depend on the particular situation of such Holder. The federal income tax reporting obligation of a Holder of a beneficial interest in the Liquidation Trust is not dependent upon the Liquidation Trust distributing any cash or other proceeds. Therefore, a Holder of a beneficial interest in the Liquidation Trust may incur a federal income tax liability regardless of the fact that the Liquidation Trust has not made, or will not make, any concurrent or subsequent distributions to the Holder. If a Holder incurs a federal tax liability but does not receive distributions commensurate with the taxable income allocated to it in respect of its beneficial interests in the Liquidation Trust, the Holder may be allowed a subsequent or offsetting loss.

The Liquidation Trustee will file with the IRS returns for the Liquidation Trust as a grantor trust pursuant to Treasury Regulations section 1.671-4(a). The Liquidation Trustee will also send to each Holder of a beneficial interest in the Liquidation Trust a separate statement setting forth the Holder's share of items of income, gain, loss, deduction or credit and will instruct the Holder to report such items on its federal income tax return. Events subsequent to the date of this Disclosure Statement, such as the enactment of additional tax legislation, could also change the federal income tax consequences of the Plan and the transactions contemplated thereunder.

A Liquidation Trust Beneficiary who is a victim of a Ponzi scheme might be entitled to claim a loss dependent on its individual circumstances. Such losses that arise out of property used in a trade or business or a transaction entered into for profit are deductible in the year in which the loss is sustained and in an amount not to exceed the adjusted tax basis of the property involved. A theft loss generally cannot be deducted in a tax year to the extent that there are reasonable prospects of a recovery of some or all of the loss. In that event, the deduction is postponed until it can be ascertained with reasonable certainty the likelihood and amount of any reimbursement that will be received. The loss generally must be deducted in the first year a reasonable prospect of recovery no longer exists, and cannot be claimed in any subsequent year. The reasonable prospect of reimbursement rule applies only to that part of the loss for which reimbursement is available. However, in 2009, the IRS issued Rev. Proc. 2009-20, 2009-14 I.R.B. 735, to provide an optional safe harbor treatment for taxpayers that experienced losses in certain investment arrangements discovered to be fraudulent and in which a lead figure has been charged with a crime. Under these safe harbor provisions, a qualified investor may deduct 95% of qualified investment in the discovery year if the qualified investor does not pursue any potential third-party recovery. A 75% deduction is available in the discovery year if a qualified investor is pursuing or intends to pursue any potential third-party recovery. The details for qualification for the safe harbor deduction are set forth in Rev. Proc. 2009-20.

In 2011, the IRS issued Rev. Proc. 2011-58, 2011-58 I.R.B. 849, which modified the provisions of Rev. Proc. 2009-20. Under Rev. Proc. 2011-58, the safe harbor provisions of Rev. Proc. 2009-20 may be utilized if a lead figure, or an associated entity involved in the specified fraudulent arrangement, was the subject of one or more civil complaints or similar documents that a state or federal governmental entity filed with a court or in an administrative agency enforcement proceeding, and:

(a) The civil complaint or similar documents together allege facts that comprise substantially all of the elements of a specified fraudulent arrangement conducted by the lead figure;

(b) The death of the lead figure precludes a charge by indictment, information, or criminal complaint against that lead figure; and

(c) A receiver or trustee was appointed with respect to the arrangement or assets of the arrangement were frozen.

A strict reading of Rev. Proc. 2011-58 would require that, unless the lead figure's death precludes the filing of a criminal indictment or criminal complaint, there must be an indictment

or criminal complaint filed against the lead figure in order for safe harbor rules of Rev. Proc. 2009-20 to be available to victims of a Ponzi scheme. To date, no lead figure has been charged with a crime or is deceased, so the necessary prerequisites for the safe harbor for a deduction in 2017 do not appear to have been satisfied. The Revenue Procedures simply provide a safe harbor, however, and there might be individual circumstances outside the safe harbor that warrant a Liquidation Trust Beneficiary taking a position that the theft loss occurred with respect to the 2017 taxable year. Liquidation Trust Beneficiaries should consult with their own tax advisors to determine if a theft loss deduction is permissible, as well as the timing, amount, and applicable limitations for any such theft loss deduction.

D. Withholding on Distributions, and Information Reporting

All Distributions to Holders of Allowed Claims under the Plan and any Distributions to the holders of beneficial interests in the Liquidation Trust are subject to any applicable tax withholding, including employment tax withholding. *See* Plan Section 7.14. Under U.S. federal income tax law, interest, dividends, and other reportable payments may, under certain circumstances, be subject to “backup withholding” at the then applicable withholding rate (currently 30%). Backup withholding generally applies if the payment recipient (i) fails to furnish the recipient’s social security number or other taxpayer identification number; (ii) furnishes an incorrect taxpayer identification number; (iii) fails to properly report interest or dividends; or (iv) under certain circumstances, fails to provide a certified statement, signed under penalty of perjury, that the taxpayer’s identification number provided is the recipient’s correct taxpayer identification number and that such recipient is not subject to backup withholding. Backup withholding is not an additional tax but merely an advance payment, which may be refunded to the extent it results in an overpayment of tax. Certain Persons are exempt from backup withholding, including, in certain circumstances, corporations and financial institutions.

In addition, a Holder of an Allowed Claim that is not a U.S. entity may be subject to additional withholding, depending on, among other things, the particular type of income and whether the type of income is subject to a lower treaty rate. As to certain Claims, it is possible that withholding may be required with respect to distributions by the Debtor making such Distribution or by the Liquidation Trust, as applicable, even if no withholding would have been required if payment was made prior to the Chapter 11 Cases. A non-U.S. Holder may also be subject to other adverse consequences in connection with the implementation of the Plan. As discussed above, the foregoing discussion of the U.S. federal income tax consequences of the Plan does not generally address the consequences to non-U.S. Holders. Non-U.S. Holders are urged to consult their own tax advisors regarding potential withholding on Distributions under the Plan.

In addition, Treasury Regulations generally require disclosure by a taxpayer on its U.S. federal income tax return of certain types of transactions in which the taxpayer participated, including, among other types of transactions, certain transactions that result in the taxpayer’s claiming a loss in excess of specified thresholds. Holders are urged to consult their own tax advisors regarding these Treasury Regulations and whether the transactions contemplated by the Plan would be subject to these Treasury Regulations and require disclosure on the Holder’s tax returns.

IX. RECOMMENDATION

The Debtors believe that confirmation and implementation of the Plan are the best alternative under the circumstances and urge all Impaired Creditors entitled to vote on the Plan to vote in favor of and support confirmation of the Plan.

Dated: August 22, 2018

Respectfully submitted,

WOODBIDGE GROUP OF COMPANIES, LLC, ET AL.

By: /s/ Bradley D. Sharp
Name: Bradley D. Sharp
Title: Chief Restructuring Officer
WGC Independent Manager, LLC

EXHIBIT A

First Amended Joint Chapter 11 Plan of Liquidation

**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)

**FIRST AMENDED JOINT CHAPTER 11 PLAN OF LIQUIDATION OF WOODBRIDGE
GROUP OF COMPANIES, LLC AND ITS AFFILIATED DEBTORS**

Dated: Wilmington, Delaware
August 22, 2018

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-and-

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Counsel to the Debtors and Debtors in Possession

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, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses is attached hereto as **Exhibit 1**.

INTRODUCTION²

The Debtors hereby propose this Plan, which provides for the resolution of the outstanding Claims and Equity Interests asserted against the Debtors. Reference is made to the Disclosure Statement for (i) a discussion of the Debtors' history, businesses, properties, results of operations, and financial projections; (ii) a summary and analysis of this Plan; and (iii) certain related matters, including risk factors relating to the consummation of this Plan and Distributions to be made under this Plan. The Debtors are the proponents of the Plan within the meaning of Bankruptcy Code section 1129.

All Holders of Claims who are entitled to vote on the Plan are encouraged to read the Plan and the Disclosure Statement in their entirety before voting to accept or reject the Plan. Subject to certain restrictions and requirements set forth in Bankruptcy Code section 1127, Bankruptcy Rule 3019, and Sections 11.6 and 11.14 of the Plan, the Debtors reserve the right to alter, amend, modify, revoke, or withdraw the Plan prior to its substantial consummation.

No solicitation materials, other than the Disclosure Statement and related materials transmitted therewith, have been approved for use in soliciting acceptances and rejections of this Plan. Nothing in the Plan should be construed as constituting a solicitation of acceptances of the Plan unless and until the Disclosure Statement has been approved and distributed to Holders of Claims to the extent required by Bankruptcy Code section 1125.

ALL HOLDERS OF CLAIMS ENTITLED TO VOTE ON THE PLAN ARE ENCOURAGED TO READ CAREFULLY THE DISCLOSURE STATEMENT (INCLUDING ALL EXHIBITS AND SCHEDULES THERETO) AND THE PLAN, EACH IN ITS ENTIRETY, BEFORE VOTING TO ACCEPT OR REJECT THE PLAN.

ARTICLE I

DEFINED TERMS AND RULES OF INTERPRETATION

For purposes of the Plan, except as expressly provided or unless the context otherwise requires:

- (a) all Defined Terms shall have the meanings ascribed to them in this Article I of the Plan;
- (b) any term used in the Plan that is not a Defined Term, but that is used in the Bankruptcy Code or Bankruptcy Rules has the meaning assigned to such term in the Bankruptcy Code or Bankruptcy Rules, as applicable;
- (c) whenever the context requires, terms shall include the plural as well as the singular number, the masculine gender shall include the feminine, and the feminine gender shall include the masculine;

² Capitalized terms used in this Introduction have the meanings ascribed to those terms in Article I below.

(d) any reference in the Plan to a contract, instrument, release, or other agreement or document being in a particular form or on particular terms and conditions means that such agreement or document shall be substantially in such form or substantially on such terms and conditions;

(e) any reference in the Plan to an existing document, instrument, or exhibit means such document, instrument, or exhibit as it may have been or may be amended, modified, or supplemented from time to time;

(f) any reference to a specific Person includes any successors or lawful assigns of such Person, and all rights, benefits, interests, and obligations of any Person named or referred to in the Plan shall be binding on, and shall inure to the benefit of, any heir, executor, administrator, trustee, liquidator, rehabilitator, conservator, successor, or lawful assign of such Person;

(g) unless otherwise indicated, the phrase “under the Plan” and similar words or phrases refer to the Plan in its entirety rather than to only a particular portion of the Plan;

(h) unless otherwise specified, all references in the Plan to sections, articles, schedules, and exhibits are references to sections, articles, schedules, and exhibits of or to the Plan;

(i) the words “herein,” “hereof,” “hereto,” “hereunder,” “herewith,” and other words of similar import refer to the Plan in its entirety rather than to only a particular portion of the Plan;

(j) whenever the Plan uses the word “including,” such reference shall be deemed to mean “including, without limitation,”;

(k) captions and headings to articles and sections are intended to be a part of the Plan;

(l) whenever the Plan provides that a document or thing must be “acceptable” or “satisfactory” to any Person, such requirement shall in each case be subject to a reasonableness qualifier;

(m) the definition given to any term or provision in the Plan supersedes and controls any different meaning that may be given to that term or provision in the Disclosure Statement, on any Ballot, or in any other document other than the Confirmation Order; and

(n) all other rules of construction set forth in Bankruptcy Code section 102 and in the Bankruptcy Rules shall apply.

The following Defined Terms shall have the respective meanings specified below:

1.1 Administrative Claim: A Claim (other than a Professional Fee Claim, but, for the avoidance of doubt, including Ordinary Course Professional Fee Claims) arising under Bankruptcy Code sections 503(b), 507(a)(2), 507(b), or 1114(e)(2), to the extent not previously paid, otherwise satisfied, or withdrawn, including (a) all fees and charges assessed against the Estates under chapter 123 of title 28 of the United States Code and (b) all Section 503(b)(9) Claims.

1.2 Administrative Claims Bar Date: The last date by which any Person must File a request for payment of an Administrative Claim, which date shall be the first Business Day that is at least thirty-five (35) calendar days after the Effective Date, or, alternatively, such earlier date as is set by the Bankruptcy Court with the consent of the Liquidation Trust. For the avoidance of doubt, postpetition statutory tax claims shall not be subject to any Administrative Claims Bar Date. For the further avoidance of doubt, the Claims Bar Date for Section 503(b)(9) Claims was the General Claims Bar Date.

1.3 Allowed, Allowed Claim, or Allowed [] Claim:

- (a) with respect to a Claim arising prior to the Petition Date (including a Section 503(b)(9) Claim):
 - (i) either (A) a proof of claim was timely Filed by the applicable Claims Bar Date, or (B) a proof of claim is deemed timely Filed either as a result of such Claim being Scheduled or by a Final Order; and
 - (ii) either (A) the Claim is not a Contingent Claim, a Disputed Claim, an Unliquidated Claim, or a Disallowed Claim; or (B) the Claim is expressly allowed by a Final Order or under the Plan;
- (b) with respect to a Claim arising on or after the Petition Date (excluding a Section 503(b)(9) Claim), a Claim that has been allowed by a Final Order or under the Plan.

Unless otherwise specified in the Plan or by a Final Order, an “Allowed Administrative Claim” or “Allowed Claim” shall not, for any purpose under the Plan, include interest, penalties, fees, or late charges on such Administrative Claim or Claim from and after the Petition Date. Moreover, any portion of a Claim that is satisfied, released, or waived during the Chapter 11 Cases is not an Allowed Claim. For the avoidance of doubt, any and all Claims allowed solely for the purpose of voting to accept or reject the Plan pursuant to an order of the Bankruptcy Court shall not be considered “Allowed Claims” hereunder.

1.4 Available Cash: All Cash held by the Debtors on the Effective Date or by the Wind-Down Entity, the Liquidation Trust, or the Remaining Debtors on or after the Effective Date; in each case, after payment, allocation, or reserve in accordance with the Plan for: (a) unpaid or unutilized amounts for either Wind-Down Expenses or Liquidation Trust Funding; and (b) any post-Confirmation reserve requirements of the Wind-Down Entity in connection with the Plan, any agreements, or any Bankruptcy Court orders. For the avoidance of doubt, other than to the extent required by Section 3.7 of the Plan, any Cash that has been reserved on or before the Effective Date in respect of any Noteholders under the DIP Orders, including amounts reserved in respect of adequate protection pursuant to section 3.1.2.4 of the Final DIP Order or any orders approving the sale of a Debtor’s property, no longer will be treated as reserved on such basis on and after the Effective Date.

1.5 Avoidance Actions: Any and all causes of action, claims, remedies, or rights that may be brought by or on behalf of the Debtors or the Estates under Bankruptcy Code sections 542, 544, 547, 548, 549, 550, 551, or 553, or under related state or federal statutes, or pursuant to any

theory or cause of action under common law, regardless whether such action has been commenced prior to the Effective Date.

1.6 Ballot: The ballot form distributed to each Holder of a Claim entitled to vote to accept or reject the Plan.

1.7 Bankruptcy Code: Title 11 of the United States Code, 11 U.S.C. §§ 101-1532, as the same may be amended from time to time to the extent applicable to the Chapter 11 Cases.

1.8 Bankruptcy Court: The United States Bankruptcy Court for the District of Delaware, or in the event such court ceases to exercise jurisdiction over any Chapter 11 Case, such other court or adjunct thereof that exercises jurisdiction over such Chapter 11 Case in lieu of the United States Bankruptcy Court for the District of Delaware.

1.9 Bankruptcy Rules: The Federal Rules of Bankruptcy Procedure promulgated by the Supreme Court of the United States under 28 U.S.C. § 2075, as the same may be amended from time to time to the extent applicable to the Chapter 11 Cases.

1.10 Business Day: Any day other than a Saturday, a Sunday, a “legal holiday” (as defined in Bankruptcy Rule 9006(a)), or any other day on which commercial banks in New York, New York are required or authorized to close by law or executive order.

1.11 Cash: Cash and cash equivalents, including bank deposits, wire transfers, checks representing good funds, and legal tender of the United States of America or instrumentalities thereof.

1.12 Causes of Action: Any and all claims, rights, actions, causes of action, liabilities, obligations, suits, debts, remedies, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, rights of setoff, third-party claims, subordination claims, subrogation claims, contribution claims, reimbursement claims, indemnity claims, counterclaims, and cross claims, damages, or judgments whatsoever, whether known or unknown, reduced to judgment, liquidated or unliquidated, fixed or contingent, matured or unmatured, disputed or undisputed, foreseen or unforeseen, asserted or unasserted, existing or hereafter arising, in law, at equity, by statute, whether for tort, fraud, contract, or otherwise.

1.13 Chapter 11 Cases: The voluntary chapter 11 bankruptcy cases commenced by the Debtors, which are being jointly administered under the case caption *In re Woodbridge Group of Companies, LLC, et al.*, Case No. 17-12560 (KJC) (Bankr. D. Del.).

1.14 Claim: Any “claim,” as defined in Bankruptcy Code section 101(5), against any of the Debtors or against any property of the Debtors.

1.15 Claim Objection Deadline: Subject to extension as set forth in Section 8.2 of the Plan, the date that is the first Business Day that is at least 180 calendar days after the Effective Date. For the avoidance of doubt, the Claim Objection Deadline may be extended one or more times by the Bankruptcy Court.

1.16 Claims Agent: Garden City Group, LLC, the Debtors' court-appointed claims, noticing, and balloting agent.

1.17 Claims Bar Date: As applicable, the Administrative Claims Bar Date, the General Claims Bar Date, the Governmental Claims Bar Date, the SEC Bar Date, any Supplemental Bar Date, or the Rejection Claims Bar Date.

1.18 Class: A category of Claims or Equity Interests designated pursuant to the Plan, or any subclass thereof.

1.19 Class A Liquidation Trust Interests: The Liquidation Trust Interests to be distributed to the Noteholders, the Holders of General Unsecured Claims, and the Unitholders under the Plan.

1.20 Class B Liquidation Trust Interests: The Liquidation Trust Interests to be distributed to the Unitholders under the Plan.

1.21 Closing Date: The date on which all of the Chapter 11 Cases have been closed in accordance with Section 11.21 of the Plan.

1.22 Collateral: Any Estate Asset that is subject to a Lien to secure the payment or performance of a Claim, which Lien is perfected and not subject to avoidance under the Bankruptcy Code or otherwise invalid or unenforceable under the Bankruptcy Code or applicable nonbankruptcy law.

1.23 Committees: Collectively, the Noteholder Committee, the Unitholder Committee, and the Unsecured Creditors' Committee.

1.24 Confirmation: Entry by the Bankruptcy Court of the Confirmation Order.

1.25 Confirmation Hearing: The hearing or hearings held by the Bankruptcy Court to consider confirmation of the Plan as required by Bankruptcy Code section 1128(a), as such hearing may be continued from time to time.

1.26 Confirmation Order: The order of the Bankruptcy Court confirming the Plan pursuant to Bankruptcy Code section 1129 in a form reasonably acceptable to each of the Committees.

1.27 Contingent Claim: Any Claim that is Scheduled or Filed as contingent.

1.28 Contributed Claims: All Causes of Action that a Noteholder or Unitholder has against any Person that is not a Released Party and that are related in any way to the Debtors, their predecessors, their respective affiliates, or any Excluded Parties, including (a) all Causes of Action based on, arising out of, or related to the marketing, sale, and issuance of any Notes or Units; (b) all Causes of Action for unlawful dividend, fraudulent conveyance, fraudulent transfer, voidable transaction, or other avoidance claims under state or federal law; (c) all Causes of Action based on, arising out of, or related to the misrepresentation of any of the Debtors' financial information, business operations, or related internal controls; and (d) all Causes of Action based on, arising out of, or related to any failure to disclose, or actual or attempted cover up or obfuscation of, any of the conduct described in the Disclosure Statement, including in respect of any alleged fraud related thereto.

1.29 Contributing Claimants: The Noteholders and the Unitholders that elect on their Ballots to contribute Contributed Claims to the Liquidation Trust.

1.30 Contributing Claimants Enhancement Multiplier: 105%.

1.31 Corporate Action: Any action, approval, authorization, decision, or other act of any kind that would be necessary on the part of any Person for any corporation, limited liability company, or other Person to in turn act.

1.32 Creditor: Any Holder of a Claim.

1.33 Cure Payment: The payment of Cash or the distribution of other property (as the parties may agree or the Bankruptcy Court may order) that is necessary to cure any and all defaults under an executory contract or unexpired lease so that such contract or lease may be assumed, or assumed and assigned, pursuant to Bankruptcy Code section 1123(b)(2).

1.34 Debtor or Debtors: Individually and collectively, each of the entities listed on **Exhibit 1** hereto, as the same may be amended from time to time.

1.35 Defined Term: Any capitalized term that is defined in this Article I of the Plan.

1.36 DIP Agent: Hankey Capital, LLC in its capacity as agent under the DIP Facility, or its successor thereunder.

1.37 DIP Claims: Any and all Claims held by any DIP Lenders or the DIP Agent arising from or in connection with the DIP Loan Documents or the DIP Orders.

1.38 DIP Facility: That certain \$100 million senior secured superpriority debtor-in-possession financing facility provided by the DIP Lenders on the terms of, and subject to the conditions set forth in, the DIP Loan Agreement and the DIP Orders.

1.39 DIP Lenders: Any lenders under the DIP Facility, solely in their capacity as such.

1.40 DIP Loan Agreement: That certain Loan and Security Agreement dated as of December 7, 2017, as amended, restated, modified, supplemented, or replaced from time to time in accordance with its terms, by and among certain specified Debtors, the DIP Lenders, and the DIP Agent.

1.41 DIP Loan Documents: The DIP Loan Agreement and any amendments, modifications, supplements thereto, as well as any related notes, certificates, agreements, security agreements, documents, and instruments (including any amendments, restatements, supplements, or modifications of any of the foregoing) related to or executed in connection with the DIP Loan Agreement.

1.42 DIP Orders: Collectively, the Final DIP Order and the preceding interim orders entered by the Bankruptcy Court authorizing the applicable Debtors to enter into the DIP Loan Agreement and access the DIP Facility.

1.43 Disallowed Claim: Any Claim that (a) is not Scheduled, or is listed thereon as contingent, unliquidated, disputed, or in an amount equal to zero, and whose Holder failed to timely File a

proof of claim by the applicable Claims Bar Date (unless late filing was permitted by a Bankruptcy Court order), but excluding any Claim that is expressly Allowed by a Final Order or under the Plan; or (b) has been disallowed pursuant to an order of the Bankruptcy Court.

1.44 Disclosure Statement: That certain disclosure statement relating to the Plan, including all exhibits and schedules thereto, as approved by the Bankruptcy Court pursuant to Bankruptcy Code section 1125, as it subsequently may be amended, modified, or supplemented by the Debtors.

1.45 Disclosure Statement Order: The order approving the Disclosure Statement, authorizing the Debtors to solicit acceptances of the Plan, and establishing certain related procedures and deadlines.

1.46 Disputed Claim: Any Claim:

- (a) that is disputed in whole or in part under the Plan; or
- (b) that is asserted by any of the Excluded Parties or any Disputing Claimant, which are Disputed Claims in their entirety and, as such, will have no right to receive any Distributions under the Plan unless and until such Claims are affirmatively Allowed by a Final Order; or
- (c) that
 - (i) is not expressly Allowed by a Final Order or under the Plan; and
 - (ii) as to which a proof of claim is Filed or is deemed Filed as a result of such Claim being Scheduled; and
 - (iii) as to which either:
 - (1) an objection or request for estimation or subordination (A) has been timely Filed within the applicable period of limitations fixed by the Plan, the Bankruptcy Code, the Bankruptcy Rules, or a Final Order under which the applicable period of limitation has expired, and (B) has not been denied by a Final Order or withdrawn; or
 - (2) the Claim Objection Deadline has not passed as to such Claim (unless the Liquidation Trust has determined that it will not object to such Claim).

1.47 Disputing Claimant: Either (a) a Noteholder or Unitholder (other than an Excluded Party) that has disputed the amounts set forth for such Creditor in the Schedule of Principal Amounts and Prepetition Distributions pursuant to the procedures set forth in the Disclosure Statement Order and applicable Ballot; or (b) a Noteholder holding a Non-Debtor Loan Note Claim that has not elected to have such Claim reclassified in Class 3 pursuant to the procedures set forth in the Disclosure Statement Order and applicable Ballot.

1.48 Distribution: Any initial or subsequent issuance, payment, or transfer of consideration made under the Plan.

1.49 Distribution Date: Any date on which a Distribution is made.

1.50 Distribution Record Date: The record date for determining entitlement of Holders of Claims to receive Distributions under the Plan, which date shall be the Effective Date.

1.51 Distribution Reserve: One or more reserves in respect of Contingent Claims, Disputed Claims, or Unliquidated Claims established under the Plan for Liquidation Trust Interests distributable under the Plan with respect to such Claims and amounts payable under the Plan with respect to such Claims or on account of such reserved Liquidation Trust Interests.

1.52 Effective Date: The date that is the first Business Day on which each condition set forth in Article IX of the Plan has been satisfied or waived as set forth therein.

1.53 Equity Interests: All previously issued and outstanding common stock, preferred stock, membership interests, or other ownership interests in any of the Debtors outstanding immediately prior to the Effective Date, including restricted stock, treasury stock, and all options, warrants, calls, rights, puts, awards, commitments, appreciation rights, or any other agreements of any character to convert, exchange, exercise for, or otherwise receive any such common stock, preferred stock, membership interests, or other ownership interests. For the avoidance of doubt, the Unit Claims are not defined, classified, or treated as Equity Interests under the Plan as a result of the comprehensive settlement and compromise to be effected under the Plan.

1.54 Estate Assets: Collectively, (a) any and all right, title, and interest of the Debtors and the Estates in and to property of whatever type or nature, including their books and records and all Avoidance Actions and Causes of Action, as of the Effective Date; and (b) any assets contributed to or recovered by the Liquidation Trust or the Wind-Down Entity on or after the Effective Date.

1.55 Estates: The chapter 11 estates of the Debtors created by Bankruptcy Code section 541(a).

1.56 Exchange Act: The Securities Exchange Act of 1934, as amended.

1.57 Exchange Act Registration: Registration of the Class A Liquidation Trust Interests or the Class B Liquidation Trust Interests, as the case may be, as a class of equity securities under the Exchange Act.

1.58 Excluded Parties: Any prepetition insider of any of the Debtors, any non-debtor affiliates of the Debtors or insider of any such non-debtor affiliates, any prepetition employee of any of the Debtors involved in any way in the marketing or sale of Notes or Units, and any other Person (including any “broker,” salesperson, consultant, affiliated entity, or professional) involved in any way in the marketing or sale of Notes or Units, including those Persons identified on the Schedule of Excluded Parties.

1.59 Exculpated Parties: Collectively, (a) the Debtors, (b) the New Board, (c) the Committees, and (d) each of the preceding’s respective Related Parties; *provided, however*, that the Exculpated Parties shall not include any Excluded Party.

1.60 File, Filed, or Filing: Duly and properly filed with the Bankruptcy Court and reflected on the docket of the Chapter 11 Cases, except with respect to proofs of claim that must be filed with the Claims Agent, in which case “File” or “Filed” means duly and properly filed with the Claims Agent and reflected on the official claims register maintained by the Claims Agent.

1.61 Final Decree: An order entered pursuant to Bankruptcy Code section 350, Bankruptcy Rule 3022, and Local Rule 5009-1 closing the Chapter 11 Cases for the Remaining Debtors.

1.62 Final DIP Order: That certain *Final Order on Debtors’ Motion for Entry of Interim and Final Orders (I) Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 507, and 552 Authorizing Debtors to (A) Obtain Postpetition Secured Financing, (B) Use Cash Collateral, (C) Grant Adequate Protection to Prepetition Secured Parties; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(B) and 4001(C); and (IV Granting Related Relief*, entered on March 8, 2018 [Docket No. 724].

1.63 Final Order: An order or judgment of the Bankruptcy Court entered on the docket of the Chapter 11 Cases:

- (a) that has not been reversed, rescinded, stayed, modified, or amended;
- (b) that is in full force and effect; and
- (c) with respect to which (i) the time to appeal or to seek review, rehearing, remand, or a writ of certiorari has expired and as to which no timely filed appeal or petition for review, rehearing, remand, or writ of certiorari is pending; or (ii) any such appeal or petition has been dismissed or resolved by the highest court to which the order or judgment was appealed or from which review, rehearing, remand, or a writ of certiorari was sought.

For the avoidance of doubt, no order shall fail to be a Final Order solely because of the possibility that a motion pursuant to Bankruptcy Code section 502(j), Rule 59 or Rule 60 of the Federal Rules of Civil Procedure, or Bankruptcy Rules 9023 or 9024 may be or has been filed with respect to such order.

1.64 Fund Debtors: Collectively, Woodbridge Mortgage Investment Fund 1, LLC, Woodbridge Mortgage Investment Fund 2, LLC, Woodbridge Mortgage Investment Fund 3, LLC, Woodbridge Mortgage Investment Fund 3a, LLC, Woodbridge Mortgage Investment Fund 4, LLC, Woodbridge Commercial Bridge Loan Fund 1, LLC, and Woodbridge Commercial Bridge Loan Fund 2, LLC.

1.65 General Claims Bar Date: June 19, 2018.

1.66 General Unsecured Claim: Any unsecured, non-priority Claim asserted against any of the Debtors or the Estates that is not a Note Claim, Subordinated Claim, or Unit Claim including, for the avoidance of doubt, all Rejection Claims, but excluding (a) any Claims arising from any executory contracts or unexpired leases that are assumed during the Chapter 11 Cases and (b) any vendor or other Claims satisfied in the ordinary course of business, as critical-vendor Claims, or pursuant to any other order of the Bankruptcy Court.

1.67 Governmental Claims Bar Date: With respect to each applicable Debtor and other than the SEC Bar Date (if applicable), the date that is set forth in **Exhibit I** to the Bar Date Notice attached to the *Order Establishing Deadlines for Filing Proofs of Claim and Proofs of Interest and Approving the Form and Manner of Notice Thereof* [Docket No. 911].

1.68 Holder: The Person that is the owner of record of a Claim, Equity Interest, or Liquidation Trust Interest, as applicable.

1.69 Impaired: Any Class of Claims or Equity Interests that is impaired within the meaning of Bankruptcy Code section 1124.

1.70 Initial Distribution Fund: Cash in a target range of \$42.5 – \$85.0 million.

1.71 Insured Claim: Any Claim or portion of a Claim (other than a Claim held by an employee of the Debtors for workers' compensation coverage under the workers' compensation program applicable in the particular state in which the employee is employed by the Debtors) that is insured under the Debtors' insurance policies, but only to the extent of such coverage.

1.72 Intercompany Claim: A Claim of one Debtor against another Debtor.

1.73 Intercompany Lien: A Lien securing an Intercompany Claim.

1.74 Lien: Any lien, security interest, pledge, title retention agreement, encumbrance, leasehold, charge, mortgage, or hypothecation to secure payment of a debt or performance of an obligation, other than, in the case of securities and any other equity ownership interests, any restrictions imposed by applicable United States or foreign securities laws.

1.75 Liquidation Trust: A liquidation trust established on the Effective Date for the benefit of the Liquidation Trust Beneficiaries in accordance with the terms of the Plan and the Liquidation Trust Agreement.

1.76 Liquidation Trust Actions: Collectively, all Avoidance Actions and Causes of Action held by the Debtors or the Estates and any Causes of Action that are contributed to the Liquidation Trust as Contributed Claims, in each case as against any Person that is not a Released Party.

1.77 Liquidation Trust Agreement: The agreement substantially in the form Filed in the Plan Supplement and reasonably acceptable to each of the Committees establishing and delineating the terms and conditions of the Liquidation Trust, including the rights and duties of the Liquidation Trustee and the Liquidation Trust Supervisory Board.

1.78 Liquidation Trust Assets: Collectively, (a) the Liquidation Trust Actions, (b) the Liquidation Trust Funding, (c) 100% of the membership interests in the Wind-Down Entity and the Remaining Debtors (and all proceeds and distributions from such entities), (d) Available Cash as of the Effective Date and Available Cash that is possessed by or turned over to the Liquidation Trust after the Effective Date, and (e) other non-real-estate-related assets or entities that may be transferred or otherwise provided, directly or indirectly, to or for the benefit of the

Debtors (after the Petition Date but before the Effective Date) or the Liquidation Trust (on or after the Effective Date) by any Person.

1.79 Liquidation Trust Beneficiary: Each Holder of a Liquidation Trust Interest. Liquidation Trust Interests are to be Distributed to Holders of Allowed Note Claims, Allowed General Unsecured Claims, and Allowed Unit Claims in accordance with Sections 3.4, 3.5, and 3.6 of the Plan.

1.80 Liquidation Trust Expenses: Any and all reasonable fees, costs, and expenses incurred by the Liquidation Trustee not inconsistent with the Plan or the Liquidation Trust Agreement, including the maintenance or disposition of the Liquidation Trust Assets (including Liquidation Trustee fees, indemnity reserves, attorneys' fees, the fees of professionals, and other Persons retained by the Liquidation Trustee, personnel-related expenses, and any taxes imposed on the Liquidation Trust or in respect of the Liquidation Trust Assets), and any other expenses incurred or otherwise payable in accordance with the Liquidation Trust Agreement.

1.81 Liquidation Trust Funding: The Liquidation Trust Seed Funding, any cash collateral or reserves extant as of the Effective Date regarding any Non-Debtor Loan Note Claims, and all Cash required (a) to make payments in accordance with the Plan to Administrative Claims, Professional Fee Claims, Priority Tax Claims, DIP Claims, and Priority Claims; or (b) to fund any other unfunded post-Confirmation reserve requirements of the Liquidation Trust (including Distribution Reserves) in connection with the Plan, any agreements, or any Bankruptcy Court orders. For the avoidance of doubt, other than to the extent required by Section 3.7 of the Plan, any Cash that has been reserved in respect of any Noteholders under the DIP Orders, including amounts reserved in respect of adequate protection pursuant to section 3.1.2.4 of the Final DIP Order or any orders approving the sale of a Debtor's property, no longer will be treated as reserved on such basis on and after the Effective Date.

1.82 Liquidation Trust Indemnified Parties: The Liquidation Trustee, the Liquidation Trust Supervisory Board, the Remaining Debtors Manager, and their respective Related Parties, each in their respective capacity as such.

1.83 Liquidation Trust Interests: Together, the Class A Liquidation Trust Interests and the Class B Liquidation Trust Interests.

1.84 Liquidation Trust Interests Waterfall: On each Distribution Date, the Liquidation Trust shall distribute its Available Cash as follows:

a. The Liquidation Trust shall distribute Available Cash to each Holder of Class A Liquidation Trust Interests Pro Rata based on such Holder's number of Class A Liquidation Trust Interests until the aggregate amount of all Distributions made pursuant to this clause on account of the Class A Liquidation Trust Interests equals the product of (i) the total number of all Class A Liquidation Trust Interests and (ii) \$75.00;

b. Thereafter, the Liquidation Trust shall distribute Available Cash to each Holder of Class B Liquidation Trust Interests Pro Rata based on such Holder's number of Class B Liquidation Trust Interests until the aggregate amount of all Distributions made pursuant to this clause on account of the Class B Liquidation Trust Interests equals the product of (i) the total number of all Class B Liquidation Trust Interests and (ii) \$75.00;

c. Thereafter, the Liquidation Trust shall distribute Available Cash to each Holder of a Liquidation Trust Interest (whether a Class A Liquidation Trust Interest or a Class B Liquidation Trust Interest) Pro Rata based on such Holder's number of Liquidation Trust Interests until the aggregate amount of all Distributions made pursuant to this clause on account of the Liquidation Trust Interests equals an amount equivalent to interest, at a per annum fixed rate of 10%, compounded annually, accrued on the aggregate principal amount of all Net Note Claims, Allowed General Unsecured Claims, and Net Unit Claims outstanding from time to time on or after the first Petition Date (December 4, 2017), treating each Distribution of Available Cash made after the Effective Date pursuant to the immediately preceding two subparagraphs as reductions of such principal amount; and

d. Thereafter, the Liquidation Trust shall distribute Available Cash Pro Rata to the Holders of Allowed Subordinated Claims until such Claims are paid in full, including interest, at a per annum fixed rate of 10% or such higher rate as may be specified in any consensual agreement or order relating to a given Holder, compounded annually, accrued on the principal amount of each Allowed Subordinated Claim outstanding from time to time on or after the first Petition Date (December 4, 2017).

1.85 Liquidation Trust Seed Funding: Cash in the amount of \$5.0 million.

1.86 Liquidation Trust Supervisory Board: A supervisory board for the Liquidation Trust, whose initial members shall be identified at or before the Confirmation Hearing and shall be selected as follows: three (3) individuals nominated by the Unsecured Creditors' Committee, one (1) individual nominated by the Noteholder Committee, and one (1) individual nominated by the Unitholder Committee. If any member of the Liquidation Trust Supervisory Board selected by the Unsecured Creditors' Committee is no longer available for any reason, then the remaining member(s) selected by the Unsecured Creditors' Committee shall select the replacement member(s). If a member of the Liquidation Trust Supervisory Board selected by either the Noteholder Committee or the Unitholder Committee is no longer available for any reason, then the available former members of the Noteholder Committee or Unitholder Committee, as applicable, shall be requested to, and may, select a replacement; *provided, however*, that if no former members of the Noteholder Committee or the Unitholder Committee, as applicable, are reasonably available and willing to make the selection, then the remaining members of the Liquidation Trust Supervisory Board shall select the replacement member(s).

1.87 Liquidation Trustee: Michael Goldberg and any successor thereto appointed pursuant to the Liquidation Trust Agreement, which successor appointment will require approval of the Liquidation Trust Supervisory Board (and, in the case of the proposed removal and replacement of Michael Goldberg, a determination by the Bankruptcy Court that "cause" exists for such removal and replacement using the standard under Bankruptcy Code section 1104 made after notice of such proposed removal and replacement has been provided to the SEC), in each case acting in the capacity as trustee of the Liquidation Trust.

1.88 Local Rules: The Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, as amended from time to time.

1.89 Net Note Claims: 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; provided that, solely as to those Noteholders that are Contributing Claimants,

the resulting difference shall be multiplied by the Contributing Claimants Enhancement Multiplier.

1.90 Net Unit Claims: 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; provided that, solely as to those Unitholders that are Contributing Claimants, the resulting difference shall be multiplied by the Contributing Claimants Enhancement Multiplier.

1.91 New Board: The “New Board” as defined in and approved by that certain order entered by the Bankruptcy Court on January 23, 2018 [Docket No. 357].

1.92 Non-Compensatory Penalty Claims: Any Claim, secured or unsecured, for any fine, penalty, or forfeiture, or for multiple, exemplary, or punitive damages, to the extent such fine, penalty, forfeiture, or damages are not compensation for actual pecuniary loss suffered by the Holder of such Claim.

1.93 Non-Debtor Loan Note Claims: Any Note Claims that are or were purportedly secured by an unreleased assignment or other security interest in any loans or related interests as to which the lender was a Debtor and the underlying borrower actually is or actually was a Person that is not a Debtor to the extent set forth in the Schedule of Non-Debtor Loan Note Claims. The loans to Persons that are not Debtors were made as part of the Debtors’ “Riverdale” segment, as described further in the Disclosure Statement.

1.94 Note Claims: Any and all Claims of a Person holding Notes that arise from or in connection with any Notes.

1.95 Noteholder: A given holder of one or more Notes, after aggregating holdings common to a beneficial natural person owner, natural person joint tenants including after dissolution of marriage by divorce or otherwise, or such holder’s estate, as applicable.

1.96 Noteholder Committee: The Official Ad Hoc Committee of Noteholders appointed in the Chapter 11 Cases as of February 1, 2018, as it may be reconstituted from time to time.

1.97 Notes: Any and all investments, interests, or other rights with respect to any of the Fund Debtors that were styled, marketed, or sold as “notes,” “mortgages,” or “loans.”

1.98 Ordinary Course Professional: Any Ordinary Course Professional, as that term is defined in the *Order Authorizing the Employment and Payment of Professionals Used in the Ordinary Course of Business* [Docket No. 296].

1.99 Ordinary Course Professional Fee Claim: A Claim of an Ordinary Course Professional for compensation or reimbursement of costs and expenses relating to services provided during the period from the Petition Date through and including the Effective Date.

1.100 Other Debtors: All Debtors other than the Fund Debtors.

1.101 Other Secured Claims: Any Secured Claims that are not DIP Claims.

1.102 Outstanding Principal Amount: When used in reference to a Note Claim, an amount equal to the aggregate principal balance outstanding as of the Petition Date on the Notes held by the applicable Noteholder; when used in reference to a Unit Claim, an amount equal to the aggregate principal balance outstanding as of the Petition Date on the Units held by the applicable Unitholder, in each case excluding any purportedly accrued prepetition interest and before reduction for any Prepetition Distributions.

1.103 Person: Any person or organization created or recognized by law, including any association, company, cooperative, corporation, entity, estate, fund, individual, joint stock company, joint venture, limited liability company, partnership, trust, trustee, unincorporated organization, government or any political subdivision thereof, or any other entity or organization of whatever nature.

1.104 Petition Date: (a) December 4, 2017, when used in reference to the 279 Debtors that Filed their voluntary chapter 11 petitions for relief in the Bankruptcy Court on such date; (b) February 9, 2018, when used in reference to the fourteen Debtors that Filed their voluntary chapter 11 petitions for relief in the Bankruptcy Court on such date; (c) March 9, 2018, when used in reference to the two Debtors that Filed their voluntary chapter 11 petitions for relief in the Bankruptcy Court on such date; (d) March 23, 2018, when used in reference to the seven Debtors that Filed their voluntary chapter 11 petitions for relief in the Bankruptcy Court on such date; and (e) March 27, 2018, when used in reference to the four Debtors that Filed their voluntary chapter 11 petitions for relief in the Bankruptcy Court on such date.

1.105 Plan: This *First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and Its Affiliated Debtors* and all exhibits thereto, including the Plan Supplement, as the same may be amended, modified, or supplemented in the Debtors' reasonable discretion after consultation with each of the Committees.

1.106 Plan Supplement: The ancillary documents regarding the implementation and effectuation of the Plan, which will be Filed on or before the date that is seven (7) calendar days prior to the Voting Deadline, as such documents may be amended and supplemented prior to the Confirmation Hearing in the Debtors' reasonable discretion after consultation with each of the Committees.

1.107 Prepetition Distribution: Any consideration, whether or not denominated as "interest," that was transferred at any time prior to the Petition Date from any Person to a Noteholder or a Unitholder on account of any Notes or Units, as applicable, but excluding consideration representing the return or repayment of the principal of any Note or any Unit (which consideration is applied as such prior to determining the Outstanding Principal Amount for the applicable Notes or Units). Unless excluded by the preceding sentence, such consideration shall include any transfers on account of Notes that were converted to Units or Units that were converted to Notes and shall include any transfers, whether or not denominated as "interest," on account of Notes or Units held at any time even if such Unit or Note had been paid or was otherwise no longer existing as of the Petition Date.

1.108 Priority Claim: A Claim that is entitled to priority under Bankruptcy Code section 507(a), other than an Administrative Claim and a Priority Tax Claim.

1.109 Priority Tax Claim: A Claim that is entitled to priority under Bankruptcy Code section 507(a)(8).

1.110 Professional: Any professional (other than an Ordinary Course Professional) employed in the Chapter 11 Cases pursuant to Bankruptcy Code sections 327, 328, 1103, or 1104 or any professional or other Person (in each case, other than an Ordinary Course Professional) seeking compensation or reimbursement of expenses in connection with the Chapter 11 Cases pursuant to Bankruptcy Code section 503(b)(3) or 503(b)(4).

1.111 Professional Fee Claim: A Claim of a Professional for compensation or reimbursement of costs and expenses (or of members of any of the Committees for reimbursement of expenses) relating to services provided during the period from the Petition Date through and including the Effective Date.

1.112 Professional Fee Reserve: The reserve established and funded by the Liquidation Trust pursuant to Section 11.2 of the Plan to provide sufficient funds to satisfy in full all unpaid Allowed Professional Fee Claims.

1.113 Pro Rata: Proportionately so that the ratio of (a) the amount of consideration distributed on account of a particular Allowed Claim or Liquidation Trust Interest to (b) the amount or number of that Allowed Claim or Liquidation Trust Interest, is the same as the ratio of (x) the amount of consideration available for Distribution on account of, as applicable, all Allowed Claims in the Class in which the particular Allowed Claim is included or all applicable Liquidation Trust Interests (*e.g.*, all Liquidation Trust Interests, all Class A Liquidation Trust Interests, or all Class B Liquidation Trust Interests) to (y) as applicable, the amount of all Allowed Claims of that Class or the number of applicable Liquidation Trust Interests, as adjusted to take into account any applicable Distribution Reserves.

1.114 Rejection Claim: Any Claim for monetary damages as a result of the rejection of any prepetition executory contract or unexpired lease, whether rejected pursuant to the Confirmation Order or otherwise.

1.115 Rejection Claims Bar Date: To the extent not previously established by prior order of the Bankruptcy Court, the first Business Day that is at least thirty (30) calendar days after the Effective Date.

1.116 Related Parties: Collectively, all of the respective accountants, agents, assigns, attorneys, bankers, consultants, directors, employees, executors, financial advisors, investment bankers, managers, members, officers, partners, predecessors, principals, professional persons, representatives, and successors of the reference Person; *provided, however*, that the Debtors' Related Parties will be limited to the following Persons: the employees who are employed by the Debtors on the Effective Date; Richard Nevins; Michael Goldberg; M. Freddie Reiss; Frederick Chin; Bradley D. Sharp; Development Specialists, Inc.; Berkeley Research Group LLC; Klee, Tuchin, Bogdanoff & Stern LLP; Young Conaway Stargatt & Taylor LLP; Glaser Weil Fink Howard Avchen & Shapiro LLP; Homer Bonner Jacobs; Musick, Peeler & Garrett LLP; Province, Inc.; and Garden City Group, LLC.

1.117 Released Parties: Collectively, (a) the Debtors, (b) the New Board, (c) the Committees, and (d) each of the preceding's respective Related Parties; *provided, however*, that the Released Parties shall not include any Excluded Party.

1.118 Releasing Parties: Collectively, (a) the Debtors, (b) the Estates, and (c) any Person exercising or seeking to exercise any rights of the Estates (but solely in that capacity), including each of the Committees (but not their individual members), the Wind-Down CEO, the Liquidation Trustee, the Remaining Debtors Manager, and any other successor to the Debtors or any other estate representative that is or could be appointed or selected pursuant to Bankruptcy Code section 1123(b)(3) or otherwise.

1.119 Remaining Debtors: Woodbridge Group of Companies, LLC and Woodbridge Mortgage Investment Fund 1, LLC.

1.120 Remaining Debtors Manager: The Liquidation Trustee, acting in the capacity as manager of the Remaining Debtors.

1.121 Schedule of Assumed Agreements: The schedule of those certain executory contracts and unexpired leases that the Debtors have determined, in the Debtors' reasonable discretion after consultation with each of the Committees, the Debtors may assume and assign on the Effective Date. The initial Schedule of Assumed Agreements will be Filed as part of the initial Plan Supplement, but remains subject to any modifications that may be made prior to the Effective Date pursuant to Section 6.1.1 of the Plan.

1.122 Schedule of Excluded Parties: A non-exclusive schedule to the Disclosure Statement that lists certain of the Excluded Parties.

1.123 Schedule of Non-Debtor Loan Note Claims: A schedule to the Disclosure Statement that lists the Noteholders holding Non-Debtor Loan Note Claims as well as the relevant portions of the Schedule of Principal Amounts and Prepetition Distributions applicable to such Non-Debtor Loan Note Claims.

1.124 Schedule of Principal Amounts and Prepetition Distributions: A schedule to the Disclosure Statement that indicates both the Outstanding Principal Amount and the Prepetition Distributions for each Noteholder and Unitholder that is not an Excluded Party.

1.125 Scheduled: Set forth in the Schedules.

1.126 Schedules: The Schedules of Assets and Liabilities Filed by the Debtors on April 15, 2018 as Docket Nos. 1269-1561, and on April 16, 2018 as Docket Nos. 1564-1576 & 1578, as such Schedules may be amended from time to time in accordance with Bankruptcy Rule 1009.

1.127 SEC: The U.S. Securities and Exchange Commission.

1.128 SEC Bar Date: The date or dates that have been established by Bankruptcy Court order regarding the deadline for Filing of Claims by the SEC, as may be extended by subsequent Bankruptcy Court order. *See* Docket Nos. 1829 & 2273.

1.129 Section 503(b)(9) Claim: A Claim arising under Bankruptcy Code section 503(b)(9) for the value of any goods received by the Debtors within twenty (20) calendar days before the Petition Date and that were sold to the Debtors in the ordinary course of their business.

1.130 Secured Claim: A Claim that is secured by a valid, perfected, and enforceable Lien on property in which the Debtors or the Estates have an interest, which Lien is valid, perfected, and enforceable under applicable law and not subject to avoidance under the Bankruptcy Code or applicable nonbankruptcy law. A Claim is a Secured Claim only to the extent of the value of the Holder's interest in the Debtors' interest in the Collateral or to the extent of the amount subject to setoff against a Cause of Action held by the Debtors, whichever is applicable, and as determined under Bankruptcy Code section 506(a). To the extent that the value of such interest in the Debtors' interest in the subject Collateral or the amount subject to setoff against a Cause of Action held by the Debtors (as applicable) is less than the amount of the Claim which has the benefit of such security or is supported by such setoff right, such portion of the Claim is unsecured and shall be treated as a General Unsecured Claim unless, in any such case, the Class of which the Secured Claim is a part makes a valid and timely election in accordance with Bankruptcy Code section 1111(b) to have such Claim(s) treated as a Secured Claim to the extent Allowed. For the avoidance of doubt, Intercompany Claims and the Standard Note Claims are not defined, classified, or treated as Secured Claims under the Plan as a result of the comprehensive settlement and compromise to be effected under the Plan.

1.131 Securities Act: The Securities Act of 1933, as amended.

1.132 Standard Note Claim: Any Note Claim that is not a Non-Debtor Loan Note Claim.

1.133 Subordinated Claim: Collectively, (a) any Non-Compensatory Penalty Claims and (b) any other Claim that is subordinated to General Unsecured Claims, Note Claims, or Unit Claims pursuant to Bankruptcy Code section 510, a Final Order, or by consent of the Creditor holding such Claim.

1.134 Supplemental Bar Date: Any "Supplemental Bar Date" as defined and established by the *Order Establishing Deadlines for Filing Proofs of Claim and Proofs of Interest and Approving the Form and Manner of Notice Thereof* [Docket No. 911].

1.135 Unimpaired: Any Class of Claims that is not impaired within the meaning of Bankruptcy Code section 1124.

1.136 Uninsured Portion: The portion of any Insured Claim, if any, that is not insured under the Debtors' insurance policies or that is beyond the extent of such coverage.

1.137 Unit Claims: Any and all Claims of a Person holding Units that arise from or in connection with any Units.

1.138 Unitholder: A given holder of one or more Units, after aggregating holdings common to a beneficial natural person owner, natural person joint tenants including after dissolution of marriage by divorce or otherwise, or such holder's estate, as applicable.

1.139 Unitholder Committee: The Official Ad Hoc Committee of Unitholders appointed in the Chapter 11 Cases as of January 23, 2018, as it may be reconstituted from time to time.

1.140 Units: Any and all investments, interests, or other rights with respect to any of the Fund Debtors that were styled, marketed, or sold as “units.”

1.141 Unliquidated Claim: Any Claim that is Scheduled as unliquidated or that was Filed in an unliquidated amount.

1.142 Unsecured Creditors’ Committee: The official committee of unsecured creditors, as contemplated under Bankruptcy Code section 1102, which was appointed in the Chapter 11 Cases as of December 14, 2017, as it may be reconstituted from time to time.

1.143 Unsecured Creditors’ Committee Action: The motion Filed by the Unsecured Creditors’ Committee [Docket No. 920] seeking leave, standing, and authority to prosecute certain Causes of Action on behalf of certain Debtors and their Estates, the draft complaint attached thereto, and any adversary proceeding that is subsequently commenced based on such motion or draft complaint.

1.144 U.S. Trustee: The Office of the United States Trustee for the District of Delaware.

1.145 Voting Deadline: The date and time by which all Ballots to accept or reject the Plan must be received in order to be counted under the Disclosure Statement Order.

1.146 Wind-Down Assets: Collectively, (a) all Estate Assets other than the Liquidation Trust Assets and (b) other real-estate-related assets or entities that may be transferred or otherwise provided, directly or indirectly, to or for the benefit of the Debtors (after the Petition Date but before the Effective Date) or the Wind-Down Entity (on or after the Effective Date) by any Person.

1.147 Wind-Down Board: The board of directors of the Wind-Down Entity, which will initially consist of Richard Nevins, M. Freddie Reiss, and the Wind-Down CEO.

1.148 Wind-Down CEO: Frederick Chin or his successor.

1.149 Wind-Down Claim Expenses: All Cash required to make payments in accordance with the Plan to Holders of Other Secured Claims and to counterparties to executory contracts and unexpired leases that are assumed and assigned to the Wind-Down Entity under the Plan or otherwise assumed and assigned pursuant to a Final Order.

1.150 Wind-Down Entity: A Delaware limited liability company established on the Effective Date and named “Woodbridge Wind-Down Entity LLC” in which all Wind-Down Assets will be vested and administered by the Wind-Down CEO, subject to the supervision and oversight of the Wind-Down Board and the Liquidation Trustee.

1.151 Wind-Down Expenses: Any and all reasonable fees, costs, and expenses incurred by the Wind-Down Entity not inconsistent with the Plan or the Wind-Down Governance Agreement, including (i) any administrative fees; (ii) attorneys’ or other professionals’ fees and expenses of the Wind-Down Entity; (iii) insurance fees or premiums; (iv) taxes; (v) escrow expenses; (vi) costs associated with any maintenance, liquidation, and administration as part of the wind down of the Debtors; (vii) Wind-Down Claim Expenses; and (viii) costs to maintain, develop, improve, or insure any Wind-Down Assets while they are held for sale or otherwise liquidated,

and any other expenses incurred or otherwise payable in accordance with the Wind-Down Governance Agreement.

1.152 Wind-Down Governance Agreement: An agreement substantially in the form Filed in the Plan Supplement and reasonably acceptable to each of the Committees delineating the rights of the Liquidation Trust and the Liquidation Trust Supervisory Board based on the Liquidation Trust's 100% ownership of the Wind-Down Entity.

1.153 Wind-Down Indemnified Parties: The Wind-Down CEO, the Wind-Down Board, and their respective Related Parties, each in their respective capacity as such.

ARTICLE II

CLASSIFICATION OF CLAIMS AND EQUITY INTERESTS

2.1 Summary and Classification of Claims. This Section classifies Claims – except for Administrative Claims, Professional Fee Claims, Priority Tax Claims, and DIP Claims, which are not classified – for all purposes, including confirmation, Distributions, and voting. A Claim is classified in a particular Class only to the extent that the Claim falls within the Class description. To the extent that part of a Claim falls within a different Class description, that part of the Claim is classified in that different Class. The following table summarizes the Classes of Claims under the Plan:

CLASS	DESCRIPTION	IMPAIRED/ UNIMPAIRED	VOTING STATUS
None	Administrative Claims	Unimpaired	Not Entitled to Vote
None	Professional Fee Claims	Unimpaired	Not Entitled to Vote
None	Priority Tax Claims	Unimpaired	Not Entitled to Vote
None	DIP Claims	Unimpaired	Not Entitled to Vote
Class 1	Other Secured Claims ³	Unimpaired	Not Entitled to Vote (deemed to accept)
Class 2	Priority Claims	Unimpaired	Not Entitled to Vote (deemed to accept)
Class 3	Standard Note Claims	Impaired	Entitled to Vote
Class 4	General Unsecured Claims	Impaired	Entitled to Vote

³ For voting purposes and to comply with Bankruptcy Code section 1122(a), each Allowed Other Secured Claim shall be deemed to be in its own subclass (unless such Holder shares the same Lien on Collateral with a different Holder of another Other Secured Claim, in which case such Claims shall be deemed to be included together in the same subclass).

CLASS	DESCRIPTION	IMPAIRED/ UNIMPAIRED	VOTING STATUS
Class 5	Unit Claims	Impaired	Entitled to Vote
Class 6	Non-Debtor Loan Note Claims	Impaired	Entitled to Vote
Class 7	Subordinated Claims	Impaired	Not Entitled to Vote (deemed to reject)
Class 8	Equity Interests	Impaired	Not Entitled to Vote (deemed to reject)

NOTWITHSTANDING ANY OTHER TERM OR PROVISION OF THE PLAN, NO DISTRIBUTIONS WILL BE MADE ON ACCOUNT OF ANY CLAIM THAT IS NOT AN ALLOWED CLAIM AND NO RIGHTS WILL BE RETAINED ON ACCOUNT OF ANY CLAIM THAT IS A DISALLOWED CLAIM.

2.2 Classification & Voting Controversies.

(a) If a controversy arises regarding whether any Claim is properly classified under the Plan, then the Bankruptcy Court shall, upon proper motion and notice, determine such controversy at the Confirmation Hearing.

(b) If the Bankruptcy Court finds that the classification of any Claim is improper, then such Claim shall be reclassified and the Ballot previously cast by the Holder of such Claim shall be counted in, and the Claim shall receive the treatment prescribed in, the Class in which the Bankruptcy Court determines such Claim should have been classified, without the necessity of resoliciting any votes on the Plan.

ARTICLE III

TREATMENT OF CLAIMS AND EQUITY INTERESTS

3.1 Unclassified Claims.

3.1.1 Administrative Claims. Except as otherwise provided for herein, and subject to the requirements of the Plan, on or as soon as reasonably practicable after the later of (i) the Effective Date and (ii) thirty (30) calendar days following the date on which an Administrative Claim becomes an Allowed Administrative Claim, the Holder of such Allowed Administrative Claim shall receive, in full satisfaction, settlement, and release of and in exchange for such Allowed Administrative Claim, (a) Cash equal to the unpaid portion of such Allowed Administrative Claim or (b) such other less favorable treatment as to which such Holder and the Liquidation Trust shall have agreed upon in writing.

3.1.2 Professional Fee Claims. Professional Fee Claims shall be paid as set forth in Section 11.2 of the Plan.

3.1.3 Priority Tax Claims. In full satisfaction, settlement, and release of and in exchange for such Claims, Allowed Priority Tax Claims shall be paid, at the Liquidation Trust's option, as follows: (a) Cash equal to the unpaid portion of such Allowed Priority Tax Claim on the later of the Effective Date and thirty (30) calendar days following the date on which such Priority Tax Claim becomes an Allowed Priority Tax Claim; (b) in regular installment payments in Cash over a period not exceeding five (5) years after the Petition Date, plus interest on the unpaid portion thereof at the rate determined under applicable nonbankruptcy law as of the calendar month in which the Effective Date occurs (*provided* that such election shall be without prejudice to the right to prepay any such Allowed Priority Tax Claim in full or in part without penalty); or (c) such other treatment as to which the Holder of an Allowed Priority Tax Claim and the Liquidation Trust shall have agreed upon in writing.

3.1.4 DIP Claims. Subject to the DIP Orders, on the Effective Date, the DIP Claims shall be deemed to be Allowed in the full amount due and owing under the DIP Facility as of the Effective Date, if any. On the Effective Date, any outstanding DIP Claims shall be indefeasibly paid in full in Cash and the Debtors' rights and obligations under the DIP Facility shall be cancelled.

3.2 Class 1: Other Secured Claims.

Class 1 consists of all Other Secured Claims. Class 1 is Unimpaired under the Plan.

The legal, equitable, and contractual rights of Holders of Allowed Class 1 Claims are unaltered by the Plan, and, notwithstanding substantive consolidation of the Debtors and vesting of the Wind-Down Assets in the Wind-Down Entity, the Liens of the Holders of Allowed Class 1 Claims will continue to attach to their respective Collateral, provided that all such Claims shall remain subject to any and all defenses, counterclaims, and setoff or recoupment rights with respect thereto. Unless the Wind-Down Entity and the Holder of an Allowed Class 1 Claim agree to other treatment, on or as soon as is reasonably practicable after the Effective Date, each Holder of an Allowed Class 1 Claim shall receive, at the Wind-Down Entity's option: (i) Cash from the Wind-Down Entity in the Allowed amount of such Holder's Allowed Class 1 Claim; or (ii) the return by the Wind-Down Entity of the Collateral securing such Allowed Class 1 Claim, without representation or warranty by any Person (and without recourse against any Person regarding such Other Secured Claim); or (iii) (A) the cure of any default, other than a default of the kind specified in Bankruptcy Code section 365(b)(2), that Bankruptcy Code section 1124(2) requires to be cured, with respect to such Holder's Allowed Class 1 Claim, without recognition of any default rate of interest or similar penalty or charge, and upon such cure, no default shall exist; (B) the reinstatement of the maturity of such Allowed Class 1 Claim as the maturity existed before any default, without recognition of any default rate of interest or similar penalty or charge; and (C) retention of its unaltered legal, equitable, and contractual rights with respect to such Allowed Class 1 Claim, including through the retention of any associated Lien on the Collateral securing such Allowed Class 1 Claim.

The Bankruptcy Court shall retain jurisdiction and power to determine the amount necessary to satisfy any Allowed Class 1 Claim for which treatment is elected under clause (i) or clause (iii) of the immediately foregoing paragraph. With respect to any Allowed Class 1 Claim for which treatment is elected under clause (i), any Holder of such Allowed Class 1 Claim shall release (and by the Confirmation Order shall be deemed to release) all Liens against any Estate

Assets. Notwithstanding anything else in the Plan, the Holders of Allowed Class 1 Claims will have no right to receive any Distribution from, or otherwise share in, any of the Liquidation Trust Assets.

3.3 Class 2: Priority Claims.

Class 2 consists of all Priority Claims. Class 2 is Unimpaired under the Plan.

On, or as soon as reasonably practicable after, the later of (i) the Effective Date and (ii) the date on which a Priority Claim becomes payable pursuant to and as specified by an order of the Bankruptcy Court, the Holder of such Allowed Priority Claim shall receive, in full satisfaction, settlement, and release of and in exchange for such Allowed Priority Claim, either (a) Cash from the Liquidation Trust equal to the unpaid portion of such Allowed Priority Claim or (b) such other less favorable treatment from the Liquidation Trust to which such Holder and the Liquidation Trust shall have agreed upon in writing.

3.4 Class 3: Standard Note Claims.

Class 3 consists of all Standard Note Claims, as well as those Non-Debtor Loan Note Claims that are reclassified in Class 3 pursuant to Section 3.7 of the Plan. Class 3 is Impaired under the Plan.

In full satisfaction, settlement, and release of and in exchange for such Claims, the Holders of Allowed Class 3 Claims will receive on or as soon as reasonably practicable after the Effective Date, one (1) Class A Liquidation Trust Interest for each \$75.00 of Net Note Claims held by the applicable Noteholder with respect to its Allowed Note Claims (any resulting fractional Class A Liquidation Trust Interests will be rounded to the nearest hundredth of such Liquidation Trust Interest with five thousandths thereof rounded up to the next hundredth). As set forth more fully in Section 5.4.10 of the Plan, subsequent Distributions of Cash on account of the Class A Liquidation Trust Interests will be made by the Liquidation Trust in accordance with the Liquidation Trust Interests Waterfall.

The treatment of the Standard Note Claims under the Plan is not intended to and will not reduce, impair, satisfy, limit, or otherwise affect any rights that any Noteholder may have against any Person that is not a Released Party (including those rights that may be included in the Contributed Claims and contributed to the Liquidation Trust by making the Ballot election described below).

Each Holder of a Standard Note Claim may agree, by electing on its Ballot, to contribute its Contributed Claims to the Liquidation Trust. By electing such option on its Ballot, the Noteholder agrees that, subject to the occurrence of the Effective Date and the formation of the Liquidation Trust, it will be deemed, without further action, (i) to have contributed its Contributed Claims to the Liquidation Trust and (ii) to have agreed to execute any documents reasonably requested to memorialize such contribution. The relative share of Liquidation Trust recoveries for any so electing Noteholder in respect of its Class 3 Claim will be enhanced by having the amount that otherwise would be its Net Note Claim increased by the Contributing Claimants Enhancement Multiplier. Noteholders also may choose to make such election because aggregating all Contributed Claims and similar Liquidation Trust Actions may enable the pursuit and settlement of such litigation claims in a more efficient and effective manner.

3.5 Class 4: General Unsecured Claims.

Class 4 consists of all General Unsecured Claims. Class 4 is Impaired under the Plan.

In full satisfaction, settlement, and release of and in exchange for such Claims, the Holders of Allowed Class 4 Claims will receive on or as soon as reasonably practicable after the Effective Date, one (1) Class A Liquidation Trust Interest for each \$75.00 of Allowed General Unsecured Claims held by the applicable Creditor (any resulting fractional Class A Liquidation Trust Interests will be rounded to the nearest hundredth of such Liquidation Trust Interest with five thousandths thereof rounded up to the next hundredth). As set forth more fully in Section 5.4.10 of the Plan, subsequent Distributions of Cash on account of the Class A Liquidation Trust Interests will be made by the Liquidation Trust in accordance with the Liquidation Trust Interests Waterfall.

3.6 Class 5: Unit Claims.

Class 5 consists of all Unit Claims. Class 5 is Impaired under the Plan.

In full satisfaction, settlement, and release of and in exchange for such Claims, the Holders of Allowed Unit Claims will receive on or as soon as reasonably practicable after the Effective Date, 0.725 Class A Liquidation Trust Interests and 0.275 Class B Liquidation Trust Interests for each \$75.00 of Net Unit Claims held by the applicable Unitholder with respect to its Allowed Unit Claims (any resulting fractional Class A Liquidation Trust Interests or Class B Liquidation Trust Interests will be rounded to the nearest hundredth of such Liquidation Trust Interest with five thousandths thereof rounded up to the next hundredth). As set forth more fully in Section 5.4.10 of the Plan, subsequent Distributions of Cash on account of the Class A Liquidation Trust Interests and the Class B Liquidation Trust Interests will be made by the Liquidation Trust in accordance with the Liquidation Trust Interests Waterfall.

The treatment of the Unit Claims under the Plan is not intended to and will not reduce, impair, satisfy, limit, or otherwise affect any rights that any Unitholder may have against any Person that is not a Released Party (including those rights that may be included in the Contributed Claims and contributed to the Liquidation Trust by making the Ballot election described below).

Each Holder of a Unit Claim may agree, by electing on its Ballot, to contribute its Contributed Claims to the Liquidation Trust. By electing such option on its Ballot, the Unitholder agrees that, subject to the occurrence of the Effective Date and the formation of the Liquidation Trust, it will be deemed, without further action, (i) to have contributed its Contributed Claims to the Liquidation Trust and (ii) to have agreed to execute any documents reasonably requested to memorialize such contribution. The relative share of Liquidation Trust recoveries for any so electing Unitholder will be enhanced by having the amount that otherwise would be its Net Unit Claim increased by the Contributing Claimants Enhancement Multiplier. Unitholders also may choose to make such election because aggregating all Contributed Claims and similar Liquidation Trust Actions may enable the pursuit and settlement of such litigation claims in a more efficient and effective manner.

3.7 **Class 6: Non-Debtor Loan Note Claims.**

Class 6 consists of all Non-Debtor Loan Note Claims. Class 6 is Impaired under the Plan.

The Debtors dispute that any Non-Debtor Loan Note Claim is actually secured by a perfected Lien, and no Class 6 Claim will be Allowed in any respect under the Plan. Instead, the Liquidation Trust may litigate against any Disputing Claimant holding a Non-Debtor Loan Note Claim (i) any disputes about the secured or unsecured status, amount, and priority of such Non-Debtor Loan Note Claim; (ii) any Liquidation Trust Actions that may exist against such Noteholder; and (iii) any other matters pertaining to such Noteholder's rights vis-à-vis the Debtors or the Estates. In order to settle and avoid such potential litigation, each Class 6 Ballot will provide an opportunity for the applicable Noteholder to affirmatively consent to reclassification of its Claim as a Class 3 Claim, whereupon (a) such Claim will be treated as if such Claim had always been part of Class 3 and based on the applicable amounts in the Schedule of Principal Amounts and Prepetition Distributions, to which amounts the applicable Noteholder will have agreed and be bound; and (b) the applicable Noteholder will have agreed to release (and by the Confirmation Order shall be deemed to release) all asserted Liens against any Estate Assets.

If the Bankruptcy Court determines in a Final Order that any given Holder of a Class 6 Claim holds a valid Secured Claim, then in full satisfaction, settlement, and release of and in exchange for such Claim, such Holder will receive on or as soon as is reasonably practicable after the date of such determination Cash from the Liquidation Trust in the amount of such Holder's Allowed Class 6 Claim to the extent such Allowed Claim is a Secured Claim, with post-Confirmation interest thereon at the applicable contract rate, and any Holder of such Allowed Class 6 Claim shall release (and by the Confirmation Order shall be deemed to release) all Liens against any Estate Assets.

If the Bankruptcy Court determines in a Final Order that any given Holder of a Class 6 Claim does not hold a valid Secured Claim, then in full satisfaction, settlement, and release of and in exchange for such Claim, such Claim shall automatically be reclassified as a Class 3 Claim and such Claim will be treated as if such Claim had always been part of Class 3 and based on the Outstanding Principal Amounts and Prepetition Distributions that are determined by the Bankruptcy Court regarding such Noteholder, including, if applicable, after taking into account any Liquidation Trust Actions that the Liquidation Trust may pursue against the particular Disputing Claimant (as to which all rights of the Liquidation Trust are reserved).

If the Liquidation Trust and any given Holder of a Class 6 Claim reach an agreement regarding the treatment of such Holder's Claim that eliminates the need for the Bankruptcy Court to make the determination contemplated by the preceding two paragraphs, then in full satisfaction, settlement, and release of and in exchange for such Claim, such Claim shall receive the treatment that is agreed between the Liquidation Trust and such Holder.

The treatment of the Non-Debtor Loan Note Claims under the Plan is not intended to and will not reduce, impair, satisfy, limit, or otherwise affect any rights that any Noteholder may have against any Person that is not a Released Party (including those rights that may be included in the Contributed Claims and contributed to the Liquidation Trust by making the Ballot election described below).

Each Holder of a Non-Debtor Loan Note Claim may agree, by electing on its Ballot, to contribute its Contributed Claims to the Liquidation Trust. By electing such option on its Ballot, the Noteholder agrees that, subject to the occurrence of the Effective Date and the formation of the Liquidation Trust, it will be deemed, without further action, (i) to have contributed its Contributed Claims to the Liquidation Trust and (ii) to have agreed to execute any documents reasonably requested to memorialize such contribution. The relative share of Liquidation Trust recoveries for any so electing Noteholder, to the extent that its Claim is classified and treated as a Class 3 Claim, will be enhanced by having the amount that otherwise would be its Net Note Claim increased by the Contributing Claimants Enhancement Multiplier. Noteholders also may choose to make such election because aggregating all Contributed Claims and similar Liquidation Trust Actions may enable the pursuit and settlement of such litigation claims in a more efficient and effective manner.

3.8 Class 7: Subordinated Claims.

Class 7 consists of all Subordinated Claims. Class 7 is Impaired under the Plan.

The Holders of Allowed Subordinated Claims will retain a residual right to receive Cash that remains in the Liquidation Trust after the final administration of all Liquidation Trust Assets and the complete satisfaction of all senior payment rights within the Liquidation Trust Interests Waterfall. The Debtors have determined not to solicit the votes of the Holders of any Class 7 Claims, and such Holders shall be deemed to have rejected the Plan and, therefore, such Holders are not entitled to vote on the Plan.

3.9 Class 8: Equity Interests.

Class 8 consists of all Equity Interests. Class 8 is Impaired under the Plan.

As of the Effective Date, all Equity Interests shall be deemed void, cancelled, and of no further force and effect. On and after the Effective Date, Holders of Equity Interests shall not be entitled to, and shall not receive or retain any property or interest in property under the Plan on account of such Equity Interests. Class 8 is deemed to have rejected the Plan and, therefore, Holders of Equity Interests are not entitled to vote on the Plan.

3.10 Special Provisions Regarding Insured Claims.

(a) Any Allowed General Unsecured Claim with respect to an Insured Claim shall be limited to the Uninsured Portion of such Claim, provided such Claims have been timely Filed by the applicable Claims Bar Date.

(b) If there is insurance purchased by or otherwise applicable to the Debtors, any Person with rights against or under the applicable insurance policy, including the Wind-Down Entity, the Liquidation Trust, and Holders of Insured Claims, may pursue such rights.

(c) Nothing in this Section 3.10 shall constitute a waiver of any Causes of Action the Debtors, the Estates, the Wind-Down Entity, or the Liquidation Trust may hold against any Person, including the Debtors' insurance carriers; and nothing in this Section 3.10 is intended to, shall, or shall be deemed to preclude any Holder of an Insured Claim from seeking or obtaining a

distribution or other recovery from any insurer of the Debtors in addition to (but not in duplication of) any Distribution such Holder may receive under the Plan; *provided, however*, that the Debtors, the Wind-Down Entity, and the Liquidation Trust do not waive, and expressly reserve their rights to assert that any insurance coverage is property of the Estates to which they are entitled.

(d) The Plan shall not expand the scope of, or alter in any other way, the rights and obligations of the Debtors' insurers under their policies, and the Debtors' insurers shall retain any and all defenses to coverage that such insurers may have, including the right to contest or litigate with any Person the existence, primacy, or scope of available coverage under any allegedly applicable policy. The Plan shall not operate as a waiver of any other Claims the Debtors' insurers have asserted or may assert in any proof of claim or of any objections or defenses to any such Claims.

3.11 Comprehensive Settlement of Claims and Controversies.

3.11.1 Generally. Pursuant to Bankruptcy Code sections 1123(a)(5), 1123(b)(3), and 1123(b)(6), as well as Bankruptcy Rule 9019, and in consideration for the Distributions and other benefits provided under the Plan, the provisions of the Plan will constitute a good faith compromise and settlement of all claims and controversies relating to the rights that a Holder of a Claim or an Equity Interest may have against any Debtor with respect to any Claim, Equity Interest, or any Distribution on account thereof, as well as of all potential Intercompany Claims, Intercompany Liens, and Causes of Action against any Debtor, including the Unsecured Creditors' Committee Action. The entry of the Confirmation Order will constitute the Bankruptcy Court's approval, as of the Effective Date, of the compromise or settlement of all such claims or controversies and the Bankruptcy Court's finding that all such compromises or settlements are (i) in the best interest of the Debtors, the Estates, and their respective property and stakeholders; and (ii) fair, equitable, and reasonable. This comprehensive compromise and settlement is a critical component of the Plan and is designed to provide a resolution of myriad disputed intercompany and intercreditor Claims, Liens, and Causes of Action that otherwise could take years to resolve, which would delay and undoubtedly reduce the Distributions that ultimately would be available for all Creditors.

3.11.2 Implementing Settlement Elements. Pursuant to the comprehensive compromise and settlement negotiated by the Debtors and the Committees, the Plan effectuates, among other things, the following:

- (a) On the Effective Date, unless held by Excluded Parties or Disputing Claimants (in which case such Claims are Disputed Claims), all Class 3 Standard Note Claims and all Class 5 Unit Claims are deemed Allowed under the Plan as set forth in the Schedule of Principal Amounts and Prepetition Distributions;
- (b) To the extent, and only to the extent, a Claim is Allowed by subparagraph (a) above, the following Liquidation Trust Actions are waived and released as to the applicable Noteholder or Unitholder (that is not a Disputing Claimant): (i) Liquidation Trust Actions to avoid or recover a Prepetition Distribution with respect to the subject Allowed Claim and (ii) Liquidation Trust Actions to avoid or recover a Debtor's prepetition payment of consideration representing the return or repayment of the principal of any Note or any Unit (which consideration is applied as such prior to determining the

Outstanding Principal Amount for the Notes or Units relevant to the applicable Allowed Claim);

(c) In accordance with Section 5.8 of the Plan, subject to the rights of Allowed Other Secured Claims, the Fund Debtors will be substantively consolidated into Woodbridge Mortgage Investment Fund 1, LLC and the Other Debtors will be substantively consolidated into Woodbridge Group of Companies, LLC;

(d) The Holders of Allowed Claims in Class 3 (Standard Note Claims), Class 4 (General Unsecured Claims), Class 5 (Unit Claims), and Class 6 (Non-Debtor Loan Note Claims) will receive the treatment provided for such Holders under the Plan;

(e) The Liquidation Trust will be created to most effectively and efficiently pursue the Liquidation Trust Actions for the collective benefit of all the Liquidation Trust Beneficiaries (as well as to own the membership interests of the Wind-Down Entity, establish and hold the Distribution Reserves, and receive and distribute to Noteholders, Holders of General Unsecured Claims, and Unitholders holding Liquidation Trust Interests the net proceeds of the liquidation of Wind-Down Assets by the Wind-Down Entity remaining after payment of Wind-Down Expenses, Liquidation Trust Expenses, and certain other Claims, all in accordance with the Plan);

(f) Findings will be sought in the Confirmation Order that (i) beginning no later than July 2012 through December 1, 2017, Robert H. Shapiro used his web of more than 275 limited liability companies, including the Debtors, to conduct a massive Ponzi scheme raising more than \$1.22 billion from over 8,400 unsuspecting investors nationwide; (ii) the Ponzi scheme involved the payment of purported returns to existing investors from funds contributed by new investors; and (iii) the Ponzi scheme was discovered in December 2017; and

(g) Any Intercompany Claims that could be asserted by one Debtor against another Debtor will be extinguished immediately before the Effective Date with no separate recovery on account of any such Claims and any Intercompany Liens that could be asserted by one Debtor regarding any Estate Assets owned by another Debtor will be deemed released and discharged on the Effective Date; *provided, however*, that solely with respect to any Secured Claim of a non-debtor as to which the associated Lien would be junior to any Intercompany Lien, the otherwise released Intercompany Claim and associated Intercompany Lien will be preserved for the benefit of, and may be asserted by, the Liquidation Trust as to any Collateral that is Cash and, otherwise, the Wind-Down Entity so as to retain the relative priority and seniority of such Intercompany Claim and associated Intercompany Lien.

ARTICLE IV

ACCEPTANCE OR REJECTION OF THE PLAN

4.1 Impaired Class of Claims Entitled to Vote. Only the votes of Holders of Allowed Claims in Class 3, Class 4, Class 5, and Class 6 shall be solicited with respect to the Plan.

4.2 Acceptance by an Impaired Class. In accordance with Bankruptcy Code section 1126(c), and except as provided in Bankruptcy Code section 1126(e), the Holders of Claims in any Class entitled to vote on the Plan shall have accepted the Plan if the Plan is accepted by the Holders of at least two-thirds ($\frac{2}{3}$) in dollar amount and more than one-half ($\frac{1}{2}$) in number of the Allowed Claims in such Class that have timely and properly voted to accept or reject the Plan.

4.3 Presumed Acceptances by Unimpaired Classes. Class 1 and Class 2 are Unimpaired under the Plan. Under Bankruptcy Code section 1126(f), the Holders of Claims in such Unimpaired Classes are conclusively presumed to have accepted the Plan, and, therefore, the votes of such Holders shall not be solicited.

4.4 Impaired Classes Deemed to Reject Plan. The Debtors have determined not to solicit the votes of Holders of any Claims in Class 7, and such Holders shall be deemed to have rejected the Plan and, therefore, such Holders are not entitled to vote on the Plan. Holders of Equity Interests in Class 8 are not entitled to receive or retain any property or interests in property under the Plan. Under Bankruptcy Code section 1126(g), such Holders are deemed to have rejected the Plan, and, therefore, the votes of such Holders shall not be solicited.

4.5 Modifications of Votes. Following the Voting Deadline, no Creditors entitled to vote on the Plan will be able to change their votes cast on the Plan or any attendant elections or preferences without the written consent of the Debtors, which consent may be given or withheld in the Debtors' reasonable discretion after consultation with each of the Committees.

4.6 Confirmation Pursuant to Bankruptcy Code Section 1129(b). Because at least one Impaired Class is deemed to have rejected the Plan, the Debtors will and hereby request confirmation of the Plan under Bankruptcy Code section 1129(b). The Debtors reserve the right to alter, amend, modify, revoke, or withdraw the Plan, the Plan Supplement, or any schedule or exhibit, including to amend or modify it to satisfy the requirements of Bankruptcy Code section 1129(b), if necessary.

4.7 Elimination of Vacant Classes. Any Class of Claims or Equity Interests that does not contain, as of the date of the commencement of the Confirmation Hearing, a Holder of an Allowed Claim, or a Holder of a Claim temporarily allowed under Bankruptcy Rule 3018, shall be deemed deleted from the Plan for purposes of determining acceptance of the Plan by such Class under Bankruptcy Code section 1129(a)(8).

4.8 Severability of Joint Plan. This Plan represents a joint plan comprised of individual plans for each of the Debtors. As further discussed in Section 11.6 of the Plan, the Debtors may alter, amend, or modify this Plan at or before the Confirmation Hearing, including to remove one or more Debtors from this Plan, in the Debtors' reasonable discretion after consultation with each of the Committees.

ARTICLE V

IMPLEMENTATION OF THE PLAN

5.1 Implementation of the Plan. The Plan will be implemented by various acts and transactions as set forth in the Plan, including, among other things, the establishment of the Wind-Down Entity and the Liquidation Trust, the appointment of the Wind-Down CEO, the

Liquidation Trustee, and the Remaining Debtors Manager, and the making of Distributions by the Liquidation Trust and, as applicable, the Wind-Down Entity in accordance with the Plan.

5.2 Streamlining of the Debtors' Corporate Affairs.

5.2.1 Debtors' Existing Directors, Officers, and Managers. On the Effective Date, each of the Debtors' existing directors, officers, and managers shall be terminated automatically without the need for any Corporate Action and without the need for any corporate or limited liability company filings, and shall have no ongoing rights against or obligations to the Debtors or the Estates, including under any applicable prepetition agreements (all of which will be deemed terminated). On the Effective Date, the Wind-Down CEO shall succeed to all such powers as would have been applicable to the Debtors' officers and managers in respect of all Wind-Down Assets and the Liquidation Trustee shall succeed to all such powers as would have been applicable to the Debtors' officers and managers in respect of all Liquidation Trust Assets; *provided, however*, that the Wind-Down CEO and the Liquidation Trustee may continue to consult with or employ the Debtors' former directors, officers, employees, and managers to the extent required to comply with applicable law or contractual provisions regarding the Debtors.

5.2.2 The Remaining Debtors Pending the Closing of the Cases. Each Remaining Debtor shall continue in existence after the Effective Date as a post-Effective-Date entity for the purposes of ensuring, among other things, that Creditors will obtain the benefits of any allegedly transfer-restricted assets. Without the need for any Corporate Action and without the need for any corporate or limited liability company filings, (a) all Equity Interests of the Remaining Debtors issued and outstanding immediately before the Effective Date shall be automatically cancelled and extinguished on the Effective Date and (b) as of the Effective Date, new membership interests of each Remaining Debtor, representing all of the issued and outstanding membership interests of each such Remaining Debtor, shall be issued to the Liquidation Trust, which new membership interests so issued shall be deemed to have been offered and sold to the Liquidation Trust in reliance on the exemption from registration under the Securities Act afforded by section 4(a)(2) thereof. On and after the Effective Date, each Remaining Debtor will be a wholly-owned subsidiary of the Liquidation Trust, and the Liquidation Trust may expend with respect to such Remaining Debtor such amounts as the Liquidation Trust determines is appropriate, in its discretion. The sole manager of each Remaining Debtor shall be the Remaining Debtors Manager. The Remaining Debtors Manager's rights and powers with respect to operations, employment, compensation, indemnity, and exculpation as to each Remaining Debtor shall, to the greatest extent possible, be the same as its rights and powers as Liquidation Trustee in connection with the Liquidation Trust, and the Remaining Debtors Manager may take such steps as appropriate to maintain the good standing of the applicable Remaining Debtor. Until a Remaining Debtor is dissolved, all cash or property received by the Remaining Debtor, gross or net of any expenses of the Remaining Debtor incurred after the Effective Date, shall be transferred to the Liquidation Trust. Each Remaining Debtor (a) shall have the Liquidation Trust as its sole member and the Liquidation Trust shall be deemed to be admitted as a member of each Remaining Debtor on the Effective Date, (b) shall be treated as a disregarded entity for income tax purposes, (c) shall have a purpose consistent with the purpose of the Liquidation Trust as set forth in Section 5.4.4 of the Plan, and (d) shall be subject to the same limitations imposed on the Liquidation Trustee under the terms of this Plan and the Liquidation Trust Agreement.

5.2.3 Dissolution of the Debtors. On the Effective Date, each of the Debtors other than the Remaining Debtors will be dissolved automatically without the need for any Corporate Action, without the need for any corporate or limited liability company filings, and without the need for any other or further actions to be taken by or on behalf of such dissolving Debtor or any other Person or any payments to be made in connection therewith; *provided, however*, that the Liquidation Trust may in its discretion file any certificates of cancellation as may be appropriate in connection with dissolution of any Debtors other than the Remaining Debtors. On and as of the earlier of the Closing Date and the date on which the Remaining Debtors Manager Files with the Bankruptcy Court a notice of dissolution as to a Remaining Debtor, such Remaining Debtor will be dissolved automatically without the need for any Corporate Action, without the need for any corporate or limited liability company filings, and without the need for any other or further actions to be taken by or on behalf of such dissolving Remaining Debtor or any other Person or any payments to be made in connection therewith; *provided, however*, that the Liquidation Trust may in its discretion file any certificates of cancellation as may be appropriate in connection with dissolution of any Remaining Debtors.

5.2.4 Corporate Documents and Corporate Authority. On the Effective Date, the certificates of incorporation, bylaws, operating agreements, and articles of organization, as applicable, of all the Debtors shall be deemed amended to the extent necessary to carry out the provisions of the Plan. The entry of the Confirmation Order shall constitute authorization for the Debtors, the Wind-Down CEO, the Liquidation Trustee, and the Remaining Debtors Manager, as applicable, to take or cause to be taken all actions (including, if applicable, Corporate Actions) necessary or appropriate to implement all provisions of, and to consummate, the Plan prior to, on, and after the Effective Date and all such actions taken or caused to be taken shall be deemed to have been authorized and approved by the Bankruptcy Court without further approval, act, or action under any applicable law, order, rule, or regulation.

5.3 The Wind-Down Entity.

5.3.1 Appointments.

(a) On and after the Effective Date, the initial Wind-Down CEO shall become and serve as Wind-Down CEO. The compensation terms for the Wind-Down CEO will be set forth in a separate document to be Filed as part of the Plan Supplement.

(b) On and after the Effective Date, the initial Wind-Down Board shall become and serve as Wind-Down Board. The compensation of the non-CEO members of the Wind-Down Board will be \$20,000 per month for each calendar month of service during the first year after the Effective Date and \$15,000 per month for each calendar month of service commencing after the first anniversary of the Effective Date.

5.3.2 Creation and Governance of the Wind-Down Entity. On the Effective Date, the Wind-Down Entity and the Liquidation Trustee shall execute the Wind-Down Governance Agreement and shall take any other steps necessary to establish the Wind-Down Entity in accordance with the Plan. The Wind-Down Entity shall be governed by the Wind-Down Governance Agreement and administered by the Wind-Down CEO and the Wind-Down Board. The powers, rights, duties, and responsibilities of the Wind-Down CEO and the Wind-Down Board shall be specified in the Wind-Down Governance Agreement. The Wind-Down Entity shall hold, administer, and distribute the Wind-Down Assets in accordance with the provisions of

the Plan and the Wind-Down Governance Agreement. The Wind-Down Entity (a) shall have the Liquidation Trust as its sole member and the Liquidation Trust shall be deemed to be admitted as a member of the Wind-Down Entity on the Effective Date, (b) shall be treated as a disregarded entity for income tax purposes, (c) shall have a purpose consistent with the purpose of the Liquidation Trust as set forth in Section 5.4.4 of the Plan, and (d) shall be subject to the same limitations imposed on the Liquidation Trustee under the terms of this Plan and the Liquidation Trust Agreement.

5.3.3 Vesting of Wind-Down Assets. On the Effective Date, the Wind-Down Entity will be automatically vested with all of the Debtors' and the Estates' respective rights, title, and interest in and to all Wind-Down Assets, including any Debtor's or any Estate's associated rights, including any such rights to exercise and enforce rights and remedies of Holders of Non-Debtor Loan Note Claims regarding any loans or related interests as to which the lender was a Debtor and the underlying borrower actually is or actually was a Person that is not a Debtor as more fully set forth in Section 5.3.4(g) of the Plan. Except as specifically provided in the Plan or the Confirmation Order, the Wind-Down Assets shall automatically vest in the Wind-Down Entity free and clear of all Claims, Liens, or interests, and such vesting shall be exempt from any stamp, real estate transfer, other transfer, mortgage reporting, sales, use, or other similar tax. The Wind-Down Entity shall be the exclusive representative of the Estates appointed pursuant to Bankruptcy Code section 1123(b)(3)(B) regarding all Wind-Down Assets.

5.3.4 Authority. Subject to the supervision of the Wind-Down Board and the provisions of the Wind-Down Governance Agreement, the Wind-Down CEO shall have the authority and right on behalf of each of the Debtors and their respective Estates, without the need for Bankruptcy Court approval (unless otherwise indicated), to carry out and implement all applicable provisions of the Plan for the ultimate benefit of the Liquidation Trust, including to:

- (a) retain, compensate, and employ professionals and other Persons to represent the Wind-Down Entity with respect to and in connection with its rights and responsibilities;
- (b) establish, maintain, and administer accounts of the Debtors as appropriate;
- (c) maintain, develop, improve, administer, operate, conserve, supervise, collect, settle, and protect the Wind-Down Assets (subject to the limitations described herein or in the Wind-Down Governance Agreement);
- (d) sell, liquidate, transfer, assign, distribute, abandon, or otherwise dispose of the Wind-Down Assets or any part thereof or any interest therein, including through the formation on or after the Effective Date of any new or additional legal entities to be owned by the Wind-Down Entity to own and hold particular Wind-Down Assets separate and apart from any other Wind-Down Assets, upon such terms as the Wind-Down CEO determines to be necessary, appropriate, or desirable (subject to the limitations described herein or in the Wind-Down Governance Agreement), including the consummation of any sale transaction for any Wind-Down Assets as to which an approval order was entered by the Bankruptcy Court before the Effective Date;
- (e) invest Cash of the Debtors and the Estates, including any Cash realized from the liquidation of the Wind-Down Assets, which investments, for the avoidance of doubt, will not be required to comply with Bankruptcy Code section 345(b);

- (f) negotiate, incur, and pay the Wind-Down Expenses, including in connection with the resolution and satisfaction of any Wind-Down Claim Expenses;
- (g) exercise and enforce all rights and remedies regarding any loans or related interests as to which the lender was a Debtor and the underlying borrower actually is or actually was a Person that is not a Debtor, including any such rights or remedies that any Debtor or any Estate was entitled to exercise or enforce prior to the Effective Date on behalf of a Holder of a Non-Debtor Loan Note Claim, and including rights of collection, foreclosure, and all other rights and remedies arising under any promissory note, mortgage, deed of trust, or other document with such underlying borrower or under applicable law;
- (h) comply with the Plan, exercise the Wind-Down CEO's rights, and perform the Wind-Down CEO's obligations; and
- (i) exercise such other powers as deemed by the Wind-Down CEO to be necessary and proper to implement the provisions of the Plan.

To the extent necessary to give full effect to its administrative rights and duties under the Plan, the Wind-Down CEO shall be deemed to be vested with all rights, powers, privileges, and authorities of (i) an appropriate corporate or limited liability company officer or manager of each of the Debtors under any applicable nonbankruptcy law and (ii) a "trustee" of each of the Debtors under Bankruptcy Code sections 704 and 1106.

5.3.5 Relationship with the Liquidation Trust.

- (a) On the Effective Date, all of the membership interests in the Wind-Down Entity will be issued to the Liquidation Trust. The Liquidation Trust will at all times be the sole and exclusive owner of the Wind-Down Entity, and the Wind-Down Entity will not issue any equity interests to any other Person.
- (b) Commencing on the first Business Day that is no longer than thirty (30) calendar days after the quarter-end of the first full calendar quarter following the Effective Date and continuing on the first Business Day that is no longer than thirty (30) calendar days after each calendar quarter-end thereafter, the Wind-Down Entity will remit to the Liquidation Trust as of such quarter-end any Cash in excess of its budgeted reserve for ongoing operations, other anticipated Wind-Down Expenses, and its other Plan obligations (subject to more specific provisions as may be set forth in the Wind-Down Governance Agreement).
- (c) The Wind-Down Entity shall advise the Liquidation Trust regarding the status of the affairs of the Wind-Down Entity on at least a monthly basis and shall reasonably make available to the Liquidation Trust such information as is necessary for any reporting by the Liquidation Trust.
- (d) The Wind-Down Entity shall advise the Liquidation Trust regarding any material actions by the Wind-Down Board, including the sale of any property prior to entering into a contract of sale or the change in course of the business plan agreed to as part of the Plan. If there is any disagreement between the Wind-Down Entity and the Liquidation Trust as to a material matter, in the first instance the Wind-Down Entity and the Liquidation Trust shall seek to resolve

their dispute regarding such material matter. In the event the Wind-Down Entity and the Liquidation Trust cannot resolve the dispute, then no action will be taken regarding such material matter absent an order of the Bankruptcy Court.

(e) The Liquidation Trust will have all additional rights regarding the Wind-Down Entity as are set forth in the Wind-Down Governance Agreement, including that the Wind-Down Entity shall not be entitled to encumber, invest, or gift any of its assets or make asset acquisitions except as and to the extent permitted by the Wind-Down Governance Agreement.

5.3.6 Removal or Resignation of the Wind-Down CEO. The Wind-Down CEO may be removed for cause by the Wind-Down Board. The Wind-Down CEO may resign by giving not less than thirty (30) calendar days' prior notice thereof in a notice Filed in the Chapter 11 Cases.

5.3.7 Successor Wind-Down CEO. At any time that Frederick Chin is no longer the Wind-Down CEO, the Wind-Down Board will select a replacement Wind-Down CEO, subject to the approval of such replacement by the Liquidation Trust.

5.3.8 Removal or Resignation of Wind-Down Board Members. A member of the Wind-Down Board may be removed for cause by the Liquidation Trust. A member of the Wind-Down Board may resign by giving not less than thirty (30) calendar days' prior notice thereof to the other members of the Wind-Down Board.

5.3.9 Successor Wind-Down Board Members. At any time that there is a vacancy on the Wind-Down Board, the Liquidation Trust will select a replacement Wind-Down Board member.

5.3.10 Termination of the Wind-Down CEO and Dissolution of the Wind-Down Entity. Following the sale or other disposition of all the Wind-Down Assets, the Wind-Down CEO's role as Wind-Down CEO shall be terminated, the Wind-Down Entity shall be dissolved, and the Wind-Down Board shall authorize and direct that the Wind-Down CEO file a certificate of cancellation to terminate the existence of the Wind-Down Entity.

5.3.11 Indemnification. The Wind-Down Entity and the Liquidation Trust shall indemnify the Wind-Down Indemnified Parties for, and shall defend and hold them harmless against, any loss, liability, damage, judgment, fine, penalty, claim, demand, settlement, cost, or expense (including the reasonable fees and expenses of their respective professionals) incurred without gross negligence or willful misconduct on the part of the Wind-Down Indemnified Parties (which gross negligence or willful misconduct, if any, must be determined by a final, non-appealable order of a court of competent jurisdiction) for any action taken, suffered, or omitted to be taken by the Wind-Down Indemnified Parties in connection with the acceptance, administration, exercise, and performance of their duties under the Plan or the Wind-Down Governance Agreement, as applicable. An act or omission taken with the approval of the Bankruptcy Court, and not inconsistent therewith, will be conclusively deemed not to constitute gross negligence or willful misconduct. In addition, the Wind-Down Entity and the Liquidation Trust shall, to the fullest extent permitted by law, indemnify, defend, and hold harmless the Wind-Down Indemnified Parties, from and against and with respect to any and all liabilities, losses, damages, claims, costs, and expenses, including attorneys' fees arising out of or due to their actions or omissions, or consequences of such actions or omissions, with respect to the

Wind-Down Entity or the implementation or administration of the Plan if the Wind-Down Indemnified Party acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of the Wind-Down Entity. To the extent the Liquidation Trust indemnifies, defends, and holds harmless any Wind-Down Indemnified Parties as provided above, the legal fees and related costs incurred by counsel to the Liquidation Trust in monitoring or participating in the defense of such claims giving rise to the right of indemnification shall be paid as Liquidation Trust Expenses. The costs and expenses incurred in enforcing the right of indemnification in this Section 5.3.11 shall be paid by the Wind-Down Entity or Liquidation Trust, as applicable.

5.3.12 Insurance. The Wind-Down Entity shall be authorized, but not required, to obtain any insurance coverages deemed to be reasonably necessary, as a Wind-Down Expense and after taking into account any insurance that may have separately been obtained by the Liquidation Trust, for itself and its respective agents, including coverage with respect to the liabilities, duties, and obligations of the Wind-Down Board and the Wind-Down CEO, which insurance coverage may, at the sole discretion of the Wind-Down Board, be extended for a reasonable period after the termination of the Wind-Down Governance Agreement.

5.3.13 Control Provision. To the extent there is any inconsistency between the Plan as it relates to the Wind-Down Entity and the Wind-Down Governance Agreement, the Plan shall control.

5.4 Liquidation Trust.

5.4.1 Appointments.

(a) On and after the Effective Date, the initial Liquidation Trustee shall become and serve as Liquidation Trustee. The Liquidation Trustee will receive (i) base compensation at an hourly rate of \$550 per hour for 2018, with 10% rate raises commencing at the beginning of calendar years 2019 and 2020; (ii) incentive compensation as determined by the Liquidation Trust Supervisory Board; and (iii) reimbursement of reasonable expenses, as may be more specifically set forth in the Liquidation Trust Agreement.

(b) On and after the Effective Date, the initial Liquidation Trust Supervisory Board shall begin to serve without further action. As may be more specifically set forth in the Liquidation Trust Agreement, the compensation payable to each member of the Liquidation Trust Supervisory Board for each calendar month of service shall be \$10,000 monthly for the first twelve months from and after the Effective Date (counting the month of the Effective Date as the first calendar month even if it is a partial calendar month), \$7,500 monthly for the thirteenth through twenty-fourth calendar months after the Effective Date, \$5,000 monthly for the twenty-fifth through thirty-sixth calendar months after the Effective Date, and \$2,500 monthly for each calendar month thereafter until termination of the Liquidation Trust in accordance with the Plan (prorated as appropriate if a member commences his or her service other than on the first day of a month or terminates his or her service other than on the last day of a month), plus, in all instances, reimbursement of reasonable expenses.

5.4.2 Creation and Governance of the Liquidation Trust. On the Effective Date, the Liquidation Trustee shall execute the Liquidation Trust Agreement and shall take any other steps necessary to establish the Liquidation Trust in accordance with the Plan and the beneficial

interests therein. For federal income tax purposes, the transfer of the assets to the Liquidation Trust will be treated as a sale or other disposition of assets (except for the assets transferred to the Disputed Ownership Fund as provided in Section 7.10 of the Plan) to the Liquidation Trust Beneficiaries in exchange for their claims in the Chapter 11 Cases. Any income or loss from the transfer of assets to the Liquidation Trust shall flow through to the ultimate taxpaying member of each Debtor who will be responsible to pay the tax liability, if any. For federal income tax purposes, the Liquidation Trust Beneficiaries shall be treated as the grantors of the Liquidation Trust and deemed to be the owners of the assets of the Liquidation Trust. The transfer of the Liquidation Trust Assets to the Liquidation Trust shall be deemed a transfer to the Liquidation Trust Beneficiaries by the Debtors, followed by a deemed transfer by such Liquidation Trust Beneficiaries to the Liquidation Trust. The Debtors, the Liquidation Trust Beneficiaries, and the Liquidation Trust will consistently report the valuation of the assets transferred to the Liquidation Trust. Such consistent valuations and revised reporting will be used for all federal income tax purposes. Income deductions, gain, or loss from the Liquidation Trust shall be reported to the beneficiaries of the Liquidation Trust in conjunction with the filing of the Liquidation Trust's income tax returns. Each Liquidation Trust Beneficiary shall report income, deductions, gain, or loss on such Liquidation Trust Beneficiary's income tax returns. The Liquidation Trust shall be governed by the Liquidation Trust Agreement and administered by the Liquidation Trustee. The powers, rights, and responsibilities of the Liquidation Trustee shall be specified in the Liquidation Trust Agreement. After an objection to a Disputed Claim is resolved or a Contingent Claim or Unliquidated Claim has been determined in whole or in part by a Final Order or by agreement, the Liquidation Trust Interests and/or Cash held in the Disputed Ownership Fund shall be transferred as described in Section 7.11 of the Plan.

5.4.3 Vesting of Liquidation Trust Assets. On the Effective Date, the Liquidation Trust will be automatically vested with all of the Debtors' and the Estates' respective rights, title, and interest in and to all Liquidation Trust Assets. Except as specifically provided in the Plan or the Confirmation Order, the Liquidation Trust Assets shall automatically vest in the Liquidation Trust free and clear of all Claims, Liens, or interests subject only to the Liquidation Trust Interests and the Liquidation Trust Expenses, as provided for in the Liquidation Trust Agreement, and such vesting shall be exempt from any stamp, real estate transfer, other transfer, mortgage reporting, sales, use, or other similar tax. The Liquidation Trustee shall be the exclusive trustee of the Liquidation Trust Assets for purposes of 31 U.S.C. § 3713(b) and 26 U.S.C. § 6012(b)(3), as well as the representative of the Estates appointed pursuant to Bankruptcy Code section 1123(b)(3) regarding all Liquidation Trust Assets. The Liquidation Trust shall hold and distribute the Liquidation Trust Assets in accordance with the provisions of the Plan and the Liquidation Trust Agreement.

5.4.4 Purpose of the Liquidation Trust. The Liquidation Trust shall be established for the purpose of pursuing or liquidating the Liquidation Trust Assets and making Distributions to the Liquidation Trust Beneficiaries in accordance with Treasury Regulation section 301.7701-4(d), with no objective to continue or engage in the conduct of a trade or business.

5.4.5 Authority. Subject to the supervision of the Liquidation Trust Supervisory Board, the Liquidation Trustee shall have the authority and right on behalf of the Debtors and the Estates and without the need for Bankruptcy Court approval (in each case, unless otherwise provided in the Plan) to carry out and implement all applicable provisions of the Plan, including to:

- (a) review, reconcile, compromise, settle, or object to Claims and resolve such objections as set forth in the Plan, free of any restrictions of the Bankruptcy Code or the Bankruptcy Rules;
- (b) calculate and make Distributions and calculate and establish reserves under and in accordance with the Plan;
- (c) retain, compensate, and employ professionals and other Persons to represent the Liquidation Trustee with respect to and in connection with its rights and responsibilities;
- (d) establish, maintain, and administer documents and accounts of the Debtors as appropriate, which shall be segregated to the extent appropriate in accordance with the Plan;
- (e) maintain, conserve, collect, settle, and protect the Liquidation Trust Assets (subject to the limitations described herein);
- (f) sell, liquidate, transfer, assign, distribute, abandon, or otherwise dispose of the Liquidation Trust Assets or any part thereof or interest therein upon such terms as the Liquidation Trustee determines to be necessary, appropriate, or desirable; *provided, however*, that the Liquidation Trustee shall not sell, transfer, or otherwise dispose of the Liquidation Trust's membership interests in the Wind-Down Entity without further approval of the Bankruptcy Court;
- (g) negotiate, incur, and pay the Liquidation Trust Expenses;
- (h) prepare and file any and all informational returns, reports, statements, returns, and other documents or disclosures relating to the Debtors that are required under the Plan, by any governmental unit, or by applicable law;
- (i) compile and maintain the official claims register, including for purposes of making initial and subsequent Distributions under the Plan;
- (j) take such actions as are necessary or appropriate to wind-down and dissolve the Remaining Debtors;
- (k) comply with the Plan, exercise the Liquidation Trustee's rights, and perform the Liquidation Trustee's obligations; and
- (l) exercise such other powers as deemed by the Liquidation Trustee to be necessary and proper to implement the Plan.

To the extent necessary to give full effect to its administrative rights and duties under the Plan, the Liquidation Trustee shall be deemed to be vested with all rights, powers, privileges, and authorities of (i) an appropriate corporate or limited liability company officer or manager of each of the Debtors under any applicable nonbankruptcy law and (ii) a "trustee" of each of the Debtors under Bankruptcy Code sections 704 and 1106. The Liquidation Trust Supervisory Board will have all rights and powers of a corporate board appointed under Delaware law.

5.4.6 Limitation of Liability. The Liquidation Trustee shall enjoy all of the rights, powers, immunities, and privileges applicable to a Bankruptcy Code chapter 7 trustee with respect to limitations of liability. The Liquidation Trustee may, in connection with the performance of its functions, in its sole and absolute discretion, consult with its attorneys, accountants, advisors, and agents, and shall not be liable for any act taken, or omitted to be taken, or suggested to be done in accordance with advice or opinions rendered by such Persons, regardless of whether such advice or opinions were in writing. Notwithstanding such authority, the Liquidation Trustee shall be under no obligation to consult with any such attorneys, accountants, advisors, or agents, and its determination not to do so shall not result in the imposition of liability on the Liquidation Trustee unless such determination is based on willful misconduct, gross negligence, or fraud. Persons dealing with the Liquidation Trustee shall look only to the Liquidation Trust Assets to satisfy any liability incurred by the Liquidation Trustee to such Person in carrying out the terms of the Plan or the Liquidation Trust Agreement, and the Liquidation Trustee shall have no personal obligation to satisfy such liability.

5.4.7 Indemnification. The Wind-Down Entity and the Liquidation Trust shall indemnify the Liquidation Trust Indemnified Parties for, and shall defend and hold them harmless against, any loss, liability, damage, judgment, fine, penalty, claim, demand, settlement, cost, or expense (including the reasonable fees and expenses of their respective professionals) incurred without gross negligence or willful misconduct on the part of the Liquidation Trust Indemnified Parties (which gross negligence or willful misconduct, if any, must be determined by a final, non-appealable order of a court of competent jurisdiction) for any action taken, suffered, or omitted to be taken by the Liquidation Trust Indemnified Parties in connection with the acceptance, administration, exercise, and performance of their duties under the Plan or the Liquidation Trust Agreement, as applicable. An act or omission taken with the approval of the Bankruptcy Court, and not inconsistent therewith, will be conclusively deemed not to constitute gross negligence or willful misconduct. In addition, the Wind-Down Entity and the Liquidation Trust shall, to the fullest extent permitted by law, indemnify, defend, and hold harmless the Liquidation Trust Indemnified Parties, from and against and with respect to any and all liabilities, losses, damages, claims, costs, and expenses, including attorneys' fees arising out of or due to their actions or omissions, or consequences of such actions or omissions, with respect to the Liquidation Trust, the Remaining Debtors, or the implementation or administration of the Plan if the Liquidation Trust Indemnified Party acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of the Liquidation Trust or the Remaining Debtors. To the extent the Wind-Down Entity or the Liquidation Trust indemnifies, defends, and holds harmless any Liquidation Trust Indemnified Parties as provided above, the legal fees and related costs incurred by counsel to the Liquidation Trustee or the Remaining Debtors Manager in monitoring or participating in the defense of such claims giving rise to the right of indemnification shall be paid as Liquidation Trust Expenses. The costs and expenses incurred in enforcing the right of indemnification in this Section 5.4.7 shall be paid by the Wind-Down Entity or the Liquidation Trust, as applicable.

5.4.8 Insurance. The Liquidation Trustee shall be authorized, but not required, to obtain any insurance coverages deemed to be reasonably necessary, at the Liquidation Trust's sole expense, for itself, the Remaining Debtors Manager, and their respective agents, including coverage with respect to the liabilities, duties, and obligations of the Liquidation Trustee and the Remaining Debtors Manager, which insurance coverage may, at the sole discretion of the

Liquidation Trustee, be extended for a reasonable period after the termination of the Liquidation Trust.

5.4.9 Tax Reporting.

(a) The Liquidation Trust shall timely file tax returns for the Liquidation Trust treating the Liquidation Trust as a grantor trust pursuant to Treasury Regulation section 1.671-4(a).

(b) The Liquidation Trust shall be responsible for timely payment of all taxes (if any) imposed on and payable by the Liquidation Trust, the Remaining Debtors, or any Liquidation Trust Assets.

(c) The Liquidation Trust shall distribute such tax-related notices, beneficiary statements, and information returns, as applicable, to the applicable Holders of Allowed Claims as are required by applicable law or that the Liquidation Trustee determines are otherwise necessary or desirable.

(d) The Liquidation Trust is authorized to file a request for expedited determination under Bankruptcy Code section 505(b) for any tax returns filed with respect to the Debtors.

5.4.10 Distributions to Liquidation Trust Beneficiaries.

(a) The Liquidation Trust will make an initial Distribution of Available Cash from the Initial Distribution Fund to the Liquidation Trust Beneficiaries pursuant to the Liquidation Trust Interests Waterfall, with such initial Distribution targeted to occur before December 31, 2018.

(b) The Liquidation Trust, in the Liquidation Trustee's discretion, may make periodic Distributions of additional Cash to the Liquidation Trust Beneficiaries at any time following the Effective Date, provided that such Distributions are otherwise permitted under, and not inconsistent with, the Liquidation Trust Interests Waterfall, the other terms of the Plan, the Liquidation Trust Agreement, and applicable law.

(c) No later than (i) the first Business Day that is at least 180 calendar days after the Effective Date and (ii) the last Business Day of each subsequent 180-calendar-day period after the Effective Date until the Closing Date, the Liquidation Trustee shall calculate the Distributions that could potentially be made to the Liquidation Trust Beneficiaries based on the amount of then-available Available Cash and, based on such calculation, promptly thereafter may make Distributions, if any, of the amount so determined.

5.4.11 Cash Investments. The Liquidation Trustee may invest Cash of the Liquidation Trust, including any earnings thereon or proceeds therefrom, any Cash realized from the liquidation of the Liquidation Trust Assets, or any Cash that is remitted to the Liquidation Trust from the Wind-Down Entity, which investments, for the avoidance of doubt, will not be required to comply with Bankruptcy Code section 345(b); *provided, however*, that such investments must be investments that are permitted to be made by a "liquidating trust" within the meaning of Treasury Regulation section 301.7701-4(d), as reflected therein, or under applicable guidelines, rulings, or other controlling authorities.

5.4.12 Registration and Transfer of the Liquidation Trust Interests.

(a) The record holders of the Liquidation Trust Interests shall be recorded and set forth in a registry maintained by, or at the direction of, the Liquidation Trustee expressly for such purpose. Such obligation may be satisfied by the Liquidation Trust's retention of an institutional transfer agent for the maintenance of such registry, and notwithstanding anything to the contrary contained in this paragraph, the Liquidation Trust may, in connection with any Exchange Act Registration with respect to the Class A Liquidation Trust Interests, in its discretion cause the Class A Liquidation Trust Interests to be issued in book entry form.

(b) Upon their issuance as of the Effective Date, and thereafter until the effectiveness of an Exchange Act Registration of the Class A Liquidation Trust Interests, the Class A Liquidation Trust Interests will be subject to restrictions on transfer under the Liquidation Trust Agreement, which restrictions shall prohibit the Class A Liquidation Trust Interests from being certificated or transferable except by operation of law or by will or the laws of descent and distribution, in each case following written notice to the Liquidation Trust. Upon the effectiveness of an Exchange Act Registration of the Class A Liquidation Trust Interests, such transfer restrictions under the Liquidation Trust Agreement shall terminate and the Class A Liquidation Trust Interests may be transferable by the Holders thereof to the extent otherwise permissible under applicable law. The Liquidation Trust shall use its commercially reasonable best efforts to cause an Exchange Act Registration of the Class A Liquidation Trust Interests to become effective, and for the Class A Liquidation Trust Interests to be quoted with an OTC ticker symbol, as soon as reasonably practicable after the Effective Date, but in no event shall the Liquidation Trust file an Exchange Act registration statement any later than may be required under section 12(g) of the Exchange Act or the rules and regulations promulgated thereunder.

(c) Upon their issuance as of the Effective Date, and thereafter until (i) the effectiveness of an Exchange Act Registration of the Class B Liquidation Trust Interests or (ii) the good faith determination by the Liquidation Trustee, in its discretion, that termination of the transfer restrictions under the Liquidation Trust Agreement would not require the Class B Liquidation Trust Interests to be registered under section 12(g) of the Exchange Act, the Class B Liquidation Trust Interests will be subject to restrictions on transfer under the Liquidation Trust Agreement, which restrictions shall prohibit the Class B Liquidation Trust Interests from being certificated or transferable except by operation of law or by will or the laws of descent and distribution, in each case following written notice to the Liquidation Trust. Upon (i) the effectiveness of an Exchange Act Registration of the Class B Liquidation Trust Interests or (ii) the good faith determination by the Liquidation Trustee, in its discretion, that termination of the transfer restrictions under the Liquidation Trust Agreement would not require the Class B Liquidation Trust Interests to be registered under section 12(g) of the Exchange Act, such transfer restrictions under the Liquidation Trust Agreement shall terminate and the Class B Liquidation Trust Interests may be transferable by the Holders thereof to the extent otherwise permissible under applicable law; *provided, however*, that the Liquidation Trust shall not be under any obligation (and does not currently intend) to make any effort to cause the Class B Liquidation Trust Interests to be registered under the Exchange Act or otherwise to facilitate the trading of, or the development of any trading market for, the Class B Liquidation Trust Interests.

5.4.13 Exemption. To the extent the Liquidation Trust Interests are deemed to be "securities," the issuance of such interests under the Plan are exempt, pursuant to Bankruptcy

Code section 1145, from registration under the Securities Act and any applicable state and local laws requiring registration of securities.

5.4.14 Contribution of Contributed Claims. On the Effective Date, all Contributed Claims will be irrevocably contributed to the Liquidation Trust and shall thereafter be Liquidation Trust Actions for all purposes. No Person may rely on the absence of a specific reference in the Plan, the Confirmation Order, the Liquidation Trust Agreement, or the Disclosure Statement to any Contributed Claims against such Person as any indication that the Liquidation Trust will not pursue any and all available Contributed Claims against such Person. The objection to the Allowance of any Claims will not in any way limit the ability or the right of the Liquidation Trust to assert, commence, or prosecute any Contributed Claims. Nothing contained in the Plan, the Confirmation Order, the Liquidation Trust Agreement, or the Disclosure Statement will be deemed to be a waiver, release, or relinquishment of any Contributed Claims that the Contributing Claimants had immediately prior to the Effective Date. The Liquidation Trust shall have, retain, reserve, and be entitled to assert all Contributed Claims fully as if the Contributed Claims had not been contributed to the Liquidation Trust in accordance with the Plan and the Liquidation Trust Agreement. For the avoidance of doubt, (a) the Contributed Claims shall not include the rights of any of the Contributing Claimants to receive the Distributions, if any, to which they are entitled under the Plan; (b) the Contributed Claims shall not include any Causes of Action against any of the Released Parties; and (c) in the exercise of its reasonable discretion and in accordance with the Liquidation Trust Agreement, the Liquidation Trust shall not be obligated to pursue all or any given Contributed Claims.

5.4.15 Pursuit and Resolution of Liquidation Trust Actions. The Liquidation Trust, as a successor in interest to the Debtors, the Estates, and the Contributing Claimants, may, and will have the exclusive right, power, and interest on behalf of itself, the Debtors, the Estates, and the Contributing Claimants to institute, commence, file, pursue, prosecute, enforce, abandon, settle, compromise, release, waive, dismiss, or withdraw any and all Liquidation Trust Actions without any further order of the Bankruptcy Court, except as otherwise provided in the Liquidation Trust Agreement. From and after the Effective Date, the Liquidation Trust, in accordance with Bankruptcy Code section 1123(b)(3), shall serve as a representative of the Estates with respect to any and all Liquidation Trust Actions that were Estate Assets and shall retain and possess the right to institute, commence, file, pursue, prosecute, enforce, abandon, settle, compromise, release, waive, dismiss, or withdraw, as appropriate, any and all Liquidation Trust Actions in any court or other tribunal.

5.4.16 Termination of the Liquidation Trust. The Liquidation Trustee and the Liquidation Trust shall be discharged or terminated, as the case may be, at such time as: (a) the Liquidation Trustee determines that the pursuit of additional Liquidation Trust Actions is not likely to yield sufficient additional proceeds to justify further pursuit of such Liquidation Trust Actions and (b) all Distributions required to be made by the Liquidation Trust to the Holders of Allowed Claims and to the Liquidation Trust Beneficiaries under the Plan and the Liquidation Trust Agreement have been made, but in no event shall the Liquidation Trust be terminated later than five (5) years from the Effective Date unless the Bankruptcy Court, upon motion made within the six-month period before such fifth anniversary (and, in the event of further extension, by order of the Bankruptcy Court, upon motion made at least six (6) months before the end of the preceding extension), determines that a fixed period extension (not to exceed three (3) years, together with any prior extensions, unless a favorable letter ruling from the Internal Revenue

Service that any further extension would not adversely affect the status of the Liquidation Trust as a liquidating trust for federal income tax purposes) is necessary to facilitate or complete the recovery on, and liquidation of, the Liquidation Trust Assets. Upon termination of the Liquidation Trust, any remaining Liquidation Trust Assets that exceed the amounts required to be paid under the Plan may be transferred by the Liquidation Trustee to the American Bankruptcy Institute Endowment Fund.

5.4.17 Control Provision. To the extent there is any inconsistency between the Plan as it relates to the Liquidation Trust and the Liquidation Trust Agreement, the Plan shall control.

5.5 Preservation of Privileges and Defenses. The actions taken by the Debtors, the Wind-Down Entity, the Liquidation Trust, the Remaining Debtors, or any of their respective Related Parties in connection with the Plan shall not be (or be deemed to be) a waiver of any privilege or defense of the Debtors, the Wind-Down Entity, the Liquidation Trust, or the Remaining Debtors, as applicable, including any attorney-client privilege or work-product doctrine. Notwithstanding any Debtors providing any privileged information related to any Liquidation Trust Actions to the Liquidation Trustee, the Liquidation Trust, the Wind-Down CEO, the Wind-Down Entity, the Remaining Debtors Manager, the Remaining Debtors, or any Person associated with any of the foregoing, such privileged information shall be without waiver in recognition of the joint, common, or successor interest in prosecuting the Liquidation Trust Actions and shall remain privileged. The Wind-Down Entity and the Liquidation Trust each shall retain the right to waive its own privileges. Only the Liquidation Trustee shall have the right to waive the attorney-client privilege, work-product doctrine, or other protections as to the Debtors, the Remaining Debtors, and the Liquidation Trust.

5.6 Preservation of Rights of Action.

5.6.1 Maintenance of Avoidance Actions and Causes of Action. Except as otherwise provided in the Plan or the Confirmation Order, from and after the Effective Date, the Liquidation Trust will retain all rights to institute, commence, file, pursue, prosecute, enforce, abandon, settle, compromise, release, waive, dismiss, or withdraw, as appropriate, any and all of the Debtors' or Estates' Causes of Action and Causes of Action that are Contributed Claims (whether existing as of the Petition Date or thereafter arising), and all Avoidance Actions, all as Liquidation Trust Actions, in each case in any court or other tribunal, including in an adversary proceeding Filed in the Chapter 11 Cases. The Liquidation Trust, as a successor in interest to the Debtors, the Estates, and the Contributing Claimants, may, and will have the exclusive right, power, and interest on behalf of itself, the Debtors, the Estates, and the Contributing Claimants to, enforce, sue on, settle, compromise, transfer, or assign (or decline to do any of the foregoing) any or all of the Liquidation Trust Actions without notice to or approval from the Bankruptcy Court. In accordance with the Plan, and pursuant to Bankruptcy Code section 363 and Bankruptcy Rule 9019, without any further notice to or action, order, or approval of the Bankruptcy Court, from and after the Effective Date, the Liquidation Trust may compromise and settle Liquidation Trust Actions.

5.6.2 Preservation of All Liquidation Trust Actions Not Expressly Settled or Released. The failure to specifically identify in the Disclosure Statement or the Plan any potential or existing Avoidance Actions or Causes of Action as a Liquidation Trust Action is not intended to and shall not limit the rights of the Liquidation Trust to pursue any such Avoidance

Actions or Causes of Action. Unless a Liquidation Trust Action is expressly waived, relinquished, released, compromised, or settled in the Plan or any Final Order (including the Confirmation Order), the Debtors expressly reserve such Liquidation Trust Action for later resolution by the Liquidation Trust (including any Avoidance Actions or Causes of Action not specifically identified or of which the Debtors may presently be unaware or that may arise or exist by reason of additional facts or circumstances unknown to the Debtors at this time or facts or circumstances that may change or be different from those the Debtors now believe to exist). As such, no preclusion doctrine, including the doctrines of *res judicata*, collateral estoppel, issue preclusion, claim preclusion, waiver, estoppel (judicial, equitable, or otherwise), or laches will apply to any such Avoidance Actions or Causes of Action upon or after Confirmation of the Plan based on the Disclosure Statement, the Plan, or the Confirmation Order, except when such Avoidance Actions or Causes of Action have been expressly released. In addition, the right to pursue or adopt any claims alleged in any lawsuit in which any Debtor, the Liquidation Trust, or the Wind-Down Entity is a plaintiff, defendant, or an interested party is fully reserved as against any Person that is not a Released Party, including the plaintiffs or co-defendants in such lawsuits.

5.7 Cancellation of Instruments. Except to the extent necessary to give effect to the treatment of any Holder of an Allowed Class 1 Claim pursuant to Section 3.2 of the Plan and except with respect to any executory contracts and unexpired leases that are assumed and assigned to the Wind-Down Entity under the Plan or otherwise assumed and assigned pursuant to a Final Order, any agreement, bond, certificate, contract, indenture, lease, note, security, warrant, or other instrument or document evidencing or creating any indebtedness or obligation of the Debtors shall be deemed cancelled on the Effective Date, and all Liens, mortgages, pledges, grants, trusts, and other interests relating thereto shall be automatically cancelled, and all obligations of the Debtors thereunder or in any way related thereto shall be discharged.

5.8 Substantive Consolidation.

(a) Entry of the Confirmation Order shall constitute the approval, pursuant to Bankruptcy Code sections 105(a), 541, 1123, and 1129, of the substantive consolidation of the Debtors in the manner set forth in Section 3.11.2(c) of the Plan. Notwithstanding such substantive consolidation, however, fees payable pursuant to 28 U.S.C. § 1930 shall be due and payable by each individual Debtor through the Effective Date.

(b) The substantive consolidation effected pursuant to the Plan shall not affect, without limitation, (i) the Debtors', the Wind-Down Entity's, or the Liquidation Trust's defenses to any Claim or Cause of Action, including the ability to assert any counterclaim; (ii) the Debtors', the Wind-Down Entity's, or the Liquidation Trust's setoff or recoupment rights; (iii) requirements for any third party to establish mutuality prior to substantive consolidation in order to assert a right of setoff against the Debtors, the Wind-Down Entity, or the Liquidation Trust; or (iv) distributions to the Debtors, the Estates, the Wind-Down Entity, or the Liquidation Trust out of any insurance policies or proceeds of such policies.

(c) The Disclosure Statement and the Plan shall be deemed to be a motion requesting that the Bankruptcy Court approve the substantive consolidation contemplated by the Plan. Unless an objection to the proposed substantive consolidation is made in writing by any Creditor purportedly affected by such substantive consolidation on or before the deadline to object to confirmation of the Plan, or such other date as may be fixed by the Bankruptcy Court, the

substantive consolidation contemplated by the Plan may be approved by the Bankruptcy Court at the Confirmation Hearing. In the event any such objections are timely filed, a hearing with respect thereto shall be scheduled by the Bankruptcy Court, which hearing may, but need not, be the Confirmation Hearing.

(d) If the Bankruptcy Court determines that substantive consolidation of any given Debtors is not appropriate, then the Debtors may request that the Bankruptcy Court otherwise confirm the Plan and approve the treatment of and Distributions to the different Classes under the Plan on an adjusted, Debtor-by-Debtor basis. Furthermore, the Debtors reserve their rights (i) to seek confirmation of the Plan without implementing substantive consolidation of any given Debtor, and, in the Debtors' reasonable discretion after consultation with each of the Committees, to request that the Bankruptcy Court approve the treatment of and Distributions to any given Class under the Plan on an adjusted, Debtor-by-Debtor basis; and (ii) after consultation with each of the Committees, to seek to substantively consolidate all Debtors into Woodbridge Group of Companies, LLC if all Impaired Classes entitled to vote on the Plan vote to accept the Plan.

ARTICLE VI

EXECUTORY CONTRACTS AND UNEXPIRED LEASES

6.1 Assumption of Certain Executory Contracts and Unexpired Leases.

6.1.1 Assumption of Agreements.

On the Effective Date, the Debtors shall assume all executory contracts and unexpired leases that are listed on the Schedule of Assumed Agreements and shall assign such contracts and leases to the Wind-Down Entity.

The Debtors reserve the right to amend the Schedule of Assumed Agreements at any time prior to the Effective Date, in the Debtors' reasonable discretion after consultation with each of the Committees, (i) to delete any executory contract or unexpired lease and provide for its rejection under the Plan or otherwise, or (ii) to add any executory contract or unexpired lease and provide for its assumption and assignment under the Plan. The Debtors will provide notice of any amendment to the Schedule of Assumed Agreements to the party or parties to those agreements affected by the amendment.

Unless otherwise specified on the Schedule of Assumed Agreements, each executory contract and unexpired lease listed or to be listed therein shall include any and all modifications, amendments, supplements, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without regard to whether such agreement, instrument, or other document is also listed on the Schedule of Assumed Agreements.

The Confirmation Order will constitute a Bankruptcy Court order approving the assumption and assignment, on the Effective Date, of all executory contracts and unexpired leases identified on the Schedule of Assumed Agreements.

6.1.2 Cure Payments.

Any amount that must be paid under Bankruptcy Code section 365(b)(1) to cure a default under and compensate the non-debtor party to an executory contract or unexpired lease to be assumed under the Plan is identified as the “Cure Payment” on the Schedule of Assumed Agreements. Unless the parties mutually agree to a different date, such payment shall be made in Cash within ten (10) Business Days following the later of: (i) the Effective Date and (ii) entry of a Final Order resolving any disputes regarding (A) the amount of any Cure Payment, (B) the ability of the Wind-Down Entity to provide “adequate assurance of future performance” within the meaning of Bankruptcy Code section 365 with respect to a contract or lease to be assumed, to the extent required, or (C) any other matter pertaining to assumption and assignment.

Pending the Bankruptcy Court’s ruling on any such dispute, the executory contract or unexpired lease at issue shall be deemed assumed by the Debtors and assigned to the Wind-Down Entity, unless otherwise agreed by the parties or ordered by the Bankruptcy Court.

6.1.3 Objections to Assumption/Cure Payment Amounts.

Any Person that is a party to an executory contract or unexpired lease that will be assumed and assigned under the Plan and that objects to such assumption or assignment (including the proposed Cure Payment) must File with the Bankruptcy Court and serve on parties entitled to notice a written statement and, if applicable, a supporting declaration stating the basis for its objection. This statement and, if applicable, declaration must be Filed and served on or before the deadline established by the Disclosure Statement Order. Any Person that fails to timely File and serve such a statement and, if applicable, a declaration shall be deemed to waive any and all objections to the proposed assumption and assignment (including the proposed Cure Payment) of its contract or lease.

In the absence of a timely objection by a Person that is a party to an executory contract or unexpired lease, the Confirmation Order shall constitute a conclusive determination regarding the amount of any cure and compensation due under the applicable executory contract or unexpired lease, as well as a conclusive finding that the Wind-Down Entity has demonstrated adequate assurance of future performance with respect to such executory contract or unexpired lease, to the extent required.

6.1.4 Resolution of Claims Relating to Assumed Contracts and Leases. Payment of the Cure Payment established under the Plan, by the Confirmation Order, or by any other order of the Bankruptcy Court, with respect to an assumed and assigned executory contract or unexpired lease, shall be deemed to satisfy, in full, any prepetition or postpetition arrearage or other Claim (including any Claim asserted in a Filed proof of claim or listed on the Schedules) with respect to such contract or lease (irrespective of whether the Cure Payment is less than the amount set forth in such proof of claim or the Schedules). Upon the tendering of the Cure Payment, any such Filed or Scheduled Claim shall be disallowed with prejudice, without further order of the Bankruptcy Court or action by any Person.

6.2 Rejection of Executory Contracts and Unexpired Leases.

6.2.1 Rejected Agreements. On the Effective Date all executory contracts and unexpired leases of the Debtors shall be rejected except for (i) executory contracts and unexpired

leases that have been previously assumed or rejected by the Debtors, (ii) executory contracts and unexpired leases that are set forth in the Schedule of Assumed Agreements, and (iii) any agreement, obligation, security interest, transaction, or similar undertaking that the Debtors believe is not executory or a lease, but that is later determined by the Bankruptcy Court to be an executory contract or unexpired lease that is subject to assumption or rejection under Bankruptcy Code section 365. For the avoidance of doubt, executory contracts and unexpired leases that have been previously assumed or assumed and assigned pursuant to an order of the Bankruptcy Court shall not be affected by the Plan. The Confirmation Order will constitute a Bankruptcy Court order approving the rejection, on the Effective Date, of the executory contracts and unexpired leases to be rejected under the Plan.

6.2.2 Rejection Claims Bar Date. Any Rejection Claim or other Claim for damages arising from the rejection under the Plan of an executory contract or unexpired lease must be Filed and served no later than the Rejection Claims Bar Date. Any such Rejection Claims that are not timely Filed and served will be forever disallowed, barred, and unenforceable, and Persons holding such Claims will not receive and be barred from receiving any Distributions on account of such untimely Claims. If one or more Rejection Claims are timely Filed pursuant to the Plan, the Liquidation Trust may object to any Rejection Claim on or prior to the Claim Objection Deadline. For the avoidance of doubt, the Rejection Claims Bar Date established by the Plan does not alter any rejection claims bar date established by a prior order of the Bankruptcy Court with respect to any executory contract or unexpired leases that was previously rejected in these Chapter 11 Cases.

ARTICLE VII

PROVISIONS GOVERNING DISTRIBUTIONS

7.1 Timing of Distributions for Allowed Claims. Except as otherwise provided herein or as ordered by the Bankruptcy Court, all Distributions to Holders of Allowed Claims as of the applicable Distribution Date shall be made on or as soon as practicable after the applicable Distribution Date; *provided, however*, that the Liquidation Trustee, in its discretion, may defer Distributions to a given Holder of Liquidation Trust Interests (other than the final Distribution) if the amount available for Distribution to such Holder is not at least \$250. Distributions on account of Claims that first become Allowed Claims after the applicable Distribution Date shall be made pursuant to Section 8.4 of the Plan and on the day selected by the Liquidation Trustee. Distributions made as soon as reasonably practicable after the Effective Date or such other date set forth herein shall be deemed to have been made on such date.

7.2 Calculating Distributions and Related Matters. The Liquidation Trust shall undertake in its reasonable discretion to make in accordance with the Plan all calculations of Available Cash, Net Note Claims, Net Unit Claims, and of other amounts for or relating to Distributions for Holders of Allowed Claims to be made from the Liquidation Trust or the Wind-Down Entity or for reserves for Holders of Contingent Claims, Disputed Claims, and Unliquidated Claims to be established by the Liquidation Trust, and may establish and holdback from Distributions reasonable reserves for other contingencies. When calculating Distributions (and amounts to hold in Distribution Reserves) with respect to Unit Claims and Note Claims that are to be treated as Class 3 Claims under the Plan, the Outstanding Principal Amounts and Prepetition Distributions to be utilized by the Liquidation Trust shall be as set forth in the Schedule of Principal Amounts and Prepetition Distributions or as determined pursuant to the following section.

7.3 Application of the Schedule of Principal Amounts and Prepetition Distributions. For any Noteholder or Unitholder that is not a Disputing Claimant, all Distributions and reserves shall be made or established based on the applicable amounts in the Schedule of Principal Amounts and Prepetition Distributions. For any Unitholder that is a Disputing Claimant or any Noteholder that is a Disputing Claimant holding Note Claims that are to be treated as Class 3 Claims under the Plan, in connection with a calculation by the Liquidation Trust for a Distribution or to establish reserves, unless otherwise provided in a Bankruptcy Court order, all calculations with respect to such Disputing Claimant shall be made based on the aggregate claim amounts asserted by the Disputing Claimant in the applicable proof of claim or, if no proof of claim was Filed by the Disputing Claimant, reflected in the Schedules, or, for Unliquidated Claims, as estimated in the reasonable discretion of the Liquidation Trust, and all such Liquidation Trust Interests and Cash shall be held in a Distribution Reserve unless and until (i) the Liquidation Trust and the particular Disputing Claimant agree regarding the Outstanding Principal Amounts and Prepetition Distributions to utilize or (ii) a Final Order establishes such Outstanding Principal Amounts and Prepetition Distributions, including, if applicable, after taking into account any Liquidation Trust Actions that the Liquidation Trust may pursue against the particular Disputing Claimant (as to which all rights of the Liquidation Trust are reserved).

7.4 Interest and Other Amounts Regarding Claims. Except to the extent provided (i) in Bankruptcy Code section 506(b) and Allowed by a Final Order or otherwise agreed, (ii) in the Plan, or (iii) in the Confirmation Order, postpetition interest shall not accrue or be paid on any Claims, and no Holder of an Allowed Claim shall be entitled to interest, penalties, fees, or late charges accruing or chargeable on any Claim from and after the Petition Date.

7.5 Distributions by Liquidation Trustee or Wind-Down CEO as Disbursing Agent. The Liquidation Trustee or Wind-Down CEO shall serve as the disbursing agent under the Plan with respect to Distributions required pursuant to the Plan to be paid by, respectively, the Liquidation Trust or the Wind-Down Entity. The Liquidation Trustee and Wind-Down CEO shall not be required to give any bond or surety or other security for the performance of any duties as disbursing agent.

7.6 Means of Cash Payment. Cash payments under the Plan shall be made, at the option and in the sole discretion of the Liquidation Trustee, by (i) checks drawn on or (ii) wire transfer, electronic funds transfer, or ACH from a domestic bank. Cash payments to foreign Creditors may be made, at the option and in the sole discretion of the Liquidation Trustee by such means as are necessary or customary in a particular foreign jurisdiction. Cash payments made pursuant to the Plan in the form of checks shall be null and void if not cashed within 180 calendar days of the date of the issuance thereof. Requests for reissuance of any check within 180 calendar days of the date of the issuance thereof shall be made directly to the Liquidation Trustee.

7.7 Form of Currency for Distributions. All Distributions under the Plan shall be made in U.S. Dollars. Where a Claim has been denominated in foreign currency on a proof of claim, the Allowed amount of such Claim shall be calculated in U.S. Dollars based upon the currency conversion rate in place as of the Petition Date and in accordance with Bankruptcy Code section 502(b).

7.8 Fractional Distributions. Notwithstanding anything in the Plan to the contrary, no payment of fractional cents shall be made pursuant to the Plan. Whenever any payment of a fraction of a cent under the Plan would otherwise be required, the actual Distribution made shall reflect a rounding of such fraction to the nearest whole penny (up or down), with half cents or more being rounded up and fractions less than half of a cent being rounded down.

7.9 De Minimis Distributions. Notwithstanding anything in the Plan to the contrary, the Liquidation Trust and the Wind-Down Entity shall not be required to distribute, and shall not distribute, Cash or other property to the Holder of any Allowed Claim if the amount of Cash or other property to be distributed on account of such Claim on any given Distribution Date is less than \$10.00, and such amount shall be distributed to other Creditors on such Distribution Date in accordance with the terms of the Plan. Any Holder of an Allowed Claim on account of which the amount of Cash or other property to be distributed on any given Distribution Date is less than \$10.00 shall be forever barred from asserting any Claim with respect to such eliminated Distribution against any Estate Assets.

7.10 No Distributions With Respect to Certain Claims. Notwithstanding anything in the Plan to the contrary, no Distributions or other consideration of any kind shall be made on account of any Contingent Claim, Disputed Claim, or Unliquidated Claim unless and until such Claim becomes an Allowed Claim, and then only to the extent that such Claim becomes an Allowed Claim and as provided under the Plan for such Allowed Claim. Nonetheless, in undertaking the calculations concerning Allowed Claims under the Plan, including the determination of Distributions due to the Holders of Allowed Claims, each Contingent Claim, Disputed Claim, or Unliquidated Claim shall be treated as if it were an Allowed Claim (which, for Unliquidated Claims, shall mean they shall be treated as if Allowed in such amounts as determined in the reasonable discretion of the Liquidation Trust), except that if the Bankruptcy Court estimates the likely portion of such a Claim to be Allowed or authorized or the Bankruptcy Court or the Holder of such Claim and the Liquidation Trustee otherwise determine the amount or number that would constitute a sufficient reserve for such a Claim, such amount or number as determined by the Bankruptcy Court or by agreement of the Holder of such Claim and the Liquidation Trustee shall be used with respect to such Claim. Distributions due in respect of a Contingent Claim, Disputed Claim, or Unliquidated Claim shall be held in reserve by the Liquidation Trust in one or more Distribution Reserves. The Liquidation Trust will elect to treat

any Distribution Reserve as a “Disputed Ownership Fund,” pursuant to Treasury Regulation section 1.468B-9(c)(2)(ii). As outlined in this election, Creditors holding such Claims are not treated as transferors of the money or property transferred to the “Disputed Ownership Fund.” For federal income tax purposes, a “Disputed Ownership Fund” is treated as the owner of all assets that it holds. A “Disputed Ownership Fund” is treated as a C corporation for purposes of the Internal Revenue Code. A “Disputed Ownership Fund” must file all required income and information tax returns and make all tax payments.

7.11 Distributions and Transfers Upon Resolution of Contingent Claims, Disputed Claims, or Unliquidated Claims.

After an objection to a Disputed Claim is resolved or a Contingent Claim or Unliquidated Claim has been determined in whole or in part by a Final Order or by agreement, an amount of Liquidation Trust Interests and/or Cash held in the Disputed Ownership Fund corresponding to the amount of any resulting Allowed Claim (and/or any applicable Net Note Claim or Net Unit Claim with respect thereto) shall be transferred, net of any tax payable by the Disputed Ownership Fund with respect to the transfer, in a taxable transaction to the Holder of the formerly Contingent Claim, Disputed Claim, or Unliquidated Claim. Upon each such resolution of a Claim against the Disputed Ownership Fund and such transfer with respect to any resulting Allowed Claim, (i) any remaining Liquidation Trust Interests in the Disputed Ownership Fund that had been held with respect to such formerly Contingent Claim, Disputed Claim, or Unliquidated Claim prior to its resolution shall be cancelled; and (ii) any remaining Cash in the Disputed Ownership Fund that had been held with respect to such formerly Contingent Claim, Disputed Claim, or Unliquidated Claim prior to its resolution shall be transferred, net of any tax payable by the Disputed Ownership Fund with respect to such transfers, for use as follows, provided that such Cash transfers shall be treated as a taxable transfer by the Disputed Ownership Fund and to the recipients of such Cash. Such remaining Cash may be utilized for payment, allocation, or reserve in accordance with the Plan for (a) unpaid or unutilized amounts for either Wind-Down Expenses or Liquidation Trust Funding or (b) any post-Confirmation reserve requirements of the Wind-Down Entity in connection with the Plan, any agreements, or any Bankruptcy Court orders. To the extent any such remaining Cash is not so utilized, it shall become Available Cash for distribution to the Holders of Liquidation Trust Interests (including each Holder of Liquidation Trust Interests to the extent it obtains an Allowed Claim as a result of resolution of a formerly Contingent Claim, Disputed Claim, or Unliquidated Claim) in a manner reasonably allocated by the Liquidation Trust so that all Holders of Liquidation Trust Interests will receive Cash in proportion to their Liquidation Trust Interests, net of any tax payable by the Disputed Ownership Fund with respect to the respective transfers.

7.12 Delivery of Distributions. Distributions in respect of Liquidation Trust Interests shall be made to Holders of Liquidation Trust Interests as of the record date set for such Distribution. Distributions to Holders of Liquidation Trust Interests or Allowed Claims that have not been converted to Liquidation Trust Interests shall be made (a) at the addresses set forth in the proofs of claim Filed by such Holders, (b) at the addresses reflected in the Schedules if no proof of claim has been Filed, or (c) at the addresses set forth in any written notices of address changes delivered to the Claims Agent or the Liquidation Trustee. If any Holder’s Distribution is returned as undeliverable, no further Distributions to such Holder shall be made unless and until the Liquidation Trustee is notified of such Holder’s then-current address. The responsibility to provide the Claims Agent or the Liquidation Trustee with a current address of a Holder of Liquidation Trust Interests or Claims shall always be the responsibility of such Holder. Amounts

in respect of undeliverable Distributions made by the Liquidation Trustee shall be held in trust on behalf of the Holder of the Liquidation Trust Interest or Claim to which they are payable by the Liquidation Trustee until the earlier of the date that such undeliverable Distributions are claimed by such Holder and 180 calendar days after the date the undeliverable Distributions were made.

7.13 Application of Distribution Record Date & Other Transfer Restrictions. At the close of business on the Distribution Record Date, the claims registers for all Claims shall be closed, and there shall be no further changes in the record holders of any Claims. Except as provided herein, the Liquidation Trust, the Wind-Down Entity, and each of their respective Related Parties shall have no obligation to recognize any putative transfer of Claims occurring after the Distribution Record Date and shall be entitled instead to recognize and deal for all purposes hereunder with only those record holders stated on the claims registers as of the close of business on the Distribution Record Date irrespective of the number of Distributions to be made under the Plan to such Persons or the date of such Distributions. In addition, the Liquidation Trust and each of its Related Parties shall have no obligation to recognize any putative transfer of Notes or Units occurring at any time prior to the Effective Date to which the Debtors did not expressly consent and shall be entitled instead to recognize and deal for all purposes hereunder with only the Holder of particular Notes or Units as reflected on the Debtors' books and records for purposes of effecting Distributions of Liquidation Trust Interests. Nothing in this Section 7.13 is intended to or will impair or limit (i) the transferability of any Liquidation Trust Interests once such Liquidation Trust Interests have been Distributed to the record holders of Allowed Note Claims, Allowed General Unsecured Claims, and Allowed Unit Claims or (ii) the right of Holders at the record dates established from time to time regarding Liquidation Trust Interests to receive all Distributions in respect of such Liquidation Trust Interests when any Distributions are made.

7.14 Withholding, Payment, and Reporting Requirements Regarding Distributions. All Distributions under the Plan shall, to the extent applicable, comply with all tax withholding, payment, and reporting requirements imposed by any federal, state, provincial, local, or foreign taxing authority, and all Distributions shall be subject to any such withholding, payment, and reporting requirements. The Liquidation Trust shall be authorized to take any and all actions that may be necessary or appropriate to comply with such withholding, payment, and reporting requirements, including, to the extent such information is not already available to the Liquidation Trust, requiring each Holder of a Liquidation Trust Interest or Claim to provide an executed current Form W-9, Form W-8, or similar tax form as a prerequisite to receiving a Distribution. Notwithstanding any other provision of the Plan, (a) each Holder of a Liquidation Trust Interest or an Allowed Claim that is to receive a Distribution pursuant to the Plan shall have sole and exclusive responsibility for the satisfaction and payment of any tax obligations imposed by any governmental unit, including income, withholding, and other tax obligations, on account of such Distribution, and including, in the case of any Holder of a Disputed Claim that has become an Allowed Claim, any tax obligation that would be imposed on the Liquidation Trust in connection with such Distribution; and (b) no Distribution shall be made to or on behalf of such Holder pursuant to the Plan unless and until such Holder has made arrangements reasonably satisfactory to the Liquidation Trust for the payment and satisfaction of such withholding tax obligations or such tax obligation that would be imposed in connection with such Distribution.

7.15 Defenses and Setoffs. On and after the Effective Date, the Wind-Down Entity and the Liquidation Trust, as applicable, shall have all of the Debtors' and the Estates' rights under

Bankruptcy Code section 558. Nothing under the Plan shall affect the rights and defenses of the Debtors, the Estates, the Wind-Down Entity, or the Liquidation Trust in respect of any Claim, including all rights in respect of legal and equitable objections, defenses, setoffs, or recoupment against such Claims. Accordingly, the Liquidation Trust may, but shall not be required to, set off against any Claim or any Allowed Claim, and the payments or other Distributions to be made pursuant to the Plan in respect of such Claim, claims of any nature whatsoever that the Debtors, the Estates, the Wind-Down Entity, or the Liquidation Trust, as applicable, may have against the Holder of such Claim; *provided, however*, that neither the failure to do so nor the allowance of any Claim hereunder shall constitute a waiver or release of any such claim or rights that may exist against such Holder.

7.16 Allocation of Distributions. All Distributions received under the Plan by Holders of Liquidation Trust Interests and Claims shall be deemed to be allocated first to the principal amount of such Claim, or the Claim to which the applicable Liquidation Trust Interest relates, as determined for United States federal income tax purposes, and then to accrued interest, if any, with respect to such Claim.

7.17 Joint Distributions. The Liquidation Trustee may, in its sole discretion, make Distributions jointly to any Holder of a Claim and any other Person that the Liquidation Trustee has determined to have an interest in such Claim.

7.18 Forfeiture of Distributions. If the Holder of a Claim fails to cash a check payable to it within the time period set forth in Section 7.6, fails to claim an undeliverable Distribution within the time limit set forth in Section 7.12, or fails to complete and return to the Liquidation Trustee the appropriate Form W-8 or Form W-9 within 180 calendar days after a request for the completion and return of the appropriate form pursuant to Section 7.14 (or such later time as approved by a Bankruptcy Court order), then such Holder shall be deemed to have forfeited its right to any reserved and future Distributions under the Plan. Any such forfeited Distributions shall be deemed Available Cash for all purposes, notwithstanding any federal or state escheat laws to the contrary.

ARTICLE VIII

PROCEDURES FOR RESOLVING DISPUTED, CONTINGENT, AND UNLIQUIDATED CLAIMS AND DISTRIBUTIONS WITH RESPECT THERETO

8.1 Objections to and Resolution of Disputed Claims, Including Any Claims of Excluded Parties or Disputing Claimants. From and after the Effective Date, the Liquidation Trust shall have the exclusive authority to compromise, resolve, and Allow any Disputed Claim without the need to obtain approval from the Bankruptcy Court, and any agreement entered into by the Liquidation Trust with respect to the Allowance of any Claim shall be conclusive evidence and a final determination of the Allowance of such Claim; *provided, however*, that, under the Plan, all Claims, including Note Claims or Unit Claims, asserted by any of the Excluded Parties or any Disputing Claimant are Disputed Claims in their entirety and will have no right to receive any Distributions under the Plan unless and until such Claims are affirmatively Allowed by a Final Order.

8.2 Claim Objections. All objections to Claims (other than Professional Fee Claims, which shall be governed by Section 11.2 of the Plan, but including any Claims of Excluded Parties or

Disputing Claimants) shall be Filed by the Liquidation Trust on or before the Claim Objection Deadline, which date may be extended on presentment of an order to the Bankruptcy Court by the Liquidation Trust prior to the expiration of such period and without need for notice or hearing. The Claim Objection Deadline shall be automatically extended as provided by Local Rule 9006-2 upon the Filing of a proposed form of order by the Liquidation Trust requesting an extension of the Claim Objection Deadline. If a timely objection has not been Filed to a proof of claim or the Schedules have not been amended with respect to a Claim that was Scheduled by the Debtors but was not Scheduled as contingent, unliquidated, or disputed, then the Claim to which the proof of claim or Scheduled Claim relates will be treated as an Allowed Claim.

8.3 Estimation of Certain Claims. The Liquidation Trust may, at any time, move for a Bankruptcy Court order estimating any Contingent Claim, Disputed Claim, or Unliquidated Claim pursuant to Bankruptcy Code section 502(c), regardless of whether the Debtors have previously objected to such Claim or whether the Bankruptcy Court has ruled on any such objection, and the Bankruptcy Court shall retain jurisdiction and power to estimate any Claim at any time during litigation concerning any objection to any Claim, including during the pendency of any appeal relating to any such objection. The estimated amount of any Claim so determined by the Bankruptcy Court shall constitute the maximum recovery that the Holder thereof may recover after the ultimate liquidation of its Claim, irrespective of the actual amount that is ultimately Allowed. All of the aforementioned Claims objection, estimation, and resolution procedures are cumulative and are not necessarily exclusive of one another.

8.4 Distributions Following Allowance. Once a Contingent Claim, a Disputed Claim, or an Unliquidated Claim becomes an Allowed Claim, in whole or in part, including pursuant to the Plan, the Liquidation Trust shall distribute from the applicable Distribution Reserves to the Holder thereof the Distributions, if any, to which such Holder is then entitled under the Plan. Such Distributions, if any, shall be made on the next Distribution Date after the date on which the order or judgment allowing any such Claim becomes a Final Order or on which the Claim otherwise becomes an Allowed Claim, or, if there is no applicable Distribution Date, then within ninety (90) calendar days after the date on which the Claim becomes an Allowed Claim. Unless otherwise specifically provided in the Plan or allowed by a Final Order, no interest shall be paid on Contingent Claims, Disputed Claims, or Unliquidated Claims that later become Allowed Claims.

8.5 Disposition of Assets in Reserves After Disallowance. After an objection to a Disputed Claim is sustained or a Contingent Claim or Unliquidated Claim has been determined in whole or in part by a Final Order or by agreement, such that the Contingent Claim, Disputed Claim, or Unliquidated Claim is a Disallowed Claim in whole or in part, any Cash held in an applicable Distribution Reserve in respect of the particular Claim in excess of the Distributions due on account of any resulting Allowed Claim shall be used or distributed in a manner consistent with the Plan and any reserved Liquidation Trust Interests shall be cancelled.

ARTICLE IX

CONDITIONS PRECEDENT TO THE EFFECTIVE DATE

9.1 Conditions to the Effective Date. The occurrence of the Effective Date shall not occur and the Plan shall not be consummated unless and until each of the following conditions has been satisfied or duly waived pursuant to Section 9.2 of the Plan:

- (i) the Bankruptcy Court shall have entered the Confirmation Order;
- (ii) the Confirmation Order shall not be subject to any stay;
- (iii) all governmental and material third-party approvals and consents necessary in connection with the transactions contemplated by the Plan, if any, shall have been obtained and be in full force and effect;
- (iv) all actions and all agreements, instruments, or other documents necessary to implement the terms and provisions of the Plan are effected or executed and delivered, as applicable; and
- (v) the Professional Fee Reserve is funded pursuant to Section 11.2 of the Plan.

9.2 Waiver of Conditions to the Effective Date. The conditions to the Effective Date set forth in clauses (iii) and (iv) of Section 9.1 of the Plan may be waived in writing by the Debtors, in the Debtors' reasonable discretion after consultation with each of the Committees, at any time without further order.

9.3 Effect of Non-Occurrence of Conditions to the Effective Date. If each of the conditions to the Effective Date is not satisfied or duly waived in accordance with Sections 9.1 and 9.2 of the Plan, upon notification Filed by the Debtors with the Bankruptcy Court, (i) the Confirmation Order shall be vacated; (ii) no Distributions shall be made; (iii) the Debtors, the Estates, and all Creditors shall be restored to the *status quo* as of the day immediately preceding the Confirmation Hearing as though the Confirmation Order was not entered; and (iv) all of the Debtors' and the Estates' obligations with respect to Claims shall remain unchanged and nothing contained in the Plan shall constitute a waiver or release of any Causes of Action by or against the Debtors, the Estates, or any other Person or prejudice in any manner the rights, claims, or defenses of the Debtors, the Estates, or any other Person.

9.4 Notice of the Effective Date. Promptly after the occurrence of the Effective Date, the Liquidation Trust or its agents shall mail or cause to be mailed to all Creditors a notice that informs such Creditors of (i) entry of the Confirmation Order and the resulting confirmation of the Plan; (ii) the occurrence of the Effective Date; (iii) the assumption, assignment, and rejection of executory contracts and unexpired leases pursuant to the Plan, as well as the deadline for the filing of resulting Rejection Claims; (iv) the deadline established under the Plan for the filing of Administrative Claims; and (v) such other matters as the Liquidation Trustee finds appropriate.

ARTICLE X

RETENTION OF JURISDICTION AND POWER

10.1 Scope of Retained Jurisdiction and Power. Under Bankruptcy Code sections 105(a) and 1142, and notwithstanding entry of the Confirmation Order and occurrence of the Effective Date, and except as otherwise ordered by the Bankruptcy Court, the Bankruptcy Court shall retain jurisdiction and power over all matters arising in, arising under, or related to the Chapter 11 Cases and the Plan to the fullest extent permitted by law, including jurisdiction and power to do the following:

(a) except as otherwise Allowed pursuant to the Plan or in the Confirmation Order, Allow, classify, determine, disallow, establish the priority or secured or unsecured status of, estimate, limit, liquidate, or subordinate any Claim, in whole or in part, including the resolution of any request for payment of any Administrative Claim and the resolution of any objections to the allowance or priority of Claims;

(b) hear and determine all applications for compensation and reimbursement of expenses of Professionals under the Plan or under Bankruptcy Code sections 327, 328, 330, 331, 363, 503(b), 1103, and 1129(a)(4);

(c) hear and determine all matters with respect to the assumption or rejection of any executory contract or unexpired lease to which a Debtor is a party or with respect to which a Debtor may be liable, including, if necessary, the nature or amount of any required cure or the liquidation or allowance of any Claims arising therefrom;

(d) effectuate performance of and payments under the provisions of the Plan and enforce remedies on any default under the Plan;

(e) hear and determine any and all adversary proceedings, motions, applications, and contested or litigated matters arising out of, under, or related to, the Chapter 11 Cases, including the Liquidation Trust Actions, and with respect to the Plan;

(f) enter such orders as may be necessary or appropriate to execute, implement, or consummate the provisions of the Plan and all contracts, instruments, releases, and other agreements or documents created, executed, or contemplated in connection with the Plan, the Disclosure Statement, or the Confirmation Order;

(g) hear and determine disputes arising in connection with the interpretation, implementation, consummation, or enforcement of the Plan, including disputes arising under agreements, documents, or instruments executed in connection with the Plan, or to maintain the integrity of the Plan following consummation;

(h) consider any modifications of the Plan, cure any defect or omission, or reconcile any inconsistency in any order of the Bankruptcy Court, including the Confirmation Order;

(i) issue injunctions, enter and implement other orders, or take such other actions as may be necessary or appropriate to restrain interference by any Person with the implementation, consummation, or enforcement of the Plan or the Confirmation Order;

(j) enter and implement such orders as may be necessary or appropriate if the Confirmation Order is for any reason reversed, stayed, revoked, modified, or vacated;

(k) hear and determine any matters arising in connection with or relating to the Plan, the Plan Supplement, the Disclosure Statement, the Confirmation Order, or any contract, instrument, release, or other agreement or document created, executed, or contemplated in connection with any of the foregoing documents and orders;

(l) enforce, interpret, and determine any disputes arising in connection with any stipulations, orders, judgments, injunctions, releases, exculpations, indemnifications, and rulings associated with the Plan or otherwise entered in connection with the Chapter 11 Cases (whether or not any or all of the Chapter 11 Cases have been closed);

(m) except as otherwise limited herein, recover all Estate Assets, wherever located;

(n) hear and determine matters concerning state, local, and federal taxes in accordance with Bankruptcy Code sections 346, 505, and 1146;

(o) hear and determine all disputes involving the existence, nature, or scope of the Debtors' discharge;

(p) hear and determine such other matters as may be provided in the Confirmation Order or as may be authorized under, or not inconsistent with, the Bankruptcy Code and title 28 of the United States Code;

(q) resolve any cases, controversies, suits, or disputes related to the Wind-Down Entity, the Wind-Down CEO, the Liquidation Trust, the Liquidation Trustee, the Remaining Debtors, or the Remaining Debtors Manager; and

(r) enter a final decree closing the Chapter 11 Cases of the Remaining Debtors.

10.2 Reserved Rights to Seek Bankruptcy Court Approval. Notwithstanding any provision of the Plan allowing an act to be taken without Bankruptcy Court approval, the Liquidation Trustee and the Wind-Down Entity shall have the right to submit to the Bankruptcy Court any question or questions regarding which either of them may desire to have explicit approval of the Bankruptcy Court for the taking of any specific action proposed to be taken by the Liquidation Trust or the Wind-Down Entity, including the administration, distribution, or proposed sale of any of the Liquidation Trust Assets or any of the Wind-Down Assets. The Bankruptcy Court shall retain jurisdiction and power for such purposes and shall approve or disapprove any such proposed action upon motion Filed by the Liquidation Trust or the Wind-Down Entity, as applicable.

10.3 Non-Exercise of Jurisdiction. If the Bankruptcy Court abstains from exercising, or declines to exercise, jurisdiction or is otherwise without jurisdiction over any matter arising in, arising under, or related to the Chapter 11 Cases, including the matters set forth in Section 10.1 of the Plan, the provisions of this Article X shall have no effect on, and shall not control, limit, or prohibit the exercise of jurisdiction by any other court having competent jurisdiction with respect to, such matter.

ARTICLE XI

MISCELLANEOUS PROVISIONS

11.1 Administrative Claims. Subject to the last sentence of this Section 11.1, all requests for payment of an Administrative Claim must be Filed with the Bankruptcy Court no later than the Administrative Claims Bar Date. In the event of an objection to Allowance of an Administrative Claim, the Bankruptcy Court shall determine the Allowed amount of such Administrative Claim. **THE FAILURE TO FILE A MOTION REQUESTING ALLOWANCE OF AN ADMINISTRATIVE CLAIM ON OR BEFORE THE ADMINISTRATIVE CLAIMS BAR DATE, OR THE FAILURE TO SERVE SUCH MOTION TIMELY AND PROPERLY, SHALL RESULT IN THE ADMINISTRATIVE CLAIM BEING FOREVER BARRED AND DISALLOWED WITHOUT FURTHER ORDER OF THE BANKRUPTCY COURT. IF FOR ANY REASON ANY SUCH ADMINISTRATIVE CLAIM IS INCAPABLE OF BEING FOREVER BARRED AND DISALLOWED, THEN THE HOLDER OF SUCH CLAIM SHALL IN NO EVENT HAVE RECOURSE TO ANY PROPERTY TO BE DISTRIBUTED PURSUANT TO THE PLAN.** Postpetition statutory tax claims shall not be subject to any Administrative Claims Bar Date.

11.2 Professional Fee Claims. All final requests for payment of Professional Fee Claims pursuant to Bankruptcy Code sections 327, 328, 330, 331, 363, 503(b), or 1103 must be made by application Filed with the Bankruptcy Court and served on counsel to the Liquidation Trust and counsel to the U.S. Trustee no later than forty-five (45) calendar days after the Effective Date, unless otherwise ordered by the Bankruptcy Court. Objections to such applications must be Filed and served on counsel to the Liquidation Trust, counsel to the U.S. Trustee, and the requesting Professional on or before the date that is twenty-one (21) calendar days after the date on which the applicable application was served (or such longer period as may be allowed by order of the Bankruptcy Court or by agreement with the requesting Professional). All Professional Fee Claims shall be paid by the Liquidation Trust to the extent approved by order of the Bankruptcy Court within five (5) Business Days after entry of such order. On the Effective Date, the Liquidation Trust shall establish the Professional Fee Reserve. The Professional Fee Reserve shall vest in the Liquidation Trust and shall be maintained by the Liquidation Trust in accordance with the Plan. The Liquidation Trust shall fully fund the Professional Fee Reserve on the Effective Date in an amount that is agreed upon by the Debtors and each of the Committees prior to the Confirmation Hearing and that approximates the total projected amount of unpaid Professional Fee Claims on the Effective Date. If the Debtors and the Committees are unable to agree on an amount by which the Professional Fee Reserve is to be funded, then any of those parties may submit the issue to the Bankruptcy Court, which, following notice and a hearing, shall fix the amount of the required funding. All Professional Fee Claims that have not previously been paid, otherwise satisfied, or withdrawn shall be paid from the Professional Fee Reserve. Any excess funds in the Professional Fee Reserve shall be released to the Liquidation Trust to be used for other purposes consistent with the Plan. For the avoidance of doubt, the Professional Fee Reserve is an estimate and shall not be construed as a cap on the Liquidation Trust's obligation to pay in full Allowed Professional Fee Claims.

11.3 Payment of Statutory Fees. All fees payable pursuant to 28 U.S.C. § 1930, as determined by the Bankruptcy Court at the Confirmation Hearing, shall be paid by the Debtors on or before the Effective Date. All such fees that arise after the Effective Date shall be paid by

the Liquidation Trust. Notwithstanding the foregoing: (i) for the Remaining Debtors, quarterly fees for the quarter in which the Effective Date occurs will be calculated on the basis of all Estate Assets being distributed to the Liquidation Trust and the Wind-Down Entity on the Effective Date in the Chapter 11 Cases of the Remaining Debtors; (ii) for all other Debtors, quarterly fees for the quarter in which the Effective Date occurs will be calculated on the basis of disbursements (if any) made by such Debtors prior to the Effective Date; and (iii) quarterly fees for each quarter after the quarter in which the Effective Date occurs will be \$325.00 for any Remaining Debtors through the entry of the Final Decree for any of the Remaining Debtors or the dismissal or conversion of the Chapter 11 Cases regarding the Remaining Debtors. Notwithstanding anything to the contrary in the Plan, the U.S. Trustee shall not be required to file any proofs of claim with respect to quarterly fees payable pursuant to 28 U.S.C. § 1930.

11.4 Post-Effective-Date Reporting.

(a) Beginning the first quarter-end following the Effective Date and continuing on each quarter-end thereafter until the Closing Date, within thirty (30) calendar days after the end of such period, the Liquidation Trust shall File quarterly reports with the Bankruptcy Court. Each quarterly report shall contain a cash flow statement which shall show Distributions by Class during the prior quarter, an unaudited balance sheet, the terms of any settlement of an individual Claim in an amount greater than \$100,000, the terms of any litigation settlement where the Cause of Action or the Liquidation Trust Action was greater than \$100,000 or the settlement is for more than \$100,000, the terms of any sale of Estate Assets where the proceeds of such sale are \$100,000 or greater, and such other information as the Liquidation Trust determines is material.

(b) Until the effectiveness of an Exchange Act Registration for the Class A Liquidation Trust Interests, the Liquidation Trust shall, as soon as practicable after the end of each calendar year and upon termination of the Liquidation Trust, provide or make available a written report and account to the Holders of Liquidation Trust Interests, which report and account sets forth (i) the assets and liabilities of the Liquidation Trust at the end of such calendar year or upon termination and the receipts and disbursements of the Liquidation Trust for such calendar year or period, and (ii) changes in the Liquidation Trust Assets and actions taken by the Liquidation Trustee in the performance of its duties under the Plan or the Liquidation Trust Agreement that the Liquidation Trustee determines in its discretion may be relevant to Holders of Liquidation Trust Interests, such as material changes or actions that, in the opinion of the Liquidation Trustee, may have a material effect on the Liquidation Trust Assets that were not previously reported. The Liquidation Trust may provide or make available to Holders of Liquidation Trust Interests similar reports for such interim periods during the calendar year as the Liquidation Trustee deems advisable. So long as no Exchange Act Registration for the Class A Liquidation Trust Interests shall have become effective, such reports may be provided or made available to the Holders of Liquidation Trust Interests, in the discretion of the Liquidation Trustee, by any reasonable means, including U.S. mail, electronic transmission, display on IntraLinks or a similar virtual data room to which Holders shall have access, or publication to a publicly-available website or by press release distributed via a generally recognized business news service.

(c) Following the effectiveness of an Exchange Act Registration for the Class A Liquidation Trust Interests, the Liquidation Trust shall provide or make available to the Holders of Liquidation Trust Interests, either by publication to a publicly-available website or by press

release distributed via a generally recognized business news service, copies of all current reports on Form 8-K, quarterly reports on Form 10-Q, and annual reports on Form 10-K that may be required to be filed by the Liquidation Trust with the SEC under the Exchange Act, which copies are to be so provided or made available promptly after such filing.

11.5 Dissolution of the Committees. Each of the Committees shall be automatically dissolved on the Effective Date and, on the Effective Date, each member of the Committees (including each Related Party thereof) and each Professional retained by any of the Committees shall be released and discharged from all rights, duties, responsibilities, and obligations arising from, or related to, the Debtors, their membership on any of the Committees, the Plan, or the Chapter 11 Cases, except with respect to (a) any matters concerning any Professional Fee Claims held or asserted by any Professional retained by any of the Committees; and (b) the right of former Noteholder Committee and Unitholder Committee members to select a successor Noteholder Committee or Unitholder Committee designee, respectively, on the Liquidation Trust Supervisory Board.

11.6 Modifications and Amendments.

(a) In the Debtors' reasonable discretion after consultation with each of the Committees, the Debtors may alter, amend, or modify the Plan under Bankruptcy Code section 1127(a) at any time at or prior to the conclusion of the Confirmation Hearing. All alterations, amendments, or modifications to the Plan must comply with Bankruptcy Code section 1127. The Debtors shall provide parties in interest with notice of such amendments or modifications as may be required by the Bankruptcy Rules or order of the Bankruptcy Court. A Creditor that has accepted the Plan shall be deemed to have accepted the Plan, as altered, amended, modified, or clarified, if the proposed alteration, amendment, modification, or clarification does not materially and adversely change the treatment of the Claim of such Creditor.

(b) After entry of the Confirmation Order and prior to substantial consummation (as defined in Bankruptcy Code section 1101(2)) of the Plan, the Debtors or the Liquidation Trust, as applicable, may, under Bankruptcy Code section 1127(b), institute proceedings in the Bankruptcy Court to remedy any defect or omission or to reconcile any inconsistencies in the Plan, the Disclosure Statement approved with respect to the Plan, or the Confirmation Order, and such matters as may be necessary to carry out the purpose and effect of the Plan so long as such proceedings do not adversely affect the treatment of Holders of Claims under the Plan. Such proceedings must comply with Bankruptcy Code section 1127. To the extent required, prior notice of such proceedings shall be served in accordance with the Bankruptcy Rules or an order of the Bankruptcy Court. A Creditor that has accepted the Plan shall be deemed to have accepted the Plan, as altered, amended, modified, or clarified, if the proposed alteration, amendment, modification, or clarification does not materially and adversely change the treatment of the Claim of such Creditor.

11.7 Severability of Plan Provisions. If, at or before the Confirmation Hearing, the Bankruptcy Court holds that any Plan term or provision is invalid, void, or unenforceable, the Bankruptcy Court may alter or interpret that term or provision so that it is valid and enforceable to the maximum extent possible consistent with the original purpose of that term or provision. That term or provision will then be applicable as altered or interpreted. Notwithstanding any such holding, alteration, or interpretation, the Plan's remaining terms and provisions will remain

in full force and effect and will in no way be affected, impaired, or invalidated. The Confirmation Order will constitute a judicial determination providing that each Plan term and provision, as it may have been altered or interpreted in accordance with this Section 11.7, is valid and enforceable under its terms.

11.8 Compromises and Settlements. From and after the Effective Date, the Liquidation Trust may compromise and settle disputes about any Claims or about any Liquidation Trust Actions, without any further approval by the Bankruptcy Court. Until the Effective Date, the Debtors expressly reserve the right to compromise and settle (subject to the approval of the Bankruptcy Court) Claims against them or any Avoidance Actions and Causes of Action belonging to the Estates.

11.9 Binding Effect of Plan. Upon the Effective Date, Bankruptcy Code section 1141 shall become applicable with respect to the Plan and the Plan shall be binding on all Persons to the fullest extent permitted by Bankruptcy Code section 1141(a). Confirmation of the Plan binds each Holder of a Claim or Equity Interest to all the terms and conditions of the Plan, whether or not such Holder's Claim or Equity Interest is Allowed, whether or not such Holder holds a Claim or Equity Interest that is in a Class that is Impaired under the Plan, and whether or not such Holder has accepted the Plan.

11.10 Non-Discharge of the Debtors; Injunction. In accordance with Bankruptcy Code section 1141(d)(3)(A), the Plan does not discharge the Debtors. Bankruptcy Code section 1141(c) nevertheless provides, among other things, that the property dealt with by the Plan is free and clear of all Claims and Equity Interests against the Debtors. As such, no Person holding a Claim or an Equity Interest may receive any payment from, or seek recourse against, any assets that are to be distributed under the Plan other than assets required to be distributed to that Person under the Plan. As of the Effective Date, all Persons are precluded and barred from asserting against any property to be distributed under the Plan any Claims, rights, Causes of Action, liabilities, Equity Interests, or other action or remedy based on any act, omission, transaction, or other activity that occurred before the Effective Date except as expressly provided in the Plan or the Confirmation Order.

11.11 Releases and Related Matters.

(a) On the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, each of the Releasing Parties shall be deemed to have forever released, waived, and discharged each of the Released Parties from any and all claims, obligations, suits, judgments, damages, demands, debts, rights, Causes of Action, and liabilities whatsoever, whether known or unknown, whether foreseen or unforeseen, whether liquidated or unliquidated, whether fixed or contingent, whether matured or unmatured, existing or hereafter arising, at law, in equity, or otherwise, that are based in whole or in part on any act, omission, transaction, event, or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the conduct of the Debtors' business, the Chapter 11 Cases, or the Plan, except for acts or omissions that are determined in a Final Order to have constituted actual fraud or willful misconduct; *provided, however*, that nothing in this Section 11.11 shall release or otherwise affect any Person's rights under the Plan or the Confirmation Order.

(b) Entry of the Confirmation Order shall constitute (i) the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases set forth in this Section 11.11; and (ii) the Bankruptcy Court's findings that such releases are (1) in exchange for good and valuable consideration provided by the Released Parties (including performance of the terms of the Plan), and a good-faith settlement and compromise of the released claims, (2) in the best interests of the Debtors, the Estates, and any Holders of Claims that are Releasing Parties, (3) fair, equitable, and reasonable, (4) given and made after due notice and opportunity for hearing, and (5) a bar to any of the Releasing Parties asserting any released claim against any of the Released Parties.

(c) Notwithstanding any provision herein to the contrary or an abstention from voting on the Plan, no provision of the Plan, or any order confirming the Plan, (i) releases any non-debtor Person from any Cause of Action of the SEC; or (ii) enjoins, limits, impairs, or delays the SEC from commencing or continuing any Causes of Action, proceedings, or investigations against any non-debtor Person in any forum.

11.12 Exculpation and Limitation of Liability. On the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, to the maximum extent permitted by law, none of the Exculpated Parties shall have or incur any liability to any Person, including to any Holder of a Claim or an Equity Interest, for any prepetition or postpetition act or omission in connection with, relating to, or arising out of the Debtors, the Chapter 11 Cases, the formulation, negotiation, preparation, dissemination, solicitation of acceptances, implementation, confirmation, or consummation of the Plan, the Disclosure Statement, or any contract, instrument, release, or other agreement or document created, executed, or contemplated in connection with the Plan, or the administration of the Plan or the property to be distributed under the Plan; *provided, however*, that nothing in this Section 11.12 shall release or otherwise affect any Person's rights under the Plan or the Confirmation Order; and *provided, further*, that the exculpation provisions of this Section 11.12 shall not apply to acts or omissions constituting actual fraud or willful misconduct by such Exculpated Party as determined by a Final Order. For purposes of the foregoing, it is expressly understood that any act or omission effected with the approval of the Bankruptcy Court conclusively will be deemed not to constitute actual fraud or willful misconduct unless the approval of the Bankruptcy Court was obtained by fraud or misrepresentation, and in all respects, the Exculpated Parties shall be entitled to rely on the written advice of counsel with respect to their duties and responsibilities under, or in connection with, the Chapter 11 Cases, the Plan, and administration thereof. The Confirmation Order shall serve as a permanent injunction against any Person seeking to enforce any Causes of Action against the Exculpated Parties that are encompassed by the exculpation provided by this Section 11.12 of the Plan.

11.13 Term of Injunctions or Stays. Unless otherwise provided herein or in the Confirmation Order, all injunctions or stays in the Chapter 11 Cases under Bankruptcy Code sections 105 or 362 or otherwise, and extant as of the Confirmation Hearing (excluding any injunctions or stays contained in or arising from the Plan or the Confirmation Order), shall remain in full force and effect through and inclusive of the Effective Date.

11.14 Revocation, Withdrawal, or Non-Consummation. The Debtors reserve the right to revoke or withdraw the Plan at any time prior to the Confirmation Hearing and to File

subsequent plans. If the Debtors revoke or withdraw the Plan prior to the Confirmation Hearing, or if the Effective Date does not occur, then (a) the Plan shall be null and void in all respects; and (b) nothing contained in the Plan, and no acts taken in preparation for consummation of the Plan, shall (i) constitute or be deemed to constitute a waiver or release of any Claims against, or any Equity Interests in, any Debtor, or any Causes of Action by or against any Debtor or any other Person, (ii) prejudice in any manner the rights of any Debtor or any other Person in any further proceedings involving a Debtor, or (iii) constitute an admission of any sort by any Debtor or any other Person.

11.15 Exemption from Transfer Taxes. Pursuant to Bankruptcy Code section 1146, the vesting of the Liquidation Trust Assets in the Liquidation Trust, the vesting of the Wind-Down Assets in the Wind-Down Entity, the issuance, transfer, or exchange of notes or equity securities under the Plan, the creation of any mortgage, deed of trust, lien, pledge, or other security interest, or the making or assignment of any lease or sublease, or making or delivery of any deed or other instrument of transfer under, in furtherance of, or in connection with the Plan, shall not be subject to any stamp, real estate transfer, mortgage recording, or other similar tax.

11.16 Computation of Time. In computing any period of time prescribed or allowed by the Plan, the provisions of Bankruptcy Rule 9006(a) shall apply.

11.17 Transactions on Business Days. If the Effective Date or any other date on which a transaction may occur under the Plan shall occur on a day that is not a Business Day, any transactions or other actions contemplated by the Plan to occur on such day shall instead occur on the next succeeding Business Day.

11.18 Good Faith. Confirmation of the Plan shall constitute a conclusive determination that: (a) the Plan, and all the transactions and settlements contemplated thereby, have been proposed in good faith and in compliance with all applicable provisions of the Bankruptcy Code and the Bankruptcy Rules; and (b) the solicitation of acceptances or rejections of the Plan has been in good faith and in compliance with all applicable provisions of the Bankruptcy Code, and the Bankruptcy Rules, and, in each case, that the Debtors and all Related Parties have acted in good faith in connection therewith.

11.19 Governing Law. Unless a rule of law or procedure is supplied by federal law (including the Bankruptcy Code and Bankruptcy Rules), (a) the laws of the State of Delaware shall govern the construction and implementation of the Plan and (except as may be provided otherwise in any such agreements, documents, or instruments) any agreements, documents, and instruments executed in connection with the Plan and (b) the laws of the state of incorporation or formation of each Debtor shall govern corporate or limited liability company governance matters with respect to such Debtor; in each case without giving effect to the principles of conflicts of law thereof. Any applicable nonbankruptcy law that would prohibit, limit, or otherwise restrict implementation of the Plan based on (i) the commencement of the Chapter 11 Cases, (ii) the appointment of the Liquidation Trustee or the Wind-Down CEO or the Remaining Debtors Manager, (iii) the wind down of the Debtors, (iv) the liquidation of some or all of the Liquidation Trust Assets or the Wind-Down Assets, or (v) any other act or action to be done pursuant to or contemplated by the Plan is superseded and rendered inoperative by the Plan and federal bankruptcy law.

11.20 Notices. Following the Effective Date, all pleadings and notices Filed in the Chapter 11 Cases shall be served solely on (a) the Liquidation Trust and its counsel, (b) the U.S. Trustee, (c) any Person whose rights are affected by the applicable pleading or notice, and (d) any Person Filing a specific request for notices and papers on and after the Effective Date.

11.21 Final Decree. Upon the Liquidation Trustee's determination that all Claims have been Allowed, disallowed, expunged, or withdrawn and that all Wind-Down Assets and Liquidation Trust Assets have been liquidated, abandoned, or otherwise administered, the Liquidation Trust shall move for the entry of the Final Decree with respect to the Remaining Debtors. On entry of the Final Decree, the Wind-Down CEO, the Wind-Down Board, the Liquidation Trustee, the Liquidation Trust Supervisory Board, the Remaining Debtors Manager, and their respective Related Parties, in each case to the extent not previously discharged by the Bankruptcy Court, shall be deemed discharged and have no further duties or obligations to any Person.

11.22 Closing of Certain Chapter 11 Cases. On the Effective Date, the Chapter 11 Cases for all Debtors other than the Remaining Debtors will be deemed closed and no further fees in respect of such closed cases will thereafter accrue or be payable to any Person. As soon as practicable after the Effective Date, the Liquidation Trust shall submit a separate order to the Bankruptcy Court under certification of counsel closing the Chapter 11 Cases for all Debtors other than the Remaining Debtors. The Liquidation Trust may at any point File a motion to close the Chapter 11 Case for either of the Remaining Debtors.

11.23 Additional Documents. On or before the Effective Date, the Debtors may File with the Bankruptcy Court such agreements and other documents as may be necessary or appropriate to effectuate and further evidence the terms and conditions of the Plan. The Debtors, the Wind-Down Entity, and the Liquidation Trust, as applicable, and all Holders receiving Distributions pursuant to the Plan and all other parties in interest may, from time to time, prepare, execute, and deliver any agreements or documents and take any other acts as may be necessary or advisable to effectuate the provisions and intent of the Plan.

11.24 Conflicts with the Plan. In the event and to the extent that any provision of the Plan is inconsistent with the provisions of the Disclosure Statement, any other order entered in the Chapter 11 Cases, or any other agreement to be executed by any Person pursuant to the Plan, the provisions of the Plan shall control and take precedence; *provided, however*, that the Confirmation Order shall control and take precedence in the event of any inconsistency between the Confirmation Order, any provision of the Plan, and any of the foregoing documents.

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ARTICLE XII

REQUEST FOR CONFIRMATION AND RECOMMENDATION

12.1 Request for Confirmation. The Debtors request confirmation of the Plan in accordance with Bankruptcy Code section 1129.

12.2 Recommendation. The Debtors believe that confirmation and implementation of the Plan are the best alternative under the circumstances and urge all Impaired Creditors entitled to vote on the Plan to vote in favor of and support confirmation of the Plan.

Respectfully submitted,

WOODBIDGE GROUP OF COMPANIES, LLC, ET AL.

By: /s/ Bradley D. Sharp
Name: Bradley D. Sharp
Title: Chief Restructuring Officer
WGC Independent Manager, LLC

Exhibit 1

List of the Debtors

	Debtor Name	Tax ID (Last Four Digits)	Address
1	215 North 12th Street, LLC	3105	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
2	695 Buggy Circle, LLC	4827	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
3	Addison Park Investments, LLC	5888	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
4	Anchorpoint Investments, LLC	5530	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
5	Arborvitae Investments, LLC	3426	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
6	Archivolt Investments, LLC	8542	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
7	Arlington Ridge Investments, LLC	8879	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
8	Arrowpoint Investments, LLC	7069	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
9	Baleroy Investments, LLC	9851	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
10	Basswood Holding, LLC	2784	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
11	Bay Village Investments, LLC	3221	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
12	Bear Brook Investments, LLC	3387	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
13	Beech Creek Investments, LLC	0963	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
14	Bellflower Funding, LLC	0156	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
15	Bishop White Investments, LLC	8784	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
16	Black Bass Investments, LLC	0884	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
17	Black Locust Investments, LLC	3159	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
18	Blazingstar Funding, LLC	3953	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
19	Bluff Point Investments, LLC	6406	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
20	Bowman Investments, LLC	9670	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
21	Bramley Investments, LLC	9020	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
22	Brise Soleil Investments, LLC	9998	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
23	Broadsands Investments, LLC	2687	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
24	Brynderwen Investments, LLC	6305	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
25	Buggy Circle Holdings, LLC	0850	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
26	Cablestay Investments, LLC	3442	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
27	Cannington Investments, LLC	4303	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
28	Carbondale Doocy, LLC	3616	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
29	Carbondale Glen Lot A-5, LLC	0728	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
30	Carbondale Glen Lot D-22, LLC	1907	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
31	Carbondale Glen Lot E-24, LLC	4987	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
32	Carbondale Glen Lot GV-13, LLC	6075	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
33	Carbondale Glen Lot L-2, LLC	1369	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
34	Carbondale Glen Lot SD-14, LLC	5515	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
35	Carbondale Glen Lot SD-23, LLC	4775	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
36	Carbondale Glen Mesa Lot 19, LLC	6376	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423

	Debtor Name	Tax ID (Last Four Digits)	Address
37	Carbondale Glen River Mesa, LLC	6926	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
38	Carbondale Glen Sundance Ponds, LLC	0113	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
39	Carbondale Glen Sweetgrass Vista, LLC	7510	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
40	Carbondale Peaks Lot L-1, LLC	6563	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
41	Carbondale Spruce 101, LLC	6126	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
42	Carbondale Sundance Lot 15, LLC	1131	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
43	Carbondale Sundance Lot 16, LLC	0786	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
44	Castle Pines Investments, LLC	4123	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
45	Centershot Investments, LLC	9391	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
46	Chaplin Investments, LLC	3215	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
47	Chestnut Investments, LLC	9809	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
48	Chestnut Ridge Investments, LLC	3815	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
49	Clover Basin Investments, LLC	8470	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
50	Coffee Creek Investments, LLC	9365	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
51	Craven Investments, LLC	0994	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
52	Crossbeam Investments, LLC	2940	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
53	Crowfield Investments, LLC	4030	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
54	Crystal Valley Holdings, LLC	4942	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
55	Crystal Woods Investments, LLC	2816	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
56	Cuco Settlement, LLC	1418	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
57	Daleville Investments, LLC	2915	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
58	Deerfield Park Investments, LLC	2296	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
59	Derbyshire Investments, LLC	3735	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
60	Diamond Cove Investments, LLC	9809	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
61	Dixville Notch Investments, LLC	0257	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
62	Dogwood Valley Investments, LLC	5898	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
63	Dollis Brook Investments, LLC	4042	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
64	Donnington Investments, LLC	2744	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
65	Doubleleaf Investments, LLC	7075	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
66	Drawspan Investments, LLC	5457	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
67	Eldredge Investments, LLC	1579	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
68	Elstar Investments, LLC	3731	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
69	Emerald Lake Investments, LLC	2276	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
70	Fieldpoint Investments, LLC	2405	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
71	Franconia Notch Investments, LLC	7325	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
72	Frog Rock Investments, LLC	0623	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423

	Debtor Name	Tax ID (Last Four Digits)	Address
73	Gateshead Investments, LLC	1537	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
74	Glenn Rich Investments, LLC	7350	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
75	Goose Rocks Investments, LLC	5453	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
76	Goosebrook Investments, LLC	3737	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
77	Graeme Park Investments, LLC	8869	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
78	Grand Midway Investments, LLC	1671	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
79	Gravenstein Investments, LLC	2195	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
80	Green Gables Investments, LLC	1347	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
81	Grenadier Investments, LLC	1772	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
82	Grumblethorpe Investments, LLC	9318	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
83	H10 Deerfield Park Holding Company, LLC	8117	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
84	H11 Silk City Holding Company, LLC	5002	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
85	H12 White Birch Holding Company, LLC	9593	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
86	H13 Bay Village Holding Company, LLC	8917	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
87	H14 Dixville Notch Holding Company, LLC	5633	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
88	H15 Bear Brook Holding Company, LLC	0030	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
89	H16 Monadnock Holding Company, LLC	3391	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
90	H17 Pemigewasset Holding Company, LLC	9026	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
91	H18 Massabesic Holding Company, LLC	0852	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
92	H19 Emerald Lake Holding Company, LLC	1570	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
93	H2 Arlington Ridge Holding Company, LLC	9930	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
94	H20 Bluff Point Holding Company, LLC	7342	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
95	H21 Summerfree Holding Company, LLC	4453	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
96	H22 Papirovka Holding Company, LLC	8821	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
97	H23 Pinova Holding Company, LLC	0307	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
98	H24 Stayman Holding Company, LLC	0527	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
99	H25 Elstar Holding Company, LLC	3243	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
100	H26 Gravenstein Holding Company, LLC	4323	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
101	H27 Grenadier Holding Company, LLC	2590	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
102	H28 Black Locust Holding Company, LLC	6941	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
103	H29 Zestar Holding Company, LLC	4093	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
104	H30 Silver Maple Holding Company, LLC	9953	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
105	H31 Addison Park Holding Company, LLC	0775	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
106	H32 Arborvitae Holding Company, LLC	7525	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
107	H33 Hawthorn Holding Company, LLC	4765	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
108	H35 Hornbeam Holding Company, LLC	5290	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423

	Debtor Name	Tax ID (Last Four Digits)	Address
109	H36 Sturmer Pippin Holding Company, LLC	1256	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
110	H37 Idared Holding Company, LLC	3378	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
111	H38 Mutsu Holding Company, LLC	5889	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
112	H39 Haralson Holding Company, LLC	0886	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
113	H4 Pawtuckaway Holding Company, LLC	9299	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
114	H40 Bramley Holding Company, LLC	7162	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
115	H41 Grumblethorpe Holding Company, LLC	0106	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
116	H43 Lenni Heights Holding Company, LLC	7951	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
117	H44 Green Gables Holding Company, LLC	2248	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
118	H46 Beech Creek Holding Company, LLC	0050	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
119	H47 Summit Cut Holding Company, LLC	6912	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
120	H49 Bowman Holding Company, LLC	1694	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
121	H5 Chestnut Ridge Holding Company, LLC	5244	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
122	H50 Sachs Bridge Holding Company, LLC	3049	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
123	H51 Old Carbon Holding Company, LLC	1911	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
124	H52 Willow Grove Holding Company, LLC	2112	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
125	H53 Black Bass Holding Company, LLC	3505	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
126	H54 Seven Stars Holding Company, LLC	8432	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
127	H55 Old Maitland Holding Company, LLC	3887	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
128	H56 Craven Holding Company, LLC	1344	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
129	H58 Baleroy Holding Company, LLC	1881	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
130	H59 Rising Sun Holding Company, LLC	5554	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
131	H6 Lilac Meadow Holding Company, LLC	4921	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
132	H60 Moravian Holding Company, LLC	3179	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
133	H61 Grand Midway Holding Company, LLC	4835	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
134	H64 Pennhurst Holding Company, LLC	1251	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
135	H65 Thornbury Farm Holding Company, LLC	7454	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
136	H66 Heilbron Manor Holding Company, LLC	7245	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
137	H68 Graeme Park Holding Company, LLC	2736	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
138	H7 Dogwood Valley Holding Company, LLC	7002	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
139	H70 Bishop White Holding Company, LLC	6161	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
140	H74 Imperial Aly Holding Company, LLC	7948	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
141	H76 Diamond Cove Holding Company, LLC	0315	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
142	H8 Melody Lane Holding Company, LLC	4011	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
143	H9 Strawberry Fields Holding Company, LLC	4464	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
144	Hackmatack Investments, LLC	8293	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423

	Debtor Name	Tax ID (Last Four Digits)	Address
145	Haffenburg Investments, LLC	1472	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
146	Haralson Investments, LLC	8946	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
147	Harringworth Investments, LLC	5770	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
148	Hawthorn Investments, LLC	3463	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
149	Hazelpoint Investments, LLC	3824	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
150	Heilbron Manor Investments, LLC	7818	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
151	Hollyline Holdings, LLC	4412	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
152	Hollyline Owners, LLC	2556	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
153	Hornbeam Investments, LLC	9532	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
154	Idared Investments, LLC	7643	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
155	Imperial Aly Investments, LLC	7940	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
156	Ironsides Investments, LLC	2351	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
157	Kirkstead Investments, LLC	3696	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
158	Lenni Heights Investments, LLC	6691	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
159	Lilac Meadow Investments, LLC	4000	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
160	Lilac Valley Investments, LLC	7274	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
161	Lincolnshire Investments, LLC	0533	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
162	Lonetree Investments, LLC	5194	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
163	Longbourn Investments, LLC	2888	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
164	M10 Gateshead Holding Company, LLC	8924	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
165	M11 Anchorpoint Holding Company, LLC	1946	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
166	M13 Cablestay Holding Company, LLC	9809	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
167	M14 Crossbeam Holding Company, LLC	3109	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
168	M15 Doubleleaf Holding Company, LLC	9523	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
169	M16 Kirkstead Holding Company, LLC	8119	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
170	M17 Lincolnshire Holding Company, LLC	9895	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
171	M19 Arrowpoint Holding Company, LLC	4378	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
172	M22 Drawspan Holding Company, LLC	0325	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
173	M24 Fieldpoint Holding Company, LLC	6210	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
174	M25 Centershot Holding Company, LLC	2128	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
175	M26 Archivolt Holding Company, LLC	6436	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
176	M27 Brise Soleil Holding Company, LLC	2821	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
177	M28 Broadsands Holding Company, LLC	9424	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
178	M29 Brynderwen Holding Company, LLC	0685	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
179	M31 Cannington Holding Company, LLC	0667	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
180	M32 Dollis Brook Holding Company, LLC	2873	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423

	Debtor Name	Tax ID (Last Four Digits)	Address
181	M33 Harringworth Holding Company, LLC	7830	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
182	M34 Quarterpost Holding Company, LLC	2780	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
183	M36 Springline Holding Company, LLC	0908	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
184	M37 Topchord Holding Company, LLC	2131	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
185	M38 Pemberley Holding Company, LLC	1154	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
186	M39 Derbyshire Holding Company, LLC	6509	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
187	M40 Longbourn Holding Company, LLC	3893	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
188	M41 Silverthorne Holding Company, LLC	6930	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
189	M43 White Dome Holding Company, LLC	1327	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
190	M44 Wilderndest Holding Company, LLC	7546	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
191	M45 Clover Basin Holding Company, LLC	6677	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
192	M46 Owl Ridge Holding Company, LLC	0546	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
193	M48 Vallecito Holding Company, LLC	0739	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
194	M49 Squaretop Holding Company, LLC	4325	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
195	M5 Stepstone Holding Company, LLC	1473	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
196	M50 Wetterhorn Holding Company, LLC	9936	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
197	M51 Coffee Creek Holding Company, LLC	2745	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
198	M53 Castle Pines Holding Company, LLC	3398	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
199	M54 Lonetree Holding Company, LLC	2356	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
200	M56 Haffenburg Holding Company, LLC	3780	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
201	M57 Ridgecrest Holding Company, LLC	2759	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
202	M58 Springvale Holding Company, LLC	6656	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
203	M60 Thunder Basin Holding Company, LLC	4560	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
204	M61 Mineola Holding Company, LLC	8989	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
205	M62 Sagebrook Holding Company, LLC	5717	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
206	M63 Crowfield Holding Company, LLC	7092	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
207	M67 Mountain Spring Holding Company, LLC	5385	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
208	M68 Goosebrook Holding Company, LLC	9434	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
209	M70 Pinney Holding Company, LLC	1495	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
210	M71 Eldredge Holding Company, LLC	6338	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
211	M72 Daleville Holding Company, LLC	8670	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
212	M73 Mason Run Holding Company, LLC	5691	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
213	M74 Varga Holding Company, LLC	2322	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
214	M75 Riley Creek Holding Company, LLC	7226	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
215	M76 Chaplin Holding Company, LLC	9267	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
216	M77 Frog Rock Holding Company, LLC	1849	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423

	Debtor Name	Tax ID (Last Four Digits)	Address
217	M79 Chestnut Company, LLC	0125	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
218	M80 Hazelpoint Holding Company, LLC	2703	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
219	M83 Mt. Holly Holding Company, LLC	7897	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
220	M85 Glenn Rich Holding Company, LLC	7844	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
221	M86 Steele Hill Holding Company, LLC	8312	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
222	M87 Hackmatack Hills Holding Company, LLC	9583	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
223	M88 Franconia Notch Holding Company, LLC	8184	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
224	M89 Mount Washington Holding Company, LLC	8012	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
225	M9 Donnington Holding Company, LLC	7114	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
226	M90 Merrimack Valley Holding Company, LLC	0547	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
227	M91 Newville Holding Company, LLC	6748	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
228	M92 Crystal Woods Holding Company, LLC	5806	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
229	M93 Goose Rocks Holding Company, LLC	5189	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
230	M94 Winding Road Holding Company, LLC	8229	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
231	M95 Pepperwood Holding Company, LLC	3660	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
232	M96 Lilac Valley Holding Company, LLC	0412	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
233	M97 Red Woods Holding Company, LLC	2190	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
234	M99 Ironsides Holding Company, LLC	8261	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
235	Mason Run Investments, LLC	0644	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
236	Massabesic Investments, LLC	6893	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
237	Melody Lane Investments, LLC	0252	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
238	Merrimack Valley Investments, LLC	7307	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
239	Mineola Investments, LLC	9029	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
240	Monadnock Investments, LLC	3513	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
241	Moravian Investments, LLC	6854	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
242	Mount Washington Investments, LLC	2061	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
243	Mountain Spring Investments, LLC	3294	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
244	Mt. Holly Investments, LLC	7337	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
245	Mutsu Investments, LLC	8020	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
246	Newville Investments, LLC	7973	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
247	Old Carbon Investments, LLC	6858	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
248	Old Maitland Investments, LLC	9114	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
249	Owl Ridge Investments, LLC	8792	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
250	Papirovka Investments, LLC	5472	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
251	Pawtuckaway Investments, LLC	3152	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
252	Pemberley Investments, LLC	9040	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423

	Debtor Name	Tax ID (Last Four Digits)	Address
253	Pemigewasset Investments, LLC	6827	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
254	Pennhurst Investments, LLC	7313	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
255	Pepperwood Investments, LLC	7950	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
256	Pinney Investments, LLC	0132	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
257	Pinova Investments, LLC	3468	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
258	Quarterpost Investments, LLC	4802	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
259	Red Woods Investments, LLC	6065	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
260	Ridgecrest Investments, LLC	9696	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
261	Riley Creek Investments, LLC	0214	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
262	Rising Sun Investments, LLC	6846	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
263	Sachs Bridge Investments, LLC	8687	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
264	Sagebrook Investments, LLC	1464	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
265	Seven Stars Investments, LLC	6994	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
266	Silk City Investments, LLC	1465	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
267	Silver Maple Investments, LLC	9699	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
268	Silverleaf Funding, LLC	9877	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
269	Silverthorne Investments, LLC	8840	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
270	Springline Investments, LLC	7321	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
271	Springvale Investments, LLC	6181	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
272	Squaretop Investments, LLC	4466	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
273	Stayman Investments, LLC	9090	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
274	Steele Hill Investments, LLC	7340	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
275	Stepstone Investments, LLC	7231	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
276	Strawberry Fields Investments, LLC	0355	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
277	Sturmer Pippin Investments, LLC	6686	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
278	Summerfree Investments, LLC	1496	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
279	Summit Cut Investments, LLC	0876	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
280	Thornbury Farm Investments, LLC	3083	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
281	Thunder Basin Investments, LLC	7057	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
282	Topchord Investments, LLC	4007	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
283	Vallecito Investments, LLC	8552	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
284	Varga Investments, LLC	7136	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
285	Wall 123, LLC	Not yet obtained	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
286	Wetterhorn Investments, LLC	0171	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
287	White Birch Investments, LLC	1555	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
288	White Dome Investments, LLC	2729	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423

	Debtor Name	Tax ID (Last Four Digits)	Address
289	Whiteacre Funding, LLC	2998	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
290	Wilderness Investments, LLC	1375	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
291	Willow Grove Investments, LLC	6588	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
292	Winding Road Investments, LLC	8169	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
293	WMF Management, LLC	9238	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
294	Woodbridge Capital Investments, LLC	6081	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
295	Woodbridge Commercial Bridge Loan Fund 1, LLC	8318	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
296	Woodbridge Commercial Bridge Loan Fund 2, LLC	3649	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
297	Woodbridge Group of Companies, LLC	3603	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
298	Woodbridge Investments, LLC	8557	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
299	Woodbridge Mezzanine Fund 1, LLC	2753	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
300	Woodbridge Mortgage Investment Fund 1, LLC	0172	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
301	Woodbridge Mortgage Investment Fund 2, LLC	7030	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
302	Woodbridge Mortgage Investment Fund 3, LLC	9618	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
303	Woodbridge Mortgage Investment Fund 3A, LLC	8525	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
304	Woodbridge Mortgage Investment Fund 4, LLC	1203	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
305	Woodbridge Structured Funding, LLC	3593	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423
306	Zestar Investments, LLC	3233	14140 Ventura Blvd., #302, Sherman Oaks, CA 91423

EXHIBIT B

Liquidation Analysis

Woodbridge Group of Companies, LLC, et al.
Projected Liquidation Analysis

Notes to Projected Liquidation Analysis:

As further discussed in the Disclosure Statement, while generally presented with numerical specificity, this Liquidation Analysis is based on a variety of assumptions and estimates which, although considered reasonable by the Debtors, may not be realized and are inherently subject to significant economic, financial, legal, and other uncertainties and contingencies, future events that are unknown at this time, and actions of other parties that are unknown and beyond the control of the Debtors. Uncertainties and contingencies include, without limitation, uncertainties in valuations of Assets, changes in values of Assets, success in marketing and sale of Estate Assets, and settlements or adjudications of Liquidation Trust Actions and Claims objections under the Plan or in a chapter 7 case that may be materially better or worse than projected. In addition, new information may also be discovered concerning Estate Assets and allowable Claims. While an attempt has been made to provide estimates of recoveries to Creditors based on current information, the ultimate recovery to General Unsecured Creditors, Noteholders, and Unitholders may be significantly different than projected and this Liquidation Analysis should not be relied on as a guarantee or other assurance of the actual results that will occur. The estimated Allowed Claim amounts in each Class set forth in the Liquidation Analysis are only the Debtors' current estimates of Allowed Claims at the conclusion of the Claim objection process, are subject to change after further review and analysis and adjudication or other resolution of the Claims, and should not be relied on as representing agreement of the Debtors or any other party to the amounts set forth.

	Note	Estimated Principal Claim	Estimated Allowed Claim, Net*	Plan Recoveries		Estimated Allowed Claim, Net*	Base Case Chapter 7 Recoveries	
				Amount	Recovery %		Amount	Recovery %
Cash	[1]			\$105,390,304			\$105,390,304	
Wind-Down Assets, Net	[2]			496,452,414			311,493,029	
Liquidation Trust Assets, Net	[3]			-			-	
Total Assets				601,842,718			416,883,333	
Liquidation Trust Costs				(8,605,225)			-	
Chapter 11 Administrative Claims	[4]		-	-	-	-	-	-
Chapter 11 Professional Fee Claims	[5]		\$7,142,346	(7,142,346)	100 0%	\$6,642,346	(6,642,346)	100 0%
Chapter 7 Professional Fee Claims			---	---	---	12,877,665	(12,877,665)	100 0%
DIP Claims	[6]		-	-	-	-	-	-
Net Assets Available for Creditors				586,095,147			397,363,322	
Priority Tax Claims	[7]		430,784	(430,784)	100 0%	430,784	(430,784)	100 0%
Class 1: Other Secured Claims	[8]		6,600,000	(6,600,000)	100 0%	6,600,000	(6,600,000)	100 0%
Class 2: Priority Claims	[9]		1,172	(1,172)	100 0%	1,172	(1,172)	100 0%
Net Assets Available for Classes 3-6				\$579,063,191			\$390,331,366	
Class 3: Standard Note Claims	[10]	757,359,936	694,627,940	473,620,187	68 2%	694,627,940	317,944,689	45 8%
Class 4: General Unsecured Claims	[11]		30,000,000	20,454,987	68 2%	33,500,000	15,333,600	45 8%
Class 5: Unit Claims	[12]	212,194,892	171,926,068	84,988,017	49 4%	171,926,068	57,053,076	33 2%
Class 6: Non-Debtor Loan Note Claims	[13]		-	-	-	-	-	-
Recoveries for Classes 3-6	[14]			\$579,063,191			\$390,331,366	

* Net of Prepetition Distributions. Note, however, that treatment to reduce these Claims by Prepetition Distributions may not occur in a chapter 7

Woodbridge Group of Companies, LLC, et al.
Projected Liquidation Analysis

Notes to Projected Liquidation Analysis:

As further discussed in the Disclosure Statement, while generally presented with numerical specificity, this Liquidation Analysis is based on a variety of assumptions and estimates which, although considered reasonable by the Debtors, may not be realized and are inherently subject to significant economic, financial, legal, and other uncertainties and contingencies, future events that are unknown at this time, and actions of other parties that are unknown and beyond the control of the Debtors. Uncertainties and contingencies include, without limitation, uncertainties in valuations of Assets, changes in values of Assets, success in marketing and sale of Estate Assets, and settlements or adjudications of Liquidation Trust Actions and Claims objections under the Plan or in a chapter 7 case that may be materially better or worse than projected. In addition, new information may also be discovered concerning Estate Assets and allowable Claims. While an attempt has been made to provide estimates of recoveries to Creditors based on current information, the ultimate recovery to General Unsecured Creditors, Noteholders, and Unitholders may be significantly different than projected and this Liquidation Analysis should not be relied on as a guarantee or other assurance of the actual results that will occur. The estimated Allowed Claim amounts in each Class set forth in the Liquidation Analysis are only the Debtors' current estimates of Allowed Claims at the conclusion of the Claim objection process, are subject to change after further review and analysis and adjudication or other resolution of the Claims, and should not be relied on as representing agreement of the Debtors or any other party to the amounts set forth.

	Note	Estimated Principal Claim	Estimated Allowed Claim, Net*	Plan Recoveries		Estimated Allowed Claim, Net*	Noteholder High Case [15] Chapter 7 Recoveries	
				Amount	Recovery %		Amount	Recovery %
Cash	[1]			\$105,390,304			\$105,390,304	
Wind-Down Assets, Net	[2]			496,452,414			311,493,029	
Liquidation Trust Assets, Net	[3]			-			-	
Total Assets				601,842,718			416,883,333	
Liquidation Trust Costs				(8,605,225)			-	
Chapter 11 Administrative Claims	[4]		-	-	-	-	-	-
Chapter 11 Professional Fee Claims	[5]		\$7,142,346	(7,142,346)	100 0%	\$6,642,346	(6,642,346)	100 0%
Chapter 7 Professional Fee Claims			---	---	---	12,877,665	(12,877,665)	100 0%
DIP Claims	[6]		-	-	-	-	-	-
Net Assets Available for Creditors				586,095,147			397,363,322	
Priority Tax Claims	[7]		430,784	(430,784)	100 0%	430,784	(430,784)	100 0%
Class 1: Other Secured Claims	[8]		6,600,000	(6,600,000)	100 0%	6,600,000	(6,600,000)	100 0%
Class 2: Priority Claims	[9]		1,172	(1,172)	100 0%	1,172	(1,172)	100 0%
Net Assets Available for Classes 3-6				\$579,063,191			\$390,331,366	
Class 3: Standard Note Claims	[10]	757,359,936	694,627,940	473,620,187	68 2%	694,627,940	390,331,366	56 2%
Class 4: General Unsecured Claims	[11]		30,000,000	20,454,987	68 2%	33,500,000	-	-
Class 5: Unit Claims	[12]	212,194,892	171,926,068	84,988,017	49 4%	171,926,068	-	-
Class 6: Non-Debtor Loan Note Claims	[13]		-	-	-	-	-	-
Recoveries for Classes 3-6	[14]			\$579,063,191			\$390,331,366	

* Net of Prepetition Distributions. Note, however, that treatment to reduce these Claims by Prepetition Distributions may not occur in a chapter 7

Woodbridge Group of Companies, LLC, et al.
Projected Liquidation Analysis

Notes to Projected Liquidation Analysis:

As further discussed in the Disclosure Statement, while generally presented with numerical specificity, this Liquidation Analysis is based on a variety of assumptions and estimates which, although considered reasonable by the Debtors, may not be realized and are inherently subject to significant economic, financial, legal, and other uncertainties and contingencies, future events that are unknown at this time, and actions of other parties that are unknown and beyond the control of the Debtors. Uncertainties and contingencies include, without limitation, uncertainties in valuations of Assets, changes in values of Assets, success in marketing and sale of Estate Assets, and settlements or adjudications of Liquidation Trust Actions and Claims objections under the Plan or in a chapter 7 case that may be materially better or worse than projected. In addition, new information may also be discovered concerning Estate Assets and allowable Claims. While an attempt has been made to provide estimates of recoveries to Creditors based on current information, the ultimate recovery to General Unsecured Creditors, Noteholders, and Unitholders may be significantly different than projected and this Liquidation Analysis should not be relied on as a guarantee or other assurance of the actual results that will occur. The estimated Allowed Claim amounts in each Class set forth in the Liquidation Analysis are only the Debtors' current estimates of Allowed Claims at the conclusion of the Claim objection process, are subject to change after further review and analysis and adjudication or other resolution of the Claims, and should not be relied on as representing agreement of the Debtors or any other party to the amounts set forth.

	Note	Estimated Principal Claim	Estimated Allowed Claim, Net*	Plan Recoveries		Estimated Allowed Claim, Net*	Unitholder High Case [16] Chapter 7 Recoveries	
				Amount	Recovery %		Amount	Recovery %
Cash	[1]			\$105,390,304			\$105,390,304	
Wind-Down Assets, Net	[2]			496,452,414			311,493,029	
Liquidation Trust Assets, Net	[3]			-			-	
Total Assets				601,842,718			416,883,333	
Liquidation Trust Costs				(8,605,225)			-	
Chapter 11 Administrative Claims	[4]		-	-	-	-	-	-
Chapter 11 Professional Fee Claims	[5]		\$7,142,346	(7,142,346)	100 0%	\$6,642,346	(6,642,346)	100 0%
Chapter 7 Professional Fee Claims			---	---	---	12,877,665	(12,877,665)	100 0%
DIP Claims	[6]		-	-	-	-	-	-
Net Assets Available for Creditors				586,095,147			397,363,322	
Priority Tax Claims	[7]		430,784	(430,784)	100 0%	430,784	(430,784)	100 0%
Class 1: Other Secured Claims	[8]		6,600,000	(6,600,000)	100 0%	6,600,000	(6,600,000)	100 0%
Class 2: Priority Claims	[9]		1,172	(1,172)	100 0%	1,172	(1,172)	100 0%
Net Assets Available for Classes 3-6				\$579,063,191			\$390,331,366	
Class 3: Standard Note Claims	[10]	757,359,936	694,627,940	473,620,187	68 2%	694,627,940	301,243,114	43 4%
Class 4: General Unsecured Claims	[11]		30,000,000	20,454,987	68 2%	33,500,000	14,528,129	43 4%
Class 5: Unit Claims	[12]	212,194,892	171,926,068	84,988,017	49 4%	171,926,068	74,560,122	43 4%
Class 6: Non-Debtor Loan Note Claims	[13]		-	-	-	-	-	-
Recoveries for Classes 3-6	[14]			\$579,063,191			\$390,331,366	

* Net of Prepetition Distributions. Note, however, that treatment to reduce these Claims by Prepetition Distributions may not occur in a chapter 7

Woodbridge Group of Companies, LLC, et al.
Projected Liquidation Analysis
Additional Notes

Notes:

- | | | |
|-----|--------------------------|--|
| [1] | Cash | Projected cash of the Debtors as of November 30, 2018. |
| [2] | Wind-Down Assets,
Net | This represents estimates for the net recoverable value of the Debtors' interests in the Wind-Down Assets that are described in the Disclosure Statement, net of liens, debt or other obligations, upkeep, development, and liquidation costs, and costs under the Plan or in chapter 7 other than fees and expenses relating to prosecuting Liquidation Trust Actions. As described in the Disclosure Statement, these assets include direct and indirect interests in real property or other assets. |

Numerous assumptions were made to arrive at the net equity value of the real estate and other assets relating to gross values, expenses and costs of liquidation, including items such as remaining payments due under promissory notes, operating expenses, and/or costs of sale. Information supporting the assumptions of value utilized may include recent offers to purchase particular assets, appraisals, comparable sales transactions, and other sources. Certain adjustments to value may also be incorporated in an attempt to arrive at a reasonable estimate of value to account for uncertainty related to ultimately achieving estimated net equity values due to lack of liquidity, incomplete information, potential disputes or other considerations. However, actual net recoveries may be materially higher or lower than projected.

As noted above, the amounts realized for liquidation of Wind-Down Assets under the Plan and in a chapter 7 case are also net of estimated post-Effective Date management expenses and legal fees (other than fees relating to Liquidation Trust Actions). As discussed further in the Disclosure Statement, it is assumed that in a chapter 7 liquidation a trustee will be appointed or selected and a new set of professionals will need to be employed (even if certain matters are handled by existing professionals) and this will result in material incremental professional fees as a result of (1) the amount of time and fees that will be required to

become familiar with the complex financial affairs of the Debtors as well as the remaining real property, LLC interests and other assets and analysis and resolution of claims, and (2) the need to address issues that are resolved under the Plan and otherwise may be the subject of litigation.

In addition to lower projected fees and costs under the Plan than in chapter 7, the Liquidation Analysis assumes a greater recovery from liquidation of Wind-Down Assets under the Plan than in chapter 7 based on the ability of management to execute the business plan, including continued development of real property, which will generate better results than under a liquidation with a chapter 7 trustee.

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|-----|------------------------------------|---|
| [3] | Liquidation Trust Assets, Net | <p>Projecting litigation recoveries and costs with accuracy is particularly difficult due to the uncertainties arising from ongoing discovery in pending litigation, disputed legal issues, limited data regarding collectability and the possibility that certain litigation may be resolved through transfers of property in kind, which property itself may be difficult to accurately value.</p> <p>This amount is separate from the costs of operating the Liquidation Trust which are reflected in Liquidation Trust Costs.</p> |
| [4] | Chapter 11 Administrative Claims | This represents estimated unpaid Administrative Claims, which Claims generally are being paid in the ordinary course. |
| [5] | Chapter 11 Professional Fee Claims | <p>This represents estimated unpaid fees and expenses of professionals and may be substantially higher if there is a contested confirmation hearing or other significant disputes prior to the occurrence of the Plan's Effective Date.</p> <p>Projected Chapter 11 Professional Fee Claims are expected to be lower in chapter 7 than under the Plan due largely to the reduction in fees attributed to Plan confirmation efforts.</p> |
| [6] | DIP Claims | This represents estimated unpaid DIP Claims. |
| [7] | Priority Tax Claims | Unsecured Priority Tax Claims include estimates of Allowed Claims of the City of Daytona Beach, City of Los Angeles Office of Finance, Connecticut Department of Revenue Services, Delaware Division of Corporations, Franchise Tax Board and New York City Department of Finance as set forth and subject to the qualifications in the Disclosure Statement. |

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|------|--------------------------------------|--|
| [8] | Class 1: Other Secured Claims | Other Secured Claims represent estimates of amounts due for payment of Allowed Other Secured Claims. |
| [9] | Class 2: Priority Claims | Priority Claims include estimates of Allowed Priority Claims. |
| [10] | Class 3: Standard Note Claims | <p>This represents estimates of the Note Claims, both gross Claims and net of Prepetition Distributions. Such amounts include reclassified Class 6 Claims. Recoveries to Class 3 are based on the Distribution of Cash from the Initial Distribution Fund and subsequent Distributions of Cash on account of the Class A Liquidation Trust Interests in accordance with the Liquidation Trust Interests Waterfall.</p> <p>While estimates of Allowed Note Claims are presented on a net basis in both scenarios, such net basis treatment may not actually occur in a chapter 7 case.</p> |
| [11] | Class 4: General Unsecured Claims | <p>This represents the high end estimate of Allowed General Unsecured Claims. Additional claims are reflected in a chapter 7 scenario to account for contract rejection damages that may not exist under the Plan because the subject contracts will likely be assumed and assigned to the Wind-Down Entity. It is assumed for purposes of the Chapter 7 Recoveries – Base Case scenario that the holders of General Unsecured Claims would receive the same recovery as holders of Note Claims under the Plan.</p> |
| [12] | Class 5: Unit Claims | <p>This represents estimates of the Unit Claims, both gross Claims and net of Prepetition Distributions. Recoveries to Class 5 are based on the Distribution of Cash from the Initial Distribution Fund and subsequent Distributions of Cash on account of the Class A Liquidation Trust Interests in accordance with the Liquidation Trust Interests Waterfall (based on the assumed aggregate value available for distribution, no Cash will be Distributed on account of the Class B Liquidation Trust Interests).</p> <p>While estimates of Allowed Unit Claims are presented on a net basis in both scenarios, such net basis treatment may not actually occur in a chapter 7 case.</p> |
| [13] | Class 6: Non-Debtor Loan Note Claims | It is assumed for purposes of this analysis that no Non-Debtor Loan Note Claims will be Allowed as Secured Claims, and thus all Class 6 Claims will instead be |

reclassified in Class 3 and receive the recoveries set forth for Class 3.

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|------|----------------------------|---|
| [14] | Recoveries for Classes 3-6 | This represents the high end estimate of expected recoveries for Classes 3-6. |
| [15] | Noteholder High Case | This scenario makes the most favorable possible assumptions regarding the position of the Noteholders, including that the Note Claims could be allowable as Secured Claims, that the Units would not be treated as Claims, and that there would be no assets for Woodbridge Group of Companies to distribute. In this scenario, no Distributions are provided on account of General Unsecured Claims or Unit Claims, such that 100% of the net assets available for Creditors (other than Other Secured Claims and Priority Claims) are paid to the Noteholders. This result – which is still less favorable for Noteholders than the projected recoveries under the Plan – would occur only after very substantial litigation, with attendant costs and delay. The additional litigation expenses could be borne in large part by individual Noteholders and other parties in interest and thus are not reflected in the analysis. |
| [16] | Unitholder High Case | This scenario makes the most favorable possible assumptions regarding the position of the Unitholders, including that the Unit Claims are allowable as actual “Claims” (rather than as Equity Interests) and are ultimately able to participate ratably with the Note Claims. In this scenario, all Distributions are made ratably among the holders of General Unsecured Claims, Note Claims, and Unit Claims. This result – which is still less favorable for Unitholders than the projected recoveries under the Plan – would occur only after very substantial litigation, with attendant costs and delay. The additional litigation expenses could be borne in large part by individual Unitholders and other parties in interest and thus are not reflected in the analysis. |

Global Note: This analysis assumes that value would be distributed in a chapter 7 scenario after consolidating the Debtors in a fashion similar to the consolidation contemplated by the Plan, including because many of the factors that support the consolidation proposed by the Plan would be equally applicable in a chapter 7 case and because such a consolidated analysis allows for an apples-to-apples comparison between the Plan and a chapter 7 scenario. While the Debtors believe this assumption is appropriate under the circumstances, other outcomes may result in a chapter 7 scenario, and any outcome would likely occur only after substantial litigation costs have been incurred.

EXHIBIT C

New Board of Managers Biographies

EXHIBIT C-1

Michael I. Goldberg, Esq.

MICHAEL I. GOLDBERG

Michael Goldberg is the co-chair of Akerman LLP's Fraud & Recovery Practice Group, a comprehensive fraud management team focusing on Ponzi schemes and EB-5 fraud. He is also a partner in the Bankruptcy Practice Group and previously served as its chair. Mr. Goldberg has managed some of the largest Ponzi scheme liquidation recoveries in U.S. history. More recently he has developed a reputation for his work unraveling EB-5 fraud schemes. Mr. Goldberg has served as court-appointed receiver in many cases over the past two decades, helping victims maximize potential returns by identifying, securing, and monetizing potential assets as quickly and efficiently as possible. Mr. Goldberg regularly lectures on Ponzi schemes, EB-5 fraud and receiverships and has written numerous articles on these topics.

- Mr. Goldberg obtained a J.D. from Boston University School of Law in 1990, *magna cum laude*, a M.B.A. from New York University in 1987 and a B.A. in history from Boston University in 1985.
- Mr. Goldberg is admitted to both the Florida and New York State bars and numerous federal courts.

Mr. Goldberg has received numerous honors and distinctions, including:

- *The Best Lawyers in America* 2015-2016, Named as "Lawyer of the Year" for Litigation-Bankruptcy and Bankruptcy and Creditor Debtor Rights/Insolvency and Reorganization Law in Fort Lauderdale in 2018 and Lawyer of the Year" for Bankruptcy and Creditor Debtor Rights / Insolvency and Reorganization Law in Miami in 2013.
- *Chambers USA* 2006-2017, Ranked in Band 1 in Florida for Bankruptcy/Restructuring
- *Super Lawyers* Magazine 2010, Listed in Florida as a "Top 100 Lawyer"
- *BTI* 2007, Listed as a Client Service "All-Star"

Mr. Goldberg is regularly recommended to serve as receiver to district courts by the SEC in connection with SEC receivership cases and has served as a receiver for the SEC in approximately 20 cases in the past 20 years. The following cases are currently active:

1. *SEC v. Jay Construction Management, Inc. et al.*, Case No. 16-cv-213-01-GAYLES (U.S.D.C. S.D. Fla);
2. *SEC v. Worldwide Entertainment, Inc.*, Case No. 06-20975-HUCK (U.S.D.C. S.D. Fla);
3. *SEC v. U.S. EB-5 Investments, LLC*, Case No. 15-62323-LENARD (U.S.D.C. S.D. Fla).

Mr. Goldberg has never had any business, social or other relationship with Robert Shapiro and has never had any investment in any entity associated with him or the Woodbridge Group. Akerman, LLP has never had a business relationship with Mr. Shapiro.

EXHIBIT C-2

Richard Nevins

RICHARD NEVINS

Richard Nevins is an independent financial advisor with over 30 years of financial experience as a senior investment banker and senior corporate officer. In 1998 Mr. Nevins was a founder of the Jefferies & Company, Inc. financial restructuring practice. In 2004 he initiated the firm's restructuring practice in London. He retired first in 2007 and then returned to Jefferies in 2008, finally retiring once again in 2011. While retired from Jefferies Mr. Nevins has served as an independent director (or in some cases Manager) on many public and private boards of directors or managers. He also served twice as an Interim CEO. He was the Examiner in the Northwest Airlines bankruptcy. He currently serves on the board of Cadiz, Inc. (NASDAQ CDZI).

Earlier in his career Mr. Nevins was a banker at Drexel Burnham and at Smith Barney. He has also had an independent advisory practice working with companies facing difficult financial challenges including acting as a CRO.

Mr. Nevins holds a Master of Business Administration from the Stanford Graduate School of Business and a Bachelor of Arts in Economics from the University of California, Riverside.

Mr. Nevins has never had any business or other relationship with Robert Shapiro and has never had any investment in any entity associated with him or the Woodbridge Group.

EXHIBIT C-3

M. Freddie Reiss

M. FREDDIE REISS

M. Freddie Reiss retired from his position as Senior Managing Director in the FTI Corporate Finance/Restructuring ("FTI") practice in 2013, and thereafter served in a consulting capacity until December 31, 2017. Prior to joining FTI Consulting, Mr. Reiss was a partner and west region leader at PricewaterhouseCoopers, where he co-founded the Business Restructuring Services Practice.

Mr. Reiss is a certified insolvency and restructuring advisor, a certified public accountant in New York and California, and a certified turnaround professional. He has over 30 years of experience in strategic planning, cash management, liquidation analysis, covenant negotiations, forensic accounting and valuation. Prior to his retirement, he specialized in advising on bankruptcies, reorganizations, business restructuring and providing expert witness testimony for underperforming companies, and also acted as interim management, a fiduciary and chief restructuring officer ("CRO") and trustee.

Mr. Reiss holds an M.B.A. from City College of New York's Baruch College and a B.B.A. from City College of New York's Bernard Baruch School of Business, and he has completed the Director Education and Certification Program at the John E. Anderson School of Management at UCLA. Mr. Reiss is a member of the American Institute of Certified Public Accountants and a Fellow of the American College of Bankruptcy, and in 2013 he was inducted into the Turnaround Management Association Hall of Fame.

Mr. Reiss currently serves as an Independent Director of Tennenbaum Capital Corp. (including as Chairman of the Governance and Compensation Committee, and as a member of the audit committee) and on the board of trustees for the Baruch College Fund. Previously he was an independent board member for Contech Engineered Solutions and a member of the Board of Directors of Brentwood Country Club (including service as its President).

Mr. Reiss has never had any business, social or other relationship with Robert Shapiro and has never had any investment in any entity associated with him or the Woodbridge Group.

EXHIBIT D

Non-Exclusive Description of Preserved Liquidation Trust Actions

EXHIBIT D TO DISCLOSURE STATEMENT
(Non-Exclusive Description of Preserved Liquidation Trust Actions)¹

a. Pending Litigation

- i. Nature of Claims. Any and all Causes of Action that have been asserted or that may be asserted via amendment or otherwise in pending litigation, arbitration, and other proceedings with the Debtors, including, without limitation, adversary proceedings filed in connection with the Chapter 11 Cases and the litigations, arbitrations, and other proceedings referred to in the Debtors' Schedules and/or the Debtors' Statements of Financial Affairs ("SOFAs").²
- ii. Potential Defendants. The parties that have been named or may properly be named via amendment or otherwise as defendants in any pending litigation, arbitration, and other proceedings with the Debtors.

b. Parties to Tolling Agreements

- i. Nature of Claims. Any and all Causes of Action that may be asserted against any Persons that are parties to a tolling agreement with a Debtor, including, without limitation, any and all such Persons identified in any of the Schedules or SOFAs.
- ii. Potential Defendants. The parties to tolling agreements with a Debtor as well as their alter egos, if any.

c. Contract and Lease Claims

- i. Nature of Claims. Any and all Causes of Action based on contracts or leases, including, without limitation, loan agreements, between or among one or more of the Debtors and any contract or lease counterparty. Such Causes of Action may include breach of contract, breach of the covenant of good faith and fair dealing, breach of warranty, fraud, reformation, rescission, and restitution.
- ii. Potential Defendants. Contract and lease counterparties and their alter egos, if any, including, without limitation, any and all such Persons identified in any of the Schedules or SOFAs.

¹ Capitalized terms used but not otherwise defined herein have the meanings set forth for those Defined Terms in the Plan.

² For the avoidance of doubt, for purposes of this exhibit, the failure to identify any Person, document, or other item in the Schedules or SOFAs does not and shall not constitute a release, renunciation, abandonment, or disclaimer of any claim or defense against any Person. For the further avoidance of doubt, nothing in this exhibit is intended to impair, amend, supersede, or modify in any way the releases and exculpations expressly provided by Sections 11.11 and 11.12 of the Plan or any other express release of claims that was in effect prior to the Effective Date.

d. Avoidance Actions

- i. Nature of Claims. Any and all claims that constitute Avoidance Actions.
- ii. Potential Defendants. Vendors, lenders, other creditors, borrowers, Noteholders, Unitholders, current and former holders of Notes who have received prepetition distributions (including return of capital) by the Debtors in an amount that exceeds such holders' investment in the Debtors (including in respect of "net winner" litigation), current and former holders of Units who have received prepetition distributions (including return of capital) by the Debtors in an amount that exceeds such holders' investment in the Debtors (including in respect of "net winner" litigation), current and former holders of Notes and Units who have received prepetition distributions (including return of capital) by the Debtors in any amount and whose claims (including without limitation claims arising by reason of section 502(h) of the Bankruptcy Code), if any, based upon their current or former holdings of Notes and Units are not entitled to a *pari passu* distribution with other holders of Notes or Unit including without limitation by reason of subordination pursuant to section 510 of the Bankruptcy Code, investors, banks, equityholders, insiders, directors, officers, partners, principals, members, managers, non-debtor affiliates, employees, independent contractors, brokers, in-house and external sales agents, other agents, professionals, and counterparties, including, without limitation, any and all other Persons identified in any of the Schedules or SOFAs and all Excluded Parties and Disputing Claimants, as well as their alter egos, if any.

e. Breach of Fiduciary Duty Claims

- i. Nature of Claims. Any and all Causes of Action for breach of duty by one acting in a fiduciary of similar capacity, whether based on intentional, willful, reckless or negligent conduct, including, without limitation, by act or omission.
- ii. Potential Defendants. Any Person who now is or has ever been an insider, director, officer, partner, principal, member, manager, non-debtor affiliate, employee, independent contractor, broker, in-house or external sales agent, other agent, professional, or other fiduciary of, for or in any of the Debtors, including, without limitation, all Excluded Parties, as well as their alter egos, if any.

f. Claims for Negligent, Reckless and/or Intentional Misconduct, including, without limitation, malpractice

- i. Nature of Claims. Any and all Causes of Action based on negligent, reckless or intentional misconduct, including, without limitation, by act or omission.
- ii. Potential Defendants. Any Person who now is or has ever been an insider, director, officer, partner, principal, member, manager, non-debtor affiliate, employee, independent contractor, broker, in-house or external sales agent, other agent, professional, or other fiduciary or adviser of, for or in any of the Debtors, including, without limitation, all Excluded Parties, as well as their alter egos, if any.

g. Claims Based on Strict Liability

- i. Nature of Claims. Any and all Causes of Action based on strict liability, whether related to the provision or purchase of real or personal property, a service, of any tangible or intangible property.
- ii. Potential Defendants. Any Person who now is or has ever sold, gifted, transferred or otherwise provided real or personal property, a service, or any tangible or intangible property to or for any of the Debtors, including, without limitation, all Excluded Parties, as well as their alter egos, if any.

h. Equitable Subordination and Disallowance

- i. Nature of Claims. Any and all claims based on Bankruptcy Code §§ 502(j) and/or 510 and/or applicable local, state or federal law relating to the subordination or disallowance of claims or interests.
- ii. Potential Defendants. Any Person who has filed or who holds a Claim in any Debtor's bankruptcy case, who has asserted or asserts a Claim, or who is listed in the Schedules as holding a Claim that is disputed, contingent, or unliquidated, and any person or entity who holds an Interest in any of the Debtors, including, without limitation, all Excluded Parties and Disputing Claimants, as well as their alter egos, if any.

i. Tax Refunds

- i. Nature of Claims. Any and all claims that the Debtors might have for tax refunds.
- ii. Potential Defendants. Any federal, state, local, or foreign taxing authority.

j. Specific Claims Against Insiders and Their Related Parties

- i. Nature of Claims. Any and all claims relating to or arising out of or deriving from the following:
 - (a) the transfer of no less than \$53 million to, or for the benefit of, Robert H. Shapiro or Persons associated with him, including, without limitation, amounts reimbursed by the Debtors for credit card charges or otherwise transferred for:
 - hotels, including, without limitation, transfers made to Four Seasons Hotels, The London, Ritz Carlton, Seagate Hotel and Spa, Mr. C's Hotel, Ventanas Al Paraíso, Hotel Le Bristol, and Snowmass Ski Area
 - travel expenses, including, without limitation, transfers made to United Airlines, Virgin America, American Airlines, Delta Airlines, and Hertz Rent-A-Car

- limousine services, including, without limitation, transfers made to Rocky Mountain Limo, and Lax Maria's Limo
- home furnishings, including, without limitation, transfers made to Roaring Fork Furniture, Flooring Liquidators & More, Angulo Custom Furnishing, Lowes, Restoration Hardware, Moda Italia Home Furnishing, Mitchell Litt Antiques, Christie's NY Auction, Aspen Design Room, Nest Furnishings & Con, Bed Bath & Beyond, and Custom Blind & Carpet
- luxury retail purchases, including, without limitation, transfers made to XIV Karats Ltd., Bvlgari, Louis Vuitton, Vhemier, Chanel, Jimmy Choo, Ermenegildo Zegna, Dolce & Gabbana, FarFetch, and Fendi
- meals and entertainment
- political contributions
- jewelry
- wine, including, without limitation, transfers made to Wine on the Way
- private plane charters
- alimony to Robert H. Shapiro's ex-wife
- luxury automobiles, including, without limitation, transfers made to O'Gara Coach Co. and Dirty Devil Customs Auto Body Shop
- country club fees
- rare coins and precious metals
- taxes and fees, including, without limitation transfer made to the United States Treasury, other taxing authorities, and fees paid to various courts
- utilities/telecommunications, including, without limitation, charges to utility companies and telecommunications companies, and including in respect of internet, telephones, security systems, and others
- storage/moving/courier, including, without limitation, transfers made to storage locations, moving companies and shipping companies, including FedEx, UPS and USPS
- spas and salons
- other retail, including, without limitation, transfers made for technology items (including at BestBuy and Apple), vitamins, liquor, cigars, flower,

clothing (including at Amazon, Nordstrom, and Target), beauty items, accessories, home décor, and office furniture and supplies

- real estate-related charges, including, without limitation, charges for locksmiths, home inspections, contractors, and real estate agents
- professional fees, including, without limitation, fees paid to law firms and accounting firms
- medical expenses, including, without limitation, transfers to doctors, hospitals, and veterinarians
- insurances payments
- groceries and pharmacies
- business expenses
- bank and service fees

(b) to the extent not described above, the transfers to, or for the benefit, of the following Persons in no less than the following amounts:

- Robert H. Shapiro -- \$15,572,108
- Moorpark Boca Funding, LLC -- \$10,792,502
- Scott Schwartz / Up & Coming Capital LLC -- \$1,319,320
- Jeri Shapiro -- \$1,640,318
- 3X a Charm -- \$1,286,425
- Schwartz Media Buying Company, LLC -- \$17,788,045
- Joy Gravenhorst -- \$155,000
- Riverdale Funding, LLC -- \$4,600,518
- Carbondale Basalt Owners, LLC -- \$781,000
- Carbondale Glen Owners, LLC -- \$156,000
- Carbondale Glen Lot 18, LLC -- \$100,000

(c) the commissions paid to Woodbridge Realty of Colorado, LLC d/b/a Woodbridge Realty Unlimited and Woodbridge Luxury Homes of California, Inc. d/b/a Mercer Vine, Inc. plus all additional amounts transferred thereto;

- (d) the Transition Services Agreement, by and between Woodbridge Group of Companies, LLC and WFS Holding Co LLC, dated as of December 1, 2017;
 - (e) the Membership Interest Contribution Agreement, by and among RS Protection Trust, Woodbridge Group of Companies, LLC, and Carbondale Doocy, LLC, dated as of December 1, 2017;
 - (f) the Forbearance Agreement, by and among Jeri Shapiro, Emerald Lake Investments, LLC, H19 Emerald Lake Holding Company, LLC, Woodbridge Mortgage Investment Fund 3, LLC, Carbondale Glen River Mesa, LLC, Woodbridge Mortgage Investment Fund 1, LLC, Woodbridge Mortgage Investment Fund 3A, LLC, and WGC Independent Manager LLC, dated as of December 1, 2017;
 - (g) the Subordination, Non-Disturbance, and Attornment Agreement, by and among Emerald Lake Investments, LLC, Jeri Shapiro, Woodbridge Mortgage Investment Fund 3, LLC, and WGC Independent Manager LLC, dated as of December 1, 2017;
 - (h) the Subordination, Non-Disturbance, and Attornment Agreement, by and among Carbondale Glen River Mesa, LLC, Jeri Shapiro, Woodbridge Mortgage Investment Fund 1, LLC, Woodbridge Mortgage Investment Fund 3A, LLC, and WGC Independent Manager LLC, dated as of December 1, 2017; and
 - (i) any and all other contracts and leases with the Debtors.
- ii. Potential Defendants. Robert H. Shapiro, RS Protection Trust, Jeri Shapiro, Carbondale Glen Lot 18, LLC, Carbondale Glen Owners, LLC, Carbondale Basalt Owners, LLC, Woodbridge Realty of Colorado, LLC d/b/a Woodbridge Realty Unlimited, Woodbridge Luxury Homes of California, Inc. d/b/a Mercer Vine, Inc., Riverdale Funding, LLC, Schwartz Media Buying Company, LLC, WFS Holding Co., LLC, a/k/a WFS Holding Company, LLC, Scott Schwartz, Up & Coming Capital LLC, Moorpark Boca Funding, LLC, 3X a Charm, Joy Gravenhorst, each of the recipients of the transfers referenced in Section j.i.(a) hereof (whether or not specifically listed) and each of their respective equityholders, insiders, directors, officers, partners, principals, members, managers, trustees, trusts, affiliates, family members, estates, heirs, executors, administrators, transferees, successors, and assigns, including, without limitation, all Excluded Parties, as well as their alter egos, if any.
- k. All Other Causes of Action, Avoidance Actions, and Contributed Claims Against Excluded Parties

- i. Nature of Claims. Any and all other Causes of Action, Avoidance Actions, and Contributed Claims that may exist as against any of the Excluded Parties, whatever the nature or theory, including, without limitation, (a) all Causes of Action based on, arising out of, or related to the marketing, sale, and issuance of any Notes or Units; (b) all Causes of Action for unlawful dividend, fraudulent conveyance, fraudulent transfer, voidable transaction, or other avoidance claims under state or federal law; (c) all Causes of Action based on, arising out of, or related to the misrepresentation of any of the Debtors' financial information, business operations, or related internal controls; and (d) all Causes of Action based on, arising out of, or related to any failure to disclose, or actual or attempted cover up or obfuscation of, any of the conduct described in the Disclosure Statement, including, without limitation, in respect of any alleged fraud related thereto.
 - ii. Potential Defendants. Any of the Excluded Parties. This term is defined in the Plan as: Any prepetition insider of any of the Debtors, any non-debtor affiliates of the Debtors or insider of any such non-debtor affiliates, any prepetition employee of any of the Debtors involved in any way in the marketing or sale of Notes or Units, and any other Person (including any "broker," salesperson, consultant, affiliated entity, or professional) involved in any way in the marketing or sale of Notes or Units. A non-exclusive schedule to the Disclosure Statement lists certain of the Excluded Parties, but any Person falling with the definition of Excluded Parties is a potential defendant, as well as their alter egos, if any.
- l. All Other Causes of Action, Avoidance Actions, and Contributed Claims Against Disputing Claimants
- i. Nature of Claims. Any and all other Causes of Action, Avoidance Actions, and Contributed Claims that may exist as against any of the Disputing Claimants, whatever the nature or theory, including, without limitation, all Causes of Action for unlawful dividend, fraudulent conveyance, fraudulent transfer, voidable transaction, or other avoidance claims under state or federal law.
 - ii. Potential Defendants. Any of the Disputing Claimants, as well as their alter egos, if any. This term is defined in the Plan as: Either (a) a Noteholder or Unitholder (other than an Excluded Party) that has disputed the amounts set forth for such Creditor in the Schedule of Principal Amounts and Prepetition Distributions pursuant to the procedures set forth in the Disclosure Statement Order and applicable Ballot; or (b) a Noteholder holding a Non-Debtor Loan Note Claim that has not elected to have such Claim reclassified in Class 3 pursuant to the procedures set forth in the Disclosure Statement Order and applicable Ballot. The specific Disputing Claimants cannot be identified at this time as individual Noteholders and Unitholders themselves control whether or not they become Disputing Claimants during the balloting process.

EXHIBIT E

Wind-Down Business Plan

As of the Plan's Effective Date, the Wind-Down Entity will own real estate assets that include land suitable for the development of custom single-family homes, under construction homes that are expected to be completed over the next twenty-four (24) months, and new custom homes recently constructed and awaiting sale. The real estate assets are located predominately in the Los Angeles area of Southern California, with one house under renovation in New York City, two new custom homes under construction in the Snowmass area of Colorado, and several residential home sites in the Carbondale area of Colorado. The Wind-Down Entity also will have real estate interests in various U.S. cities, resulting from the Debtors' interests in "Riverdale," a former real estate lender segment that presently owns mortgages and foreclosed real estate relating to loans that were extended to non-debtor borrowers.

The business plan for the Wind-Down Entity is premised on the orderly disposition of its real estate assets through April 2021. Custom homes that are under construction as of the Plan's Effective Date will be completed and sold to third parties. Recently completed homes and certain land holdings suitable for residential development will also be sold to third parties. During the construction and disposition period, the Wind-Down Entity will incur construction costs, sales and marketing expenses, typical operating costs and will have working capital needs. The business plan contemplates that all assets will be sold by April 2021. Based on the various conditions and assumptions of the business plan, the estimated net recovery proceeds to the Liquidation Trust are expected to be approximately \$521 to \$583 million.

As of the date of the filing of the Disclosure Statement, the Debtors have consummated 33 property sales that have generated net sale proceeds of approximately \$106.1 million. In addition, there are currently 16 properties in escrow that are projected to generate approximately \$23.6 million in additional sale proceeds, presuming these sales close on their current terms. There are also 20 properties in Southern California that are presently listed for sale by various brokers in the aggregate amount of approximately \$263 million. The Debtors expect that a majority of these properties will be sold during the pre-confirmation period, *i.e.*, prior to the end of 2018. Notwithstanding the foregoing, the ultimate closings of properties currently listed for sale are subject to market conditions and various external factors that are not within the Debtors' control, thus actual results may differ materially from these projections.

WOODBIDGE**SUMMARY PROJECTED CASH FLOWS**

for the period February 1, 2018 through June 30, 2021

(\$ in thousands, Undiscounted)

	TOTAL FUTURE CASH FLOW	TOTAL THROUGH CONFIRMATION (NOV-2018)	TOTAL POST CONFIRMATION (DEC-18 TO JUN-21)
Final Exit Year	<u>2021</u>		
Wind-Down Entity			
Net Revenues	\$843,117 (a)	\$209,445	\$633,672
Total Costs	(234,315) (b)	(95,726)	(138,590)
DIP Financing, Net	(5,508) (c)	(5,508)	0
Restructuring Costs	(53,071)	(45,929)	(7,142)
Liquidation Trust Board, D&O & Other	(4,410)	0	(4,410)
Liquidation Trust Funding	(5,000)	(5,000)	0
Cash/Working Capital	43,109 (d)	28,109	15,000
Other Plan Disbursements	(1,252) (e)	(432)	(820)
Net CF Available for Distribution to the Liquidation Trust	<u>582,668 (f)</u>	<u>84,958</u>	<u>497,710</u>
Liquidation Trust			
Use of Liquidation Trust Seed Funding Cash	5,000 (g)	0	5,000
Total Liquidation Trust Costs	(8,605) (h)	0	(8,605)
Net Liquidation Trust Costs	<u>(3,605)</u>	<u>0</u>	<u>(3,605)</u>
Net Recoveries	<u>\$579,063</u>	<u>\$84,958 (i)</u>	<u>\$494,105</u>

(a) Net of selling costs, prior seller carry, warranty reserves and asset sales reserves.

(b) Includes project costs, property taxes, insurance, HOA, overhead and other costs.

(c) DIP loan interest and fees.

(d) Operating cash, including sales reserves.

(e) Includes Priority Tax Claims, Class 1: Other Secured Claims and Class 2: Priority Claims not otherwise reflected above.

(f) Net cash flow available for distribution to the Liquidation Trust (net of the Liquidation Trust Seed Funding of \$5 million); does not include revenues or expenses of the Liquidation Trust.

(g) Liquidation Trust Seed Funding from the Wind-Down Entity.

(h) Includes Trustee, Board and other professional fees for the Trust. Excludes litigation related costs and recoveries.

(i) Projected amount available for the Liquidation Trust to distribute - high case scenario.

WOODBIDGE**SUMMARY POST CONFIRMATION CASH FLOWS**

for the period February 1, 2018 through June 30, 2021

(\$ in thousands, Undiscounted)

		POST CONFIRMATION			
	TOTAL POST CONFIRMATION	Dec-18 2018	CY 2019	CY 2020	CY 2021
Final Exit Year	<u>2021</u>				
Wind-Down Entity					
Net Revenues	\$633,672 (a)	\$11,382	\$268,276	\$222,725	\$131,290
Total Costs	(138,590) (b)	(12,269)	(92,510)	(29,684)	(4,126)
Restructuring Costs	(7,142)	(3,613)	(3,529)	0	0
Liquidation Trust Board, D&O & Other	(4,410)	0	(2,030)	(1,360)	(1,020)
Cash/Working Capital	15,000 (c)	4,500	(4,500)	0	15,000
Other Plan Disbursements	<u>(820)</u>		<u>(820)</u>		
Net CF Available for Distribution to the Liquidation Trust	<u>497,710 (d)</u>	<u>(0)</u>	<u>164,886</u>	<u>191,680</u>	<u>141,144</u>
Liquidation Trust					
Use of Liquidation Trust Seed Funding Cash	5,000	3,561	1,439	0	0
Total Liquidation Trust Costs	<u>(8,605)</u>	<u>(3,561)</u>	<u>(2,895)</u>	<u>(2,149)</u>	<u>0</u>
Net Liquidation Trust Costs	<u>(3,605) (e)</u>	<u>0</u>	<u>(1,456)</u>	<u>(2,149)</u>	<u>0</u>
Net Cash Flow after Liquidation Trust Costs	<u>\$494,105</u>	<u>(\$0)</u>	<u>\$163,429</u>	<u>\$189,531</u>	<u>\$141,144</u>

(a) Net of selling costs, prior seller carry, warranty reserves and asset sales reserves.

(b) Includes project costs, property taxes, insurance, HOA, overhead and other costs.

(c) Beginning cash balance / working capital funding for Wind Down Entity.

(d) Net cash flow available for distribution to the Liquidation Trust (net of the Liquidation Trust Seed Funding of \$5 million); does not include revenues or expenses of the Liquidation Trust.

(e) Includes Trustee, Board and other professional fees for the Trust. Excludes litigation related costs and recoveries.

SCHEDULE 1

Schedule of Excluded Parties

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Note: Excluded Parties are any prepetition insider of any of the Debtors, any non-debtor affiliates of the Debtors or insider of any such non-debtor affiliates, any prepetition employee of any of the Debtors involved in any way in the marketing or sale of Notes or Units, and any other Person (including any “broker,” salesperson, consultant, affiliated entity, or professional) involved in any way in the marketing or sale of Notes or Units, including those Persons identified on this Schedule.

Surname/Entity Name	Full Name	Type
1336 LLC	1336, LLC	AFFILIATE
14068 DAVANA	14068 DAVANA HOLDING COMPANY, LLC	AFFILIATE
14068 DAVANA	14068 DAVANA TERRACE, LLC	AFFILIATE
14112 LLC	14112, LLC	AFFILIATE
1504 CAPITAL	1504 CAPITAL INC.	BROKER
15672 CASTLEWOODS	15672 CASTLEWOODS DRIVE, LLC	AFFILIATE
15672 CASTLEWOODS	15672 CASTLEWOODS OWNERS, LLC	AFFILIATE
15672 CASTLEWOODS	15714 CASTLEWOODS DRIVE, LLC	AFFILIATE
15672 CASTLEWOODS	15714 CASTLEWOODS OWNERS, LLC	AFFILIATE
1579 INVESTMENTS	1579 INVESTMENTS LLC	INSIDER AFFILIATE
204 DERBY	204 DERBY AVE, LLC	AFFILIATE
3X A CHARM	3X A CHARM LLC	INSIDER AFFILIATE
8 FIGURES	8 FIGURES LLC	AFFILIATE
8020 CONSULTING	8020 CONSULTING	OTHER
A PLUS	A PLUS HOLDINGS, LLC	AFFILIATE
A TEAM APPROACH	A TEAM APPROACH LLC	BROKER
ABACA	YOLANDA DINO ABACA	BROKER
ABRAHAM	MICHAEL ABRAHAM	BROKER
ABRAHAM	WILLIAM ABRAHAM	BROKER
ABRAMOWITZ	SIDNEY ABRAMOWITZ	BROKER
ACACIA CIRCLE	ACACIA CIRCLE, LLC	AFFILIATE
ACEVEDO	IVAN ACEVEDO - NOW DEVON MASON	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
ACEVEDO	MICHAEL ACEVEDO	BROKER
ACME DIVERSIFIED	ACME DIVERSIFIED HOLDINGS, LLC	AFFILIATE
ACME NOW	ACME NOW, LLC	AFFILIATE
ACOSTA	PRISCILLA ACOSTA	BROKER
ACTIS	JAMES ACTIS	BROKER
ACTIS	JIM ACTIS	BROKER
ADAMS EZ TAX	ADAMS EZ TAX LLC	BROKER
ADMINESTATE	ADMINESTATE CORPORATION-PETER RUTMAN	BROKER
ADVANCED STRATEGIES	ADVANCED STRATEGIES, INC.	BROKER
ADVISOR INK	ADVISOR INK	BROKER
AGENTS INSURANCE	AGENTS INSURANCE SALES & SERVICES INC.	BROKER
AGUILAR	ARMANDO AGUILAR	BROKER
AGUILAR	ARMANDO C AGUILAR SR.	BROKER
AGUILAR	ROMMEL E AGUILAR	BROKER
AHERN	JEFF AHERN	BROKER
AIO FINANCIAL	AIO FINANCIAL LLC	AFFILIATE
AKEBIA SQUARE	AKEBIA SQUARE FUNDING, LLC	AFFILIATE
ALDEN	JAMES GRAY ALDEN	BROKER
ALL MARK INSURANCE	ALL MARK INSURANCE SERVICES INC.	BROKER
ALLEN	DANIEL L ALLEN	BROKER
ALPHA & OMEGA	ALPHA & OMEGA FINANCIAL PARTNERS INC	BROKER
ALPHA WEALTH MGMT.	ALPHA WEALTH MANAGEMENT LLC	BROKER
ALPINE ROSE	ALPINE ROSE, LLC	AFFILIATE
ALSTON	ROBERT ALSTON	SALES EMPLOYEE
ALTERNATIVE INVESTMENT	ALTERNATIVE INVESTMENT CONSULTANTS LLC	BROKER
ALTERNATIVE PORTFOLIO	ALTERNATIVE PORTFOLIO SOLUTIONS LLC	BROKER
ALTUS RETIREMENT	ALTUS RETIREMENT SERVICES LLC	BROKER
AMARYLLIS CIRCLE	AMARYLLIS CIRCLE, LLC	AFFILIATE
AMBROSIA CIRCLE	AMBROSIA CIRCLE, LLC	AFFILIATE

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
AMERICA DIRECT	AMERICA DIRECT LLC	BROKER
AMERICAN ALTERNATIVE	AMERICAN ALTERNATIVE INVESTMENTS LLC	BROKER
AMERICAN INS SERVICES	AMERICAN INS SERVICES GROUP LLC	BROKER
AMERICAN NOTE	AMERICAN NOTE COMPANY, LLC	AFFILIATE
AMERICAN PROSPERITY	AMERICAN PROSPERITY	BROKER
AMERICAN RETIREMENT	AMERICAN RETIREMENT ADVISORS LLC	BROKER
AMERICAN RETIREMENT	AMERICAS RETIREMENT INCOME SOLUTIONS	BROKER
AMERITRUST ADVISOR	AMERITRUST ADVISOR	BROKER
AMNOCO HOLDINGS	AMNOCO HOLDINGS, LLC	AFFILIATE
ANCHOR FINANCIAL	ANCHOR FINANCIAL INC.	BROKER
ANDERSON	DEREK ANDERSON	BROKER
ANDERSON	GREG W ANDERSON	BROKER (INVESTOR)
ANDERSON	MAINSTAR-FBO DEREK M ANDERSON T2177226	BROKER (INVESTOR)
ANDERSON	PAULETTE ANDERSON	BROKER
ANDREN FINANCIAL	ANDREN FINANCIAL INC.	BROKER
ANDREW	DOUGLAS R. ANDREW	BROKER
ANDREWS	C STEPHEN ANDREWS	BROKER
ANGELO	STEVE ANGELO	BROKER
ANNUA GROUP	ANNUA GROUP LLC	BROKER
ANNUITY ALTERNATIVES	ANNUITY ALTERNATIVES OF AMERICA LLC	BROKER
ANNUITY GROUP	THE ANNUITY GROUP LLC	BROKER
ARAGON	PHILIP C ARAGON	BROKER
ARBUCKLE MGMT.	ARBUCKLE MANAGEMENT, LLC	BROKER
ARCHSTONE	ARCHSTONE INVESTMENTS, LLC	AFFILIATE
ARELLANO	CHANO J ARELLANO	BROKER
ARIETTA	DENNIS J ARIETTA	BROKER
ARTAUD	EDNE ARTAUD	BROKER
ARTISTIC BUSINESS	ARTISTIC BUSINESS SERVICES, INC.	BROKER
ASH SQUARE	ASH SQUARE FUNDING, LLC	AFFILIATE

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<u>Surname/Entity Name</u>	<u>Full Name</u>	<u>Type</u>
ASHBURTON WAY	ASHBURTON WAY INVESTMENTS, LLC	AFFILIATE
ASK FINANCIAL	ASK FINANCIAL INC.	BROKER
ASPEN CREEK	ASPEN CREEK WEALTH STRATEGIES INC.	BROKER
ASSET MANAGEMENT	ASSET MANAGEMENT CONSULTANTS INC.	BROKER
ASSET MANAGEMENT	ASSET MGMT-CARLTON PHILLIPS	BROKER
ASSOCIATED ADVISORS	ASSOCIATED ADVISORS GROUP INC.	BROKER
ASSOCIATED INSURANCE	ASSOCIATED INSURANCE GROUP	BROKER
ATALAYA CIRCLE	ATALAYA CIRCLE INVESTMENTS, LLC	AFFILIATE
ATLANTIC FINANCIAL	ATLANTIC FINANCIAL SERVICES	BROKER
ATLANTIC HOME	ATLANTIC HOME CAPITAL CORP.	AFFILIATE
ATLANTIC INSURANCE	ATLANTIC INSURANCE AND FINANCIAL SERVICES, INC.	BROKER
ATLANTIS NATIONAL	ATLANTIS NATIONAL SERVICES, INC.	AFFILIATE
AUGUSTINE INSURANCE	AUGUSTINE INSURANCE	BROKER
AUSTIN	JIM L AUSTIN	BROKER
AUSTIN	LINDA & JIM AUSTIN	BROKER (INVESTOR)
AUSTIN	OVETA L AUSTIN	BROKER
AVALON EQUITY	AVALON EQUITY GROUP (DAVID WOLFSON)	BROKER
AZIS	JEFFREY A AZIS	BROKER
BABB FINANCIAL	BABB FINANCIAL GROUP	BROKER
BACHNER	JOEL C BACHNER	BROKER
BAILEY	SHAD BAILEY	BROKER
BAKER	DARIN BAKER	SALES EMPLOYEE
BALANCED FINANCIAL	BALANCED FINANCIAL INC.	BROKER
BALANCED FINANCIAL	BALANCED FINANCIAL-PAULETTE ANDERSON	BROKER
BALCOMB & GREEN	BALCOMB & GREEN PC	OTHER
BALDWIN	MICHAEL L BALDWIN	BROKER
BALL	PHILLIP "LARRY" BALL	BROKER
BALSON	BALSON INVESTMENTS LLC	BROKER
BANOR	BANOR ASSOCIATES LLC	BROKER

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Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
BARBER	BRETT BARBER	BROKER
BARNES	GLEN D BARNES	BROKER
BARR	DAVID L BARR	BROKER
BARRETT	JOHN E BARRETT	BROKER
BARRIOS	ENRIQUE BARRIOS	BROKER
BARTHOLOMEW	BARTHOLOMEW & ASSOCIATES, INC.	BROKER
BASIC FINANCIAL	BASIC FINANCIAL SERVICES INC.	BROKER
BASSETTO	STEVEN A BASSETTO	BROKER
BASSWOOD	BASSWOOD FUNDING, LLC	AFFILIATE
BAUGHMAN	PROV. TR GP-FBO RICKY J BAUGHMAN IRA	BROKER (INVESTOR)
BAUGHMAN	RICKY J BAUGHMAN	BROKER
BAUMLER	JESSICA BAUMLER	BROKER
BCK HOLDINGS	BCK HOLDINGS	BROKER
BCM BENEFITS	BCM BENEFITS INC.	BROKER
BCS TRUST	BCS TRUST	BROKER
BEARBERRY SQUARE	BEARBERRY SQUARE FUNDING, LLC	AFFILIATE
BEARINGSIDE	BEARINGSIDE INVESTMENTS, LLC	AFFILIATE
BEAUCHAMPS	SALLY BEAUCHAMPS	SALES EMPLOYEE
BEDOYA	DIEGO BEDOYA	BROKER
BEEMAN LOTTERY	BEEMAN LOTTERY RECEIVABLE 1, LLC	AFFILIATE
BEEMAN STUDIO CITY	BEEMAN STUDIO CITY, LLC	AFFILIATE
BEILINSON	MARC BEILINSON	INSIDER
BELANGER	SHANE BELANGER	BROKER
BELLEVUE	HERNST BELLEVUE	SALES EMPLOYEE
BELLMIRE	BELLMIRE INVESTMENTS, LLC	AFFILIATE
BELMONT CONSULTING	BELMONT CONSULTING LLC-ANDREW LESNAK	BROKER
BENGE	LON E BENGE	BROKER
BENNETT	SHEILA BENNETT	BROKER
BENTLEY	JIM BENTLEY	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
BENTLEY CAPITAL	BENTLEY CAPITAL GROUP, LLC	BROKER
BERG	WILLIAM J BERG	BROKER
BERMAN	ROCHELLE BERMAN	BROKER
BERMAN	ROCHELLE BERMAN TR	BROKER (INVESTOR)
BERRY	DOROTHY BERRY	BROKER
BERTSCH	KIRK & JULIE BERTSCH	BROKER (INVESTOR)
BERTSCH	KIRK BERTSCH	BROKER
BERTSCH VACATION	BERTSCH VACATION HOMES LLC	BROKER (INVESTOR)
BERTUCCI GROUP	THE BERTUCCI GROUP, LLC	BROKER
BETHEL	DAN CHARLES BETHEL	BROKER
BETHEL	RICHARD BETHEL	BROKER (INVESTOR)
BETTER RETURNS	BETTER RETURNS LLC	BROKER
BETTER TOMORROW	BETTER TOMORROW FINANCIAL GROUP	BROKER
BEYER	JARED BEYER	SALES EMPLOYEE
BIRCHWOOD MANOR	BIRCHWOOD MANOR INVESTMENTS, LLC	AFFILIATE
BIRD	FLOYD W BIRD	BROKER (INVESTOR)
BIRNBAUM	DAVID BIRNBAUM	BROKER
BISCARDI	ROB BISCARDI	SALES EMPLOYEE
BISCARDI	ROBERT BISCARDI, JR.	BROKER
BITTERSWEET SQUARE	BITTERSWEET SQUARE FUNDING, LLC	AFFILIATE
BJORKLUND	DAVID A BJORKLUND	BROKER
BLACKBURN	CARMEN BLACKBURN	BROKER
BLACKMON	DARYL E BLACKMON	BROKER
BLANCHARD	THOMAS BLANCHARD	BROKER
BLANCHARD	THOMAS E BLANCHARD	BROKER
BLANKINGSHIP KEITH	BLANKINGSHIP KEITH, P.C.	BROKER
BLUE CHIPS STRATEGIES	BLUE CHIPS STRATEGIES INC.	BROKER
BLYTHE	BUFORD A BLYTHE	BROKER
BMAC FINANCIAL	BMAC FINANCIAL CORP.	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
BOILING SPRING	BOILING SPRING INVESTMENTS, LLC	AFFILIATE
BONE FINANCIAL	BONE FINANCIAL GROUP INC.	BROKER
BONIFACIO HILL	BONIFACIO HILL INVESTMENTS, LLC	AFFILIATE
BOOKSH	LARRY J BOOKSH JR.	BROKER
BOOKSH	PROV. TR GP-FBO L JR FOR C BOOKSH IRA	BROKER (INVESTOR)
BOTH HANDS	BOTH HANDS FINANCIAL GROUP LLC	BROKER
BOUCHARD	RONALD A BOUCHARD	BROKER
BOWERS	HAROLD JAMES BOWERS JR.	BROKER
BOWSTRING	BOWSTRING INVESTMENTS, LLC	AFFILIATE
BOXWOOD	BOXWOOD FUNDING, LLC	AFFILIATE
BOYLAN	JOHN BOYLAN	BROKER
BOYLAN GROUP	THE BOYLAN GROUP	BROKER
BP FINANCIAL	BP FINANCIAL SERVICES LLC	BROKER
BRAD CARRICO FINANCIAL	BRAD CARRICO FINANCIAL	BROKER
BRADFORD SOLUTIONS	BRADFORD SOLUTIONS	BROKER
BRADSHAW	RANCE BRADSHAW	BROKER
BRANCH	TRAVIS BRANCH	BROKER
BRANDENBURG	WILLIAM BRANDENBURG	BROKER
BRAVERMAN	BRUCE BRAVERMAN	BROKER
BRAY	RICK BRAY	BROKER
BRAYCO SALES	BRAYCO SALES INC-RICK BRAY	BROKER
BRECKENRIDGE	BRECKENRIDGE INVESTMENTS, LLC	AFFILIATE
BRECKENRIDGE	BRECKENRIDGE, LLC	AFFILIATE
BREIMAN	MARK BREIMAN	BROKER
BREWER	DIANE BREWER	BROKER
BRIDGE INSURANCE	BRIDGE INSURANCE & FINANCIAL INC.	BROKER
BROAD INSIGHTS	BROAD INSIGHTS 401K FBO J G WIGINTON III	BROKER (INVESTOR)
BROAD INSIGHTS	BROAD INSIGHTS LLC	BROKER
BROAD INSIGHTS	BROAD INSIGHTS LLC CASH BALANCE PLAN	BROKER (INVESTOR)

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
BROOKFIELD INSURANCE	BROOKFIELD INSURANCE PARTNERS	BROKER
BROOKS	RAYMOND E BROOKS	BROKER
BROWN	EDMOND G BROWN	BROKER
BROWN	JAY BROWN	BROKER
BROWN	JAY N BROWN	BROKER
BROWN	JOSEPH BROWN	SALES EMPLOYEE
BROWN	LAMONT BROWN	BROKER
BROWN	REGINALD BROWN	BROKER
BROWNING	ROBERT BROWNING	BROKER
BRUNDAGE	DEB BRUNDAGE	BROKER
BRUNETTI	NANCY F BRUNETTI	BROKER
BRUNETTI	NANCY F BRUNETTI RT	BROKER (INVESTOR)
BTG ADVISORS	BTG ADVISORS LLC	BROKER
BULL RUN FINANCIAL	BULL RUN FINANCIAL GROUP LLC	BROKER
BURDETTE	DENVER BURDETTE	BROKER
BURKE	GARY L BURKE	BROKER
BURKE	PAULA BURKE	BROKER
BURKE	RANDY W BURKE	BROKER
BURKETT	MOSES BURKETT	BROKER
BURMAN	RICHARD A BURMAN	BROKER
BURNS	JOHN J & LORI A BURNS	BROKER (INVESTOR)
BURNS	JOHN J BURNS	BROKER
BURNS CAPITAL	BURNS CAPITAL INVESTMENT ADVISORS INC.	BROKER
BUSINESS GROWTH	BUSINESS GROWTH LLC	BROKER
BUSINESS STORE	THE BUSINESS STORE OF INSURANCE	BROKER
BUTLER	GREGG BUTLER	SALES EMPLOYEE
BUTLER	JOHN A BUTLER	BROKER
BUTLER	KIM BUTLER	BROKER
BUTLER	KIM BUTLER-PARTNERS PROSPERITY	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
BUTLER	TERRY BUTLER	BROKER
BUTTELL	ANTHONY H BUTTELL	BROKER
C EVERETT ENTERPRISES	C EVERETT ENTERPRISES	BROKER
CAIN	SYDNEY CAIN	BROKER
CAISSON	CAISSON INVESTMENTS, LLC	AFFILIATE
CALDER GROVE	CALDER GROVE INVESTMENTS, LLC	AFFILIATE
CALENDONIA CIRCLE	CALENDONIA CIRCLE INVESTMENTS, LLC	AFFILIATE
CALIFORNIA COMMERCIAL	CALIFORNIA COMMERCIAL LENDERS, LLC	AFFILIATE
CAMELOT INTERNATIONAL	CAMELOT INTERNATIONAL GROUP LLC	BROKER
CAMP	MARK CAMP	BROKER
CAMP	MARK L CAMP	BROKER
CAMPAGNA	CHRISTIE CAMPAGNA	SALES EMPLOYEE
CAMPBELL	JAMES CAMPBELL	BROKER
CAMPBELL FINANCIAL	CAMPBELL FINANCIAL CORP.	BROKER
CANTILEVER	CANTILEVER INVESTMENTS, LLC	AFFILIATE
CAPSTONE HOME & AUTO	CAPSTONE HOME AND AUTO LLC	BROKER
CAPUANO	FRANK CAPUANO	BROKER
CARAMADRE	JOHN CARAMADRE	BROKER (INVESTOR)
CARBAUGH	MICHAEL CARBAUGH	BROKER
CARBONDALE BASALT	CARBONDALE BASALT OWNERS, LLC	AFFILIATE
CARBONDALE GLEN	CARBONDALE GLEN LOT 18, LLC	AFFILIATE
CARBONDALE GLEN	CARBONDALE GLEN LOT E-15, LLC	AFFILIATE
CARBONDALE GLEN	CARBONDALE GLEN LOT E-38, LLC	AFFILIATE
CARBONDALE GLEN	CARBONDALE GLEN LOT E-8, LLC	AFFILIATE
CARBONDALE GLEN	CARBONDALE GLEN LOT GV-6, LLC	AFFILIATE
CARBONDALE GLEN	CARBONDALE GLEN LOT IS - 11, LLC	AFFILIATE
CARBONDALE GLEN	CARBONDALE GLEN OWNERS, LLC	AFFILIATE
CARBONDALE PRIMROSE	CARBONDALE PRIMROSE VENTURES, LLC	AFFILIATE
CARBONE	GEORGE R CARBONE	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
CAROLINA SBA	CAROLINA SBA LLC	BROKER
CAROTA	RAYMOND CAROTA	BROKER
CARPENTER	DENNIS CARPENTER, CFP	BROKER
CARR	GEORGE RICHARD CARR	BROKER
CARR	PROV. TR GP-FBO GEORGE CARR IRA	BROKER (INVESTOR)
CARR FINANCIALS	CARR FINANCIALS SERVICES INC.	BROKER
CARRICO	BRAD CARRICO	BROKER
CARRIER	LAURENT A CARRIER	BROKER (INVESTOR)
CARRIER	MAINSTAR-FBO LAURENT CARRIER	BROKER (INVESTOR)
CARTE BLANCHE	CARTE BLANCHE LTD LLC	BROKER
CARTER	GREGORY CARTER	BROKER
CARTER	ROBERT CARTER	BROKER
CASKEY	RON CASKEY	BROKER
CASPER FALLS	CASPER FALLS INVESTMENTS, LLC	AFFILIATE
CASTAGNA	PAUL CASTAGNA	BROKER
CHANEY FINANCIAL	CHANEY FINANCIAL GROUP LLC	BROKER
CHARTER INSURANCE	CHARTER INSURANCE BROKERAGE	BROKER
CHELTEN	R/L CHELTEN TTEE CHELTEN FT	BROKER (INVESTOR)
CHELTEN	RICHARD E & LINDA J CHELTEN	BROKER (INVESTOR)
CHELTEN	RICHARD E CHELTEN	BROKER
CHEN	AGUS & DEVI CHEN	BROKER (INVESTOR)
CHEN	AGUS CHEN	BROKER
CHEN	HUAN CHEN	BROKER
CHESSMAN	WADE CHESSMAN	BROKER
CHESSMAN WEALTH	CHESSMAN WEALTH STRATEGIES, INC.	BROKER
CHESTER	JEREMY CHESTER	BROKER
CHRIS DANTIN FINANCIAL	CHRIS DANTIN FINANCIAL SERVICES LLC	BROKER
CHRISTIANS	TAMARA CHRISTIANS	BROKER
CHRISTOPHER T WENDEL ENT.	CHRISTOPHER T WENDEL ENTERPRISES LLC	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
CHURCH-KOEGEL	BROOK CHURCH-KOEGEL	SALES EMPLOYEE
CLANCY	DOUGLAS A CLANCY JR.	BROKER
CLANCY	MAINSTAR-FBO DOUGLAS A CLANCY JR S2175394	BROKER (INVESTOR)
CLEMATIS	CLEMATIS FUNDING, LLC	AFFILIATE
CLEMENTINA PARK	CLEMENTINA PARK INVESTMENTS, LLC	AFFILIATE
CLIFF PARK	CLIFF PARK INVESTMENTS, LLC	AFFILIATE
CLOCKWORK FINANCIAL	CLOCKWORK FINANCIAL LLC	BROKER
CLOUSE	JODI L CLOUSE	BROKER
COHEN	MARK A COHEN	BROKER
COLBY	KIM K COLBY	BROKER
COLDWELL BANKER	COLDWELL BANKER	BROKER
COLE	STUART COLE	BROKER
COLLIN PLUME	COLLIN PLUME INC.	BROKER
COMMADORE	MORGAN COMMADORE	SALES EMPLOYEE
CONCEPCION	R EDNA C CONCEPCION	BROKER
CONCORDIS GROUP	CONCORDIS GROUP	BROKER
CONIGLIONE	JOSEPH CONIGLIONE	BROKER
CONNEAUT LAKE	CONNEAUT LAKE INVESTMENTS, LLC	AFFILIATE
CONNELL	LEN CONNELL	BROKER
CONNELL	LEONARD CONNELL	BROKER
CONSUMER ADVOCATE	CONSUMER ADVOCATE INC	BROKER
CONSUMER ADVOCATE	THE CONSUMER ADVOCATE INC.	BROKER
COPPER SANDS	COPPER SANDS INVESTMENTS, LLC	AFFILIATE
CORNERSTONE RETIREMENT	CORNERSTONE RETIREMENT & INSURANCE SVC	BROKER
CORRELL	LONNIE H CORRELL	BROKER
COSSU	ANTHONY S COSSU	BROKER
COSSU	CLAUDE G COSSU	BROKER
COSSU	PROV. TR GP-FBO ANTHONY S COSSU IRA	BROKER (INVESTOR)
COSTA	ANDREW G. COSTA	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
COSTA FINANCIAL	COSTA FINANCIAL	BROKER
COSTA FINANCIAL	COSTA FINANCIAL INSURANCE SERVICES	BROKER
COSTELLO	VICKIE A COSTELLO	BROKER
COUNTYWIDE HEALTH	COUNTYWIDE HEALTH INSURANCE SERVICES	BROKER
COUSINET	JULIEN P COUSINET	BROKER
COX AGENCY	THE COX AGENCY INC	BROKER
CRAIG AGENCY	THE CRAIG AGENCY LLC	BROKER
CRESTMARK	CRESTMARK INVESTMENTS, LLC	AFFILIATE
CROSBY	DAVID CROSBY	SALES EMPLOYEE
CROSIER	JOHN REED CROSIER	BROKER
CROSIER FINANCIAL	CROSIER FINANCIAL INC.	BROKER
CROSSKEYS	CROSSKEYS INVESTMENTS, LLC	AFFILIATE
CROWE	MAINSTAR-FBO EDWARD K CROWE T2178394	BROKER (INVESTOR)
CUNNINGHAM	MILES HENRY CUNNINGHAM JR.	BROKER
CUSANO	DAVID ANTHONY CUSANO	BROKER
D & G FINANCIAL	D & G FINANCIAL SERVICES (GENE HILL)	BROKER
D & K PARTNERS	D & K PARTNERS	BROKER
D. H. BURDETTE & ASSOC.	D. H. BURDETTE & ASSOCIATES INC.	BROKER
DAFFODIL SQUARE	DAFFODIL SQUARE FUNDING, LLC	AFFILIATE
DAHLIA SQUARE	DAHLIA SQUARE FUNDING, LLC	AFFILIATE
DANDELION	DANDELION FUNDING, LLC	AFFILIATE
DANTIN	CHRIS A DANTIN SR.	BROKER (INVESTOR)
DARING TO DREAM	DARING TO DREAM INC DBA ADVISOR INK	BROKER
DARING TO DREAM	DARING TO DREAM, INC.	BROKER
DAUGHERTY	LYNN DAUGHERTY	BROKER
DAVANA OWNERS	DAVANA OWNERS, LLC	AFFILIATE
DAVANA SHERMAN OAKS	DAVANA SHERMAN OAKS OWNERS, LLC	AFFILIATE
DAVEGLO INVESTMENT	DAVEGLO INVESTMENT GROUP INC.	BROKER
DAVID M FOX DDS	DAVID M FOX DDS PC	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
DAVID W SOUTHWELL CPA	DAVID W SOUTHWELL CPA PLLC	BROKER
DAVIDSON	LARRY L DAVIDSON	BROKER
DAVIDSON	PAT DAVIDSON	BROKER
DAVIES	BARBARA DAVIES	BROKER
DAVIES	PROV. TR GP-FBO BARBARA DAVIES IRA	BROKER (INVESTOR)
DAVIN	MICHAEL E DAVIN	BROKER
DAVIS	ROBERT DAVIS	BROKER
DAVIS & COMPANY	DAVIS & COMPANY	BROKER
DAYSRING ADVISORS	DAYSRING ADVISORS GROUP	BROKER
DDI ADVISORY	DDI ADVISORY GROUP LLC	BROKER
DEANGELIS	JEFFREY DEANGELIS	SALES EMPLOYEE
DEATON	WILLIAM DEATON	BROKER
DEKTER	NEIL DEKTER	BROKER
DELCO	MICHAEL E DELCO	BROKER
DENNIS	TERRY A DENNIS	BROKER
DENSMORE	ALLAN DENSMORE	BROKER
DENSMORE	ALLEN DENSMORE	BROKER
DENTON WEALTH	DENTON WEALTH STRATEGIES LLC	BROKER
DESHURKO	BILL DeSHURKO	BROKER
DESREE NASH INC.	DESREE NASH INCORPORATED	BROKER
DEVON MASON INC..	DEVON MASON INC.	BROKER
DEY	BRYAN DEY	BROKER
DG MARKETING	DG MARKETING INC.	BROKER
DH BURDETTE & ASSOC.	DH BURDETTE & ASSOCIATES INC.	BROKER
DHI	DHI LLC	BROKER
DIAZ	EDUARDO G DIAZ	BROKER
DIAZ RETIREMENT	DIAZ RETIREMENT CONSULTANTS	BROKER
DIEGO SPRINGS HLDGS.	DIEGO SPRINGS HOLDINGS INC.	INSIDER AFFILIATE/BROKER
DIEHL	DAVID P DIEHL	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
DIETRICH	FRANK DIETRICH	BROKER
DIETRICH	FRANK K & CHRISTINE DIETRICH	BROKER (INVESTOR)
DIEZ	RONALD DIEZ	SALES EMPLOYEE
DIFIGLIO	ROSEMARY DIFIGLIO	BROKER
DILLMAN	ROBERT DILLMAN	BROKER
DIRECT INSURANCE	DIRECT INSURANCE GROUP	INSIDER AFFILIATE
DIRECT INSURANCE SOURCE	DIRECT INSURANCE SOURCE, LLC	AFFILIATE
DIXMONT STATE	DIXMONT STATE INVESTMENTS, LLC	AFFILIATE
DIZON ENTERPRISES	DIZON ENTERPRISES LLC	BROKER
DL INVESTMENT	DL INVESTMENT GROUP LLC	INSIDER AFFILIATE
DMB SOTO INSURANCE	DMB SOTO INSURANCE SERVICES (MANUEL SOTO)	BROKER
DOHERTY	THOMAS DOHERTY	BROKER
DOHERTY	TOM DOHERTY	BROKER
DONETS	VLADIMIR DONETS	BROKER
DONSHIRE PLANNING	DONSHIRE PLANNING CORP-DON WOLFELD	BROKER
DOYLE	DRAYSON DOYLE	BROKER
DPO INSURANCE	DPO INSURANCE AGENCY, INC.	BROKER
DRAKE	DENNIS C DRAKE	BROKER
DUBEAU	JAMES E DUBEAU	BROKER
DUNBAR	ELIZABETH A DUNBAR	BROKER
DUNNE	GARY BURGESS DUNNE	BROKER
DURAND FINANCIAL	DURAND FINANCIAL INC.	BROKER
DURR	DONALD G DURR	BROKER
DVDO DESIGN	DVDO DESIGN, LLC	AFFILIATE
DVDO HOLDING	DVDO HOLDING COMPANY, LLC	AFFILIATE
DVORCHAK FINANCIAL	DVORCHAK FINANCIAL CORP.	BROKER
DWYER	THEODORE E DWYER	BROKER
EAGLE FINANCIAL	EAGLE FINANCIAL SOLUTIONS LLC	BROKER
EASTERLY	RICHARD EASTERLY	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
EBC	EBC, INC	BROKER
EDU ADVISORS	EDU ADVISORS, LLC	BROKER
EDU WEALTH	EDU WEALTH ADVISORS LLC	BROKER
EDWARD K CROWE & ASSOC.	EDWARD K CROWE & ASSOCIATES LLC	BROKER
EGAN	MICHAEL P EGAN	BROKER
EICHELBERGER	DONALD ANDREW EICHELBERGER	BROKER
EIFFERT	JIM EIFFERT	BROKER
ELFENBEIN	BRUCE ELFENBEIN	BROKER
ELITE RESOURCE	ELITE RESOURCE TEAM	BROKER
ELLIOTT GROUP	THE ELLIOTT GROUP FINANCIAL SERVICES	BROKER
ELLIS	KEITH ELLIS	BROKER
ELM CITY	ELM CITY INVESTMENTS, LLC	AFFILIATE
ELSASSER	SCOTT J ELSASSER	BROKER
ELY	BRADFORD K & MARY ELY	BROKER
ERNST	JOHN D ERNST	BROKER
ESCALANTE	PRISCILLA M ESCALANTE	BROKER
ESCE	PATRICK ESCE	BROKER
ESLAVA	MELANIE ESLAVA	SALES EMPLOYEE
ESMAIL	LAILA ESMail	BROKER
ESPIRITU	RONALDO G ESPIRITU	BROKER
ESTATE PROTECTION	ESTATE PROTECTION PLANNING CORP OF NJ	BROKER
EVANSEN	KENNETH EVANSEN	BROKER
EVERGREEN WAY	EVERGREEN WAY INVESTMENTS, LLC	AFFILIATE
EWELL	RICHARD SHANE EWELL	BROKER
EXECUTIVE FINANCIAL	EXECUTIVE FINANCIAL SERVICES	BROKER
FAGAN	JOHN FAGAN	BROKER
FAHEY	PHILLIP FAHEY	BROKER
FAISAL	MIR A FAISAL	BROKER
FAITHWAY FINANCIAL	FAITHWAY FINANCIAL SOLUTIONS LLC	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
FALCONPOINT	FALCONPOINT UNLIMITED, LLC	AFFILIATE
FAMILY WEALTH	FAMILY WEALTH MGMT & RETIREMENT PLANNING	BROKER
FARMER	TOM FARMER	BROKER
FASO	ANTHONY J FASO	BROKER
FEDER	ANDREW FEDER	BROKER
FEDERICO	JARED FEDERICO	BROKER
FEK ENTERPRISES	FEK ENTERPRISES, INC.	BROKER
FELICIANO	YANITSHA M FELICIANO	BROKER
FERN SQUARE	FERN SQUARE FUNDING, LLC	AFFILIATE
FERNATT	FRED FERNATT	BROKER
FERWERDA	SANDRA FERWERDA	BROKER
FIC	FIC LLC	BROKER (INVESTOR)
FINANCIAL ASSURANCE	FINANCIAL ASSURANCE GROUP	BROKER
FIRM1130	FIRM1130, LLC	BROKER
FIRST COMMERCIAL	FIRST COMMERCIAL FUNDING	BROKER
FIRST FINANCIAL TAX	FIRST FINANCIAL TAX GROUP, INC.	BROKER
FISHER	TRAVIS A FISHER	BROKER
FLORIDA TAX	FLORIDA TAX ADVISORY SERVICES, INC.	BROKER
FLORIDA WEST	FLORIDA WEST HOMEBUYERS LLC	BROKER
FMT INVESTMENT	FMT INVESTMENT ADV	BROKER
FOOTHILL CL	FOOTHILL CL NOMINEE, LLC	AFFILIATE
FORD	JERROLD B FORD	BROKER
FORECAST FINANCIAL	FORECAST FINANCIAL GROUP LLC	BROKER
FORREST FINANCIAL	FORREST FINANCIAL LLC	BROKER
FOWLER	JAMES FOWLER JR.	BROKER
FOX	DAVID M FOX	BROKER
FOXRIDGE	FOXRIDGE INVESTMENTS, LLC	AFFILIATE
FRANKENBERG	GEORGE FRANKENBERG	BROKER
FRASER	ALEX FRASER	SALES EMPLOYEE

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
FREDETTE	LAUREN FREDETTE	BROKER
FREELAND	RICHARD A FREELAND	BROKER
FREELAND	RICHARD FREELAND	BROKER
FREIS	JON FREIS	OTHER
FRIEDMAN	BRAD FRIEDMAN	BROKER
FRISCH	SCHRAGA J FRISCH	BROKER
FRITTS	RICHARD FRITTS	BROKER
FRITTS	SUNWEST TR RICHARD R FRITTS IRA	BROKER (INVESTOR)
FRITZ	RICHARD D. FRITZ	BROKER
FRONTIER ADVISORS	FRONTIER ADVISORS GROUP LLC	BROKER
FROUDE	JONATHAN FROUDE	BROKER
FULTON UNDERWOOD	FULTON UNDERWOOD, LLC	AFFILIATE
FUTURE BY DESIGN	FUTURE BY DESIGN LLC	BROKER
FUTURE PLANNING	FUTURE PLANNING LLC	BROKER
GABLES FINANCIAL	GABLES FINANCIAL PARTNERS (LUIS MENDEZ)	BROKER
GAGAZA	PATRICIA Y GAGAZA	BROKER
GAGAZA	ROY Y GAGAZA	BROKER
GAJAVADA	UMA GAJAVADA	SALES EMPLOYEE
GALYNSKY	LOUIS GALYNSKY	SALES EMPLOYEE
GANCZ	CHAIM GANCZ	BROKER
GANSLUCKNER	LAWRENCE R GANSLUCKNER	BROKER
GARDINA	JOE GARDINA	BROKER
GARDNER	STEPHEN GARDNER	BROKER (INVESTOR)
GARMAN	DAVID LEE GARMAN	BROKER
GATBONTON	PATRICK GATBONTON	SALES EMPLOYEE
GAULAN FINANCIAL	GAULAN FINANCIAL LLC	BROKER
GBH	GBH CPAS, PC	OTHER
GEN WEALTH	GEN WEALTH	BROKER
GENERAL & ASSOCIATES	THE GENERAL & ASSOCIATES LLC DBA TGA WLTH	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

<u>Surname/Entity Name</u>	<u>Full Name</u>	<u>Type</u>
GEORGE	DANIEL R GEORGE	BROKER
GERBERA	GERBERA LLC-STACEY MAXTED	BROKER
GERMES	JOHN F GERMES	BROKER
GIBSON DUNN & CRUTCHER	GIBSON DUNN & CRUTCHER	OTHER
GILCHRIST	JAMES H GILCHRIST	BROKER
GILCHRIST	JOHN S GILCHRIST JR.	BROKER
GILCHRIST	MATTHEW GILCHRIST	BROKER
GINES	BARBARA A GINES	BROKER
GINSBERG	LANE GINSBERG	BROKER
GLANZER	ESTHER GLANZER	BROKER
GLENHAVEN HEIGHTS	GLENHAVEN HEIGHTS INVESTMENTS, LLC	AFFILIATE
GLICK	STEVEN M GLICK	SALES EMPLOYEE
GLIWA	JEFFREY GLIWA	BROKER
GLOBAL ASSET	GLOBAL ASSET CONSULTANTS	BROKER
GLOBAL FINANCIAL	GLOBAL FINANCIAL NETWORK LLC	BROKER
GLOBAL LIFE	GLOBAL LIFE INS-MICHAEL ABRAHAM	BROKER
GLOBAL LIFE	GLOBAL LIFE INSURANCE SOLUTIONS LLC	BROKER
GLOW JEAN	GLOW JEAN LLC	BROKER
GOLD KING	GOLD KING INTERNATIONAL INC.	BROKER
GOLDEN GATE	GOLDEN GATE INVESTMENTS, LLC	AFFILIATE
GOLDEN MESA	GOLDEN MESA VENTURES, LLC	AFFILIATE
GOLDEN PRIMROSE	GOLDEN PRIMROSE VENTURES, LLC	AFFILIATE
GOLDFINE	MARK GOLDFINE	BROKER
GOLDFINGER	MARK GOLDFINGER	BROKER
GOLDMAN	DAVID GOLDMAN	SALES EMPLOYEE
GOLDMAN	MAINSTAR-FBO SHELDON GOLDMAN	BROKER (INVESTOR)
GOLDMAN	SHELDON LEWIS GOLDMAN	BROKER
GOLDMAN	THE SHELDON & JUDY GOLDMAN FT 07/14/94	BROKER (INVESTOR)
GOLDMARK FINANCIAL	GOLDMARK FINANCIAL PLANNERS LLC	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
GOLTZ	ANTONIA L OR LARRY V GOLTZ	BROKER (INVESTOR)
GOLTZ	LARRY V GOLTZ	BROKER
GOLTZ	PROV. TR GP-FBO LARRY GOLTZ IRA	BROKER (INVESTOR)
GONZALEZ	OLIMPO GONZALEZ	BROKER
GOODSPEED	JOHN GOODSPEED	BROKER
GOODSPEED	PROV. TR GP-FBO JOHN GOODSPEED IRA	BROKER (INVESTOR)
GORDON	CHARLES GORDON	BROKER
GORDON	JILL E GORDON	BROKER
GORDON	SPENCER GORDON	BROKER
GRADDY	MARION D GRADDY (DANNY)	BROKER
GRADY	BRENDAN V GRADY	BROKER
GRAYWATER	GRAYWATER INVESTMENTS, LLC	AFFILIATE
GREAT SAND	GREAT SAND INVESTMENTS, LLC	AFFILIATE
GREATER MIRAMAR	GREATER MIRAMAR INSURANCE AGENCY INC.	BROKER
GREEN LINE FINANCIAL	GREEN LINE FINANCIAL SERVICES LLC	BROKER
GREEN PARTNERS	GREEN PARTNERS LLC	BROKER
GREEN PARTNERS	GREEN PARTNERS LLC DBA FMT INVESTMENT ADV	BROKER
GREENBERG	RICHARD GREENBERG	BROKER
GREENE FINANCIAL	GREENE FINANCIAL & INSURANCE SERVICES LTD	BROKER
GREENHILL	LORRAINE GREENHILL	BROKER
GREENHILL	RICHARD GREENHILL	BROKER
GREGOIRE	DEREK L GREGOIRE	BROKER
GREGORY FINANCIAL	GREGORY FINANCIAL SERVICES INC.	BROKER
GRESDORF	KLAUS GRESDORF	BROKER
GRIFFITH	KIRK T GRIFFITH	BROKER
GRIFFITH	MAINSTAR-FBO KIRK GRIFFITH TW003085	BROKER (INVESTOR)
GRIGORIEFF	BILL J GRIGORIEFF	BROKER
GRILLS	DOUGLAS GRILLS	BROKER
GRINNELL	MICHAEL RICHARD GRINNELL	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
GROUT	JON GROUT	BROKER
GRYPHON FINANCIAL	GRYPHON FINANCIAL SOLUTIONS	BROKER
GS METRO	GS METRO INVESTMENTS	OTHER
GS METROPOLITAN	GS METROPOLITAN INVESTMENTS, LLC	AFFILIATE
GUARDIAN INSURANCE	GUARDIAN INSURANCE & FINANCIAL SRVCS INC.	BROKER
GUDE	WILLIAM F GUDE	BROKER
GUERLAND	DAVID A GUERLAND	BROKER
GUILLIAMS	CALEB GUILLIAMS	BROKER
GUNTER	WILBURT F GUNTER	BROKER
H1 SILVERBARON	H1 SILVERBARON HOLDING COMPANY, LLC	AFFILIATE
H2 ARLINGTON	H2 ARLINGTON HOLDING COMPANY, LLC	AFFILIATE
H3 EVERGREEN WAY	H3 EVERGREEN WAY HOLDING COMPANY, LLC	AFFILIATE
H34 PEARMAN	H34 PEARMAN HOLDING COMPANY, LLC	AFFILIATE
H42 HILLVIEW	H42 HILLVIEW HOLDING COMPANY, LLC	AFFILIATE
H45 HARMONY INN	H45 HARMONY INN HOLDING COMPANY, LLC	AFFILIATE
H48 IRONDALE INN	H48 IRONDALE INN HOLDING COMPANY, LLC	AFFILIATE
H57 CLIFF PARK	H57 CLIFF PARK HOLDING COMPANY, LLC	AFFILIATE
H62 HOLMESBURG	H62 HOLMESBURG HOLDING COMPANY, LLC	AFFILIATE
H63 DIXMONT STATE	H63 DIXMONT STATE HOLDING COMPANY, LLC	AFFILIATE
H67 POWEL HOUSE	H67 POWEL HOUSE HOLDING COMPANY, LLC	AFFILIATE
H69 CONNEAUT LAKE	H69 CONNEAUT LAKE HOLDING COMPANY, LLC	AFFILIATE
H71 CALENDONIA CIRCLE	H71 CALENDONIA CIRCLE HOLDING COMPANY, LLC	AFFILIATE
H72 CLEMENTINA PARK	H72 CLEMENTINA PARK HOLDING COMPANY, LLC	AFFILIATE
H73 GLENHAVEN HEIGHTS	H73 GLENHAVEN HEIGHTS HOLDING COMPANY, LLC	AFFILIATE
H75 PACIFIC HEIGHTS	H75 PACIFIC HEIGHTS HOLDING COMPANY, LLC	AFFILIATE
H77 NEW MONTGOMERY	H77 NEW MONTGOMERY HOLDING COMPANY, LLC	AFFILIATE
H78 INGLESIDE PATH	H78 INGLESIDE PATH HOLDING COMPANY, LLC	AFFILIATE
H79 ATALAYA CIRCLE	H79 ATALAYA CIRCLE HOLDING COMPANY, LLC	AFFILIATE
H80 JUNIPERO SERRA	H80 JUNIPERO SERRA HOLDING COMPANY, LLC	AFFILIATE

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
H81 GOLDEN GATE	H81 GOLDEN GATE HOLDING COMPANY, LLC	AFFILIATE
H82 VAN NESS	H82 VAN NESS HOLDING COMPANY, LLC	AFFILIATE
H83 OCTAVIA	H83 OCTAVIA HOLDING COMPANY, LLC	AFFILIATE
H83 SEACLIFF RUN	H83 SEACLIFF RUN HOLDING COMPANY, LLC	AFFILIATE
H84 HOLLY PARK	H84 HOLLY PARK HOLDING COMPANY, LLC	AFFILIATE
H85 BIRCHWOOD MANOR	H85 BIRCHWOOD MANOR HOLDING COMPANY, LLC	AFFILIATE
H86 BONIFACIO HILL	H86 BONIFACIO HILL HOLDING COMPANY, LLC	AFFILIATE
H87 COPPER SANDS	H87 COPPER SANDS HOLDING COMPANY, LLC	AFFILIATE
H88 ASHBURTON WAY	H88 ASHBURTON WAY HOLDING COMPANY, LLC	AFFILIATE
H89 VISTA VERDE	H89 VISTA VERDE HOLDING COMPANY, LLC	AFFILIATE
H90 HARBOR POINT	H90 HARBOR POINT HOLDING COMPANY, LLC	AFFILIATE
HAAS	HARRY EARL HAAS	BROKER
HABBIT	JASON HABBIT	BROKER
HAI	MUHAMMAD A HAI	SALES EMPLOYEE
HALLORAN SAGE	HALLORAN SAGE	OTHER
HAMM	WILLIAM E HAMM	BROKER
HAN	RAYMOND HAN	SALES EMPLOYEE
HANAH	GORDON HANAH	BROKER
HANNAH	GORDON HANNAH	BROKER
HANSBROUGH	RONALD HANSBROUGH	BROKER
HARBOR POINT	HARBOR POINT INVESTMENTS, LLC	AFFILIATE
HARLEAUX	CECIL J HARLEAUX JR	BROKER
HARLEM 136TH STREET	HARLEM 136TH STREET MORTGAGE LLC	AFFILIATE
HARMON	JANICE HARMON	BROKER
HARRIS	JOHN G HARRIS	BROKER
HARRIS FINANCIAL	HARRIS FINANCIAL MANAGEMENT	BROKER
HARRISON	ROY B HARRISON	BROKER
HARRISON	WILLIAM M & JUDITH HARRISON LT	BROKER (INVESTOR)
HARRISON	WILLIAM MASON HARRISON JR.	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
HART	JOHN E HART	BROKER
HART	JOHN HART	BROKER (INVESTOR)
HART	MAINSTAR-FBO JOHN E HART	BROKER (INVESTOR)
HARVEY & COMPANIES	HARVEY & COMPANIES INC.	BROKER
HASKELL	ELIZABETH J HASKELL	BROKER
HAVENOR	FEI HAVENOR	BROKER
HAWARY	FADI EL HAWARY	SALES EMPLOYEE
HAWKINS	LEROY FRANKLIN HAWKINS	BROKER
HAYS	HAYS INVESTMENTS, LLC	AFFILIATE
HD VEST	HD VEST INVESTMENT SERVICES, INC.	BROKER
HEANEY	JAMES S & MARIAN J HEANEY	BROKER
HEFEC	KAMI HEFEC	BROKER
HEFFRON	GREGORY A HEFFRON	BROKER
HEIDARI	BENJAMIN A. HEIDARI	BROKER
HELGESON	JAMES D HELGESON	BROKER
HELGESON	PROV. TR GP-FBO JAMES D HELGESON IRA	BROKER (INVESTOR)
HELGESON	THE HELGESON FT	BROKER (INVESTOR)
HENSON	ANTHONY HENSON	BROKER
HERITAGE CONSULTING	HERITAGE CONSULTING GR OH EMP 401K TR	BROKER (INVESTOR)
HERITAGE CONSULTING	HERITAGE CONSULTING GROUP OF OHIO	BROKER
HERITAGE INVEST	HERITAGE INVEST & RETIRE PLAN (CONCEPCION)	BROKER
HERRING	BERNARD D HERRING	BROKER
HERRING CONSULTING	HERRING CONSULTING & FINANCIAL GROUP	BROKER
HERVEY	ROLAND HERVEY	BROKER
HESS	JOSHUA D HESS	BROKER
HEYDARI	AMIR HEYDARI	BROKER (INVESTOR)
HIGHER GROUND	HIGHER GROUND FINANCIAL GROUP	BROKER
HILL	GENE HILL	BROKER
HILL	JOHN A HILL	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
HILLVIEW	HILLVIEW INVESTMENTS, LLC	AFFILIATE
HIMES ASSET	HIMES ASSET PROTECTION LLC	BROKER (INVESTOR)
HINES ALTERNATIVES	HINES ALTERNATIVES, INC.	BROKER
HOFFMAN	ALAN HOFFMAN	BROKER
HOFFMAN	ALAN K HOFFMAN	BROKER
HOFMASTER	ROBERT E HOFMASTER	BROKER
HOLDEN HALL WEALTH	HOLDEN HALL WEALTH MANAGEMENT	BROKER
HOLLY PARK	HOLLY PARK INVESTMENTS, LLC	AFFILIATE
HOLMESBURG	HOLMESBURG INVESTMENTS, LLC	AFFILIATE
HOLZER	HENRY HOLZER	INSIDER
HOTCHKISS	JESSICA J HOTCHKISS	BROKER
HOUSE 123	HOUSE 123, LLC	AFFILIATE
HOWARD	GREG HOWARD	BROKER
HOWARD	GREGORY JOHN HOWARD	BROKER
HRUBY	ADAM K HRUBY	BROKER
HUGHES	CATHERINE HUGHES	BROKER
HURT & ASSOCIATES	HURT & ASSOCIATES FINANCIAL SERVICES	BROKER
HURWITZ	SEYMOUR I. HURWITZ	OTHER
HUSKINSON	ROSS A HUSKINSON	BROKER
HYATT	SUSANNA HYATT	BROKER
HYDRANGEA	HYDRANGEA FUNDING, LLC	AFFILIATE
iALT ENHANCED	iALT ENHANCED INCOME PORTFOLIO 1 LLC	BROKER (INVESTOR)
iALT PORTFOLIO MGMT.	iALT PORTFOLIO MANAGEMENT LLC	BROKER
ILD	ILD HOLDING COMPANY, LLC	AFFILIATE
IN STEP INVESTMENTS	IN STEP INVESTMENTS-PRESTON N TITUS	BROKER
INDEPENDENT CAPITAL	INDEPENDENT CAPITAL	BROKER
INGLESIDE PATH	INGLESIDE PATH INVESTMENTS, LLC	AFFILIATE
INNELLA	ROY INNELLA	BROKER
INNOVATIVE RETIREMENT	INNOVATIVE RETIREMENT STRATEGIES INC.	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
INSURANCE INTELLIGENCE	INSURANCE INTELLIGENCE GROUP	BROKER
INSURANCE RESOURCES	INSURANCE RESOURCES INC (GOWAN THAMER)	BROKER
INSURANCE RESOURCES	INSURANCE RESOURCES INC, 401K PSP	BROKER (INVESTOR)
INSUREPRO - KOSSIAN	INSUREPRO - KOSSIAN	BROKER
INTEGRATED FINANCIAL	INTEGRATED FINANCIAL SOLUTIONS INC.	BROKER
INTEGRITY FINANCIAL	INTEGRITY FINANCIAL SERVICES INC.	BROKER
INTEGRITY FUNDING	INTEGRITY FUNDING - JAMES ACTIS	BROKER
INTEGRITY PLUS	INTEGRITY PLUS CONSULTING INC.	BROKER
INTER VIVOS	INTER VIVOS PLLC	BROKER
IPA AGENCY	IPA AGENCY LLC	BROKER
IRONBRIDGE ASSET	IRONBRIDGE ASSET FUND 1 LLC	INSIDER/BROKER AFFILIATE
IRONBRIDGE ASSET	IRONBRIDGE ASSET FUND 2 LLC	INSIDER/BROKER AFFILIATE
IRONBRIDGE ASSET	IRONBRIDGE ASSET FUND LLC	INSIDER/BROKER AFFILIATE
IRONDALE INN	IRONDALE INN INVESTMENTS, LLC	AFFILIATE
IRWIN	DAVID GLENN IRWIN	BROKER
ISAAC	JOSEPH W ISAAC	BROKER
ISAACS	JOSEPH ISAACS	SALES EMPLOYEE
IVY CIRCLE	IVY CIRCLE, LLC	AFFILIATE
IVY LEAGUE COLLEGE	IVY LEAGUE COLLEGE PLANNING STRATEGIE INC.	BROKER
J CORDONNIER LLC	J CORDONNIER LLC	BROKER
JACKSON	MORGEN M JACKSON	BROKER (INVESTOR)
JAMES A KLOHN & ASSOC.	JAMES A KLOHN & ASSOC, PA.	BROKER
JAMES ALEXANDER INV.	JAMES ALEXANDER INVESTMENTS	BROKER
JAMISON	SHERRI JAMISON	BROKER
JANDT	GREG JANDT	SALES EMPLOYEE
JANDT	GREGORY JANDT	BROKER
JARAMILLO	JOHN JARAMILLO	BROKER
JARAMILLO	JOHN R JARAMILLO	BROKER
JARAMILLO	MARTHA S JARAMILLO	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

<u>Surname/Entity Name</u>	<u>Full Name</u>	<u>Type</u>
JAY WEINSTEIN INC.	JAY WEINSTEIN INC.	BROKER
JEANRENAUD	HENRI & BARBARA JEANRENAUD	BROKER (INVESTOR)
JEANRENAUD	HENRI JEANRENAUD	BROKER
JEFF FORD ENTERPRISES	JEFF FORD ENTERPRISES INC.	BROKER (INVESTOR)
JEFFREY A AZIS CPA	JEFFREY A AZIS CPA PA	BROKER
JG WENTWORTH	JG WENTWORTH ORIGINATIONS	BROKER
JM FINANCIAL	JM FINANCIAL SOLUTIONS LLC	BROKER
JMI ASSOCIATES	JMI ASSOCIATES LLC	BROKER
JOHN R BURNS TRUST	JOHN R BURNS TRUST	BROKER (INVESTOR)
JOHNSON	BRETT JOHNSON	BROKER
JOHNSON	CAMERON JOHNSON	BROKER
JOHNSON	GREGORY NEAL JOHNSON	BROKER
JOHNSON	MARLOWE ARNOLD JOHNSON	BROKER
JOHNSON	PAUL FREDRICK JOHNSON	BROKER
JOHNSTON	DAVID JOHNSTON	BROKER
JONES	EDWIN D JONES II	BROKER
JONES	JUDITH JONES	BROKER
JOOS	RICHARD MAURICE JOOS	BROKER
JORDAN	DON JORDAN	BROKER
JORDAN	W DONALD JORDAN	BROKER
JOSEPH RUBIN, INC.	JOSEPH RUBIN, INC.	BROKER
JP SNYDER INC	JP SNYDER INC	BROKER
JRH MARKETING INC.	JRH MARKETING INC	BROKER
JS EQUITY	JS EQUITY, LLC	AFFILIATE
JUNIPERO SERRA	JUNIPERO SERRA INVESTMENTS, LLC	AFFILIATE
KAGAN	ANDREW ROSS KAGAN	BROKER
KAGARISE	JERALD N KAGARISE	BROKER
KALAYJIAN OAKS & ASSOC.	KALAYJIAN OAKS & ASSOCIATES INC.	BROKER
KALINOWSKI	JAMES KALINOWSKI	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
KAMVEST	KAMVEST LLC	BROKER
KANDRAVI	MICHAEL KANDRAVI	BROKER
KAPLAN	ALAN JAY KAPLAN	BROKER
KAPLAN	RUSSELL KAPLAN (BTG)	BROKER
KAPOLEI INSURANCE	KAPOLEI INSURANCE & ANNUITY CENTER LLC	BROKER
KAUFMAN	RICH KAUFMAN	BROKER
KAUFMAN	SEYMOUR KAUFMAN	BROKER (INVESTOR)
KAUFMAN	SEYMOUR KAUFMAN RT	BROKER (INVESTOR)
KBR FINANCIAL	KBR FINANCIAL MANAGEMENT	BROKER
KCG ENTERPRISES	KCG ENTERPRISES LLC	BROKER
KEELAN	JOHN H KEELAN	BROKER
KELEDJIAN	DAVID KELEDJIAN	SALES EMPLOYEE
KELLEY	PROV. TR GP-FBO RICHARD H KELLEY IRA	BROKER (INVESTOR)
KELLEY	RICHARD H KELLEY	BROKER
KELLEY GOODWIN & ASSOC.	KELLEY GOODWIN & ASSOC	BROKER
KELLY	PROV. TR GP-FBO CHARLES KELLY	BROKER
KENDALL	MICHAEL L KENDALL	BROKER
KESEF GROUP	KESEF GROUP, LLC	BROKER
KHORASANIRAD	JESSICA KHORASANIRAD	BROKER
KIHNEL	CHARLES T KIHNEL	BROKER (INVESTOR)
KILZER	BARRY KILZER	BROKER
KIM	CHRISTIAN KIM	BROKER
KIM	JASON KIM	SALES EMPLOYEE
KING	JOHN CHRIS KING	BROKER
KING	PETE "D" KING	SALES EMPLOYEE
KITARE	LEIAH KITARE	BROKER (INVESTOR)
KITARE ENTERPRISES	KITARE ENTERPRISES	BROKER
KLAGER	ALBERT DAVID KLAGER	BROKER
KLAGER	MICHELLE KLAGER	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
KLAGER	PROV. TR GP-FBO ALBERT D KLAGER ROTH IRA	BROKER (INVESTOR)
KLEOS LIMITED	KLEOS LIMITED-TOM FARMER	BROKER
KLIMA	CYNTHIA KLIMA	BROKER
KLINE	LISA R KLINE	BROKER
KNOWLES	DONOVAN KNOWLES	SALES EMPLOYEE
KNOWLES FINANCIAL	KNOWLES FINANCIAL SYSTEMS	BROKER
KNOWLES FOUNDATION	KNOWLES FOUNDATION INC.	BROKER (INVESTOR)
KNOWLES SYSTEMS	KNOWLES SYSTEMS INC.	BROKER
KNOX	ROBERT J KNOX	BROKER
KNR CONSULTING	KNR CONSULTING GROUP	BROKER
KOCH	GREGORY A KOCH	BROKER (INVESTOR)
KOCH	MAINSTAR-FBO GREGORY KOCH SW003175	BROKER (INVESTOR)
KOCH INSURANCE	KOCH INSURANCE BROKERS	BROKER
KOHL	JACOB KOHL	BROKER
KORETSKY	MICHAEL KORETSKY	BROKER
KORNACK	JOHN F KORNACK	BROKER
KORNBLUH	ALAN KORNBLUH	BROKER
KORNFELD	BARRY & FERNE KORNFELD	BROKER (INVESTOR)
KOVAK SECURITIES	KOVAK SECURITIES, INC.	BROKER
KRAMER	FRED JACOBUS KRAMER	BROKER
KRONOS GLOBAL	KRONOS GLOBAL ADVISORS-FRED RANDHAHN	BROKER
L1 LUXURY	L1 LUXURY HOLDINGS, LLC	AFFILIATE
LACEY	LARRY LACEY	BROKER
LAMONT	JAMES LAMONT	BROKER
LANCE INSURANCE	LANCE INSURANCE & MARKETING SVCS LLC	BROKER
LANDING FINANCIAL	LANDING FINANCIAL GROUP INC.	BROKER
LANE FINANCIAL	LANE FINANCIAL STRATEGIES LLC	BROKER
LANGENBERG	GENE LANGENBERG	BROKER
LANGENBERG	ROBERT L LANGENBERG	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

<u>Surname/Entity Name</u>	<u>Full Name</u>	<u>Type</u>
LANNY K MARKS & ASSOC.	LANNY K MARKS & ASSOCIATES INC.	BROKER
LAVENDER	LAVENDER FUNDING, LLC	AFFILIATE
LAVIN	FRANK LAVIN, CLU, CHFC, CFP	BROKER
LAW OFFCS - CHRIS. R. MILTON	LAW OFFICES OF CHRISTOPHER R. MILTON	BROKER
LAWLESS	JAMES D LAWLESS	BROKER
LAWLESS FINANCIAL	LAWLESS FINANCIAL	BROKER
LAX MARIA'S LIMO	LAX MARIA'S LIMO	BROKER
LDM & ASSOCIATES	LDM & ASSOCIATES INC	BROKER
LEAVENWORTH INS.	LEAVENWORTH INS DBA INSUREPRO - KOSSIAN	BROKER
LEDBETTER	WILLIAM CHASE LEDBETTER III	BROKER
LEGACY ADVISORY	LEGACY ADVISORY GROUP INC	BROKER
LEGACY FINANCIAL	LEGACY FINANCIAL NETWORK & RETIREMENT SRV	BROKER
LEGACY FINANCIAL	LEGACY FINANCIAL STRATEGIES & SOLUTIONS	BROKER
LEGACY INSURANCE	LEGACY INSURANCE & FINANCIAL SERVICES LLC	BROKER
LEGACY SETTLEMENT	LEGACY SETTLEMENT SVC	BROKER
LEGACYSMITH	LEGACYSMITH INC	BROKER
LEHMAN	SHELDON LEHMAN	BROKER
LEHMAN CAPITAL	LEHMAN CAPITAL ADVISORS	BROKER
LESNAK	ANDREW LESNAK	BROKER
LEUTZ	THEODORE F. LEUTZ	BROKER
LEVERETT	LEVERETT FUNDING, LLC	AFFILIATE
LEXTOR FINANCIAL	LEXTOR FINANCIAL	BROKER
LIBERTY SETTLEMENT	LIBERTY SETTLEMENT	BROKER
LIFE CO INSURANCE	LIFE CO INSURANCE SERVICES & RETIREMENT	BROKER
LIFE MADE SIMPLE	LIFE MADE SIMPLE INC.	BROKER
LIFE PLAN ADVISORS	LIFE PLAN ADVISORS INC.	BROKER
LIFECARE FUNDING	LIFECARE FUNDING SOLUTIONS LLC	BROKER
LIFESTYLE SHIELD	LIFESTYLE SHIELD LLC	BROKER
LIGHTHOUSE FINANCIAL	LIGHTHOUSE FINANCIAL ADVISORS, INC.	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
LIGHTHOUSE WEALTH	LIGHTHOUSE WEALTH MANAGEMENT	BROKER
LILAC CIRCLE	LILAC CIRCLE, LLC	AFFILIATE
LINDERMAN	ROBERT LINDERMAN	BROKER
LINDERMAN	ROBERT MARK LINDERMAN	BROKER
LITTLE	ERIC LITTLE	BROKER
LITTRELL	BARRY LITTRELL	BROKER
LIU	DERLIN LIU	BROKER
LOCKWOOD	LOCKWOOD INVESTMENTS, LLC	AFFILIATE
LOMBARDY	PATRICK J LOMBARDY	BROKER (INVESTOR)
LONGWORTH	CHRISTOPHER LONGWORTH	BROKER
LOOX	JOSEPH A LOOX	INSIDER/SALES EMPLOYEE
LOOX	JOSEPH LOOX	INSIDER/SALES EMPLOYEE
LOPEZ	PETER ANDRADE LOPEZ	BROKER
LORANG	JAMES LORANG	BROKER
LORENC	MATTHEW LORENC	SALES EMPLOYEE
LOVELACE	JOSEPH LOVELACE	BROKER
LOVELAND FINANCIAL	LOVELAND FINANCIAL INC.	BROKER
LOWDEN	DAWN M LOWDEN	BROKER
LS EXCHANGE	LS EXCHANGE	BROKER
LTC PLANNING	LTC PLANNING INC.	BROKER
LUND	BRIAN LUND	BROKER
LUND-WERNER	DEBORAH A LUND-WERNER	BROKER
LUSTIG	CLARINDA COLE LUSTIG	BROKER
LUSTIG	HAROLD LUSTIG	BROKER
LUSTIG	IRA SVCS TR CO-CFBO HAROLD LUSTIG IRA	BROKER (INVESTOR)
LYNCH	JOHN J LYNCH	BROKER
LYONS	DAVID LYONS	BROKER
LYONS	PHILLIP C LYONS	BROKER
M1 ARCHSTONE	M1 ARCHSTONE HOLDING COMPANY, LLC	AFFILIATE

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
M12 BEARINGSIDE	M12 BEARINGSIDE HOLDING COMPANY, LLC	AFFILIATE
M18 TWIN PIER	M18 TWIN PIER HOLDING COMPANY, LLC	AFFILIATE
M2 CAISSON	M2 CAISSON HOLDING COMPANY, LLC	AFFILIATE
M20 BOWSTRING	M20 BOWSTRING HOLDING COMPANY, LLC	AFFILIATE
M21 CRESTMARK	M21 CRESTMARK HOLDING COMPANY, LLC	AFFILIATE
M23 SIGHTLINE	M23 SIGHTLINE HOLDING COMPANY, LLC	AFFILIATE
M3 CANTILEVER	M3 CANTILEVER HOLDING COMPANY, LLC	AFFILIATE
M30 CALDER GROVE	M30 CALDER GROVE HOLDING COMPANY, LLC	AFFILIATE
M35 SADDLEMOUNT	M35 SADDLEMOUNT HOLDING COMPANY, LLC	AFFILIATE
M4 SIDESPAR	M4 SIDESPAR HOLDING COMPANY, LLC	AFFILIATE
M42 ORCHARD MESA	M42 ORCHARD MESA HOLDING COMPANY, LLC	AFFILIATE
M47 BELLMIRE	M47 BELLMIRE HOLDING COMPANY, LLC	AFFILIATE
M52 LOCKWOOD	M52 LOCKWOOD HOLDING COMPANY, LLC	AFFILIATE
M55 GREAT SAND	M55 GREAT SAND HOLDING COMPANY, LLC	AFFILIATE
M59 CASPER FALLS	M59 CASPER FALLS HOLDING COMPANY, LLC	AFFILIATE
M6 TRESTLEWOOD	M6 TRESTLEWOOD HOLDING COMPANY, LLC	AFFILIATE
M64 HAYS	M64 HAYS HOLDING COMPANY, LLC	AFFILIATE
M65 PHILLIPSBURG	M65 PHILLIPSBURG HOLDING COMPANY, LLC	AFFILIATE
M66 WONDERVIEW	M66 WONDERVIEW HOLDING COMPANY, LLC	AFFILIATE
M69 FOXRIDGE	M69 FOXRIDGE HOLDING COMPANY, LLC	AFFILIATE
M7 BRECKENRIDGE	M7 BRECKENRIDGE HOLDING COMPANY, LLC	AFFILIATE
M78 GRAYWATER	M78 GRAYWATER HOLDING COMPANY, LLC	AFFILIATE
M8 CROSSKEYS	M8 CROSSKEYS HOLDING COMPANY, LLC	AFFILIATE
M81 BOILLING SPRING	M81 BOILLING SPRING HOLDING COMPANY, LLC	AFFILIATE
M82 WINNISQUAM	M82 WINNISQUAM HOLDING COMPANY, LLC	AFFILIATE
M84 PEMBROKE ACADEMY	M84 PEMBROKE ACADEMY HOLDING COMPANY, LLC	AFFILIATE
M98 ELM CITY	M98 ELM CITY HOLDING COMPANY, LLC	AFFILIATE
MACDONALD TAX	THE MacDONALD TAX & FINANCIAL GROUP INC.	BROKER
MACKENZIE	DONALD ANTHONY MACKENZIE	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
MACKENZIE	TONY MACKENZIE	BROKER
MAGALLANES	ARTURO MAGALLANES	BROKER
MAIEWSKI	MARK A MAIEWSKI	BROKER
MAIEWSKI	PROV. TR GP-FBO MARK A MAIEWSKI INH IRA	BROKER (INVESTOR)
MAININI	STEVE P MAININI	BROKER
MALMSTEDT	ROSEMARY MALMSTEDT	BROKER
MANDELBAUM	HARRY MANDELBAUM	BROKER
MANDEVILLA CIRCLE	MANDEVILLA CIRCLE, LLC	AFFILIATE
MANHATTAN PROPERTY	MANHATTAN PROPERTY INVESTORS GROUP, LLC	AFFILIATE
MARKE & MARKE	MARKE & MARKE LLC	BROKER
MARKS	LANNY K. MARKS, CPA, CFP	BROKER
MARKS	LANNY MARKS	BROKER
MARNIE MCGRATH LLC	MARNIE MCGRATH LLC	BROKER
MARSHALL	MICHAEL & DENESE MARSHALL	BROKER (INVESTOR)
MARSHALL	MICHAEL J MARSHALL	BROKER
MARSHALL	PROV. TR GP-FBO MICHAEL J MARSHALL IRA	BROKER (INVESTOR)
MARTINEZ	ANTHONY MARTINEZ	BROKER
MARX	ALAN D MARX	BROKER
MASON	DEVON MASON	SALES EMPLOYEE
MASON	SEAN MASON	BROKER
MASTERPIECE GROUP	MASTERPIECE GROUP LLC	BROKER
MASZTAK	THOMAS MASZTAK	SALES EMPLOYEE
MATHERNE	BRANDI MATHERNE	BROKER
MATHERNE	JUSTIN MATHERNE	BROKER
MATHESON	DANIEL JAMES MATHESON	BROKER
MATHIES FINANCIAL	MATHIES FINANCIAL PARTNERS	BROKER
MATTE BLACK INC.	MATTE BLACK INC.	INSIDER AFFILIATE/BROKER
MAUGHAN ENTERPRISES	MAUGHAN ENTERPRISES-DARIN G	BROKER
MAXFIELD	EDWARD A MAXFIELD	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
MAXTED	MAINSTAR-FBO STACEY R MAXTED T2176604	BROKER (INVESTOR)
MAXTED	STACEY MAXTED	BROKER
MAXWELL FINANCIAL	MAXWELL FINANCIAL GROUP INC.	BROKER
MAYS	SHANOID A MAYS	BROKER
MCAULIFFE	JOHN MCAULIFFE	BROKER
MCCLURE	DAVID ROBERT MCCLURE	BROKER
McENERNEY	JOHN E McENERNEY	BROKER
MCGOVERN	MAINSTAR-FBO ROY MCGOVERN SW003762	BROKER (INVESTOR)
MCGOVERN	ROY BURKE MCGOVERN JR.	BROKER
MCGOVERN	ROY MCGOVERN	BROKER (INVESTOR)
MCGRAW CUSTOM FINANCIAL	McGRAW CUSTOM FINANCIAL SOLUTIONS	BROKER
MCGREAL	TERRENCE MCGREAL	SALES EMPLOYEE
MCGRIFF ALLIANCE	THE MCGRIFF ALLIANCE	BROKER
MCINTYRE	PAUL & COLLEEN McINTYRE	BROKER
MCKNIGHT	ROBERT TERRY MCKNIGHT	BROKER
MCMAHAN	DARREN MCMAHAN	BROKER
MCNAMARA	JOHN J MCNAMARA	BROKER
MCTIER	MAHARI McTIER	BROKER
MEAD	OLGA M MEAD	BROKER
MEDWED	STEVEN MEDWED	BROKER
MELROSE INVESTMENT	MELROSE INVESTMENT CORP.	BROKER
MENDEZ	LUIS MENDEZ	BROKER
MENENDEZ	ELIAS C MENENDEZ DBA MENENDEZ FINANCIAL	BROKER
MENENDEZ FINANCIAL	MENENDEZ FINANCIAL	BROKER
MERCADO	HERNAN ALEXIS MORAN MERCADO	SALES EMPLOYEE
MERCADO	HERNAN MERCADO	BROKER
MERCER VINE	MERCER VINE INC.	INSIDER AFFILIATE
MERINO	PAUL MERINO	BROKER
MESA GLEN	MESA GLEN ENTERPRISES, LLC	AFFILIATE

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

<u>Surname/Entity Name</u>	<u>Full Name</u>	<u>Type</u>
MESA GLEN	MESA GLEN HOLDING COMPANY, LLC	AFFILIATE
MESQUITE	MESQUITE FUNDING, LLC	AFFILIATE
MICHAEL WEINER MD PA	MICHAEL WEINER MD PA PROFIT SHARING PLAN	BROKER (INVESTOR)
MID-ATLANTIC BROKERS	MID-ATLANTIC BROKERS INC.	BROKER
MID-ATLANTIC BROKERS	MID-ATLANTIC BROKERS-DENNIS DRAKE	BROKER
MIDLAND LOOP	MIDLAND LOOP ENTERPRISES, LLC	AFFILIATE
MIDLAND LOOP	MIDLAND LOOP LOAN, LLC	AFFILIATE
MIDWEST PRAIRIE FINANCIAL	MIDWEST PRAIRIE FINANCIAL INC.	BROKER
MIKULA	WAYNE MIKULA	BROKER
MILLAN	BENJAMIN MILLAN	BROKER
MILLER	RICHARD ANTHONY MILLER	BROKER
MILTON	CHRISTOPHER R. MILTON	BROKER
MINNICH	STEVEN HUGH MINNICH	BROKER
MISCHKE	JOSHUA P MISCHKE	BROKER
MITCHELL	RUEL MITCHELL	BROKER
MMC FINANCIAL	MMC FINANCIAL SERVICES	BROKER
MONEY MANAGERS	MONEY MANAGERS INC.	BROKER
MONEYWORKS	MONEYWORKS, LLC	BROKER
MONTGOMERY WEALTH	MONTGOMERY WEALTH MGMT LLC-CURTIS POUYER	BROKER
MONTRIDGE INSURANCE	MONTRIDGE INSURANCE SERVICES	BROKER
MOORE	BRUCE MOORE	BROKER
MOORE	REGINALD R MOORE	BROKER
MOORE	ROBERT DUAYNE MOORE	BROKER
MOORPARK BOCA	MOORPARK BOCA FUNDING, LLC	AFFILIATE
MOORPARK STOVER	MOORPARK STOVER HOLDING CO, LLC	AFFILIATE
MORETZ WEALTH	MORETZ WEALTH MANAGEMENT LLC	BROKER
MORGAN	RUSSELL I MORGAN II	BROKER
MORRELL	ELIZABETH MORRELL	BROKER
MORRISON FINANCIAL	MORRISON FINANCIAL SERVICES LLC	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
MOSLEY & ASSOCIATES	MOSLEY & ASSOCIATES	BROKER
MOSS	RODNEY B MOSS	BROKER
MOUNTAINWOOD	MOUNTAINWOOD CUSTOM HOMES OF CO., LLC	AFFILIATE
MP WEALTH	MP WEALTH MANAGEMENT LLC	BROKER
MSB CONSULTING	MSB CONSULTING GROUP-MARK BREIMAN	BROKER
MUELLER	ALISON MUELLER	BROKER
MUELLER ASSET	MUELLER ASSET STRATEGIES-ALISON MUELLER	BROKER
MUNOZ	MARC MUNOZ	BROKER
MURATORE	JOHN S MURATORE	BROKER
MY LOAN REALTY	MY LOAN REALTY AND FINANCIAL	BROKER
NAA INSURANCE	NAA INSURANCE AGENCY CORP.	BROKER
NACIREMA	NACIREMA INC	BROKER
NASH.	JAMES O NASH.	BROKER
NATIONAL CREDIT	NATIONAL CREDIT AND FINANCIAL SOLUTIONS	BROKER
NATIONAL SUMMIT	NATIONAL SUMMIT GROUP	BROKER
NATIONS 1ST FINANCIAL	NATIONS 1ST FINANCIAL	BROKER
NATION'S FIRST FINANCIAL	NATION'S FIRST FINANCIAL	BROKER
NEASHAM	GLENN A NEASHAM	BROKER
NEBEKER	ERIK NEBEKER	BROKER
NEESER	THOMAS M NEESER	BROKER (INVESTOR)
NEGRON	MANUEL NEGRON-GEN WEALTH	BROKER
NEST EGG RETIREMENT	NEST EGG RETIREMENT SOLUTIONS	BROKER
NETTLETON	RICHARD NETTLETON	BROKER (INVESTOR)
NETTO	PRISCILA NETTO	BROKER
NEW	ALAN NEW	BROKER
NEW MONTGOMERY	NEW MONTGOMERY INVESTMENTS, LLC	AFFILIATE
NICHOLS	DAVID NICHOLS	BROKER
NICHOLS COLLEGE FUNDING	NICHOLS COLLEGE FUNDING SOLUTIONS INC.	BROKER
NILOSEK	CHUCK NILOSEK	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
NITTI	GLENN A NITTI	BROKER
NONINI FINANCIAL	NONINI FINANCIAL SERVICES	BROKER
OAKS	STEPHEN OAKS	BROKER
O'DELL	DAVID L O'DELL	BROKER
O'DONELL	DAVID O'DONELL	BROKER
OH	YONG CHAN OH	BROKER
OLD SECURITY FINANCIAL	OLD SECURITY FINANCIAL GROUP	BROKER
ONE RESOURCE	ONE RESOURCE GROUP	BROKER
O'NEILL	GERARD J O'NEILL	BROKER
ONESOURCE FINANCIAL	ONESOURCE FINANCIAL ADVISORS INC.	BROKER
ORCHARD MESA	ORCHARD MESA INVESTMENTS, LLC	AFFILIATE
ORCUTT	RICHARD DEAN ORCUTT	BROKER
ORCUTT	WILLIAM ORCUTT	BROKER
ORFIN	DANIEL P ORFIN	BROKER
ORTIZ	GERALD LANCE ORTIZ	BROKER
OSTROVSKY	ALEX OSTROVSKY	BROKER
OUELETTE	DAVID OUELETTE	BROKER
OWENS	ROGER L OWENS	BROKER
OWENS/LEPORE	ROGER OWENS & JENNIFER M LEPORE	BROKER (INVESTOR)
OXFORD	BARRY D OXFORD	BROKER
PACIFIC HEIGHTS	PACIFIC HEIGHTS INVESTMENTS, LLC	AFFILIATE
PALMATIER RETIREMENT	PALMATIER RETIREMENT & CNA SERVICES	BROKER
PANTALONE	STEPHEN A PANTALONE	BROKER
PANTHREX ASSET	PANTHREX ASSET MANAGEMENT, LLC	BROKER
PARAMOUNT FINANCIAL	PARAMOUNT FINANCIAL SERVICES INC.	BROKER
PARCHAMI	AZAR PARCHAMI	BROKER (INVESTOR)
PARDI	CARMINE V PARDI	BROKER
PARKER	ERROL R PARKER	BROKER
PARSONS	ARIELLE PARSONS	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
PARTNERS FOR PROSPERITY	PARTNERS FOR PROSPERITY LLC	BROKER
PARTNERS PROSPERITY	PARTNERS PROSPERITY	BROKER
PATEL	DIPAK PATEL	BROKER
PATEL	VIPINBHAI PATEL	BROKER
PATTON	LARIN GREGORY PATTON	BROKER
PAUL	HENRY PAUL	BROKER
PAULZAK	GARY PAULZAK	BROKER
PAYNE	ALBERT PAYNE	BROKER
PEACHTREE SETTLEMENT	PEACHTREE SETTLEMENT FUNDING	BROKER
PEARMAIN	PEARMAIN INVESTMENTS, LLC	AFFILIATE
PELLS	HARRY G PELLs	BROKER
PELTZ	CLAUDE PELTZ	BROKER (INVESTOR)
PEMBROKE ACADEMY	PEMBROKE ACADEMY INVESTMENTS, LLC	AFFILIATE
PENDYKOSKI	RICHARD PENDYKOSKI	BROKER
PENNER	DONALD PENNER	BROKER
PENRY	LAURA PENRY	BROKER
PEPLOWSKI	JOHN M & CAROLE L PEPLOWSKI	BROKER (INVESTOR)
PEPLOWSKI	JOHN MICHAEL PEPLOWSKI	BROKER
PERKINS	LARRY PERKINS	INSIDER
PERRY	HERBERT W PERRY	BROKER
PERRY	HERMAN GRANT PERRY	BROKER
PERRY	PROV. TR GP-FBO HERBERT PERRY IRA	BROKER (INVESTOR)
PETERSON	DEVIN PETERSON	BROKER
PETRI	WALID L PETRI	BROKER
PHI BETA KAPITAL	PHI BETA KAPITAL, CORP.	BROKER
PHILLIPS	CARLTON SCOTT PHILLIPS	BROKER
PHILLIPS	SCOTT PHILLIPS	BROKER
PHILLIPSBURG	PHILLIPSBURG INVESTMENTS, LLC	AFFILIATE
PICHLIK	JEFFRY SCOTT PICHLIK	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
PICKETT	MICHAEL J PICKETT	BROKER
PICKETT STRUCTURES	PICKETT STRUCTURES	BROKER
PINA	SHELLEY-ANN PINA	BROKER
PINEHURST CAPITAL	PINEHURST CAPITAL, INC.	BROKER
PITTSENBARGAR	BRETT PITTSENBARGAR	INSIDER/BROKER
PITTSENBARGAR	PROV. TR GP-FBO BRETT PITTSENBARGAR HSA	BROKER (INVESTOR)
PITTSENBARGAR	PROV. TR GP-FBO BRETT PITTSENBARGAR SOLO K	BROKER (INVESTOR)
PLAIN	HAL PLAIN	SALES EMPLOYEE
POLACIOS	MARIA POLACIOS-LAX MARIA'S LIMO DBA	BROKER
POLK	BRANDON POLK	BROKER
PONTREMOLI	RON & CAROL PONTREMOLI	BROKER (INVESTOR)
PONTREMOLI	RONALDO L PONTREMOLI	BROKER
POPPY CIRCLE	POPPY CIRCLE, LLC	AFFILIATE
PORTER	LEE PORTER JR.	BROKER
POSITION BENEFITS	POSITION BENEFITS LLC	BROKER
POUYER	CURTIS POUYER	BROKER
POWEL HOUSE	POWEL HOUSE INVESTMENTS, LLC	AFFILIATE
POWELL	FLOYD E POWELL	BROKER
POWELL	WARD POWELL	BROKER
POWER	CURTIS POWER	BROKER
POWERS	SCOTT POWERS	BROKER
PRACTICAL WEALTH	PRACTICAL WEALTH ADVISORS, LLC	BROKER
PRATER	MICHAEL DAVID PRATER	BROKER
PRECISE INVESTMENT	PRECISE INVESTMENT GROUP LLC	INSIDER AFFILIATE/BROKER
PRESERVATION WEALTH	PRESERVATION WEALTH ADVISORS	BROKER
PRESTIGE INSURANCE	PRESTIGE INSURANCE SERVICES	BROKER
PRESTIGE INSURANCE	PRESTIGE INSURANCE-LEN CONNELL	BROKER
PRESTIGE WEALTH	PRESTIGE WEALTH MANAGEMENT	BROKER
PRO WEALTH	PRO WEALTH INC.	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
PROFECTUS FINANCIAL	PROFECTUS FINANCIAL & INSURANCE SERVICES	BROKER
PROGRESO	PROGRESO, LLC	BROKER
PRUDENTIAL ANNUITIES	PRUDENTIAL ANNUITIES DISTRIBUTORS, INC.	BROKER
PTS FINANCIAL	PTS FINANCIAL SERVICES LLC	BROKER
PURO	ROSE M PURO	BROKER
PUTNAM RETAIL	PUTNAM RETAIL MANAGEMENT LIMITED PARTNERSHIP	BROKER
QUE	DARREL D QUE	BROKER
QUEEN B SERVICES	QUEEN B SERVICES	BROKER
RAHAMAN	TIMOTHY RAHAMAN	BROKER
RAHIMI	AMIR RAHIMI	SALES EMPLOYEE
RAINES	JERRY D RAINES	BROKER
RAMOS	JOSEPH RAMOS	BROKER
RANDHAHN	FRED & KAREN RANDHAHN	BROKER (INVESTOR)
RANDLE	JESSE RANDLE	BROKER (INVESTOR)
RASAEI	KRISTIAN RASAEI	BROKER
RE ASSET PARTNERS	RE ASSET PARTNERS LLC	INSIDER AFFILIATE
REEVES	SYLVAN ROBIN & TINA D REEVES	BROKER (INVESTOR)
REEVES	SYLVAN ROBIN REEVES	BROKER
REID	DARRON T REID	BROKER
REILLY	KENNETH J REILLY	BROKER
REISINGER	DAN REISINGER	BROKER
RELIANT FINANCIAL	RELIANT FINANCIAL GROUP INC.	BROKER
RELIANT GROUP 360	RELIANT GROUP 360 CORP	BROKER
RELLORA	FROILAN RELLORA	BROKER
RENNINGER	SEAN P RENNINGER	SALES EMPLOYEE
RETIREMENT PLANNING	RETIREMENT PLANNING SOLUTIONS LLC	BROKER
RETIREMENT PLANNING	RETIREMENT PLANNING-GORDON HANAH	BROKER
RETIREMENT SERVICES	RETIREMENT SERVICES LLC-ALLEN DENSMORE	BROKER
RETIREMENT SPECIALTIES	RETIREMENT SPECIALTIES, INC - ALLAN DENSM	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
REYNOSO	RAYMOND R REYNOSO	BROKER
RH PRINCIPLED INV.	RH PRINCIPLED INVESTMENTS	BROKER
RHS CAPITAL	RHS CAPITAL, LLC	AFFILIATE
RIBLETT	JACKIE L RIBLETT	BROKER
RICHARD C BROWN FINANCIAL	RICHARD C BROWN FINANCIAL SERVICES	BROKER
RICHARDS	KEVIN RICHARDS	BROKER (INVESTOR)
RICHARDSON	LLOYD B RICHARDSON	BROKER
RICHMOND WEALTH	RICHMOND WEALTH MANAGEMENT LLC	BROKER
RICKS	BRUCE & JEANIE RICKS	BROKER (INVESTOR)
RICKS	BRUCE RICKS	BROKER
RICKS	PROV. TR GP-FBO BRUCE RICKS IRA	BROKER (INVESTOR)
RINKOVSKY	PAULA RINKOVSKY	BROKER
RITCH	WILLIAM B RITCH	BROKER
RITCH	WILLIAM RITCH	BROKER
RIVERDALE FUNDING	RIVERDALE FUNDING LLC	AFFILIATE
ROBBINS	DONNA ROBBINS	BROKER
ROBBINS	LYNETTE ROBBINS	BROKER AFFILIATE
ROBBINS	WILLIAM G & DONNA J ROBBINS	BROKER (INVESTOR)
ROBERTS	AMANDA L ROBERTS	BROKER
ROBERTS	RONALD ROBERTS	BROKER
ROBERTSON	RANDY ROBERTSON	SALES EMPLOYEE
ROBINSON	DONALD D ROBINSON	BROKER
ROBINSON	MICHAEL ROBINSON	BROKER
ROBINSON GROUP	ROBINSON GROUP INC.	BROKER
ROCKWELL	RICHARD DOW ROCKWELL	BROKER
ROGERS	DANA ROGERS	SALES EMPLOYEE
ROITFARB	DAVID ROITFARB	SALES EMPLOYEE
ROLAND FINANCIAL	ROLAND FINANCIAL LLC	BROKER
ROLNICK	MARVIN ROLNICK	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
ROMINGER	LARRY & DONNA ROMINGER CO-TTEES 07/27/06	BROKER (INVESTOR)
ROMINGER	LARRY ROMINGER	BROKER
RON SCHULZE FINANCIAL	RON SCHULZE FINANCIAL SERVICES, LLC	BROKER
ROSCOE	ROSCOE BLVD INVESTMENTS, LLC	AFFILIATE
ROSCOE	ROSCOE, LLC	AFFILIATE
ROSEBROUGH	JAMES A ROSEBROUGH JR.	BROKER
ROSEMAN	DANE ROSEMAN	INSIDER AFFILIATE/BROKER
ROSEMAN	DAYNE ROSEMAN	INSIDER/SALES EMPLOYEE
ROSERIDGE CONSULTING	ROSERIDGE CONSULTING LLC	BROKER
ROYSTON	ANNE L ROYSTON	BROKER
RUBIN	JOSEPH RUBIN	BROKER
RUNYAN	DAVID T RUNYAN	BROKER
RUOTOLO	EDWARD B RUOTOLO	BROKER
RUTMAN	PETER RUTMAN	BROKER
S C LIFE	S C LIFE AND ANNUITY INC.	BROKER
S D G INSURANCE	S D G INSURANCE AGENCY FINANCIAL SERVICES	BROKER
SAC ASPEN	SAC ASPEN ACQUISITION, LLC	AFFILIATE
SAC HOLDING	SAC HOLDING COMPANY OF ASPEN, LLC	AFFILIATE
SAC MANAGEMENT	SAC MANAGEMENT, LLC	AFFILIATE
SACHS FINANCIAL	SACHS FINANCIAL LLC	BROKER
SADDLEMOUNT	SADDLEMOUNT INVESTMENTS, LLC	AFFILIATE
SAFE MONEY	SAFE MONEY BROADCASTING LLC	BROKER
SAFE MONEY	SAFE MONEY INVESTING INC.	BROKER
SAFE MONEY	SAFE MONEY STRATEGIES INC.	BROKER
SAFETY OF PRINCIPLE	SAFETY OF PRINCIPLE, INC.	BROKER
SALLING	JAMES R SALLING JR.	BROKER
SALLING	JIM SALLING	BROKER
SALTWATER HARBOR	SALTWATER HARBOR FINANCIAL LLC	BROKER
SALVEMINI	JOSEPH D SALVEMINI	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
SANDERS	LEVITT SANDERS	BROKER
SANDOVAL	YOLANDA A SANDOVAL	BROKER
SANTANA	JEFFERY J SANTANA	BROKER
SANTANA	JEFFREY SANTANA	SALES EMPLOYEE
SAOUD	AARON W SAOUD	BROKER
SAOUD	WILLIAM SAOUD	BROKER
SATCHER	EBONY SATCHER	BROKER
SAUCEDO	JUAN DE DIOS VACA SAUCEDO	BROKER
SAUNIG	MATTHEW SAUNIG	BROKER
SAXTON	ROBERT & JOANNE SAXTON	BROKER
SCHEER	GARY R SCHEER	BROKER
SCHLOSSER	FREDERICK D SCHLOSSER	BROKER
SCHMALZ	MATTHEW D SCHMALZ	BROKER
SCHNEIDER	MARTIN SCHNEIDER	BROKER (INVESTOR)
SCHOLL	DAVID A SCHOLL	BROKER
SCHOLLENBARGER	STEVEN LANE SCHOLLENBARGER	BROKER
SCHULZE	MAINSTAR-FBO ROBERT SCHULZE T2177596	BROKER (INVESTOR)
SCHULZE	ROBERT & MARIA SCHULZE	BROKER (INVESTOR)
SCHULZE	ROBERT J SCHULZE	BROKER
SCHULZE	RONALD U & VICTORIA A SCHULZE	BROKER (INVESTOR)
SCHULZE HOMAN FINANCIAL	SCHULZE HOMAN FINANCIAL GROUP LLC	BROKER
SCHWARTZ	JEROME H SCHWARTZ	BROKER (INVESTOR)
SCHWARTZ	JOSEPH SCHWARTZ	BROKER
SCHWARTZ	MATTHEW SCHWARTZ	INSIDER/SALES EMPLOYEE
SCHWARTZ	SCHWARTZ DIRECT MEDIA, LLC	AFFILIATE
SCHWARTZ	SCHWARTZ MEDIA BUYING COMPANY LLC	INSIDER AFFILIATE/BROKER (INVESTOR)
SCHWARTZ	SCHWARTZ MEDIA HOLDING, LLC	AFFILIATE
SCHWARTZ	SCOTT SCHWARTZ	INSIDER/SALES EMPLOYEE
SCOTT	GEORGE SCOTT	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
SCOTT	JACK SCOTT	BROKER
SCOTT	RICK NEIL SCOTT	BROKER
SCOTT	STEVEN LEONARD SCOTT	BROKER
SDG INSURANCE	SDG INSURANCE AGENCY FINANCIAL SERVICES	BROKER
SEABURY	MARTHA SEABURY	BROKER
SEACLIFF RUN	SEACLIFF RUN INVESTMENTS, LLC	AFFILIATE
SEACOAST FINANCIAL	SEACOAST FINANCIAL GRP LLC	BROKER
SEARCHLIGHT FINANCIAL	SEARCHLIGHT FINANCIAL ADVISORS LLC	BROKER
SECOND FLIGHT	SECOND FLIGHT CONSULTANCY LLC	BROKER
SECURE FINANCIAL	SECURE FINANCIAL GROUP INC	BROKER
SECURED FUTURES	SECURED FUTURES FINANCIAL & INS SERV LTD	BROKER
SECURITY FINANCIAL	SECURITY FINANCIAL LLC	BROKER
SECURITY FIRST FINANCIAL	SECURITY FIRST FINANCIAL LLC	BROKER
SENIOR CIRCUIT	THE SENIOR CIRCUIT INC	BROKER
SESCO BENEFITS	SESCO BENEFITS SERVICE INC.	BROKER
SESNY	THOMAS & MARTHA SESNY	BROKER (INVESTOR)
SESNY	THOMAS A SESNY	BROKER
SESNY/SCHULTZ	THOMAS A SESNY & JAMES E SCHULTZ	BROKER (INVESTOR)
SETH	ROBERT T SETH	BROKER
SEXTON ADVISORY	SEXTON ADVISORY GROUP INC.	BROKER
SFERAS	SAMUEL SFERAS	SALES EMPLOYEE
SFI	SFI	BROKER
SHAPIRO	JERI SHAPIRO	INSIDER
SHAPIRO	ROBERT SHAPIRO	INSIDER
SHARMA	DAVEN S SHARMA	BROKER
SHELBURNE MGMT.	SHELBURNE MANAGEMENT CO LLC	BROKER
SHEMTOB	LEONARD SHEMTOB	INSIDER/BROKER (INVESTOR)
SHENDEL	STEVE SHENDEL	BROKER
SHERIDAN	THERESA SHERIDAN	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
SHERMAN OAKS	SHERMAN OAKS INTERIOR DESIGN GROUP, LLC	AFFILIATE
SHIELD FINANCIAL	SHIELD FINANCIAL GROUP, INC.	BROKER
SHOEMAKER	DALEN M SHOEMAKER	BROKER
SHP FINANCIAL	SHP FINANCIAL LLC	BROKER
SHUMMON	SAMUEL A SHUMMON	BROKER
SIDESPAR	SIDESPAR INVESTMENTS, LLC	AFFILIATE
SIEGFRIED	KIRSTEN P SIEGFRIED	BROKER
SIERRA CONSTELLATION	SIERRA CONSTELLATION PARTNERS LLC	OTHER
SIGHTLINE	SIGHTLINE INVESTMENTS, LLC	AFFILIATE
SILVERBARON	SILVERBARON INVESTMENTS, LLC	AFFILIATE
SIMMONS	ADRIENNE SIMMONS	BROKER
SINGER	MICHAEL ANDREW SINGER	INSIDER/BROKER
SINGLETON	PROV. TR GP-FBO SHELDON SINGLETON IRA	BROKER (INVESTOR)
SINGLETON	SHELDON SINGLETON	BROKER
SJ FINANCIAL	SJ FINANCIAL SERVICES LLC	BROKER
SMARGIASSI	ROBERT A SMARGIASSI	BROKER
SMITH	ARNOLD SMITH	BROKER
SMITH	NICOLE R SMITH	BROKER
SMITH	PAUL SMITH	BROKER
SMITH	TRAVIS SMITH	BROKER
SMITHSON FINANCIAL	SMITHSON FINANCIAL GROUP	BROKER
SNOOK	TARA K SNOOK	BROKER
SNYDER	OWEN D & LILLIE M SNYDER	BROKER (INVESTOR)
SNYDER	OWEN D SNYDER	BROKER
SOFFER	JOSHUA SOFFER	BROKER
SOHN	KIHO SOHN	BROKER
SORGENSTEIN	EDWARD SORGENSTEIN	BROKER
SORIANO	ARNEL V SORIANO	BROKER
SOTO	MANUEL SOTO	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
SOULIER	CHRISTOPHER M SOULIER	BROKER
SOULIER	PROV. TR GP-FBO C M SOULIER ROTH IRA	BROKER (INVESTOR)
SOUTHERN FINANCIAL	SOUTHERN FINANCIAL GROUP INC	BROKER
SOUTHWELL	DAVID W SOUTHWELL	BROKER
SOUTHWEST FINANCIAL	SOUTHWEST FINANCIAL SERVICES, INC.	BROKER
SOUTHWESTERN MICHIGAN	SOUTHWESTERN MICHIGAN INSURANCE AGENCY PC	BROKER
SPAR	WILLIAM B SPAR	BROKER
SPAR	WILLIAM E SPAR	BROKER
SSI	SSI LLC	BROKER
STAHL	FREDERIC T STAHL	BROKER
STARLIGHT STARBRIGHT	STARLIGHT STARBRIGHT LLC	BROKER
STEAL YOUR FACE	STEAL YOUR FACE, LLP (BRAD FRIEDMAN)	BROKER
STEINER	RONALD E STEINER	BROKER
STEINER	RONALD STEINER	BROKER
STEPHANOPOULOS	GEORGE R STEPHANOPOULOS	OTHER
STEVENS	MORGAN STEVENS	BROKER
STILL WATERS FINANCIAL	STILL WATERS FINANCIAL SOLUTIONS INC.	BROKER
STL PROFESSIONAL	STL PROFESSIONAL SERVICES INT'L LLC	BROKER
STOHS	TIMOTHY P STOHS	BROKER
STONE	GENNETTE STONE	BROKER
STONELION	STONELION, LLC	BROKER
STOVER REAL ESTATE	STOVER REAL ESTATE PARTNERS, LLC	AFFILIATE
STRATEGIC CHOICES	STRATEGIC CHOICES FINANCIAL INC.	BROKER
STRATEGIC FINANCIAL	STRATEGIC FINANCIAL PARTNERS	BROKER
STRICKER	JESSICA STRICKER	BROKER
STRICKLAND	IRA SVCS TR CO-CFBO KERRY K STRICKLAND	BROKER (INVESTOR)
STRICKLAND	KERRY K STRICKLAND	BROKER (INVESTOR)
STRUCTURED STRATEGIES	STRUCTURED STRATEGIES, LLC	BROKER
STUDENT SERVICES	STUDENT SERVICES INC.	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

<u>Surname/Entity Name</u>	<u>Full Name</u>	<u>Type</u>
SUAREZ	JACQUELINE SUAREZ	BROKER
SUFFIELD	SUFFIELD FUNDING, LLC	AFFILIATE
SUNSOLUTIONS INSURANCE	SUNSOLUTIONS INSURANCE AGENCY LLC	BROKER
SURF CITY FINANCIAL	SURF CITY FINANCIAL GROUP	BROKER
SYCAMORE GROUP	SYCAMORE GROUP INC.	BROKER
SYNERGY FINANCIAL	SYNERGY FINANCIAL GROUP, INC.	BROKER
SYNERGY INVESTMENT	SYNERGY INVESTMENT SERVICES LLC	BROKER
TAFT	MIKEL TAFT	BROKER
TALBERT WEALTH	TALBERT WEALTH INC.	BROKER
TAMARA CHRISTIANS, INC.	TAMARA CHRISTIANS, INC.	BROKER
TAN	SUHIANTO TAN	BROKER (INVESTOR)
TANG	TINA TANG	BROKER
TANGIBLE ASSETS	TANGIBLE ASSETS INVESTMENTS LLC	BROKER
TANGUIS	LESTER G TANGUIS	BROKER (INVESTOR)
TANGUIS	PROV. TR GP-FBO LESTER G TANGUIS III IRA	BROKER (INVESTOR)
TASHVIGHI	ARASH TASHVIGHI	BROKER
TAVARES	KIM TAVARES	SALES EMPLOYEE
TAVARES	KIMBERLY TAVARES	BROKER
TAX SAVINGS	TAX SAVINGS SPECIALISTS LLC	BROKER
TEACHOUT	JOHN J TEACHOUT	BROKER
TEACHOUT & ASSOCIATES	TEACHOUT AND ASSOCIATES INC.	BROKER
TEAM UP	TEAM UP LLC	BROKER
TEGRASURE	TEGRASURE LLC	BROKER
TERM BROKERS	TERM BROKERS LLC	BROKER
TERM PROVIDER FINANCIAL	TERM PROVIDER FINANCIAL SERVICES LLC	BROKER
TEXAS CO-LENDERS 01	TEXAS CO-LENDERS 01, LLC	AFFILIATE
TGA WLTH	TGA WLTH	BROKER
THAMER	O GOWAN & JEANNE L THAMER	BROKER (INVESTOR)
THAMER	PROV. TR GP-FBO ORVILLE G THAMER IRA	BROKER (INVESTOR)

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
THOMAS	JOSEPH G THOMAS	BROKER
THOMAS	JOSEPH THOMAS	BROKER
THOMPSON	WARREN R THOMPSON	BROKER
THOMSON	MICHAEL EDWARD THOMSON	BROKER
THONG	VLCHETR THONG	BROKER
THORNGREN	CHARLES J THORNGREN	BROKER
THREE FOURTEEN CO.	THE THREE FOURTEEN COMPANY	BROKER
TILLINGHAST	TILLINGHAST INVESTMENTS, LLC	AFFILIATE
TIM SHAW FINANCIAL	TIM SHAW FINANCIAL CONSULTANTS LLC	BROKER
TITUS	PRESTON N TITUS	BROKER
TO THE MAX	TO THE MAX MARKETING INC.	BROKER
TOFTOY	STEPHEN K TOFTOY	BROKER
TOSI	ALEXANDER TOSI	BROKER (INVESTOR)
TRADEWIND SETTLEMENTS	TRADEWIND SETTLEMENTS LLC	BROKER
TRAGER, LLC	TRAGER LLC dba NATION'S FIRST FINANCIAL	BROKER
TRAGER, LLC	TRAGER, LLC	BROKER
TRAINA	DAVID TRAINA	BROKER
TRANQUIL FINANCIAL	TRANQUIL FINANCIAL SERVICES -ERIK NEBEKER	BROKER
TREISTMAN	EVA TREISTMAN	BROKER
TRESTLEWOOD	TRESTLEWOOD INVESTMENTS, LLC	AFFILIATE
TROST	JEROME CARL TROST	BROKER
TRUJILLO	MICHAEL A TRUJILLO	BROKER
TULLOS	JULIE R TULLOS	BROKER
TUNNELL	BRADLEY S TUNNELL	BROKER
TURNER	JOHN T TURNER	BROKER
TWEEDIA SQUARE	TWEEDIA SQUARE FUNDING, LLC	AFFILIATE
TWH ANNUITIES	TWH ANNUITIES & INSURANCE AGENCY INC.	BROKER
TWIN PIER	TWIN PIER INVESTMENTS, LLC	AFFILIATE
TYDINGS	BETTE TYDINGS	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

<u>Surname/Entity Name</u>	<u>Full Name</u>	<u>Type</u>
U STREET	U STREET HOLDINGS, LLC	AFFILIATE
UNITED SENIORS	UNITED SENIORS MED CARE	BROKER
UNIVERSAL DEBT	UNIVERSAL DEBT SERVICES, INC.	AFFILIATE
UP & COMING CAPITAL	UP & COMING CAPITAL LLC	INSIDER AFFILIATE/BROKER
UP & COMING CAPITAL	UP AND COMING CAPITAL LLC	BROKER
UPPAL	KAREN UPPAL	BROKER
VA PROPERTIES	VA PROPERTIES, LLC	AFFILIATE
VALENCIA	PAUL VALENCIA	BROKER
VALENCIA FINANCIAL	VALENCIA FINANCIAL SERVICES LLC	BROKER
VALOR ENTERPRISES	VALOR ENTERPRISES INC.	BROKER
VAN HOUTEN	DANNY L VAN HOUTEN	BROKER
VAN HOUTEN	LUKE DANIEL VAN HOUTEN	BROKER
VAN NESS	VAN NESS INVESTMENTS, LLC	AFFILIATE
VANDEMARK	JOSHUA VANDEMARK	BROKER
VECTOR FINANCIAL	VECTOR FINANCIAL, LLC	BROKER
VERDEO FINANCIAL	VERDEO FINANCIAL	BROKER
VIATER	PETER P VIATER	BROKER
VIERNES	ELVIRA VIERNES	BROKER
VISTA VERDE	VISTA VERDE INVESTMENTS, LLC	AFFILIATE
WRIGHT	JOHN F WRIGHT	BROKER
WALKER	NICOLE WALKER	SALES EMPLOYEE
WALL 1234	WALL 1234, LLC	AFFILIATE
WALL 4321	WALL 4321, LLC	AFFILIATE
WALTERS	ALLAN A WALTERS	BROKER
WAMPLER	BRIAN D & DIANE J WAMPLER	BROKER
WARD	ROBERT WARD	BROKER
WARREN	TONY WARREN	BROKER
WATSON	ANNA AND NELDON WATSON	BROKER
WATSON	NELDON & ANNA WATSON RLT DTD 09/07/10	BROKER (INVESTOR)

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
WATSON	SHELBY L WATSON	BROKER
WATT	CHARLES R WATT	BROKER
WBF ENTERPRISES	WBF ENTERPRISES INC.	BROKER
WEALTH ADVOCATE	THE WEALTH ADVOCATE INVESTMENT GROUP	BROKER
WEALTH DESIGN	WEALTH DESIGN GROUP	BROKER
WEALTH INSURANCE	WEALTH INSURANCE NETWORK INC.	BROKER
WEALTH MANAGEMENT	WEALTH MANAGEMENT RESOURCES, LLC	BROKER
WEALTHSMART SOCIAL	WEALTHSMART SOCIAL INC.	BROKER
WEBER	THOMAS S WEBER	BROKER
WEINER	MICHAEL WEINER	BROKER
WEISBART	HARRY WEISBART	BROKER
WEISER	BARBARA & JAY WEISER	BROKER (INVESTOR)
WEISER	JAY R WEISER	BROKER
WEISS	JACOB WEISS	SALES EMPLOYEE
WEISS	RICH WEISS	BROKER
WELLER	RONNIE WELLER	BROKER
WENDEL	JEFFREY L & JODI M WENDEL	BROKER (INVESTOR)
WENDEL	JEFFREY WENDEL	BROKER
WENDEL	PROV. TR GP-FBO JEFFREY L WENDEL IRA	BROKER (INVESTOR)
WERMUTH	JOHN WERMUTH	BROKER (INVESTOR)
WEST 134TH STEET	WEST 134TH STREET INVESTMENTS, LLC	AFFILIATE
WEST 134TH STEET	WEST 134TH STREET, LLC	AFFILIATE
WESTROM	WILLIAM C WESTROM JR	BROKER
WFS HOLDING	WFS HOLDING CO LLC	AFFILIATE
WFS HOLDING	WFS HOLDING COMPANY, LLC	AFFILIATE
WGC INDEPENDENT	WGC INDEPENDENT MANAGER, LLC	AFFILIATE
WHITE	PAUL M WHITE	BROKER (INVESTOR)
WHYTE AND BROWNE	WHYTE AND BROWNE INC.	BROKER
WIENIEWITZ	HENRY "TRAE" WIENIEWITZ	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
WIENIEWITZ FINANCIAL	WIENIEWITZ FINANCIAL LLC	BROKER
WIENIEWITZ WEALTH	WIENIEWITZ WEALTH MANAGEMENT, LLC	BROKER
WIGGS	RICK WIGGS	BROKER
WIGGS	RICKI DEAN WIGGS	BROKER
WILLIAM BLAIR	WILLIAM BLAIR & COMPANY	BROKER
WILLIAMS	ANDRE M WILLIAMS	BROKER
WILLIAMS	DENISE MICHELE WILLIAMS	BROKER
WILLIAMS	JAMES E WILLIAMS	BROKER
WILLIAMS	JOHN WILLIAMS	BROKER
WILLIS	BARON T WILLIS	BROKER
WILSAVE INC.	WILSAVE INC	BROKER
WINDHAM	ANDREW WINDHAM	BROKER
WINNISQUAM	WINNISQUAM INVESTMENTS, LLC	AFFILIATE
WINTERCRESS	WINTERCRESS FUNDING, LLC	AFFILIATE
WIRKUS	PROV. TR GP-FBO RICHARD T WIRKUS IRA	BROKER (INVESTOR)
WIRKUS	RICHARD WIRKUS	BROKER
WISE	MARGARET WISE	BROKER
WISTERIA	WISTERIA FUNDING LLC	AFFILIATE
WITTMAN	PETER WITTMAN	BROKER
WOLFELD	DONALD & SHIRLEY WOLFELD	BROKER (INVESTOR)
WOLFF	GERALD M WOLFF	BROKER
WOLFSON	DAVID WOLFSON	BROKER
WONDERVIEW	WONDERVIEW INVESTMENTS, LLC	AFFILIATE
WOOD	GEORGE H WOOD	BROKER
WOOD	GREG WOOD	BROKER
WOOD	PROV. TR GP-FBO GREGORY J WOOD IRA	BROKER (INVESTOR)
WOOD WEALTH	WOOD WEALTH SOLUTIONS LLC (GREG WOOD)	BROKER
WOODBIDGE	WOODBIDGE BARIC PRE-SETTLEMENT INVESTMENTS, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE COMMERCIAL BRIDGE LOAN FUND 3, LLC	AFFILIATE

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
WOODBIDGE	WOODBIDGE CONSTRUCTION LOAN FUND 1, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE CONSTRUCTION LOAN FUND 2, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE CROWDFUNDING 1, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE CUSTOM HOMES HOLDING, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE CUSTOM HOMES, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE FINANCIAL SERVICES, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE FUNDING GROUP, INC.	AFFILIATE
WOODBIDGE	WOODBIDGE GUARANTEE HOLDING, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE GUARANTEE, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE LENDING FUND 1, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE LUXURY HOMES, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE MANAGEMENT COMPANY, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE MEZZANINE FUND 2, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE MORTGAGE INVESTMENT FUND 5, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE PRE-SETTLEMENT FUNDING 1, LP	AFFILIATE
WOODBIDGE	WOODBIDGE PRE-SETTLEMENT FUNDING 2, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE PRE-SETTLEMENT FUNDING, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE REALTY OF COLORADO, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE SERVICING COMPANY, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE STRUCTURED FINANCING	AFFILIATE
WOODBIDGE	WOODBIDGE STRUCTURED FUNDING OF FLORIDA, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE STRUCTURED SETTLEMENT INVESTMENTS, LLC	AFFILIATE
WOODBIDGE	WOODBIDGE WEALTH	AFFILIATE
WOODPORT NEWS	WOODPORT NEWS HOLDING COMPANY, LLC	AFFILIATE
WOODS	JOHN C WOODS	BROKER
WORCH FINANCIAL	WORCH FINANCIAL	BROKER
WRIGHT CAPITAL	WRIGHT CAPITAL GROUP	BROKER
WRIGHT FINANCIAL	WRIGHT FINANCIAL STRATEGIES INC.	BROKER
WUKIE	JAMES WUKIE	BROKER

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 1 - Schedule of Excluded Parties**

Surname/Entity Name	Full Name	Type
WYRICK	ASHLEY RENEE WYRICK	BROKER
YAEGER	CHRISTOPHER YAEGER	BROKER
YAMATE-MORGAN	RICHARD I YAMATE-MORGAN	BROKER
YEADON	DAVID B & MARILYNN J YEADON RT	BROKER (INVESTOR)
YEADON	DAVID B YEADON	BROKER
YIN	LILY YIN	BROKER
YIN	PROV. TR GP-FBO QUN HONG YIN ROTH IRA	BROKER (INVESTOR)
YIN	QUN HONG YIN	BROKER (INVESTOR)
YIN	THE QUN HONG DOMISSY YIN LT	BROKER (INVESTOR)
ZABIELSKI	PATRICIA ZABIELSKI	BROKER
ZAYTI	MARK ZAYTI	BROKER
ZENG	HUI ZENG	BROKER (INVESTOR)
ZENG	MARK ZENG	BROKER

Notes: Excluded Parties are still entitled to vote on the Plan unless the Debtors have filed an objection to the Excluded Parties' Claim(s) by the Voting Deadline. Excluded Parties are not listed on Schedule 3 to the Disclosure Statement (Schedule of Principal Amounts and Prepetition Distributions) because the Debtors are not prepared to allow their Claims at this time.

SCHEDULE 2

Schedule of Non-Debtor Loan Note Claims

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 2 - Schedule of Non-Debtor Loan Note Claims**

Surname/Entity Name	Full Name	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
ASH	ROBERTA K ASH RLT	25,000.00	1,804.17	0.00	23,195.83
BASSEN	SANDRA & IRA D BASSEN	50,000.00	0.00	0.00	50,000.00
BELLISTON	PROV. TR GP-FBO A BRENT BELLISTON IRA	25,000.00	840.97	0.00	24,159.03
BREYER	HARRY BREYER RLT	200,000.00	13,363.92	0.00	186,636.08
BURTON	LINDA G BURTON	66,120.57	10,171.46	0.00	55,949.11
CATHCART	JAMES & CAROLYN CATHCART	30,000.00	1,985.00	0.00	28,015.00
CLAYTON CAPITAL	CLAYTON CAPITAL INVESTMENTS CORP	511,500.00	15,345.00	0.00	496,155.00
COX	JOANNE COX	25,000.00	1,260.38	0.00	23,739.62
DOYLE	JUDITH C DOYLE LT DTD 07/31/09	100,000.00	1,137.51	0.00	98,862.49
EVERS	CAITLIN A EVERS	25,000.00	0.00	0.00	25,000.00
FARMER	JOHNNY FARMER	50,000.00	2,062.53	0.00	47,937.47
FOROUZAN	BRIAN M FOROUZAN	25,000.00	1,175.00	0.00	23,825.00
GOLDBAUM	EDWARD & JENNIFER GOLDBAUM	200,000.00	2,666.67	0.00	197,333.33
GOODBURLET	MAINSTAR-FBO RICHARD GOODBURLET	60,000.00	3,391.67	0.00	56,608.33
GORDON	ALAN & MARLENE GORDON	50,000.00	3,420.18	0.00	46,579.82
GRIFFIN	DONALD GRIFFIN	75,000.00	9,947.90	0.00	65,052.10
GUDE	CHRISTOPHER P GUDE TR UAD 12/05/01	30,000.00	1,223.75	0.00	28,776.25
HARRISON	GREGORY T & LINDA C HARRISON	30,000.00	1,660.00	0.00	28,340.00
HENRICH	ROBERT W HENRICH	77,000.00	1,155.00	0.00	75,845.00
HOLMES	JEFFREY & PATRICIA HOLMES	50,000.00	3,783.33	0.00	46,216.67
JARA GROUP II	JARA GROUP II LLC	50,000.00	6,375.00	0.00	43,625.00
KAUFMAN	DELBERT L KAUFMAN	30,000.00	125.00	0.00	29,875.00
LENNARTZ	PROV. TR GP-FBO DONALD W LENNARTZ IRA	63,000.00	15,555.83	0.00	47,444.17
LIFAVI	DANIEL J LIFAVI RT	25,000.00	1,425.05	0.00	23,574.95
MANNABERG-GOLDMAN	MAINSTAR-FBO E MANNABERG-GOLDMAN T2175405	25,000.00	2,291.67	0.00	22,708.33
MAR	MAINSTAR-FBO MAY L MAR T2176303	25,134.62	1,052.16	0.00	24,082.46
MARSHALL	MICHAEL MARSHALL	25,000.00	262.50	0.00	24,737.50
MASTROBERTE	ROBERT & BEVERLY MASTROBERTE	40,000.00	4,255.00	0.00	35,745.00
MCCAW	SCOTT MCCAW	25,000.00	343.75	0.00	24,656.25
MILLER	JOY MILLER	100,000.00	0.00	0.00	100,000.00

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 2 - Schedule of Non-Debtor Loan Note Claims**

Surname/Entity Name	Full Name	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
MONTOYA	CONSUELO B OR JOHN MONTOYA	75,000.00	4,614.58	0.00	70,385.42
MOSCOVITCH	THE MOSCOVITCH FAMILY IRREV TR	100,000.00	0.00	0.00	100,000.00
MOSELEY	WILLIAM MOSELEY	100,000.00	3,590.25	0.00	96,409.75
NEWMARK	EVELYN & CARL NEWMARK TR	100,000.00	6,822.87	0.00	93,177.13
O'BRIEN	MARIE F O'BRIEN	50,000.00	573.61	1,000.00	48,426.39
PACAK	PACAK FT 11/22/03 VOJTECH & E PACAK TTEE	50,000.00	7,045.15	0.00	42,954.85
PHILLIPS	PROV. TR GP-FBO KIM PHILLIPS IRA	92,000.00	4,740.56	0.00	87,259.44
POULIOT	STEPHEN L POULIOT TR DTD 04/01/11	100,000.00	1,186.10	0.00	98,813.90
RENTERIA	ADELA RENTERIA	25,000.00	208.34	0.00	24,791.66
ROSEWOOD CAPITAL	ROSEWOOD CAPITAL INVESTMENTS INC	711,500.00	21,345.00	0.00	690,155.00
SASSER	SASSER TESTAMENTARY TR FOR KENDYL CATHERS	27,000.00	1,953.00	0.00	25,047.00
SCHEINER	MORRIS & SYLVIA SCHEINER	100,000.00	6,321.88	0.00	93,678.12
SCHULTZ	PROV. TR GP-FBO STEVEN G SCHULTZ ROTH IRA	42,000.00	1,288.00	0.00	40,712.00
SHEMTOB	DAHLIA SHEMTOB	85,000.00	13,231.67	0.00	71,768.33
SKEEN	RICH SKEEN	50,000.00	505.56	0.00	49,494.44
SPAIN	TIMOTHY J SPAIN	100,000.00	952.77	0.00	99,047.23
STEBNER	WAYNE & SANDRA K STEBNER	100,000.00	1,147.22	0.00	98,852.78
STELZER-GRAV	VICKIE J STELZER-GRAV	25,000.00	347.56	0.00	24,652.44
TELLER	BARRY & KRISTINE TELLER	30,000.00	162.50	0.00	29,837.50
TOURNEY	JOHN A TOURNEY	35,000.00	2,216.67	0.00	32,783.33
WEST	TIM & LAUREN WEST	105,000.00	12,512.50	0.00	92,487.50
WOLFORD	LELAND WOLFORD	100,000.00	3,622.24	0.00	96,377.76
	TOTALS	<u>\$4,315,255.19</u>	<u>\$202,468.43</u>	<u>\$1,000.00</u>	<u>\$4,111,786.76</u>

SCHEDULE 3

Schedule of Principal Amounts and Prepetition Distributions

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 3 - Schedule of Principal Amounts and Prepetition Distributions**

Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
29 PALMS METHODIST	29 PALMS UNITED METHODIST	CLASS 3	65,000.00	3,899.81	0.00	61,100.19
4Z	4Z LLC	CLASS 3	50,000.00	2,941.67	0.00	47,058.33
800 SOUTH FILLMORE	800 SOUTH FILLMORE PARTNERSHIP	CLASS 3	30,000.00	519.17	0.00	29,480.83
83 DELAFIELD	83 DELAFIELD ST LLC	CLASS 3	105,000.00	11,534.69	0.00	93,465.31
A & C FITNESS	A & C FITNESS CORP	CLASS 3	50,000.00	3,114.55	0.00	46,885.45
AASTRUP	VERNA L AASTRUP RT	CLASS 5	100,000.00	13,138.84	0.00	86,861.16
ABADI	MAINSTAR-FBO PARHAM ABADI T2177573	CLASS 3	59,000.00	1,448.77	1,000.00	56,551.23
ABBOTT	THEODORE C & JOAN ANN ABBOTT	CLASS 3	50,000.00	5,781.25	0.00	44,218.75
ABBOTT	TOM ABBOTT	CLASS 3	55,000.00	3,217.53	0.00	51,782.47
ABEL	GARY S ABEL FLP	CLASS 5	250,000.00	46,944.37	0.00	203,055.63
ABELSON	HORIZON TR CO-FBO SHARON R ABELSON IRA	CLASS 3	53,000.00	1,894.73	0.00	51,105.27
ABERCROMBIE	PROV. TR GP-FBO SEAN P ABERCROMBIE IRA	CLASS 3	50,000.00	3,013.89	0.00	46,986.11
ABPLANALP	CARL & GLORIA ABPLANALP	CLASS 3	50,000.00	756.93	0.00	49,243.07
ABRAMCZYK	ABRAHAM & JULIE ABRAMCZYK	CLASS 3	61,000.00	2,613.30	0.00	58,386.70
ABSTON	NELL I ABSTON	CLASS 3	250,000.00	22,118.01	0.00	227,881.99
ACCARINO	MAINSTAR-FBO JOHN ACCARINO T2174553	CLASS 3	181,000.00	23,826.61	0.00	157,173.39
ACCARINO	MAINSTAR-FBO ROBIN ACCARINO	CLASS 3	85,500.00	8,407.50	0.00	77,092.50
ACCIARDO	WILLIAM C ACCIARDO	CLASS 3	25,000.00	2,616.67	0.00	22,383.33
ACKERMAN	GARY P ACKERMAN	CLASS 3	34,000.00	3,830.67	0.00	30,169.33
ACKERMAN	HORIZON TR CO-FBO VON ACKERMAN IRA	CLASS 3	39,399.00	5,618.81	0.00	33,780.19
ACKERMAN	PROV. TR GP-FBO GARY P ACKERMAN IRA	CLASS 3	42,500.00	4,473.13	0.00	38,026.87
ACKERMAN	YVONNE ACKERMAN	CLASS 3	110,378.00	718.48	0.00	109,659.52
ACOSTA	IRMA CURIEL ACOSTA	CLASS 3	126,000.00	245.00	0.00	125,755.00
ACUNA	PROV. TR GP-FBO ALFRED ACUNA IRA	CLASS 3	30,000.00	860.00	0.00	29,140.00
ADAM	DONALDA P ADAM	CLASS 3	35,000.00	2,186.49	0.00	32,813.51
ADAMS	CELIA ADAMS	CLASS 3	25,000.00	416.68	0.00	24,583.32
ADAMS	CORNELIA C ADAMS	CLASS 3	60,000.00	5,104.09	0.00	54,895.91
ADAMS	E PETE ADAMS	CLASS 3	100,000.00	9,600.00	0.00	90,400.00
ADAMS	EDWIN L & EVELYN L ADAMS	CLASS 3	263,000.00	55,307.98	0.00	207,692.02

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
ADAMS	MAINSTAR-FBO REBECCA J ADAMS	CLASS 5	28,000.00	4,386.65	0.00	23,613.35
ADAMS	PROV. TR GP-FBO CAROLYN M ADAMS IRA	CLASS 3	48,000.00	3,585.00	0.00	44,415.00
ADAMS	PROV. TR GP-FBO THOMAS M ADAMS ROTH IRA	CLASS 3	50,000.00	5,895.84	0.00	44,104.16
ADAMS	THE ADAMS FT	CLASS 3	250,000.00	16,679.90	0.00	233,320.10
ADEN	JOHN L ADEN	CLASS 3	25,000.00	2,612.50	0.00	22,387.50
ADRAGNA	VINCENT J & ELAINE F ADRAGNA	CLASS 3	30,000.00	1,182.64	0.00	28,817.36
AEMC	THE AEMC TR	CLASS 3	38,000.00	6,065.27	0.00	31,934.73
AGGARWAL	SANJIV AGGARWAL	CLASS 3	100,000.00	55.56	0.00	99,944.44
AGREN	MARY E AGREN LT	CLASS 3	180,000.00	3,690.00	0.00	176,310.00
AGUILAR	MAINSTAR-FBO ELEANOR AGUILAR	CLASS 3	173,708.00	10,436.96	0.00	163,271.04
AGUINALDO	JULIAN AGUINALDO	CLASS 3	25,000.00	572.93	0.00	24,427.07
AGUIRE	JOSEPH A & ANN-MARIE AGUIRE	CLASS 3	185,000.00	24,602.05	0.00	160,397.95
AGUIRE	PROV. TR GP-FBO ANN-MARIE AGUIRE ROTH IRA	CLASS 3	40,000.00	4,496.77	0.00	35,503.23
AGUIRE	PROV. TR GP-FBO JOSEPH A AGUIRE ROTH IRA	CLASS 3	33,500.00	3,028.13	0.00	30,471.87
AICHELE	PROV. TR GP-FBO STEVEN L AICHELE IRA	CLASS 3	167,500.00	17,643.33	0.00	149,856.67
AICHER	JOYCE LYNN AICHER	CLASS 3	25,000.00	1,336.08	0.00	23,663.92
AIDEN PROPERTIES	AIDEN PROPERTIES LLC	CLASS 3	100,000.00	5,958.33	0.00	94,041.67
AIELLO	MAINSTAR-FBO MICHAEL S AIELLO T2178261	CLASS 3	49,000.00	503.61	0.00	48,496.39
AIELLO	MICHAEL S AIELLO	CLASS 3	50,000.00	2,406.28	0.00	47,593.72
AINSWORTH	PROV. TR GP-FBO DIANNA AINSWORTH IRA	CLASS 3	40,000.00	2,061.11	0.00	37,938.89
AIRBORNE	ROYAL LAO AIRBORNE	CLASS 3	25,000.00	475.00	0.00	24,525.00
AIU	ADRIAN & DREANA AIU	CLASS 3	150,000.00	2,241.67	0.00	147,758.33
AJ EVERS	AJ EVERS & SONS	CLASS 3	50,000.00	0.00	0.00	50,000.00
AKARD	PROV. TR GP-FBO GAIL D AKARD IRA	CLASS 3	425,000.00	12,365.16	0.00	412,634.84
AKELLA	VENKATA KRISHNA AKELLA	CLASS 3	25,000.00	945.83	0.00	24,054.17
AKERS	LIONEL & COYE AKERS	CLASS 3	160,000.00	2,755.57	0.00	157,244.43
AKERS	PROV. TR GP-FBO CINDY L AKERS IRA	CLASS 3	30,000.00	2,697.92	0.00	27,302.08
AKERS	PROV. TR GP-FBO CYNTHIA L AKERS IRA	CLASS 5	587,500.00	211,719.72	0.00	375,780.28
AKIN	WILLIAM AKIN	CLASS 5	100,000.00	13,415.77	0.00	86,584.23

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
ALARIO	NANCY ALARIO	CLASS 3	100,000.00	5,177.80	0.00	94,822.20
ALBAN	ANDRES ALBAN RT	CLASS 3	200,000.00	23,599.81	0.00	176,400.19
ALBAN	RONNIE ALBAN RT	CLASS 3	100,000.00	12,310.49	0.00	87,689.51
ALBAN	RONNIE ALBAN RT	CLASS 5	100,000.00	12,310.49	0.00	87,689.51
ALBANESE	FRANCIS L ALBANESE	CLASS 3	30,000.00	2,340.00	0.00	27,660.00
ALBANESE	IRA SVCS TR CO-CFBO FRANCIS L ALBANESE	CLASS 3	31,586.72	3,316.60	0.00	28,270.12
ALBANESE	PROV. TR GP-FBO RACHELLE ALBANESE ROTH IRA	CLASS 3	25,000.00	2,000.00	0.00	23,000.00
ALBERTSON	CLIFFORD R ALBERTSON RLT	CLASS 3	50,000.00	1,067.72	0.00	48,932.28
ALDER	JACQUELINE ALDER	CLASS 3	50,000.00	1,848.64	0.00	48,151.36
ALDER	ROSEMARY ALDER	CLASS 3	100,000.00	25,921.77	0.00	74,078.23
ALDERFER	BRIAN ALDERFER	CLASS 3	100,000.00	3,050.00	0.00	96,950.00
ALDERFER	MAINSTAR-FBO BRIAN ALDERFER T2177541	CLASS 3	99,000.00	3,003.00	0.00	95,997.00
ALEM	MAINSTAR-FBO ATAOLLAH ALEM T2178058	CLASS 3	31,884.00	305.12	0.00	31,578.88
ALEXANDER	DARRALYN ALEXANDER	CLASS 3	50,000.00	8,886.21	0.00	41,113.79
ALEXANDER	IRA SVCS TR CO-CFBO DAMON L ALEXANDER IRA	CLASS 3	75,000.00	2,589.58	0.00	72,410.42
ALEXANDER	NICHOLAS E & KAY A ALEXANDER	CLASS 3	75,000.00	19,405.17	0.00	55,594.83
ALEXANDER	PROV. TR GP-FBO DONNALOU ALEXANDER IRA	CLASS 3	52,750.00	3,465.38	0.00	49,284.62
ALEXANDER	PROV. TR GP-FBO MICHAEL ALEXANDER IRA	CLASS 3	217,723.83	27,070.06	0.00	190,653.77
ALEXANDER	PROV. TR GP-FBO NICHOLAS ALEXANDER IRA	CLASS 3	82,000.00	20,579.63	0.00	61,420.37
ALEXANDER	PROV. TR GP-FBO RICKIE J ALEXANDER IRA	CLASS 3	63,500.00	4,171.60	0.00	59,328.40
ALEXANDER	RICKIE J & DONNALOU ALEXANDER	CLASS 3	60,000.00	5,833.33	0.00	54,166.67
ALEXANDER	THE ALEXANDER TR	CLASS 3	80,143.00	3,595.59	0.00	76,547.41
ALEXANDER	THE ALEXANDER TR	CLASS 5	400,000.00	17,945.86	0.00	382,054.14
ALFARO	PEDRO M & LUCILA ALFARO	CLASS 3	25,000.00	451.40	0.00	24,548.60
ALFARO	PROV. TR GP-FBO AMBER D ALFARO INH IRA	CLASS 3	26,675.00	786.54	0.00	25,888.46
ALFORD	FREDA C ALFORD	CLASS 3	100,000.00	8,509.67	0.00	91,490.33
ALI	MYAH ALI	CLASS 3	75,000.00	0.00	0.00	75,000.00
ALIREZ	SUNWEST TR ROBERT ALIREZ IRA	CLASS 3	95,809.57	12,745.37	0.00	83,064.20
ALLEN	DAROLD N & MARGARET S ALLEN	CLASS 3	100,000.00	8,333.33	0.00	91,666.67

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
ALLEN	EDINA ALLEN	CLASS 3	224,999.00	8,401.34	0.00	216,597.66
ALLEN	ENOLA H & CLYDE ALLEN	CLASS 3	48,000.00	4,553.33	0.00	43,446.67
ALLEN	KENNETH D ALLEN RT	CLASS 3	50,000.00	466.67	0.00	49,533.33
ALLEN	MAINSTAR-FBO OWEN B ALLEN T2175899	CLASS 3	125,000.00	6,475.69	0.00	118,524.31
ALLEN	MARJORIE C ALLEN	CLASS 3	100,000.00	11,000.02	0.00	88,999.98
ALLRED	KEVIN & MECHEL ALLRED	CLASS 3	200,000.00	3,000.00	0.00	197,000.00
ALME	JOHN M & JEAN E ALME	CLASS 3	130,000.00	14,133.57	0.00	115,866.43
ALME	JOHN M ALME	CLASS 3	50,000.00	5,505.00	0.00	44,495.00
ALMEIDA	MAINSTAR-FBO PERRY E ALMEIDA	CLASS 3	27,600.00	1,498.83	0.00	26,101.17
ALMEIDA	VICKI ALMEIDA	CLASS 3	46,000.00	575.00	0.00	45,425.00
ALONSO	MILAGROS ALONSO	CLASS 3	66,000.00	2,276.08	0.00	63,723.92
ALONSO	MYRIAM T ALONSO	CLASS 3	25,000.00	404.17	0.00	24,595.83
ALSTRIN	FRANK & SUZANN M ALSTRIN	CLASS 3	50,000.00	4,622.10	0.00	45,377.90
ALTENBERGER	JERRI L ALTENBERGER	CLASS 3	25,000.00	111.11	0.00	24,888.89
ALTERNATIVE HEALTHY	ALTERNATIVE HEALTHY RESOURCES LLC	CLASS 3	150,000.00	4,925.00	0.00	145,075.00
ALTMAN	NORMAN L ALTMAN RLTA	CLASS 3	40,000.00	4,291.62	0.00	35,708.38
ALTMAN	SHIRLEY ALTMAN RTA	CLASS 3	25,000.00	3,621.06	0.00	21,378.94
ALTOM	TODD ALTOM	CLASS 5	100,000.00	19,361.03	0.00	80,638.97
ALVARADO	MARGARITA ALVARADO	CLASS 3	25,000.00	1,304.53	0.00	23,695.47
ALVAREZ	MAINSTAR-FBO ROSEANN ALVAREZ T2176898	CLASS 3	40,000.00	1,320.00	0.00	38,680.00
ALVAREZ	THE TONY ALVAREZ LT DTD 05/02/05	CLASS 3	100,000.00	1,642.37	0.00	98,357.63
AMARO	PROV. TR GP-FBO WILLIAM M AMARO IRA	CLASS 5	100,000.00	14,222.15	0.00	85,777.85
AMARO	WILLIAM M & PATRICIA A AMARO	CLASS 3	50,000.00	4,175.00	0.00	45,825.00
AMARO	WILLIAM M & PATRICIA A AMARO RT	CLASS 5	50,000.00	4,388.92	0.00	45,611.08
AMAYA	MAINSTAR-FBO INES AMAYA T2176489	CLASS 3	80,900.00	3,759.60	0.00	77,140.40
AMBERGER	JOHN M & DOROTHY A AMBERGER	CLASS 3	100,000.00	7,097.11	0.00	92,902.89
AMBERGER	MAINSTAR-FBO CHARLOTTE AMBERGER T2174500	CLASS 3	25,000.00	1,827.26	0.00	23,172.74
AMBROSE	DENNIS L AMBROSE	CLASS 3	50,000.00	691.67	0.00	49,308.33
AMBROSE	STEPHEN R AMBROSE	CLASS 3	425,000.00	83,510.01	0.00	341,489.99

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AMDAHL	MAINSTAR-FBO LANI AMDAHL TW00349	CLASS 3	141,500.00	5,901.73	0.00	135,598.27
AMERICAN HEALTHCARE	AMERICAN HEALTHCARE SOLUTIONS INC	CLASS 3	100,000.00	133.34	0.00	99,866.66
AMERICAN INT'L PROP.	AMERICAN INTERNATIONAL PROPERTIES INC	CLASS 3	400,000.00	48,504.30	0.00	351,495.70
AMERICAN LEGION	AMERICAN LEGION POST 397	CLASS 3	31,750.00	4,222.84	0.00	27,527.16
AMERONGEN	PROV. TR GP-FBO K R VAN AMERONGEN IRA	CLASS 3	50,000.00	4,781.25	0.00	45,218.75
AMERONGEN	PROV. TR GP-FBO KENNETH VAN AMERONGEN IRA	CLASS 3	132,000.00	4,424.97	0.00	127,575.03
AMES	VERNON A AMES	CLASS 3	100,000.00	12,757.29	0.00	87,242.71
AMICO/SHIELDS	PHILIP V AMICO & FRANCES J SHIELDS RLT	CLASS 3	100,000.00	1,684.02	0.00	98,315.98
AMUNDSON	KAREN AMUNDSON	CLASS 3	25,000.00	1,203.09	0.00	23,796.91
ANASTASIO	DAVID F & XUEYING LI ANASTASIO	CLASS 3	150,000.00	4,780.59	0.00	145,219.41
ANASTASIO	DAVID F ANASTASIO	CLASS 3	100,000.00	7,216.67	0.00	92,783.33
ANAYA	GOLDSTAR TR CO-FBO ROBERTO ANAYA JR IRA	CLASS 5	200,000.00	31,833.40	0.00	168,166.60
ANAYA	MAINSTAR-FBO BRENDA ANAYA T2175655	CLASS 3	55,000.00	5,035.07	0.00	49,964.93
ANAYA	MAINSTAR-FBO ROBERTO ANAYA JR	CLASS 3	130,000.00	27,798.84	0.00	102,201.16
ANCIL	SHELAGH S ANCIL	CLASS 3	108,000.00	756.00	0.00	107,244.00
ANDERS MANAGEMENT	ANDERS MANAGEMENT LLC	CLASS 3	100,000.00	10,565.32	0.00	89,434.68
ANDERSEN-JENSEN	CARL DAVID EDWARD ANDERSEN-JENSEN	CLASS 3	50,000.00	10,387.45	0.00	39,612.55
ANDERSON	ANDERSON FRLT 09/25/07	CLASS 3	25,000.00	2,945.83	0.00	22,054.17
ANDERSON	ANGELA M ANDERSON	CLASS 3	150,000.00	4,975.00	0.00	145,025.00
ANDERSON	C JOAN & MARK B ANDERSON	CLASS 3	350,000.00	4,151.38	0.00	345,848.62
ANDERSON	CHARLES E & SHIRLEY J ANDERSON	CLASS 3	800,000.00	151,638.85	0.00	648,361.15
ANDERSON	CHARLES E ANDERSON TR DTD 02/01/99	CLASS 3	200,000.00	29,100.06	0.00	170,899.94
ANDERSON	DARYL K ANDERSON	CLASS 3	25,000.00	1,941.03	0.00	23,058.97
ANDERSON	DAVID & SANTA ANDERSON	CLASS 3	100,000.00	3,996.93	0.00	96,003.07
ANDERSON	DONNA L ANDERSON	CLASS 3	50,000.00	5,699.25	0.00	44,300.75
ANDERSON	EDWARD & DEBRA ANDERSON	CLASS 3	100,000.00	0.00	0.00	100,000.00
ANDERSON	HORIZON TR CO-FBO CHARLES ANDERSON IRA	CLASS 3	300,000.00	42,783.33	0.00	257,216.67
ANDERSON	HORIZON TR CO-FBO SHIRLEY J ANDERSON IRA	CLASS 3	80,000.00	11,446.73	0.00	68,553.27
ANDERSON	INGEBORG ANDERSON	CLASS 3	125,000.00	12,734.86	0.00	112,265.14

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ANDERSON	IRA SVCS TR CO-CFBO ELISE ANDERSON IRA	CLASS 3	54,000.00	10,570.45	0.00	43,429.55
ANDERSON	JOHN E & LORRAINE A ANDERSON FT 08/11/05	CLASS 3	75,000.00	6,084.36	0.00	68,915.64
ANDERSON	LORI ANDERSON	CLASS 3	25,000.00	1,191.63	0.00	23,808.37
ANDERSON	MAINSTAR-FBO GALE ANDERSON TW004105	CLASS 3	63,480.25	1,110.90	0.00	62,369.35
ANDERSON	MAINSTAR-FBO H ROBERT ANDERSON T2178296	CLASS 3	25,000.00	145.60	0.00	24,854.40
ANDERSON	MAINSTAR-FBO JESSIE ANDERSON T2177495	CLASS 3	50,000.00	821.15	0.00	49,178.85
ANDERSON	MAINSTAR-FBO LELAND ANDERSON TW004113	CLASS 3	90,000.00	1,295.00	0.00	88,705.00
ANDERSON	MERVYN O & JEAN A ANDERSON	CLASS 3	50,000.00	1,083.33	0.00	48,916.67
ANDERSON	PROV. TR GP-FBO DANIEL ANDERSON ROTH IRA	CLASS 3	65,000.00	3,872.92	0.00	61,127.08
ANDERSON	PROV. TR GP-FBO JOHN D ANDERSON IRA	CLASS 5	150,000.00	44,900.00	0.00	105,100.00
ANDERSON	PROV. TR GP-FBO KATHRYN ANDERSON ROTH IRA	CLASS 3	85,000.00	5,064.58	0.00	79,935.42
ANDERSON	PROV. TR GP-FBO MOLLIE V ANDERSON IRA	CLASS 3	100,150.00	14,021.91	0.00	86,128.09
ANDERSON	SIDNEY L & MARY ANN ANDERSON	CLASS 3	200,000.00	34,083.27	0.00	165,916.73
ANDERSON	THE BRIELLE ANDERSON RT UTD 11/15/15	CLASS 3	25,000.00	0.00	0.00	25,000.00
ANDERSON/PODOLL	CONSTANCE ANDERSON & CATHERINE PODOLL	CLASS 3	75,000.00	0.00	0.00	75,000.00
ANDERTON	NORD ANDERTON	CLASS 3	90,000.00	1,885.00	0.00	88,115.00
ANDONIAN	LAUREL E ANDONIAN TR	CLASS 3	100,000.00	7,531.91	0.00	92,468.09
ANDRALI	SHIVA SREENATH ANDRALI	CLASS 3	100,000.00	5,681.22	0.00	94,318.78
ANDREW	AARON R ANDREW	CLASS 3	75,000.00	11,719.30	0.00	63,280.70
ANDREWS	LEROY & LAUREL ANDREWS	CLASS 3	50,000.00	3,480.59	0.00	46,519.41
ANDREWS	MARTIN F & JUDY A ANDREWS	CLASS 3	100,000.00	10,480.50	0.00	89,519.50
ANDREWS	PROV. TR GP-FBO BRUCE H ANDREWS IRA	CLASS 3	164,000.00	32,763.55	0.00	131,236.45
ANDREWS	PROV. TR GP-FBO ROY ANDREWS IRA	CLASS 5	65,000.00	21,901.88	0.00	43,098.12
ANDRUSS	MAINSTAR-FBO ROBERT ANDRUSS	CLASS 3	106,500.00	10,117.50	0.00	96,382.50
ANGEL	GEORGE ANGEL	CLASS 3	50,000.00	7,402.78	0.00	42,597.22
ANGEL	GEORGE W & DONNA J ANGEL	CLASS 3	50,000.00	8,588.35	0.00	41,411.65
ANGEL	GEORGE W & DONNA J ANGEL	CLASS 5	200,000.00	34,353.42	0.00	165,646.58
ANICETE	MAINSTAR-FBO REBECCA ANICETE TW003953	CLASS 3	100,000.00	3,363.89	0.00	96,636.11
ANKENBAUER	MAINSTAR-FBO AUTUMN ANKENBAUER TW004077	CLASS 3	27,000.00	337.50	0.00	26,662.50

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ANKENBRUCK	PROV. TR GP-FBO DAVID T ANKENBRUCK IRA	CLASS 3	50,000.00	8,958.33	0.00	41,041.67
ANSON	MAINSTAR-FBO PHIL ANSON	CLASS 3	109,447.06	6,214.16	0.00	103,232.90
ANSON	PHIL ANSON	CLASS 3	105,000.00	6,574.17	0.00	98,425.83
ANSTEY-SCHMOLLER	AUDREY L ANSTEY-SCHMOLLER	CLASS 3	25,000.00	0.00	0.00	25,000.00
ANTELOPE WOMENS CTR	PROV. TR GP-FBO ANTELOPE WOMENS CTR IRA	CLASS 3	50,000.00	4,612.50	0.00	45,387.50
ANTELOPE WOMENS CTR	PROV. TR GP-FBO ANTELOPE WOMENS CTR IRA	CLASS 5	50,000.00	4,612.50	0.00	45,387.50
ANTHONY	ANDREW J ANTHONY	CLASS 3	100,000.00	5,434.76	0.00	94,565.24
ANTHONY	MAINSTAR-FBO DENISE ANTHONY T2177156	CLASS 3	26,500.00	585.21	0.00	25,914.79
ANTHONY	NAVIN ANTHONY	CLASS 3	100,000.00	8,123.65	0.00	91,876.35
ANTINK	PROV. TR GP-FBO SUZANNAH ANTINK IRA	CLASS 3	199,750.00	16,716.47	0.00	183,033.53
ANTIOCH 16	ANTIOCH 16 LLC	CLASS 3	100,000.00	952.77	0.00	99,047.23
ANTIPOVA/TOKAR	LYUDMILA ANTIPOVA & ZINOVYIY TOKAR	CLASS 3	25,000.00	654.17	0.00	24,345.83
ANTONIO	EDWARD ANTONIO	CLASS 3	744,000.00	125,587.11	0.00	618,412.89
ANTONIO	EDWARD ANTONIO	CLASS 5	120,000.00	20,255.99	0.00	99,744.01
ANTONIO	IRA SVCS TR CO-CFBO ANDREW M ANTONIO IRA	CLASS 3	650,000.00	100,777.77	0.00	549,222.23
ANTONIO	IRA SVCS TR CO-CFBO LITA N ANTONIO IRA	CLASS 3	93,000.00	6,386.00	0.00	86,614.00
ANTONSON	JAMES W & MARLANE J ANTONSON	CLASS 3	105,000.00	17,456.25	0.00	87,543.75
ANTONSON	LINDA L ANTONSON	CLASS 3	600,000.00	53,800.00	0.00	546,200.00
ANTONY	ALUKAL K & JOLLY ANTONY	CLASS 3	100,000.00	4,716.66	0.00	95,283.34
APANOVICH	CONNIE & DAVID APANOVICH	CLASS 5	100,000.00	24,027.68	0.00	75,972.32
APANOVICH	CONNIE APANOVICH	CLASS 5	100,000.00	30,704.11	0.00	69,295.89
APPEL	KATHY J & WAYNE B APPEL	CLASS 3	50,000.00	476.39	0.00	49,523.61
APPEL	THE APPEL FT DTD 01/25/96	CLASS 3	50,000.00	5,244.44	0.00	44,755.56
APPLEGATE	THE MARILYN L APPLEGATE SPECIAL NEEDS TR	CLASS 5	200,000.00	79,903.50	0.00	120,096.50
APPLETON	PROV. TR GP-FBO JOHN M APPLETON IRA	CLASS 3	372,000.00	102,279.36	0.00	269,720.64
ARANDA	PROV. TR GP-FBO PETER J ARANDA IRA	CLASS 3	25,000.00	520.14	0.00	24,479.86
ARANDA	PROV. TR GP-FBO SANDRA M ARANDA IRA	CLASS 3	50,000.00	1,040.28	0.00	48,959.72
ARASTU	SAFDAR H ARASTU	CLASS 3	50,000.00	2,486.07	0.00	47,513.93
ARBOGAST	MARION S ARBOGAST	CLASS 3	25,000.00	1,138.16	0.00	23,861.84

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
ARCHIMEDE	JOHN D ARCHIMEDE	CLASS 3	25,000.00	533.33	0.00	24,466.67
ARCHULETA	PROV. TR GP-FBO PERRY ARCHULETA IRA	CLASS 3	130,500.00	24,011.54	0.00	106,488.46
ARCHULETA	PROV. TR GP-FBO PERRY ARCHULETA IRA	CLASS 5	200,000.00	36,799.29	0.00	163,200.71
ARELLANO	FEDERICO & MARIA ARELLANO	CLASS 3	50,000.00	270.83	0.00	49,729.17
ARENA	HILDA ARENA	CLASS 3	50,000.00	6,958.34	0.00	43,041.66
ARENS	FRINEE ARENS	CLASS 3	70,000.00	106.94	0.00	69,893.06
ARGUELLES	THE ARGUELLES FT DTD 02/16/01	CLASS 3	60,000.00	3,750.00	0.00	56,250.00
ARLETH	PROV. TR GP-FBO CECILE ARLETH IRA	CLASS 5	285,000.00	66,190.27	0.00	218,809.73
ARLETH	THE ARLETH FT-CURTIS B ARLETH	CLASS 5	100,000.00	34,319.33	0.00	65,680.67
ARLINE	KIMBERLY & ALFRED ARLINE	CLASS 3	200,000.00	5,833.35	0.00	194,166.65
ARLINE	MAINSTAR-FBO ALFRED D ARLINE T2177324	CLASS 3	207,941.01	5,296.72	0.00	202,644.29
ARMATA	PROV. TR GP-FBO THOMAS A ARMATA IRA	CLASS 3	255,799.00	36,976.60	0.00	218,822.40
ARMATA	THOMAS A & MARY L ARMATA	CLASS 3	30,000.00	3,360.00	0.00	26,640.00
ARMENTROUT	JOHN ARMENTROUT	CLASS 3	150,000.00	13,747.20	0.00	136,252.80
ARMSTRONG	BOYD A JR & BRENDA B ARMSTRONG	CLASS 3	75,000.00	14,711.07	0.00	60,288.93
ARMSTRONG	DALE & DEBORAH ARMSTRONG	CLASS 3	275,000.00	12,860.04	0.00	262,139.96
ARMSTRONG	MAINSTAR-FBO DAVID S ARMSTRONG T2174642	CLASS 3	210,000.00	21,653.33	0.00	188,346.67
ARMSTRONG	PATTI C & RICHARD B ARMSTRONG	CLASS 3	100,000.00	650.00	0.00	99,350.00
ARN	CHARLES JR & ANN GAIL ARN FT	CLASS 3	25,000.00	935.74	0.00	24,064.26
ARNDT	GARY ARNDT	CLASS 3	100,000.00	7,977.28	0.00	92,022.72
ARNDT	GARY ARNDT	CLASS 5	200,000.00	15,954.56	0.00	184,045.44
ARNDT	SAM ARNDT TR DTD 07/19/90	CLASS 3	150,000.00	13,189.58	0.00	136,810.42
ARNDT/RUTZ	GARY ARNDT & KENNETH D RUTZ	CLASS 5	100,000.00	9,527.74	0.00	90,472.26
ARNESSEN	STEIN ARNESSEN	CLASS 3	300,000.00	7,250.00	0.00	292,750.00
ARNETT	IRA SVCS TR CO-CFBO GERALD M ARNETT IRA	CLASS 3	32,000.00	976.00	0.00	31,024.00
ARNI	RICK & KAREN ARNI	CLASS 5	100,000.00	9,905.50	0.00	90,094.50
ARNOLD	EQUITY TRUST-FBO BERTA ARNOLD IRA	CLASS 5	125,000.00	75,133.60	0.00	49,866.40
ARNOLD	JOEL T ARNOLD	CLASS 3	25,000.00	22,960.37	0.00	2,039.63
ARNOLD	MAINSTAR-FBO JUDY ARNOLD T2178361	CLASS 3	63,000.00	334.54	0.00	62,665.46

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
ARNOLD	MICHAEL H & RITA A ARNOLD	CLASS 3	75,000.00	7,302.08	0.00	67,697.92
ARNOLD	WILLIAM D ARNOLD FT	CLASS 5	200,000.00	57,819.12	0.00	142,180.88
AROCHA	JOE AROCHA	CLASS 5	50,000.00	9,218.85	0.00	40,781.15
ARQUILLA	MAINSTAR-FBO ANTONIO ARQUILLA TW004103	CLASS 3	44,293.00	492.15	0.00	43,800.85
ARRINGTON	LYDIA C ARRINGTON	CLASS 3	50,000.00	1,048.59	0.00	48,951.41
ARTALONA	LOUIS & MAUREEN ARTALONA	CLASS 3	100,000.00	722.23	0.00	99,277.77
ARTAUD	GUETSLINE J ARTAUD	CLASS 3	25,000.00	0.00	0.00	25,000.00
ARUTA-NELSON	THE ARUTA-NELSON FT DTD 03/28/89	CLASS 3	25,000.00	0.00	0.00	25,000.00
ASAMOTO	WAYNE N & HYUN S ASAMOTO	CLASS 3	120,000.00	16,193.22	0.00	103,806.78
ASATO	IRA SVCS TR CO-CFBO GARY ASATO IRA	CLASS 3	100,000.00	1,652.79	0.00	98,347.21
ASEFA	WEBESHETE ASEFA	CLASS 3	50,000.00	583.34	0.00	49,416.66
ASH	LARRY E & REBECCA R ASH	CLASS 5	100,000.00	23,333.24	0.00	76,666.76
ASH	LARRY E ASH	CLASS 5	50,000.00	10,000.08	0.00	39,999.92
ASH	LIBERTY TR CO-FBO LARRY ASH IRA	CLASS 5	150,000.00	46,014.31	0.00	103,985.69
ASH	REBECCA R ASH	CLASS 5	50,000.00	20,791.86	0.00	29,208.14
ASH	ROBERTA K ASH RLT	CLASS 3*	25,000.00	1,804.17	0.00	23,195.83
ASHE	PROV. TR GP-FBO VERNICE ASHE IRA	CLASS 3	25,000.00	1,286.46	0.00	23,713.54
ASHMORE	BARBARA ANN ASHMORE	CLASS 3	70,000.00	5,514.45	0.00	64,485.55
ASHMORE	PROV. TR GP-FBO PAUL E ASHMORE IRA	CLASS 3	200,000.00	22,566.67	0.00	177,433.33
ASHWORTH	DAVID E ASHWORTH RLT	CLASS 3	400,000.00	5,425.00	0.00	394,575.00
ASHWORTH	MAINSTAR-FBO DAVID E ASHWORTH T2177727	CLASS 3	75,000.00	1,375.00	0.00	73,625.00
ASHWORTH	MAINSTAR-FBO SETSUKO K ASHWORTH T2177994	CLASS 3	280,000.00	2,955.55	0.00	277,044.45
ASHWORTH/CARNAHAN	DAN R ASHWORTH & CYNTHIA CARNAHAN	CLASS 3	75,000.00	3,750.04	0.00	71,249.96
ASIMOS	CHRISULA & GEORGE W ASIMOS	CLASS 3	100,000.00	11,916.58	0.00	88,083.42
ASIMOS	CHRISULA ASIMOS	CLASS 3	30,000.00	2,175.00	0.00	27,825.00
ASKEY	ROBERT J ASKEY	CLASS 5	50,000.00	7,129.20	0.00	42,870.80
ASLETT	DONALD A ASLETT	CLASS 3	222,092.04	21,452.78	0.00	200,639.26
ASTILL	MAINSTAR-FBO DANNY J ASTILL T2176901	CLASS 3	64,000.00	2,289.78	0.00	61,710.22
ASTILL	RILEY ASTILL	CLASS 3	156,000.00	6,560.67	0.00	149,439.33

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
ASTON	MAINSTAR-FBO BRIAN ASTON T2176472	CLASS 3	60,000.00	2,058.33	0.00	57,941.67
ASTON	MAINSTAR-FBO LEESA ASTON T2176424	CLASS 3	300,000.00	9,591.67	0.00	290,408.33
ASTRERO	MAINSTAR-FBO OSCAR ASTRERO	CLASS 3	100,000.00	5,416.68	0.00	94,583.32
ATHERTON	IRA SVCS TR CO-CFBO CAROL M ATHERTON IRA	CLASS 3	151,000.00	6,165.81	0.00	144,834.19
ATKINS	ATKINS FAMILY IRREV TR	CLASS 3	190,000.00	12,158.30	0.00	177,841.70
ATKINSON	PROV. TR GP-FBO PETER ATKINSON IRA	CLASS 3	80,061.79	1,199.81	0.00	78,861.98
ATTEBERY	CYNTHIA ATTEBERY	CLASS 3	40,000.00	600.83	0.00	39,399.17
AUBLE	RONALD L AUBLE	CLASS 3	50,000.00	476.39	0.00	49,523.61
AUCOIN	PETER & ELIZABETH AUCOIN	CLASS 3	50,000.00	1,433.33	0.00	48,566.67
AUDI	FRANCESCA & PASQUA AUDI	CLASS 3	150,000.00	1,050.00	0.00	148,950.00
AUGASON	JEFFREY P & MICHELLE C AUGASON	CLASS 3	50,000.00	8,481.15	0.00	41,518.85
AUGASON	JEFFREY P AUGASON	CLASS 3	100,000.00	17,013.84	0.00	82,986.16
AUGER	JOHN H AUGER	CLASS 3	100,000.00	19,475.57	0.00	80,524.43
AUGER	JOHN H AUGER	CLASS 5	400,000.00	77,902.27	0.00	322,097.73
AUGUSTAD	ROSALIE L AUGUSTAD	CLASS 3	25,000.00	1,153.44	0.00	23,846.56
AUSK	JAMES P & JO ARLENE AUSK JTWROS	CLASS 5	150,000.00	56,236.04	0.00	93,763.96
AUSK	PROV. TR GP-FBO JO ARLENE AUSK IRA	CLASS 3	147,000.00	18,914.05	0.00	128,085.95
AUSK	PROV. TR GP-FBO JOARLENE AUSK IRA	CLASS 5	72,000.00	15,320.00	0.00	56,680.00
AUSTIN	LORI AUSTIN	CLASS 5	50,000.00	1,030.56	0.00	48,969.44
AUSTIN	PROV. TR GP-FBO STEPHEN F AUSTIN IRA	CLASS 3	60,000.00	13,251.00	0.00	46,749.00
AVERITTE	LELA AVERITTE	CLASS 3	50,000.00	5,366.73	0.00	44,633.27
AVERY	CARYN AVERY	CLASS 3	250,000.00	24,500.00	0.00	225,500.00
AVRAMIDES	PROV. TR GP-FBO GEORGE AVRAMIDES IRA	CLASS 3	67,728.00	9,734.46	0.00	57,993.54
AVRAMIDES	PROV. TR GP-FBO LOIS AVRAMIDES IRA	CLASS 3	47,500.00	6,827.15	0.00	40,672.85
AYERS	ALEXANDRA AYERS	CLASS 3	34,351.00	2,228.06	0.00	32,122.94
AYERS	CYNTHIA AYERS	CLASS 5	111,000.00	4,822.33	0.00	106,177.67
AYERS	MAINSTAR-FBO CYNTHIA AYERS R2177224	CLASS 5	25,000.00	1,047.23	0.00	23,952.77
AYERS	MAINSTAR-FBO CYNTHIA AYERS T2177223	CLASS 5	125,000.00	4,958.33	0.00	120,041.67
AYERS	MAINSTAR-FBO PAULA AYERS RW003317	CLASS 3	39,546.19	2,732.62	0.00	36,813.57

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
AYOTTE	MICHAEL OR JOY AYOTTE JWROS	CLASS 5	140,000.00	60,340.06	0.00	79,659.94
AYRES	CURTIS HAVEN & SHARON LEIGH AYRES	CLASS 3	160,000.00	4,433.36	0.00	155,566.64
AZAR	NABIL & RANA AZAR	CLASS 3	150,000.00	9,656.25	0.00	140,343.75
B MAYFIELD	B MAYFIELD HOLDINGS LLC	CLASS 5	212,764.00	48,193.24	0.00	164,570.76
BAAR	MAINSTAR-FBO MARY K BAAR T2176411	CLASS 3	80,000.00	3,080.00	0.00	76,920.00
BAAR	MARY K BAAR	CLASS 3	160,000.00	8,389.34	0.00	151,610.66
BABCOCK	TR FSBO AUDREY J BABCOCK	CLASS 3	27,500.00	2,250.81	0.00	25,249.19
BACA	HILARIO & BRAULIA BACA	CLASS 3	30,000.00	0.00	0.00	30,000.00
BACHELLER	THE BACHELLER FT DTD 08/27/90 KB TTEE	CLASS 3	50,000.00	3,750.00	0.00	46,250.00
BACHOCHIN	ROBERT BACHOCHIN	CLASS 3	30,000.00	3,124.59	0.00	26,875.41
BACKUS	IRA SVCS TR CO-CFBO LINDA BACKUS IRA	CLASS 3	315,000.00	34,426.52	0.00	280,573.48
BACKUS	IRA SVCS TR CO-CFBO TIMOTHY D BACKUS IRA	CLASS 3	439,500.00	75,705.60	0.00	363,794.40
BACKUS	IRA SVCS TR CO-CFBO TIMOTHY D BACKUS IRA	CLASS 5	200,000.00	34,450.78	0.00	165,549.22
BAD RIV BAND	BAD RIV BAND LK SUP CHIPPEWA INDIANS	CLASS 3	2,500,000.00	346,875.00	0.00	2,153,125.00
BADER	THE BADER TR DTD 02/01/17	CLASS 3	200,000.00	1,216.67	0.00	198,783.33
BAER	HARVEY D & GERALDINE BAER	CLASS 3	100,000.00	9,650.00	0.00	90,350.00
BAGLIONE-MANLEY	ANGELA BAGLIONE-MANLEY	CLASS 3	25,000.00	558.33	0.00	24,441.67
BAHIA	MICHAEL & JASMINE BAHIA	CLASS 5	50,000.00	25,206.22	0.00	24,793.78
BAIDA	PROV. TR GP-FBO DORIENCE BAIDA IRA	CLASS 3	33,750.00	1,377.19	0.00	32,372.81
BAILEY	ALLYN BAILEY	CLASS 3	100,000.00	402.78	0.00	99,597.22
BAILEY	CATHY A BAILEY	CLASS 3	247,000.00	31,951.04	0.00	215,048.96
BAILEY	CHARLES J & JAN A BAILEY	CLASS 3	100,000.00	17,033.33	0.00	82,966.67
BAILEY	JAMES & PAULINE BAILEY	CLASS 3	50,000.00	5,828.60	0.00	44,171.40
BAILEY	JIMMY E BAILEY	CLASS 3	50,000.00	791.66	0.00	49,208.34
BAILEY	PROV. TR GP-FBO CHARLES J BAILEY IRA	CLASS 3	230,000.00	32,323.34	0.00	197,676.66
BAILEY	PROV. TR GP-FBO JAN A BAILEY IRA	CLASS 3	42,332.00	5,546.08	0.00	36,785.92
BAILEY	PROV. TR GP-FBO KIMBERLY A BAILEY IRA	CLASS 5	79,194.00	17,268.69	0.00	61,925.31
BAILEY	PROV. TR GP-FBO REX BAILEY ROTH IRA	CLASS 3	59,000.00	8,287.24	0.00	50,712.76
BAILEY	PROV. TR GP-FBO REX BAILEY ROTH IRA	CLASS 5	20,806.00	2,922.44	0.00	17,883.56

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BAILEY	SUNWEST TR WILLIAM B BAILEY IRA	CLASS 3	102,356.69	13,414.40	0.00	88,942.29
BAIN	ANGUS BAIN	CLASS 3	100,000.00	5,958.37	0.00	94,041.63
BAIRD	MARGIE POPLAWSKI BAIRD	CLASS 3	100,000.00	2,138.90	0.00	97,861.10
BAKAY	DAVID BAKAY	CLASS 3	40,000.00	444.45	0.00	39,555.55
BAKER	ALAN E & DESIREE D BAKER	CLASS 3	200,000.00	8,366.71	0.00	191,633.29
BAKER	BAKER FT DTD 09/26/01	CLASS 3	75,000.00	5,497.92	0.00	69,502.08
BAKER	LAWRENCE BAKER	CLASS 5	100,000.00	22,272.00	0.00	77,728.00
BAKER	MAINSTAR-FBO DEBORAH L BAKER T2176485	CLASS 3	100,000.00	4,763.89	0.00	95,236.11
BAKER	MARK BAKER	CLASS 3	100,000.00	13,067.26	0.00	86,932.74
BAKER	MILTON BAKER FT	CLASS 3	50,000.00	1,034.71	0.00	48,965.29
BAKER	PATRICIA BAKER	CLASS 3	25,000.00	72.22	0.00	24,927.78
BAKER	PROV. TR GP-FBO BARRY BAKER IRA	CLASS 3	24,900.00	3,523.35	0.00	21,376.65
BAKER	PROV. TR GP-FBO MARK BAKER INH IRA	CLASS 3	279,500.00	36,462.03	0.00	243,037.97
BAKER	PROV. TR GP-FBO MISSY BAKER ROTH IRA	CLASS 3	25,000.00	1,557.29	0.00	23,442.71
BAKER	PROV. TR GP-FBO ROBERT D BAKER IRA	CLASS 5	300,000.00	3,902.78	0.00	296,097.22
BAKER	RICHARD ALLEN BAKER EST	CLASS 5	250,119.42	29,264.47	0.00	220,854.95
BAKER	SANDRA C BAKER	CLASS 3	25,000.00	1,214.55	0.00	23,785.45
BAKERSKY	MAINSTAR-FBO PETER BAKERSKY T2176996	CLASS 3	200,000.00	4,722.23	0.00	195,277.77
BAKKER	PROV. TR GP-FBO MANUELLA A BAKKER IRA	CLASS 3	345,715.70	28,300.67	0.00	317,415.03
BALBO	PETER MICHAEL BALBO RLT	CLASS 3	200,000.00	28,252.62	0.00	171,747.38
BALCAZAR	KIM BALCAZAR	CLASS 3	50,000.00	258.33	0.00	49,741.67
BALDASSARO	PETER A BALDASSARO	CLASS 3	100,000.00	1,500.00	0.00	98,500.00
BALDUCCI	MARIA & NICOLA BALDUCCI	CLASS 3	150,000.00	13,804.19	0.00	136,195.81
BALDUCCI	MARIA & NICOLA BALDUCCI	CLASS 5	100,000.00	9,202.79	0.00	90,797.21
BALDUCCI	PEGGY A BALDUCCI	CLASS 3	30,000.00	1,014.04	0.00	28,985.96
BALDWIN	LISA BALDWIN	CLASS 3	25,000.00	18,315.42	0.00	6,684.58
BALES	MICHAEL BALES	CLASS 3	100,000.00	5,059.72	0.00	94,940.28
BALES	PROV. TR GP-FBO WILLIAM K BALES IRA	CLASS 3	415,000.00	17,845.00	0.00	397,155.00
BALIKE	MAHESH BALIKE	CLASS 3	25,000.00	150.69	0.00	24,849.31

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
BALLARD	CARISSE B BALLARD	CLASS 3	100,000.00	3,558.53	0.00	96,441.47
BALLARD	MAINSTAR-FBO ROBERT BALLARD	CLASS 3	25,000.00	1,313.89	0.00	23,686.11
BALLWEG	ALLAN M BALLWEG	CLASS 3	50,000.00	1,875.00	0.00	48,125.00
BALMENTI	BEN & ELVIRA BALMENTI IT	CLASS 3	200,000.00	12,583.28	0.00	187,416.72
BALMUTH	PROV. TR GP-FBO PEARL BALMUTH IRA	CLASS 3	76,500.00	6,553.64	0.00	69,946.36
BALSAMO	CONNIE BALSAMO	CLASS 3	50,000.00	5,326.38	0.00	44,673.62
BALZER	CAREY BALZER	CLASS 5	240,000.00	21,600.00	0.00	218,400.00
BANCROFT	PROV. TR GP-FBO EILEEN R BANCROFT IRA	CLASS 3	51,854.00	8,504.06	0.00	43,349.94
BANDES	CHESTER BANDES RT	CLASS 3	50,000.00	3,384.93	0.00	46,615.07
BANE	PAUL BANE	CLASS 3	25,000.00	1,025.67	0.00	23,974.33
BANKS	PROV. TR GP-FBO JANICE BANKS ICA	CLASS 3	40,000.00	0.00	0.00	40,000.00
BANTA	MAINSTAR-FBO GWEN BANTA SW003315	CLASS 3	108,500.00	5,027.34	0.00	103,472.66
BANUELOS	MAINSTAR-FBO MARTHA BANUELOS TW003993	CLASS 3	50,579.91	1,327.72	0.00	49,252.19
BANZHOFF	NANCY D & CHARLES K BANZHOFF	CLASS 3	50,000.00	1,662.52	0.00	48,337.48
BAO/HE	HUIHONG BAO & SAI HE	CLASS 3	50,000.00	0.00	0.00	50,000.00
BARANGAN	PACITA BARANGAN	CLASS 3	50,000.00	679.87	0.00	49,320.13
BARBER	CAROL BARBER	CLASS 5	50,000.00	9,527.88	0.00	40,472.12
BARBER	THE BETH BARBER LT DTD 12/01/97	CLASS 3	130,000.00	13,552.48	0.00	116,447.52
BARBIERI	PROV. TR GP-FBO JOSEPH BARBIERI III IRA	CLASS 5	119,000.00	41,476.72	0.00	77,523.28
BARBOSA	LIONEL A & JUNE A BARBOSA	CLASS 5	100,000.00	15,666.61	0.00	84,333.39
BARCELONA	THE BARCELONA FT	CLASS 3	100,000.00	4,482.43	0.00	95,517.57
BARCHIE	THOMAS E & JOYCE E BARCHIE	CLASS 3	25,000.00	2,260.37	0.00	22,739.63
BARCLAY	IAIN BARCLAY	CLASS 3	25,000.00	0.00	0.00	25,000.00
BARDEN	JAMES A & CAROLYN L BARDEN	CLASS 3	100,000.00	5,033.33	0.00	94,966.67
BARGER	SANDRA L BARGER	CLASS 3	100,000.00	9,044.49	0.00	90,955.51
BARISCIANO	MAINSTAR-FBO MARIO BARISCIANO 1002783319	CLASS 3	220,000.00	12,133.61	0.00	207,866.39
BARKLEY	DWIGHT BARKLEY	CLASS 3	80,000.00	8,149.99	0.00	71,850.01
BARKLEY	JEFFREY & COLLEEN BARKLEY	CLASS 3	50,000.00	1,141.67	0.00	48,858.33
BARNABY	CAROLE E BARNABY	CLASS 3	68,400.00	5,004.60	0.00	63,395.40

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Schedule 3 - Schedule of Principal Amounts and Prepetition Distributions**

Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
BARNABY	IRA SVCS TR CO-CFBO CAROL E BARNABY IRA	CLASS 3	34,000.00	2,431.00	0.00	31,569.00
BARNATTAN	ELAINE BARNATTAN	CLASS 3	50,000.00	3,116.71	0.00	46,883.29
BARNES	IRA SVCS TR CO-CFBO CHARLES L BARNES	CLASS 3	90,000.00	1,102.50	0.00	88,897.50
BARNES	KARYTA L BARNES	CLASS 3	115,000.00	7,390.75	0.00	107,609.25
BARNES	LAVINIA P BARNES	CLASS 3	220,000.00	21,200.00	0.00	198,800.00
BARNES	MARLENE W & WILLIAM J BARNES	CLASS 3	50,000.00	1,991.67	0.00	48,008.33
BARNES	MARY BARNES	CLASS 3	120,000.00	0.00	0.00	120,000.00
BARNES	MICHAEL E BARNES	CLASS 3	100,000.00	8,076.31	0.00	91,923.69
BARNES	PATRICIA BARNES	CLASS 3	85,000.00	2,698.84	0.00	82,301.16
BARNES	PROV. TR GP-FBO SANDRA G BARNES IRA	CLASS 3	24,500.00	2,237.67	0.00	22,262.33
BARNES	SHIRLEY M BARNES	CLASS 5	146,000.00	8,618.09	0.00	137,381.91
BARNES	TYRUS M & WENDY B BARNES	CLASS 3	60,000.00	1,633.33	0.00	58,366.67
BARNETT	MAINSTAR-FBO CHARLES R BARNETT	CLASS 3	108,000.00	4,191.00	0.00	103,809.00
BARNETT	MAINSTAR-FBO RACHEL BARNETT R2177983	CLASS 3	25,000.00	229.17	0.00	24,770.83
BARNEY	PROV. TR GP-FBO DEAN BARNEY IRA	CLASS 3	42,500.00	708.33	0.00	41,791.67
BARNICH	BRUCE & SHARI BARNICH	CLASS 3	50,000.00	958.32	0.00	49,041.68
BARNUM	MARIA D BARNUM	CLASS 3	46,000.00	5,765.39	0.00	40,234.61
BAROCH	PROV. TR GP-FBO DOROTHY F BAROCH IRA	CLASS 3	25,000.00	2,270.83	0.00	22,729.17
BARON	JAMES E BARON	CLASS 3	100,000.00	1,209.73	0.00	98,790.27
BARR	JOHN E BARR	CLASS 3	100,000.00	17,116.68	0.00	82,883.32
BARR	MAINSTAR-FBO ALICE R BARR T2177319	CLASS 3	380,000.00	10,386.67	0.00	369,613.33
BARR	PROV. TR GP-FBO JOHN E BARR ROTH IRA	CLASS 3	175,400.00	25,970.67	0.00	149,429.33
BARRACK	NASIM BARRACK	CLASS 3	50,000.00	4,744.40	0.00	45,255.60
BARRAS	PROV. TR GP-FBO LISA BARRAS IRA	CLASS 3	20,000.00	1,835.00	0.00	18,165.00
BARRAUGH	MAINSTAR-FBO WILLIAM BARRAUGH	CLASS 3	179,000.00	27,086.81	0.00	151,913.19
BARRAUGH	MAINSTAR-FBO WILLIAM BARRAUGH	CLASS 5	100,000.00	15,132.29	0.00	84,867.71
BARRETT	KYLER BARRETT	CLASS 3	35,000.00	735.01	0.00	34,264.99
BARRETT	NANCY J BARRETT	CLASS 3	100,000.00	1,850.00	0.00	98,150.00
BARRIAGE	LE ROY W & BETTY B BARRIAGE	CLASS 3	25,000.00	2,487.55	0.00	22,512.45

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
BARRICKMAN	NORMAN & LILIANE BARRICKMAN RT 10/15/07	CLASS 3	161,000.00	36,124.99	0.00	124,875.01
BARRON	BARRON HOLDINGS LLC	CLASS 5	200,000.00	52,440.33	0.00	147,559.67
BARROWS	DENNIS BARROWS	CLASS 3	200,000.00	8,918.09	0.00	191,081.91
BARRY	FT OF AINA FAE BARRY	CLASS 3	75,000.00	2,145.83	0.00	72,854.17
BARRY	JAMES L BARRY JR	CLASS 3	30,000.00	2,520.00	0.00	27,480.00
BARRY	PROV. TR GP-FBO ANDREA L BARRY IRA	CLASS 3	30,000.00	1,400.00	0.00	28,600.00
BARRY	THE RAY & KAREN BARRY FT 06/14/02	CLASS 3	50,000.00	11,591.63	0.00	38,408.37
BARSNESS	DONALD A BARSNESS	CLASS 3	150,000.00	10,643.07	1,000.00	138,356.93
BARSNESS	JAMES A BARSNESS	CLASS 3	50,000.00	2,554.83	0.00	47,445.17
BARTEL	CRAIG A BARTEL TR DTD 07/26/83	CLASS 3	25,000.00	1,224.97	0.00	23,775.03
BARTELL	ROBERT BARTELL	CLASS 3	100,000.00	7,888.90	0.00	92,111.10
BARTELS	LUCILLE BARTELS	CLASS 3	25,000.00	600.71	0.00	24,399.29
BARTO	JOHN M & SUSAN M BARTO	CLASS 3	50,000.00	6,837.57	0.00	43,162.43
BARTON	DEBRA A BARTON	CLASS 3	50,000.00	7,680.64	0.00	42,319.36
BASA	MANUEL & CRISTETA BASA	CLASS 3	25,000.00	1,503.52	0.00	23,496.48
BASCI	PROV. TR GP-FBO JOHN BASCI SOLO K	CLASS 3	50,000.00	1,284.72	0.00	48,715.28
BASHKOFF	BERNARD & ELEANOR N BASHKOFF RT	CLASS 3	200,000.00	13,654.13	0.00	186,345.87
BASSEN	SANDRA & IRA D BASSEN	CLASS 3	100,000.00	1,283.33	0.00	98,716.67
BASSEN	SANDRA & IRA D BASSEN	CLASS 3*	50,000.00	0.00	0.00	50,000.00
BASTIAN	LEONARD BASTIAN	CLASS 3	60,000.00	4,755.52	0.00	55,244.48
BATE	MICHAEL K & MARY C BATE	CLASS 3	25,000.00	683.33	0.00	24,316.67
BATEMAN	TODD H BATEMAN	CLASS 3	25,000.00	263.90	0.00	24,736.10
BATES	MARLENE BATES	CLASS 3	120,000.00	8,017.11	0.00	111,982.89
BATES	PROV. TR GP-FBO TONYCE BATES ROTH IRA	CLASS 3	29,350.00	194.04	0.00	29,155.96
BATHORY	PROV. TR GP-FBO GEORGE L BATHORY IRA	CLASS 3	201,300.00	26,342.34	0.00	174,957.66
BATTAGLIA	MAINSTAR-FBO CARMEN BATTAGLIA T2175302	CLASS 3	199,664.60	15,742.65	0.00	183,921.95
BATTERMAN	KURT BATTERMAN	CLASS 3	100,000.00	661.12	0.00	99,338.88
BATTS	LUCIA J BATTS	CLASS 3	50,000.00	4,854.09	0.00	45,145.91
BATUK	GREGORY BATUK	CLASS 3	60,000.00	5,500.00	0.00	54,500.00

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BATUK	MAINSTAR-FBO GREGORY BATUK T2174546	CLASS 3	190,000.00	21,596.67	0.00	168,403.33
BAUCK	KRISTINA BAUCK	CLASS 3	25,000.00	1,054.84	0.00	23,945.16
BAUER	KENNETH W & LINDA S BAUER	CLASS 3	200,000.00	8,791.67	0.00	191,208.33
BAUER	M LOUISE BAUER	CLASS 3	100,000.00	16,469.35	0.00	83,530.65
BAUER	VALERIE BAUER	CLASS 3	25,000.00	1,000.67	0.00	23,999.33
BAUER-HANSEN	DORIS A BAUER-HANSEN	CLASS 3	60,000.00	17,943.33	0.00	42,056.67
BAUERLE	MICHAEL I & JILL M BAUERLE	CLASS 3	200,000.00	30,333.33	0.00	169,666.67
BAUERLE	PROV. TR GP-FBO MICHAEL I BAUERLE IRA	CLASS 5	199,750.00	44,222.43	0.00	155,527.57
BAUERLE	WILLIAM & MARCIA D BAUERLE	CLASS 5	100,000.00	11,494.48	0.00	88,505.52
BAUMBACH	DOROTHY J BAUMBACH IT	CLASS 3	50,000.00	4,416.60	0.00	45,583.40
BAUMGARN	ARLO & JEAN BAUMGARN	CLASS 3	25,000.00	465.29	0.00	24,534.71
BAXTER	CRAIG & LAURA LEE BAXTER	CLASS 3	180,000.00	2,135.00	0.00	177,865.00
BAXTER	LARRY D BAXTER	CLASS 3	300,000.00	7,916.67	0.00	292,083.33
BAXTER	LAURA LEE & CRAIG BAXTER	CLASS 3	50,000.00	2,157.62	0.00	47,842.38
BAXTER	PROV. TR GP-FBO CRAIG BAXTER IRA	CLASS 3	50,000.00	11,012.96	0.00	38,987.04
BAXTER	PROV. TR GP-FBO CRAIG BAXTER IRA	CLASS 5	100,000.00	22,025.93	0.00	77,974.07
BAXTER	RACHEL L BAXTER	CLASS 3	300,000.00	7,458.33	0.00	292,541.67
BAY/BELLSTEDT	RIA BAY & OLAF BELLSTEDT	CLASS 3	100,000.00	12,647.08	1,000.00	86,352.92
BAYLESS	MARGARET A BAYLESS	CLASS 3	150,000.00	4,725.00	0.00	145,275.00
BAZZELL-MAY	PROV. TR GP-FBO ERICA BAZZELL-MAY INH IRA	CLASS 3	30,000.00	1,242.50	0.00	28,757.50
BEACH	MARK S BEACH	CLASS 3	100,000.00	17,121.56	0.00	82,878.44
BEACH	MICHELE BEACH	CLASS 5	250,000.00	73,568.39	0.00	176,431.61
BEADLE	HERBERT R & JOELLEN BEADLE CO-TR 03/29/11	CLASS 3	200,000.00	34,072.63	0.00	165,927.37
BEADLE	HERBERT R & JOELLEN BEADLE CO-TR 03/29/11	CLASS 5	100,000.00	17,036.32	0.00	82,963.68
BEAL	JOSEPH & RUTH A BEAL	CLASS 3	50,000.00	6,005.52	0.00	43,994.48
BEALL	BYRON BRUCE BEALL	CLASS 3	350,000.00	16,050.00	0.00	333,950.00
BEARD	IRA SVCS TR CO-CFBO SANDRA L BEARD IRA	CLASS 3	48,000.00	1,857.33	0.00	46,142.67
BEASLEY	DAN J & RUTH A BEASLEY	CLASS 3	100,000.00	5,433.33	0.00	94,566.67
BEASLEY	MAINSTAR-FBO STEVEN E BEASLEY T2177320	CLASS 3	104,423.83	1,724.67	0.00	102,699.16

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
BEATTY	CAROLYN BEATTY	CLASS 3	30,000.00	91.67	0.00	29,908.33
BEATTY	MAINSTAR-FBO KATHLEEN M BEATTY	CLASS 3	40,411.00	2,327.56	0.00	38,083.44
BEATTY/REYNOLDS	SUSAN L BEATTY & CELIA L REYNOLDS	CLASS 3	50,000.00	1,770.32	0.00	48,229.68
BEATY	WALES B & JOAN W BEATY	CLASS 3	300,000.00	6,719.44	0.00	293,280.56
BEAU VISAGE	BEAU VISAGE INC	CLASS 3	60,000.00	11,671.62	0.00	48,328.38
BEAULIEU	LYNDA BEAULIEU	CLASS 3	32,000.00	1,728.00	0.00	30,272.00
BEAULIEU	PROV. TR GP-FBO DAVID R BEAULIEU IRA	CLASS 3	36,876.00	2,028.18	0.00	34,847.82
BEAULIEU	PROV. TR GP-FBO LYNDA BEAULIEU IRA	CLASS 3	33,568.00	1,695.18	0.00	31,872.82
BEAVER	JOHN BEAVER	CLASS 3	147,000.00	15,999.01	0.00	131,000.99
BEAVER	MAINSTAR-FBO ROBERT W BEAVER T2177615	CLASS 3	25,000.00	573.61	0.00	24,426.39
BEAVER	PROV. TR GP-FBO JOHN BEAVER IRA	CLASS 3	107,045.00	10,032.50	0.00	97,012.50
BECK	GUSTAVE J BECK	CLASS 3	30,000.00	3,406.67	0.00	26,593.33
BECK	GUSTAVE J BECK	CLASS 5	100,000.00	11,355.56	0.00	88,644.44
BECK	ROGER E BECK	CLASS 3	100,000.00	2,166.67	0.00	97,833.33
BECK	STEVEN E & SHARON E BECK	CLASS 3	200,000.00	2,780.55	0.00	197,219.45
BECK	TIMOTHY P & KAREN BECK	CLASS 3	425,000.00	8,761.12	0.00	416,238.88
BECKER	JOHN C BECKER	CLASS 5	50,000.00	10,145.85	0.00	39,854.15
BECKER	WILMA BECKER TR DTD 09/13/07	CLASS 3	25,000.00	2,740.00	0.00	22,260.00
BECKETT	ARCHIE R & DANI N BECKETT	CLASS 5	3,600,000.00	1,041,508.51	0.00	2,558,491.49
BECKHEYER	1995 CRAIG & CHERYL BECKHEYER RTAR 2006	CLASS 5	50,000.00	18,000.15	0.00	31,999.85
BECKMANN	DUANE BECKMANN LT DTD 12/12/07	CLASS 5	650,000.00	175,021.29	0.00	474,978.71
BECKS	LORI G BECKS	CLASS 3	30,000.00	500.00	0.00	29,500.00
BECVAR	SUNWEST TR JOANN MARIE BECVAR IRA	CLASS 3	25,000.00	729.15	0.00	24,270.85
BEEBE	THOMAS H & CYNTHIA M BEEBE	CLASS 3	100,000.00	4,802.75	0.00	95,197.25
BEEDER	CAROLYN ANN BEEDER	CLASS 3	100,000.00	1,138.90	0.00	98,861.10
BEEHLER	REBECCA BEEHLER	CLASS 3	140,000.00	0.00	0.00	140,000.00
BEER	DAVID & LYNN BEER	CLASS 3	40,000.00	0.00	0.00	40,000.00
BEERBAUM	JUDY & JAMES BEERBAUM	CLASS 3	50,000.00	1,825.00	0.00	48,175.00
BEERS	BETTY L BEERS IRREV TR	CLASS 3	75,000.00	656.25	0.00	74,343.75

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BEERS	RANDY & MAYRA BEERS	CLASS 3	50,000.00	437.49	0.00	49,562.51
BEESON	IRA SVCS TR CO-CFBO SANDRA BEESON	CLASS 3	80,000.00	1,577.76	0.00	78,422.24
BEGGS	MARK S BEGGS	CLASS 3	240,000.00	10,890.00	0.00	229,110.00
BEGLEY	MARY BEGLEY	CLASS 3	170,000.00	17,314.23	0.00	152,685.77
BEKIROV	HUSEYIN BEKIROV	CLASS 3	200,000.00	18,080.50	0.00	181,919.50
BEL AIR	THE BEL AIR CRUT	CLASS 3	50,000.00	3,394.52	0.00	46,605.48
BELANGER	JOHN & DENECE BELANGER	CLASS 3	350,000.00	26,996.98	0.00	323,003.02
BELANGER	JOHN & DENECE BELANGER	CLASS 5	250,000.00	19,283.56	0.00	230,716.44
BELDT	PROV. TR GP-FBO RICHARD E BELDT IRA	CLASS 3	212,545.00	32,583.21	0.00	179,961.79
BELDT	RICHARD E BELDT	CLASS 3	65,000.00	7,411.77	0.00	57,588.23
BELIN	FURMAN L & BETTY A BELIN	CLASS 3	50,000.00	6,081.28	0.00	43,918.72
BELIN	PROV. TR GP-FBO BETTY A BELIN IRA	CLASS 3	280,000.00	7,606.67	0.00	272,393.33
BELIVEAU	TOM BELIVEAU	CLASS 5	120,000.00	65,433.20	0.00	54,566.80
BELL	BRIAN BELL	CLASS 3	75,000.00	2,260.42	0.00	72,739.58
BELL	MAINSTAR-FBO BRIAN BELL R2177645	CLASS 3	46,725.00	1,008.48	0.00	45,716.52
BELL	MAINSTAR-FBO BRIAN BELL T2177611	CLASS 3	101,950.00	2,577.07	0.00	99,372.93
BELL	MAINSTAR-FBO CAROL DIANE BELL T2178271	CLASS 3	25,700.00	259.74	0.00	25,440.26
BELL	MARY JANE BELL	CLASS 3	25,000.00	0.00	0.00	25,000.00
BELL	MARY W BELL	CLASS 3	54,403.52	7,673.92	0.00	46,729.60
BELL	SUNWEST TR EARL WOODROW BELL JR IRA	CLASS 3	200,000.00	7,616.67	0.00	192,383.33
BELLACE	ANDREW BELLACE	CLASS 3	200,000.00	25,766.70	0.00	174,233.30
BELLISTON	DIANE BELLISTON	CLASS 3	30,000.00	2,292.50	0.00	27,707.50
BELLISTON	PROV. TR GP-FBO A BRENT BELLISTON IRA	CLASS 3	75,000.00	10,449.13	0.00	64,550.87
BELLISTON	PROV. TR GP-FBO A BRENT BELLISTON IRA	CLASS 3*	25,000.00	840.97	0.00	24,159.03
BELMORE	DAVID & CAROLYN BELMORE LT	CLASS 5	100,000.00	26,083.83	0.00	73,916.17
BELTRAN	RONALD W BELTRAN	CLASS 3	130,000.00	0.00	0.00	130,000.00
BELTRANO	LANI BELTRANO	CLASS 3	25,000.00	1,288.91	0.00	23,711.09
BEMIS	PROV. TR GP-FBO FRANCIS W BEMIS IRA	CLASS 5	50,000.00	9,083.33	0.00	40,916.67
BENDA	MYRNA & ALEXANDER BENDA	CLASS 3	100,000.00	7,350.00	0.00	92,650.00

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BENDER	JOSEPH DEAN BENDER	CLASS 3	80,000.00	3,002.24	0.00	76,997.76
BENDER	PROV. TR GP-FBO JANE BENDER IRA	CLASS 3	26,000.00	2,360.94	0.00	23,639.06
BENDER	PROV. TR GP-FBO MILTON J BENDER ROTH IRA	CLASS 3	36,250.00	4,740.18	0.00	31,509.82
BENE	PROV. TR GP-FBO STEVE MILLER DEF BENE IRA	CLASS 3	74,500.00	3,093.83	0.00	71,406.17
BENE	PROV. TR GP-FBO V MORRISSEY BENE INH IRA	CLASS 3	141,713.00	12,392.51	0.00	129,320.49
BENEDICT	GALEN A & FERN E BENEDICT	CLASS 3	160,000.00	1,617.77	0.00	158,382.23
BENES	PROV. TR GP-FBO LLOYD BENES IRA	CLASS 3	522,000.00	84,745.20	0.00	437,254.80
BENES	PROV. TR GP-FBO LLOYD BENES IRA	CLASS 5	200,000.00	32,469.42	0.00	167,530.58
BENESSERE	MARIE BENESSERE	CLASS 3	250,000.00	29,166.60	0.00	220,833.40
BENJAMIN	PROV. TR GP-FBO CURTIS L BENJAMIN IRA	CLASS 3	467,215.00	23,017.33	0.00	444,197.67
BENNET	MAINSTAR-FBO MINA BENNET T2175007	CLASS 3	115,000.00	12,994.98	0.00	102,005.02
BENNETT	IRA SVCS TR CO-CFBO PATRICIA A BENNETT	CLASS 3	40,000.00	233.33	0.00	39,766.67
BENNETT	JEAN L BENNETT	CLASS 5	70,000.00	22,799.92	0.00	47,200.08
BENNETT	KEMP BENNETT	CLASS 3	50,000.00	534.72	0.00	49,465.28
BENNETT	LINDA F BENNETT	CLASS 3	50,000.00	513.88	0.00	49,486.12
BENNETT	PROV. TR GP-FBO KEITH BENNETT IRA	CLASS 3	100,000.00	2,416.67	0.00	97,583.33
BENNETT	PROV. TR GP-FBO RUSSELL R BENNETT IRA	CLASS 5	200,000.00	52,666.67	0.00	147,333.33
BENSMAN	HORIZON TR CO-FBO NANCY L BENSMAN IRA	CLASS 3	50,500.00	2,588.17	0.00	47,911.83
BENSMAN	JEROME J & M J BENSMAN IRREV TR 10/08/13	CLASS 3	50,000.00	340.28	0.00	49,659.72
BENSMAN	WILLIAM A & NANCY L BENSMAN	CLASS 3	100,000.00	18,324.99	0.00	81,675.01
BENSON	BRUCE H BENSON	CLASS 3	100,000.00	9,450.00	0.00	90,550.00
BENSON	PATRICIA A BENSON	CLASS 3	85,000.00	956.25	0.00	84,043.75
BENSON	PROV. TR GP-FBO PATRICIA A BENSON IRA	CLASS 3	55,700.00	3,578.73	0.00	52,121.27
BENTLEY	BENTLEY FAMILY HOLDINGS LLC	CLASS 3	200,000.00	2,916.65	0.00	197,083.35
BENTLEY	CHARLES BENTLEY	CLASS 3	100,000.00	24,594.35	0.00	75,405.65
BENTLEY	MAINSTAR-FBO DENELLE C BENTLEY BT178433	CLASS 3	355,000.00	246.53	0.00	354,753.47
BENTLEY	MAINSTAR-FBO DENELLE C BENTLEY BT178434	CLASS 3	592,000.00	493.33	0.00	591,506.67
BENTON	JOYCE BENTON	CLASS 3	25,000.00	890.50	0.00	24,109.50
BENVENUTTI	PROV. TR GP-FBO KEITH BENVENUTTI IRA	CLASS 5	358,000.00	70,524.44	0.00	287,475.56

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
BERCUME	PROV. TR GP-FBO RAYMOND BERCUME IRA	CLASS 3	103,000.00	11,902.27	0.00	91,097.73
BERDOLL	PROV. TR GP-FBO LARRY BERDOLL IRA	CLASS 3	80,000.00	20,624.96	0.00	59,375.04
BERDOLL	PROV. TR GP-FBO LAWRENCE BERDOLL IRA	CLASS 5	100,000.00	23,194.44	0.00	76,805.56
BERENBAUM	LUIZA & JACK BERENBAUM	CLASS 3	50,000.00	5,288.23	0.00	44,711.77
BERG	CHRISTOPHER J BERG	CLASS 3	30,000.00	9,168.82	0.00	20,831.18
BERG	THE BERG FAMILY 2012 LT DTD 06/21/12	CLASS 3	220,575.00	7,822.43	0.00	212,752.57
BERGADO	ROWENA A BERGADO RLT	CLASS 3	50,000.00	216.67	0.00	49,783.33
BERGE	JEANETTE L BERGE	CLASS 3	59,000.00	2,319.41	0.00	56,680.59
BERGER	MAINSTAR-FBO LESTER K BERGER T2176908	CLASS 3	20,000.00	494.44	0.00	19,505.56
BERGLUND	CAROL A BERGLUND LT DTD 03/31/16	CLASS 3	100,000.00	1,888.90	0.00	98,111.10
BERGLUND	KEITH W BERGLUND LT DTD 03/31/16	CLASS 3	100,000.00	1,888.90	0.00	98,111.10
BERGQUIST	PHILIP J BERGQUIST	CLASS 3	50,000.00	4,991.60	0.00	45,008.40
BERK	WILLIAM BERK	CLASS 3	110,000.00	4,905.67	0.00	105,094.33
BERKEN	PROV. TR GP-FBO THOMAS BERKEN IRA	CLASS 5	300,000.00	42,833.33	0.00	257,166.67
BERLINGER	ELISSA K & JOSEPH W BERLINGER	CLASS 3	75,000.00	5,217.59	0.00	69,782.41
BERMAN	ARNOLD R & HELEN G BERMAN	CLASS 3	25,000.00	2,291.60	0.00	22,708.40
BERMAN	PROV. TR GP-FBO ARNOLD L BERMAN IRA	CLASS 3	794,274.04	141,683.42	0.00	652,590.62
BERMAN	PROV. TR GP-FBO ARNOLD L BERMAN IRA	CLASS 5	265,154.08	47,298.46	0.00	217,855.62
BERMAN	THE RITA J BERMAN TR	CLASS 3	55,000.00	4,352.60	0.00	50,647.40
BERMON	RTA RHODA BERMON DTD 12/12/95	CLASS 3	200,000.00	27,981.70	0.00	172,018.30
BERNARD	MARYANN BERNARD	CLASS 3	75,000.00	5,578.15	0.00	69,421.85
BERNARDY	LOUIS & SHIRLEY BERNARDY	CLASS 3	50,000.00	291.67	0.00	49,708.33
BERNSTEIN	HELENE BERNSTEIN	CLASS 3	55,000.00	8,821.50	0.00	46,178.50
BERNSTEIN	LAURA BERNSTEIN	CLASS 3	25,000.00	1,277.46	0.00	23,722.54
BERRETT	GOLDEN BERRETT	CLASS 3	100,000.00	4,116.69	0.00	95,883.31
BERRY	ARTHUR L BERRY	CLASS 3	25,000.00	1,154.17	0.00	23,845.83
BERRY	DENNIS PAUL & SUSAN M BERRY	CLASS 3	40,000.00	1,472.75	0.00	38,527.25
BERRY	JOHN BERRY	CLASS 3	55,000.00	4,663.95	0.00	50,336.05
BERRY	PROV. TR GP-FBO TERESA D BERRY IRA	CLASS 5	200,000.00	36,444.44	0.00	163,555.56

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BERRY	THE BERRY LT	CLASS 5	310,000.00	93,240.36	0.00	216,759.64
BERRY	TMICO-FBO HENRY S BERRY TRAD IRA	CLASS 5	195,000.00	43,658.41	0.00	151,341.59
BERRY/COINER	ARTHUR L BERRY & CYNTHIA G COINER	CLASS 3	50,000.00	1,383.33	0.00	48,616.67
BERRYHILL	DR PATRICK BERRYHILL TR 03/01/66	CLASS 3	25,000.00	617.35	0.00	24,382.65
BERTRAND	MAINSTAR-FBO NORMA J BERTRAND T2177515	CLASS 3	47,000.00	522.22	0.00	46,477.78
BERTSCH	JULIE BERTSCH	CLASS 3	25,000.00	638.91	0.00	24,361.09
BERUBE	IRA SVCS TR CO-CFBO TERRY BERUBE IRA	CLASS 3	75,830.00	4,448.69	0.00	71,381.31
BERWICK	IRA SVCS TR CO-CFBO JOHN M BERWICK IRA	CLASS 3	29,000.00	981.17	0.00	28,018.83
BERWICK	JOHN M & KATHY J BERWICK	CLASS 3	25,000.00	1,210.41	0.00	23,789.59
BESCHEN	MARY K BESCHEN TR DTD 09/24/07	CLASS 3	50,000.00	612.51	0.00	49,387.49
BESELER	DAVID DEAN & MELINDA CAY BESELER	CLASS 3	100,000.00	1,458.34	0.00	98,541.66
BEST	MARY Z BEST	CLASS 3	25,000.00	103,688.06	0.00	0.00 **
BEST	PROV. TR GP-FBO LOYAL A BEST IRA	CLASS 3	29,923.75	145.46	0.00	29,778.29
BETH TORAH	BETH TORAH SYNAGOGUE	CLASS 3	25,000.00	1,300.00	0.00	23,700.00
BETHEL CEMETERY	BETHEL CEMETERY	CLASS 3	125,000.00	10,312.50	0.00	114,687.50
BETTERLEY	JEAN ANN BETTERLEY	CLASS 3	100,000.00	17,344.92	0.00	82,655.08
BETTINGER	DAVID R & MARILYN BETTINGER	CLASS 3	700,000.00	62,943.75	0.00	637,056.25
BETTINGER	DAVID R BETTINGER	CLASS 3	50,000.00	20,408.33	0.00	29,591.67
BEVER	ALISON BEVER	CLASS 3	300,000.00	7,250.04	0.00	292,749.96
BEYKE	KENNETH J BEYKE	CLASS 3	25,000.00	1,800.00	0.00	23,200.00
BEYNON	JAY BEYNON FT DTD 10/23/98	CLASS 3	500,000.00	0.00	0.00	500,000.00
BEZDJIAN	RAFFIE S & ANDRALYNN O BEZDJIAN	CLASS 3	50,000.00	4,102.82	0.00	45,897.18
BEZZINA	CHARLES & MARY ANNE BEZZINA	CLASS 3	50,000.00	1,633.33	0.00	48,366.67
BEZZINA	CHRISTOPHER M BEZZINA	CLASS 3	60,000.00	8,766.71	0.00	51,233.29
BICHT	CHARLES L BICHT JR	CLASS 3	15,000.00	458.33	0.00	14,541.67
BICHT	JENNIFER L BICHT	CLASS 3	15,000.00	0.00	0.00	15,000.00
BICKEL	WAYNE J & PHYLLIS A BICKEL	CLASS 3	25,000.00	1,695.83	0.00	23,304.17
BICKLEY	PROV. TR GP-FBO GEORGE W BICKLEY IRA	CLASS 3	100,000.00	13,083.33	0.00	86,916.67
BIERER	MAINSTAR-FBO DONALD L BIERER T2177363	CLASS 3	110,000.00	3,379.44	0.00	106,620.56

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BIERER	THOMAS E & MARGARET N BIERER	CLASS 3	50,000.00	5,566.67	0.00	44,433.33
BIEVER	PROV. TR GP-FBO CANDI BIEVER IRA	CLASS 3	152,000.00	16,126.38	0.00	135,873.62
BIGELOW	BRUCE A BIGELOW	CLASS 3	80,000.00	891.67	0.00	79,108.33
BIGELOW	IRA SVCS TR CO-CFBO BRUCE A BIGELOW IRA	CLASS 3	78,000.00	2,660.73	0.00	75,339.27
BIHN	PROV. TR GP-FBO GERALD J BIHN IRA	CLASS 3	70,000.00	7,340.28	0.00	62,659.72
BILBO	DIANE BILBO	CLASS 3	30,000.00	1,197.08	0.00	28,802.92
BILHEIMER	MAINSTAR-FBO CYNTHIA B BILHEIMER R2175765	CLASS 3	23,000.00	1,472.00	0.00	21,528.00
BILLS	PROV. TR GP-FBO RANDY BILLS IRA	CLASS 3	68,000.00	10,592.89	0.00	57,407.11
BILLS	SUSAN BILLS	CLASS 3	25,000.00	2,516.72	0.00	22,483.28
BILTZ	MAINSTAR-FBO JOHN L BILTZ T2178437	CLASS 3	100,000.00	347.22	0.00	99,652.78
BINGAMAN	ARIEL BINGAMAN	CLASS 3	33,000.00	6,621.04	0.00	26,378.96
BINGAMAN	KATHLEEN D BINGAMAN	CLASS 3	28,000.00	0.00	0.00	28,000.00
BINGHAM	DANIEL A BINGHAM	CLASS 3	200,000.00	0.00	0.00	200,000.00
BINKERD	IRA SVCS TR CO-CFBO DAN BINKERD IRA	CLASS 3	47,000.00	4,085.80	0.00	42,914.20
BINKERD	PROV. TR GP-FBO CATHY S BINKERD IRA	CLASS 5	165,000.00	16,461.00	0.00	148,539.00
BINKERD	PROV. TR GP-FBO MICHAEL A BINKERD IRA	CLASS 3	609,100.00	58,960.11	0.00	550,139.89
BINKERD	PROV. TR GP-FBO MICHAEL A BINKERD IRA	CLASS 5	200,000.00	19,359.75	0.00	180,640.25
BINKLEY	PATRICIA BINKLEY	CLASS 3	75,000.00	2,150.00	0.00	72,850.00
BINNS	PROV. TR GP-FBO BRUCE BINNS IRA	CLASS 3	100,000.00	16,800.00	0.00	83,200.00
BIRCHFIELD	MAINSTAR-FBO JACK BIRCHFIELD T2176912	CLASS 3	100,000.00	4,355.56	0.00	95,644.44
BIRCHFIELD	MAINSTAR-FBO JACK BIRCHFIELD T2176912	CLASS 5	300,000.00	13,066.67	0.00	286,933.33
BIREBENT	PIERRE & NATHALIE PERRIER BIREBENT	CLASS 3	397,000.00	38,950.48	0.00	358,049.52
BIRGENHEIR	MICHAEL R & LINDA G BIRGENHEIR	CLASS 5	129,000.00	33,196.64	0.00	95,803.36
BIRKHOLZ	GAY LYN BIRKHOLZ	CLASS 3	100,000.00	1,208.33	0.00	98,791.67
BIRKMEYER	JOHN BIRKMEYER	CLASS 3	42,000.00	1,073.33	0.00	40,926.67
BIRNBRICH	ANTOINETTE BIRNBRICH	CLASS 3	25,000.00	479.17	0.00	24,520.83
BIRNBRICH	THE ANTOINETTE BIRNBRICH RT DTD 08/29/16	CLASS 3	28,000.00	1,473.93	0.00	26,526.07
BIRRENKOTT	RANDY BIRRENKOTT	CLASS 3	112,000.00	3,397.32	0.00	108,602.68
BIRRENKOTT	RICK BIRRENKOTT	CLASS 3	150,000.00	4,462.48	0.00	145,537.52

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BIRRENKOTT	RICK BIRRENKOTT	CLASS 5	100,000.00	2,974.99	0.00	97,025.01
BISHOP	HORIZON TR CO-FBO RICHARD P BISHOP IRA	CLASS 3	25,000.00	3,359.88	0.00	21,640.12
BISHOP	HORIZON TR CO-FBO RICHARD P BISHOP IRA	CLASS 5	200,000.00	26,879.04	0.00	173,120.96
BISHOP	PROV. TR GP-FBO WADE BISHOP IRA	CLASS 5	293,000.00	85,843.34	0.00	207,156.66
BITZ	CHRISTIAN HARTMUT RICHARD BITZ	CLASS 3	100,000.00	0.00	0.00	100,000.00
BIXBY	JILL R BIXBY	CLASS 3	100,000.00	2,000.01	0.00	97,999.99
BIXBY	MAINSTAR-FBO JILL R BIXBY T2175744	CLASS 3	60,000.00	3,733.33	0.00	56,266.67
BLACK	BLACK FRT DTD 05/05/04	CLASS 3	370,000.00	59,828.16	0.00	310,171.84
BLACK	BRENDA BLACK	CLASS 3	130,000.00	15,763.76	0.00	114,236.24
BLACK	IRA SVCS TR CO-CFBO DONALD W BLACK IRA	CLASS 3	100,000.00	9,673.72	0.00	90,326.28
BLACK	RODNEY BLACK	CLASS 3	1,142,000.00	205,935.17	6,125.91	929,938.92
BLACK	RODNEY BLACK	CLASS 5	500,000.00	90,164.26	2,682.10	407,153.64
BLACK	SUSAN BLACK	CLASS 5	50,000.00	15,416.79	0.00	34,583.21
BLACKBURN	LARRY W BLACKBURN	CLASS 3	55,000.00	2,520.80	0.00	52,479.20
BLACKBURN	MAINSTAR-FBO RAYMOND C BLACKBURN	CLASS 5	1,200,000.00	185,000.00	0.00	1,015,000.00
BLACKBURN	RAYMOND C & CYDNEI K BLACKBURN	CLASS 5	3,100,000.00	589,083.25	0.00	2,510,916.75
BLACKFORD	RICHARD D & SHERI L BLACKFORD	CLASS 5	300,000.00	33,050.05	0.00	266,949.95
BLACKMAN	PROV. TR GP-FBO KATHERINE P BLACKMAN IRA	CLASS 3	74,500.00	7,116.82	0.00	67,383.18
BLACKMORE	MAINSTAR-FBO DAVID BLACKMORE T2176496	CLASS 3	99,950.00	4,747.63	0.00	95,202.37
BLACKWELL	NANCY BLACKWELL	CLASS 3	50,000.00	1,258.33	0.00	48,741.67
BLACKWELL	PROV. TR GP-FBO JAMES C BLACKWELL IRA	CLASS 3	151,000.00	2,517.02	0.00	148,482.98
BLACKWELL	TMICO-FBO RICKY BLACKWELL TR IRA	CLASS 5	100,000.00	39,611.46	0.00	60,388.54
BLAINE	MAINSTAR-FBO MELISSA BLAINE T2174689	CLASS 3	225,000.00	21,402.00	0.00	203,598.00
BLAIR	LAURA BLAIR	CLASS 3	61,150.00	4,188.78	0.00	56,961.22
BLAIR	MAINSTAR-FBO LAURA BLAIR	CLASS 3	50,000.00	3,391.67	0.00	46,608.33
BLAIWES	ROBIN BLAIWES	CLASS 3	100,000.00	15,389.34	0.00	84,610.66
BLAKE	MAINSTAR-FBO SUSAN B BLAKE TW004168	CLASS 3	46,500.00	245.42	0.00	46,254.58
BLAKEMAN	BLAKEMAN PLUMBING & HEATING	CLASS 3	75,000.00	11,252.07	0.00	63,747.93
BLAKEMAN	DAVID R BLAKEMAN DBA BLAKEMAN PROP	CLASS 3	50,000.00	7,501.37	0.00	42,498.63

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BLAKEMAN	DAVID R BLAKEMAN DBA S.E.S	CLASS 3	40,000.00	6,001.13	0.00	33,998.87
BLAKEMAN	DAVID RAYMOND BLAKEMAN	CLASS 3	27,674.50	4,050.50	0.00	23,624.00
BLAKEMAN	RANDY BLAKEMAN	CLASS 3	50,000.00	7,327.71	1,000.00	41,672.29
BLAKLEY	MAINSTAR-FBO MACLOVIA BLAKLEY	CLASS 3	149,000.00	16,838.27	0.00	132,161.73
BLAKLEY	MAINSTAR-FBO MACLOVIA BLAKLEY	CLASS 5	210,000.00	23,731.80	0.00	186,268.20
BLAKNEY	KAREN BLAKNEY	CLASS 3	25,000.00	602.76	0.00	24,397.24
BLANCHARD	STEVEN BLANCHARD	CLASS 3	50,000.00	6,927.07	0.00	43,072.93
BLANCHARD	STEVEN BLANCHARD	CLASS 5	50,000.00	6,927.07	0.00	43,072.93
BLANCO	DALE BLANCO	CLASS 3	150,000.00	21,003.56	0.00	128,996.44
BLAND	PROV. TR GP-FBO PATRICIA BLAND IRA	CLASS 3	71,000.00	3,476.04	0.00	67,523.96
BLASI	IRA SVCS TR CO-CFBO JERRY BLASI IRA	CLASS 3	75,000.00	8,179.17	0.00	66,820.83
BLAVIN	MARLENA BLAVIN	CLASS 3	40,000.00	5,730.00	0.00	34,270.00
BLAZEK	PROV. TR GP-FBO WILLIAM J BLAZEK IRA	CLASS 3	25,000.00	5,925.00	0.00	19,075.00
BLEHM	DR KENNETH BLEHM	CLASS 3	705,000.00	155,051.32	0.00	549,948.68
BLEHM	DR KENNETH BLEHM	CLASS 5	150,000.00	32,989.64	0.00	117,010.36
BLEHM	GERALD A BLEHM	CLASS 3	75,000.00	1,267.36	0.00	73,732.64
BLEILER	STEVEN & MARY BLEILER	CLASS 3	40,000.00	5,361.07	0.00	34,638.93
BLENCH	SHERMAN BLENCH TR	CLASS 3	30,000.00	2,020.00	0.00	27,980.00
BLEND	MICHAEL J & LESLY C BLEND	CLASS 3	50,000.00	1,066.67	0.00	48,933.33
BLESSMAN	SANDRA E BLESSMAN	CLASS 3	30,000.00	1,262.08	0.00	28,737.92
BLEVINS	JAMES DAVID & MELANIE ANN BLEVINS	CLASS 3	50,000.00	5,265.00	0.00	44,735.00
BLEVINS	ORVILLE L & TARSHA JAN BLEVINS	CLASS 5	72,808.52	1,516.85	0.00	71,291.67
BLEVINS	WILLIAM F BLEVINS	CLASS 3	200,000.00	22,136.04	0.00	177,863.96
BLICKENDORF	HEATHER G BLICKENDORF	CLASS 3	240,000.00	46,781.02	0.00	193,218.98
BLICKENDORF	PROV. TR GP-FBO CARL W BLICKENDORF IRA	CLASS 3	106,000.00	21,791.25	0.00	84,208.75
BLICKENDORF	PROV. TR GP-FBO HEATHER BLICKENDORF IRA	CLASS 3	74,000.00	15,552.33	0.00	58,447.67
BLIGHT	CHARLES C & SAYURI BLIGHT	CLASS 3	158,000.00	8,492.46	0.00	149,507.54
BLIGHT	MAINSTAR-FBO SAYURI BLIGHT T2175982	CLASS 3	105,000.00	5,089.58	0.00	99,910.42
BLINDBURY	BLINDBURY FT DTD 04/11/91	CLASS 3	50,000.00	505.56	0.00	49,494.44

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BLOCK	CARLA & NORMAN BLOCK	CLASS 3	150,000.00	32,394.89	0.00	117,605.11
BLOCK	CARLA & NORMAN BLOCK	CLASS 5	50,000.00	10,798.30	0.00	39,201.70
BLOOM	JEFFREY I BLOOM RT	CLASS 3	35,000.00	3,854.84	0.00	31,145.16
BLOOM	LINDA & STEVEN BLOOM	CLASS 3	100,000.00	5,981.28	0.00	94,018.72
BLOOM	MAINSTAR-FBO MARY BLOOM T2177459	CLASS 3	62,810.08	1,789.06	0.00	61,021.02
BLOOM	MARY BLOOM	CLASS 3	50,000.00	740.27	0.00	49,259.73
BLUE	STEPHEN M & MARIE B BLUE FT	CLASS 3	100,000.00	2,643.03	0.00	97,356.97
BLY	MARGARET A BLY	CLASS 3	200,000.00	2,261.12	0.00	197,738.88
BLYTHE	SUSAN S BLYTHE	CLASS 3	100,000.00	4,216.67	0.00	95,783.33
BOATWRIGHT	CONSTANCE E BOATWRIGHT	CLASS 3	200,000.00	11,300.00	0.00	188,700.00
BOATWRIGHT	PROV. TR GP-FBO CONSTANCE BOATWRIGHT IRA	CLASS 3	27,780.00	1,673.75	0.00	26,106.25
BOATZ	PROV. TR GP-FBO ALAN BOATZ IRA	CLASS 3	52,810.00	7,094.14	0.00	45,715.86
BOBENCHIK	ROSLYN BOBENCHIK	CLASS 3	600,000.00	25,097.20	0.00	574,902.80
BOCHENSKY	CHRISTINE M BOCHENSKY	CLASS 3	50,000.00	0.00	0.00	50,000.00
BOCHNAK	IRA SVCS TR CO-CFBO BRUCE E BOCHNAK IRA	CLASS 3	310,000.00	29,449.32	0.00	280,550.68
BOCKENSTETTE	MARK J & MARY KAY BOCKENSTETTE	CLASS 3	40,000.00	6,600.00	0.00	33,400.00
BOCTOR	FRANZ BOCTOR	CLASS 3	25,000.00	1,489.63	0.00	23,510.37
BODELIN	PROV. TR GP-FBO JACQUELINE M BODELIN IRA	CLASS 3	108,440.00	2,060.36	0.00	106,379.64
BODELIN	ROBERT E & JACQUELINE M BODELIN	CLASS 3	50,000.00	958.33	0.00	49,041.67
BODIN	MAINSTAR-FBO NICHOLAS BODIN	CLASS 5	85,000.00	14,993.03	0.00	70,006.97
BODIN	NICHOLAS BODIN	CLASS 5	100,000.00	33,722.12	0.00	66,277.88
BODIN	PROV. TR GP-FBO NICHOLAS BODIN IRA	CLASS 5	70,000.00	20,303.98	0.00	49,696.02
BODINE	ROBERT W & BRADLEY W BODINE	CLASS 3	250,000.00	7,335.05	0.00	242,664.95
BODMER	LELAND H BODMER	CLASS 3	25,000.00	1,319.48	0.00	23,680.52
BOEDDEKER	JOHN JAY BOEDDEKER	CLASS 3	37,000.00	6,390.20	0.00	30,609.80
BOEDDEKER	KELLY M BOEDDEKER	CLASS 3	25,000.00	1,375.82	0.00	23,624.18
BOEDDEKER	KRISTINA J BOEDDEKER	CLASS 5	100,000.00	11,432.88	0.00	88,567.12
BOEDDEKER	PROV. TR GP-FBO JOHN J BOEDDEKER IRA	CLASS 3	131,000.00	16,659.11	0.00	114,340.89
BOEDEKER	THE KENNETH & ROSANNE BOEDEKER RLT	CLASS 3	50,000.00	6,800.00	0.00	43,200.00

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
BOEHM	RUSSELL W & TERRY BLAKE BOEHM	CLASS 3	350,000.00	45,422.17	0.00	304,577.83
BOEHM	RUSSELL W BOEHM	CLASS 3	50,000.00	10,033.36	1,000.00	38,966.64
BOELTER	DOUGLAS L & SHEILA A BOELTER	CLASS 5	500,000.00	97,222.30	0.00	402,777.70
BOGAN	PROV. TR GP-FBO GINGER BOGAN IRA	CLASS 3	59,500.00	7,589.56	0.00	51,910.44
BOGARD	LINDA L BOGARD	CLASS 3	50,000.00	6,650.06	0.00	43,349.94
BOGGS	PROV. TR GP-FBO JERRY LEE BOGGS IRA	CLASS 3	174,000.00	12,416.83	0.00	161,583.17
BOGGS	PROV. TR GP-FBO MICHELLE BOGGS IRA	CLASS 3	64,300.00	22,391.13	0.00	41,908.87
BOGGS	PROV. TR GP-FBO MICHELLE BOGGS IRA	CLASS 5	160,000.00	55,716.65	0.00	104,283.35
BOGHOSIAN	THE BEATRICE A BOGHOSIAN RLT	CLASS 3	225,000.00	60,427.05	0.00	164,572.95
BOHLANDER	ROBERT F BOHLANDER	CLASS 3	25,000.00	631.96	0.00	24,368.04
BOICE	THE GEORGE D & LORRAINE BOICE JOINT LT	CLASS 5	100,000.00	15,638.83	0.00	84,361.17
BOLDUC	ANN M BOLDUC	CLASS 3	60,000.00	2,182.50	0.00	57,817.50
BOLGEN	MARK D BOLGEN	CLASS 3	200,000.00	2,722.23	0.00	197,277.77
BOLLENBERG	VIVIEN BOLLENBERG	CLASS 3	150,000.00	9,916.63	0.00	140,083.37
BOLON	MAINSTAR-FBO FRANK BOLON T2175281	CLASS 3	220,265.27	15,701.91	0.00	204,563.36
BOLTZ	JULIANNE BOLTZ	CLASS 3	25,000.00	444.46	0.00	24,555.54
BOLTZ	RONALD O & JOHN M BOLTZ	CLASS 3	40,000.00	938.91	0.00	39,061.09
BOLYARD	IRA SVCS TR CO-CFBO GREGORY BOLYARD IRA	CLASS 3	119,415.00	5,181.30	0.00	114,233.70
BOLYARD	IRA SVCS TR CO-CFBO LOIS BOLYARD IRA	CLASS 3	49,000.00	1,395.09	0.00	47,604.91
BOMSTA	ZACK D BOMSTA	CLASS 3	250,000.00	4,000.00	0.00	246,000.00
BONAS	PROV. TR GP-FBO KEVIN BONAS IRA	CLASS 3	67,000.00	1,795.97	0.00	65,204.03
BONCARO	PHILIP J BONCARO SR	CLASS 3	25,000.00	821.51	0.00	24,178.49
BONETSKY	PROV. TR GP-FBO HENYA BONETSKY IRA	CLASS 3	60,000.00	575.00	0.00	59,425.00
BONNELL	CATHERINE F BONNELL IRREV TR	CLASS 3	200,000.00	8,866.67	0.00	191,133.33
BONO	CHERIE L BONO RT 12/02/05	CLASS 3	50,000.00	7,466.67	0.00	42,533.33
BONO	PROV. TR GP-FBO CHERIE BONO IRA	CLASS 3	150,000.00	18,345.00	0.00	131,655.00
BOOKS	CHRISTOPHER M & ANN M BOOKS	CLASS 3	300,000.00	4,061.10	0.00	295,938.90
BOOR	CAROLE BOOR	CLASS 3	25,000.00	1,203.09	0.00	23,796.91
BOOR	GARY & BARB BOOR	CLASS 3	25,000.00	191.67	0.00	24,808.33

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BOOR	MARK A BOOR	CLASS 3	235,000.00	9,479.15	0.00	225,520.85
BOOTH	ELIZABETH BOOTH	CLASS 3	25,000.00	364.58	0.00	24,635.42
BOOTH	PAUL E BOOTH	CLASS 3	40,000.00	994.46	0.00	39,005.54
BOOTH	THE BOOTH TR	CLASS 3	100,000.00	2,500.02	0.00	97,499.98
BOOTHE	CLAY BOOTHE	CLASS 3	27,000.00	351.00	0.00	26,649.00
BORCHELT	BENJAMIN M & NICOLE R BORCHELT	CLASS 3	150,000.00	28,129.71	0.00	121,870.29
BORCHERT	SHERRY BORCHERT	CLASS 3	50,000.00	213.89	0.00	49,786.11
BORGES-PRATER	PROV. TR GP-FBO MARY BORGES-PRATER IRA	CLASS 3	159,000.00	40,178.97	0.00	118,821.03
BORIS/BURBA	JAN BORIS & NANCY L BURBA	CLASS 3	95,000.00	5,108.21	0.00	89,891.79
BORNE	THERESA A & RONALD L BORNE	CLASS 3	50,000.00	33,415.23	0.00	16,584.77
BOROS	MAINSTAR-FBO STEPHEN R BOROS TW003191	CLASS 3	25,000.00	3,281.00	0.00	21,719.00
BOROS	MAINSTAR-FBO STEPHEN R BOROS TW003191	CLASS 5	115,000.00	15,092.59	0.00	99,907.41
BOROUJERDI	HASSAN BOROUJERDI MD INC DBP TR	CLASS 3	250,000.00	2,812.51	0.00	247,187.49
BORREGGINE	PROV. TR GP-FBO LOUIS V BORREGGINE IRA	CLASS 3	236,970.00	40,251.94	0.00	196,718.06
BORYS	DANIEL F & JOANN T BORYS	CLASS 3	300,000.00	110,350.75	0.00	189,649.25
BORYS	DANIEL F & JOANN T BORYS	CLASS 5	100,000.00	36,783.58	0.00	63,216.42
BOSICK	PROV. TR GP-FBO MICHAEL C BOSICK IRA	CLASS 3	339,683.60	57,352.93	0.00	282,330.67
BOSLEY	MAINSTAR-FBO BARRY BOSLEY T2177591	CLASS 3	25,000.00	378.47	0.00	24,621.53
BOSMA	HORIZON TR CO-FBO JANE BOSMA IRA	CLASS 3	49,800.00	2,552.25	0.00	47,247.75
BOSMA	JANE M BOSMA	CLASS 3	100,000.00	16,545.42	0.00	83,454.58
BOSO	MAINSTAR-FBO EDWIN BOSO	CLASS 3	253,169.48	16,719.73	0.00	236,449.75
BOSO	MAINSTAR-FBO PEGGY BOSO TW003892	CLASS 3	250,000.00	11,093.75	0.00	238,906.25
BOST	IRA SVCS TR CO-CFBO CLYDE R BOST	CLASS 3	30,000.00	1,590.00	1,000.00	27,410.00
BOST	IRA SVCS TR CO-CFBO SELENA K BOST IRA	CLASS 3	35,500.00	2,402.17	0.00	33,097.83
BOST	PROV. TR GP-FBO TIMOTHY J BOST IRA	CLASS 3	133,000.00	16,780.17	0.00	116,219.83
BOST	TIMOTHY J BOST	CLASS 5	50,000.00	11,235.60	0.00	38,764.40
BOSTIC	WALTER E & MEREDITH M BOSTIC	CLASS 3	200,000.00	17,785.66	0.00	182,214.34
BOSTIC	WALTER E & MEREDITH M BOSTIC	CLASS 5	100,000.00	8,892.83	0.00	91,107.17
BOSTWICK	GEORGE I & MARILYN L BOSTWICK	CLASS 3	45,529.00	7,274.60	0.00	38,254.40

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BOSTWICK	PROV. TR GP-FBO GEORGE I BOSTWICK IRA	CLASS 3	40,000.00	7,542.56	0.00	32,457.44
BOTCHIS/HAWTHORNE	ELIZABETH BOTCHIS & JENNIFER HAWTHORNE	CLASS 3	100,000.00	3,214.98	0.00	96,785.02
BOTCHIS/HAWTHORNE	ELIZABETH BOTCHIS & JENNIFER HAWTHORNE	CLASS 5	60,000.00	1,928.99	0.00	58,071.01
BOTELLO	CATHERINE BOTELLO	CLASS 3	300,000.00	208.33	0.00	299,791.67
BOTTARO	DONALD A & FLORENCE H BOTTARO	CLASS 3	275,000.00	13,059.02	0.00	261,940.98
BOTTASS	MAINSTAR-FBO CHERYL J BOTTASS BT175635	CLASS 3	230,611.54	11,393.26	0.00	219,218.28
BOTTENFIELD	IRA SVCS TR CO-CFBO JOY BOTTENFIELD	CLASS 3	199,000.00	1,299.03	0.00	197,700.97
BOTWINICK	FRANCINE & ROBERT BOTWINICK	CLASS 3	125,000.00	5,156.25	0.00	119,843.75
BOTWINICK	PROV. TR GP-FBO RANDY C BOTWINICK SEP IRA	CLASS 3	500,363.84	45,043.76	0.00	455,320.08
BOTWINICK	RANDY C BOTWINICK	CLASS 3	473,000.00	27,056.30	0.00	445,943.70
BOUCHER	ROBERT & SIMONE BOUCHER	CLASS 3	25,000.00	1,573.27	0.00	23,426.73
BOUDREAUX	SUSAN BOUDREAUX	CLASS 3	50,000.00	1,025.00	0.00	48,975.00
BOUGHTON	BRUCE BOUGHTON	CLASS 3	175,000.00	2,625.00	0.00	172,375.00
BOURGEOIS	IRA SVCS TR CO-CFBO KIMBERLY F BOURGEOIS	CLASS 3	32,000.00	5,084.37	0.00	26,915.63
BOURGEOIS	THE EWELL P & BETTY L BOURGEOIS RT	CLASS 3	100,000.00	10,913.16	0.00	89,086.84
BOUSUM	GAIL SUSAN BOUSUM	CLASS 3	50,000.00	211.81	0.00	49,788.19
BOWEN	KRISTIN BOWEN	CLASS 3	110,000.00	1,775.28	0.00	108,224.72
BOWEN	RICHARD BOWEN	CLASS 3	50,000.00	1,205.57	0.00	48,794.43
BOWEN	WILLIAM BOWEN	CLASS 3	60,000.00	1,500.00	0.00	58,500.00
BOWER	JOHN R & SANDRA K BOWER	CLASS 3	150,000.00	22,749.97	0.00	127,250.03
BOWERS	BOWERS FT	CLASS 3	53,000.00	10,513.10	0.00	42,486.90
BOWERS	DANIEL W & DARYL L BOWERS	CLASS 3	94,500.00	35,910.32	0.00	58,589.68
BOWERS	DAVID & MAE BOWERS	CLASS 3	25,000.00	659.74	0.00	24,340.26
BOWERS	HERSHEY & FRED A BOWERS	CLASS 3	1,400,000.00	39,599.27	0.00	1,360,400.73
BOWERS	LEE A BOWERS	CLASS 3	65,000.00	1,119.43	0.00	63,880.57
BOWERS	ROBERT L BOWERS	CLASS 3	100,000.00	6,791.67	0.00	93,208.33
BOWERS	ROY & EDITH BOWERS	CLASS 3	55,000.00	1,173.33	0.00	53,826.67
BOWLES	SCOT D & ANDREA L BOWLES	CLASS 5	100,000.00	13,194.39	0.00	86,805.61
BOWMAN	IRA SVCS TR CO-CFBO JAMES P BOWMAN	CLASS 3	154,500.00	2,781.00	0.00	151,719.00

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BOWMAN	LUKE M BOWMAN	CLASS 3	225,000.00	26,040.19	0.00	198,959.81
BOXSTEIN	GERALD BOXSTEIN	CLASS 3	25,000.00	2,215.80	0.00	22,784.20
BOXSTEIN	THE GERALD BOXSTEIN TR 1991	CLASS 3	25,000.00	1,208.33	0.00	23,791.67
BOYCE	RICHARD A BOYCE	CLASS 3	25,000.00	733.33	0.00	24,266.67
BOYD	JOSEPH P BOYD	CLASS 3	100,000.00	6,650.00	0.00	93,350.00
BOYD	RANDELL L BOYD	CLASS 5	100,000.00	24,055.46	0.00	75,944.54
BOYDSTUN	JAMES BOYDSTUN	CLASS 3	40,000.00	2,880.00	0.00	37,120.00
BOYETT	DORIS BOYETT	CLASS 3	71,921.51	1,108.78	0.00	70,812.73
BOYLE	PROV. TR GP-FBO JOAN E BOYLE IRA	CLASS 3	125,000.00	17,010.39	0.00	107,989.61
BOYLE	PROV. TR GP-FBO STEPHEN M BOYLE IRA	CLASS 3	71,000.00	8,974.16	0.00	62,025.84
BOYLE	STEPHEN & JOAN BOYLE	CLASS 3	70,000.00	9,936.17	0.00	60,063.83
BRACKMAN	JAMES R & KATHLEEN A BRACKMAN	CLASS 5	50,000.00	3,644.48	0.00	46,355.52
BRACKMAN	JAMES R BRACKMAN	CLASS 3	100,000.00	952.77	0.00	99,047.23
BRACKMAN	VERNON BRACKMAN	CLASS 3	30,000.00	30.00	0.00	29,970.00
BRADFORD	ELIZABETH L BRADFORD	CLASS 3	150,000.00	7,843.75	0.00	142,156.25
BRADFORD	JAMES & RUTHANNE BRADFORD	CLASS 3	25,000.00	45.14	0.00	24,954.86
BRADFORD	VERA & BRYAN BRADFORD	CLASS 3	100,000.00	10,268.11	0.00	89,731.89
BRADLEY	PROV. TR GP-FBO STEPHEN J BRADLEY IRA	CLASS 3	488,000.00	86,519.70	0.00	401,480.30
BRADLEY	SALLY SUE BRADLEY	CLASS 3	25,000.00	302.09	0.00	24,697.91
BRADLEY	STANLEY J BRADLEY	CLASS 3	25,000.00	2,897.80	0.00	22,102.20
BRAGADO	MARIPAZ BRAGADO	CLASS 3	50,000.00	833.33	0.00	49,166.67
BRAGADO	MILAGROS BRAGADO	CLASS 3	150,000.00	2,250.00	0.00	147,750.00
BRAGG	YOLANDA BRAGG	CLASS 3	50,000.00	1,144.43	0.00	48,855.57
BRAKER	ROBERT CHARLES BRAKER	CLASS 3	40,000.00	2,152.25	0.00	37,847.75
BRANCKE	JOHN S BRANCKE RT	CLASS 3	390,000.00	41,941.19	0.00	348,058.81
BRAND	LEO J BRAND II	CLASS 3	25,000.00	1,345.83	0.00	23,654.17
BRAND	PAUL A BRAND	CLASS 3	25,000.00	83.33	0.00	24,916.67
BRANDEBERY	MARY LOU & DAVID KENT BRANDEBERY	CLASS 3	200,000.00	24,783.33	0.00	175,216.67
BRANDT	MAINSTAR-FBO CHERYL BRANDT	CLASS 3	51,800.00	5,503.75	0.00	46,296.25

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BRANNAN	PROV. TR GP-FBO JAMES RUSSELL BRANNAN IRA	CLASS 3	50,000.00	6,323.56	0.00	43,676.44
BRANTLEY	PROV. TR GP-FBO SUSAN E BRANTLEY IRA	CLASS 3	49,000.00	7,015.17	0.00	41,984.83
BRANTNER	THE BRANTNER FT 02/07/01	CLASS 3	65,000.00	7,056.08	0.00	57,943.92
BRAUN	GILBERT E BRAUN	CLASS 3	180,000.00	8,097.50	0.00	171,902.50
BRAUN	JOHN M BRAUN JR	CLASS 3	100,000.00	10,883.67	0.00	89,116.33
BRAUN	TMICO-FBO ARLIN D BRAUN TRAD IRA #0015649	CLASS 5	400,000.00	90,889.04	0.00	309,110.96
BRAUN	TMICO-FBO SARA L BRAUN IRA	CLASS 5	100,000.00	20,072.36	0.00	79,927.64
BRAY	CHARLES E & LESLIE C BRAY	CLASS 3	50,000.00	0.00	0.00	50,000.00
BRAZEE	ROBERT P BRAZEE	CLASS 3	75,000.00	7,312.50	0.00	67,687.50
BREMER	RICHARD R & CATHARINE E BREMER	CLASS 3	50,000.00	9,007.46	0.00	40,992.54
BREMNER	BRUCE B & TREVA A BREMNER	CLASS 3	200,000.00	4,688.90	0.00	195,311.10
BREMSON	LEE BREMSON	CLASS 3	100,000.00	6,234.03	0.00	93,765.97
BREMSON	NATALIE L & DAVID B BREMSON	CLASS 3	50,000.00	3,248.74	0.00	46,751.26
BREMSON	PROV. TR GP-FBO DAVID BREMSON IRA	CLASS 3	241,552.21	15,858.57	0.00	225,693.64
BRENDAL	PROV. TR GP-FBO SUSAN BRENDAL IRA	CLASS 5	123,000.00	45,343.89	0.00	77,656.11
BRENNAN	LOIS BRENNAN	CLASS 3	45,000.00	6,173.83	0.00	38,826.17
BRENNAN	LOIS BRENNAN	CLASS 5	50,000.00	6,859.82	0.00	43,140.18
BRENNAN	THE PHUONGANH NGUYEN BRENNAN RLT	CLASS 3	200,000.00	10,700.00	0.00	189,300.00
BRENNER	MAINSTAR-FBO LANNY L BRENNER T2177753	CLASS 3	427,353.81	10,137.78	0.00	417,216.03
BRENSDAL	PROV. TR GP-FBO LAWRENCE E BRENSDAL IRA	CLASS 5	69,600.00	21,691.96	0.00	47,908.04
BRENTON	PROV. TR GP-FBO JAMES & SHEILA BRENTON ICA	CLASS 3	30,000.00	4,775.00	0.00	25,225.00
BREWER	BARBARA K BREWER	CLASS 3	50,000.00	8,361.20	0.00	41,638.80
BREWER	GAYLE M & JOSEPH F BREWER	CLASS 3	40,000.00	2,294.41	0.00	37,705.59
BREWER	PROV. TR GP-FBO BARBARA BREWER INH IRA	CLASS 3	50,600.00	4,024.00	0.00	46,576.00
BREYER	HARRY BREYER RLT	CLASS 3	2,400,000.00	153,102.78	3,000.00	2,243,897.22
BREYER	HARRY BREYER RLT	CLASS 3*	200,000.00	13,363.92	0.00	186,636.08
BREYER	JANE & HARRY BREYER	CLASS 3	50,000.00	2,946.55	0.00	47,053.45
BREYER	KERMIT R BREYER	CLASS 3	100,000.00	16,682.33	0.00	83,317.67
BREYER	MARY KAY BREYER	CLASS 3	25,000.00	2,300.00	0.00	22,700.00

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BRIDGES	BARRY B BRIDGES	CLASS 3	35,000.00	3,800.36	0.00	31,199.64
BRIDGES	PROV. TR GP-FBO PAULA L BRIDGES IRA	CLASS 3	207,000.00	29,091.12	0.00	177,908.88
BRIEL	PROV. TR GP-FBO JEFFREY M BRIEL IRA	CLASS 5	200,000.00	31,927.70	0.00	168,072.30
BRIGHT	PROV. TR GP-FBO WILLIAM BRIGHT IRA	CLASS 3	59,896.41	10,909.73	0.00	48,986.68
BRIM	RONALD E & KATHERINE H BRIM	CLASS 3	80,000.00	5,853.33	0.00	74,146.67
BRINATI	WILLIAM J BRINATI TR DTD 01/21/10	CLASS 3	50,000.00	7,916.67	0.00	42,083.33
BRINDLE	BRINDLE FRLT	CLASS 3	50,000.00	612.51	0.00	49,387.49
BRINGLE	KENNETH W BRINGLE	CLASS 3	50,000.00	2,991.67	0.00	47,008.33
BRINK	JANET P BRINK RT 01/19/94-JANET BRINK TR	CLASS 5	50,000.00	14,916.78	0.00	35,083.22
BRINK	MAINSTAR-FBO JANET P BRINK T1127700	CLASS 3	27,561.16	5,627.03	0.00	21,934.13
BRINK	MAINSTAR-FBO ROGER W BRINK T1127800	CLASS 3	114,854.47	23,261.90	0.00	91,592.57
BRINK	ROGER W & JANET P BRINK	CLASS 3	200,000.00	41,502.83	0.00	158,497.17
BRINK	ROGER W & JANET P BRINK	CLASS 5	100,000.00	20,751.41	0.00	79,248.59
BRINK	ROGER W BRINK RT 01/19/94-ROGER BRINK TR	CLASS 5	50,000.00	14,916.78	0.00	35,083.22
BRINKERHOFF	CHRIS BRINKERHOFF	CLASS 3	210,000.00	11,200.00	0.00	198,800.00
BRINTNALL	CHRISTINE M & TIMOTHY PETER BRINTNALL	CLASS 3	25,000.00	2,722.96	0.00	22,277.04
BRINTNALL	HORIZON TR CO-FBO CHRISTINE M BRINTNALL	CLASS 3	53,100.00	918.93	0.00	52,181.07
BRITTON	KENT BRITTON	CLASS 3	80,000.00	10,466.62	0.00	69,533.38
BRITTON	PROV. TR GP-FBO KENT R BRITTON IRA	CLASS 3	125,000.00	33,241.80	0.00	91,758.20
BRITTON	PROV. TR GP-FBO KENT R BRITTON IRA	CLASS 5	500,000.00	132,967.19	0.00	367,032.81
BROAD	GOLDSTAR TR CO-FBO MAAME B BROAD IRA	CLASS 5	100,000.00	13,847.22	0.00	86,152.78
BROADWAY	HOLLY A BROADWAY	CLASS 3	100,000.00	12,166.66	0.00	87,833.34
BROADWELL	MAINSTAR-FBO WALTER B BROADWELL T2178323	CLASS 3	160,000.00	866.67	0.00	159,133.33
BROADWELL	MARY JANE BROADWELL TR UAD 07/15/11	CLASS 3	50,000.00	3,722.17	0.00	46,277.83
BROADWELL	WALTER & MARY JANE BROADWELL	CLASS 3	25,000.00	1,861.17	0.00	23,138.83
BROCK/JORDAN	GLADYS BROCK & PAMELA JORDAN	CLASS 3	30,000.00	518.76	0.00	29,481.24
BROCKMAN	PROV. TR GP-FBO LINDA J BROCKMAN IRA	CLASS 3	80,000.00	8,511.11	0.00	71,488.89
BROCKSON	APRIL BROCKSON	CLASS 3	200,000.00	4,066.67	0.00	195,933.33
BRODAHL	DIANE IRENE BRODAHL	CLASS 3	100,000.00	3,604.11	0.00	96,395.89

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 3 - Schedule of Principal Amounts and Prepetition Distributions**

Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
BRODIE	PAULA BRODIE RT-EVAN BRODIE TTEE	CLASS 5	500,000.00	158,222.41	0.00	341,777.59
BRODIE	PROV. TR GP-FBO EVAN BRODIE IRA	CLASS 5	725,000.00	238,319.34	0.00	486,680.66
BRODIE	THE EVAN BRODIE RT	CLASS 5	975,000.00	245,458.03	0.00	729,541.97
BRODNAN	CAROL A BRODNAN	CLASS 5	50,000.00	7,083.39	0.00	42,916.61
BRODNAN	CAROL ANN BRODNAN	CLASS 5	267,451.88	47,780.53	0.00	219,671.35
BROERS	JULIANA & JOHN W BROERS	CLASS 3	25,000.00	1,594.41	0.00	23,405.59
BROOKS	DEE DEE BROOKS	CLASS 3	60,000.00	4,183.33	0.00	55,816.67
BROOKS	INEZ BROOKS	CLASS 3	300,000.00	55,416.67	0.00	244,583.33
BROOKS	MAINSTAR-FBO DEE DEE BROOKS R2178298	CLASS 3	50,000.00	748.61	0.00	49,251.39
BROOKS	MARY M BROOKS FT	CLASS 3	100,000.00	233.33	0.00	99,766.67
BROOKS	MICHAEL BROOKS	CLASS 3	200,000.00	37,000.72	0.00	162,999.28
BROOKS	ROSS BROOKS	CLASS 3	37,500.00	331.25	0.00	37,168.75
BROSKI	CAROLINE BROSKI	CLASS 3	80,000.00	4,863.75	0.00	75,136.25
BROTMAN	SUSAN J BROTMAN DECL OF TR 06/10/05	CLASS 3	50,000.00	6,620.53	0.00	43,379.47
BROUSSARD	BRENDA KAY BROUSSARD	CLASS 3	150,000.00	17,975.00	0.00	132,025.00
BROUSSEAU	GERI BROUSSEAU	CLASS 3	50,000.00	3,391.67	0.00	46,608.33
BROUSSEAU	SUNWEST TR CHARLES BROUSSEAU IRA	CLASS 3	447,000.00	57,541.32	0.00	389,458.68
BROUSSEAU	SUNWEST TR CHARLES BROUSSEAU IRA	CLASS 5	150,000.00	19,309.17	0.00	130,690.83
BROUWER	GERARD J & ROSE LEE BROUWER RLT 09/30/98	CLASS 3	30,000.00	1,700.00	0.00	28,300.00
BROWER	ELAINE BROWER LT DTD 10/01/03	CLASS 3	280,000.00	43,144.80	0.00	236,855.20
BROWER	PROV. TR GP-FBO ROY BROWER IRA	CLASS 5	158,650.00	27,668.06	0.00	130,981.94
BROWER	PROV. TR GP-FBO ROY BROWER SEP IRA	CLASS 5	109,171.24	21,954.77	0.00	87,216.47
BROWER	PROV. TR GP-FBO THERESA BROWER IRA	CLASS 3	92,830.78	13,670.59	0.00	79,160.19
BROWN	ALAN K BROWN	CLASS 3	50,000.00	7,725.00	0.00	42,275.00
BROWN	ALBERT J BROWN	CLASS 3	50,000.00	602.78	0.00	49,397.22
BROWN	BETTY JO BROWN	CLASS 3	100,000.00	913.89	0.00	99,086.11
BROWN	CHARLOTTE A BROWN	CLASS 3	25,000.00	1,354.21	0.00	23,645.79
BROWN	CRAIG & SANDRA BROWN	CLASS 5	100,000.00	32,117.85	0.00	67,882.15
BROWN	DR ANDREA & DARRELL BROWN	CLASS 5	200,000.00	27,500.05	0.00	172,499.95

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
BROWN	ELAINE BROWN	CLASS 3	200,000.00	21,709.67	0.00	178,290.33
BROWN	HARLEY CLYDE & ELOISE DEROUEN BROWN	CLASS 3	25,000.00	48.61	0.00	24,951.39
BROWN	HELEN LOUISE BROWN	CLASS 3	30,000.00	1,295.00	0.00	28,705.00
BROWN	HORIZON TR CO-FBO MELINDA S BROWN IRA	CLASS 3	58,202.00	5,024.77	1,000.00	52,177.23
BROWN	IRA SVCS TR CO-CFBO LLOYD G BROWN	CLASS 3	69,000.00	617.17	0.00	68,382.83
BROWN	JAMES F BROWN	CLASS 3	100,000.00	15,483.33	0.00	84,516.67
BROWN	JEFFREY J & MELINDA S BROWN	CLASS 3	50,000.00	5,102.04	0.00	44,897.96
BROWN	JESSE BROWN	CLASS 3	50,000.00	3,743.10	0.00	46,256.90
BROWN	JESSICA BROWN	CLASS 3	25,000.00	2,328.42	0.00	22,671.58
BROWN	JOE D & LAVADA C BROWN	CLASS 3	50,000.00	4,592.93	0.00	45,407.07
BROWN	JOHN J BROWN	CLASS 3	50,000.00	1,058.33	0.00	48,941.67
BROWN	JOSHUA BROWN	CLASS 3	25,000.00	524.99	0.00	24,475.01
BROWN	MAINSTAR-FBO ALISA M BROWN T2178345	CLASS 3	308,000.00	1,989.17	0.00	306,010.83
BROWN	MAINSTAR-FBO CHARLOTTE A BROWN T2176088	CLASS 3	32,733.81	1,618.51	0.00	31,115.30
BROWN	MAINSTAR-FBO TERRY BROWN TW003697	CLASS 3	148,400.55	6,585.27	0.00	141,815.28
BROWN	MICHAEL J BROWN	CLASS 3	25,000.00	5,204.23	0.00	19,795.77
BROWN	NORMAN BROWN	CLASS 3	50,000.00	1,266.66	0.00	48,733.34
BROWN	PHYLLIS R & JACK L BROWN	CLASS 3	100,000.00	19,208.01	0.00	80,791.99
BROWN	PROV. TR GP-FBO MICHAEL J BROWN IRA	CLASS 3	50,000.00	8,958.75	0.00	41,041.25
BROWN	R KEITH BROWN	CLASS 3	150,000.00	22,675.00	0.00	127,325.00
BROWN	RICHARD BROWN	CLASS 3	100,000.00	2,663.91	0.00	97,336.09
BROWN	ROSE BROWN	CLASS 3	50,000.00	527.77	0.00	49,472.23
BROWN	THOMAS R & JANE E BROWN	CLASS 3	59,000.00	7,447.36	0.00	51,552.64
BROWN/DOMINGUEZ	CONNIE M BROWN & RONALD DOMINGUEZ JR	CLASS 3	25,000.00	1,534.77	0.00	23,465.23
BROWNELL	MAINSTAR-FBO MERRY BROWNELL T2177630	CLASS 3	49,975.00	820.78	0.00	49,154.22
BROWNING	MICHAEL BROWNING	CLASS 3	200,000.00	12,458.30	0.00	187,541.70
BROWNSHER	KENNETH J BROWNSHER	CLASS 3	100,000.00	9,112.50	0.00	90,887.50
BRUCATO	GRACE BRUCATO	CLASS 3	100,000.00	18,758.21	0.00	81,241.79
BRUCE	IRA SVCS TR CO-CFBO HOWARD W BRUCE IRA	CLASS 5	400,000.00	35,888.86	0.00	364,111.14

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
BRUCE	JONATHAN D BRUCE	CLASS 3	25,000.00	2,413.27	0.00	22,586.73
BRUCKERT	SANDRA M BRUCKERT	CLASS 3	200,000.00	0.00	0.00	200,000.00
BRUEGGEN	GREG BRUEGGEN	CLASS 3	50,000.00	464.41	0.00	49,535.59
BRUGGINK	PROV. TR GP-FBO GAYLE A R BRUGGINK IRA	CLASS 3	100,000.00	2,555.56	0.00	97,444.44
BRUGGINK	PROV. TR GP-FBO GAYLE R BRUGGINK ROTH IRA	CLASS 3	40,000.00	1,000.00	0.00	39,000.00
BRUGOS	MICHAEL J & SHARON KAY BRUGOS	CLASS 3	100,000.00	16,492.41	0.00	83,507.59
BRUNER	PROV. TR GP-FBO GLENN A BRUNER IRA	CLASS 3	200,000.00	29,525.00	0.00	170,475.00
BRUNK	THE BRUNK FLT DTD 07/22/92	CLASS 3	20,000.00	3,606.67	0.00	16,393.33
BRUNNER	PROV. TR GP-FBO LANCE BRUNNER IRA	CLASS 3	25,000.00	4,206.25	0.00	20,793.75
BRUNO	TONY BRUNO	CLASS 5	100,000.00	31,333.25	0.00	68,666.75
BRUNS	DANIEL R & JANE A BRUNS	CLASS 5	100,000.00	13,060.44	0.00	86,939.56
BRUNS	TRINA M BRUNS	CLASS 3	35,000.00	1,196.88	0.00	33,803.12
BRUNS	WILLIAM L BRUNS	CLASS 3	100,000.00	25,603.46	0.00	74,396.54
BRUNSON	PROV. TR GP-FBO MICHAEL L BRUNSON SEP IRA	CLASS 3	35,000.00	1,174.45	0.00	33,825.55
BRUNSON	PROV. TR GP-FBO WENDY BRUNSON IRA	CLASS 3	30,000.00	2,080.00	0.00	27,920.00
BRUNSWICK	DEAN BRUNSWICK	CLASS 3	25,000.00	2,812.50	0.00	22,187.50
BRUNSWICK	MAINSTAR-FBO BARBARA BRUNSWICK T2178183	CLASS 3	211,809.01	1,029.63	0.00	210,779.38
BRUSSEAU	WILLIAM BRUSSEAU & JOAN METCALFE-BRUSSEAU	CLASS 3	50,000.00	576.38	0.00	49,423.62
BRYAN	PAUL E & CONNIE E BRYAN	CLASS 3	33,700.00	575.72	0.00	33,124.28
BRYAN	SHIRLEY A BRYAN	CLASS 5	50,000.00	9,708.35	0.00	40,291.65
BRYAN	WENDELL E & NANCY J BRYAN	CLASS 3	50,000.00	8,291.67	0.00	41,708.33
BRYAN	WENDELL E BRYAN	CLASS 3	25,000.00	3,355.25	0.00	21,644.75
BRYNIARSKI	IRA SVCS TR CO-CFBO MAREK BRYNIARSKI	CLASS 3	54,450.00	5,653.75	0.00	48,796.25
BRZOSKA	MAINSTAR-FBO RICHARD W BRZOSKA T2175263	CLASS 3	115,000.00	9,777.50	0.00	105,222.50
BRZOWSKY	MAINSTAR-FBO GINA BRZOWSKY TW003950	CLASS 3	100,000.00	2,716.67	0.00	97,283.33
BTJ	THE BTJ TR DTD 10/13/15	CLASS 5	250,000.00	48,263.81	0.00	201,736.19
BUBP	BRIAN F BUBP	CLASS 3	65,000.00	14,616.64	0.00	50,383.36
BUCCI	PROV. TR GP-FBO DEBI BUCCI IRA	CLASS 3	74,000.00	3,471.61	0.00	70,528.39
BUCCI	PROV. TR GP-FBO JOSEPH J BUCCI IRA	CLASS 3	49,077.00	2,367.97	0.00	46,709.03

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
BUCHANAN	DOROTHY L & GEORGE M BUCHANAN RLT	CLASS 3	25,000.00	1,641.67	0.00	23,358.33
BUCHANAN	KELLY BUCHANAN	CLASS 3	284,000.00	21,431.84	0.00	262,568.16
BUCHANAN	LEE W & CONNIE R BUCHANAN	CLASS 5	200,000.00	22,277.82	0.00	177,722.18
BUCK	JAY BUCK	CLASS 3	120,000.00	14,420.00	0.00	105,580.00
BUCK	KELLY BUCK	CLASS 3	100,000.00	325.00	0.00	99,675.00
BUCK	MAINSTAR-FBO SAMUEL BUCK	CLASS 3	24,000.00	2,290.00	0.00	21,710.00
BUCKNER	LEROY BUCKNER	CLASS 3	50,000.00	8,860.03	0.00	41,139.97
BUDZ	ROBERT S & MARION T BUDZ	CLASS 3	90,000.00	11,480.00	0.00	78,520.00
BUELL	IRA SVCS TR CO-CFBO MURPHY M BUELL IRA	CLASS 3	345,916.71	19,853.28	0.00	326,063.43
BUELNA	MARIE M BUELNA	CLASS 3	60,000.00	6,216.67	0.00	53,783.33
BUFALO	DOUG BUFALO	CLASS 3	30,000.00	70.00	0.00	29,930.00
BUFFORD	BETTY & BERNARD BUFFORD	CLASS 3	30,000.00	829.17	0.00	29,170.83
BUFORD	PROV. TR GP-FBO SARAH BUFORD IRA	CLASS 5	98,500.00	40,220.67	0.00	58,279.33
BUFORD	PROV. TR GP-FBO WILLIAM BUFORD IRA	CLASS 5	245,000.00	100,041.83	0.00	144,958.17
BUFORD	WILLIAM H & SARAH N BUFORD	CLASS 5	200,000.00	86,347.38	0.00	113,652.62
BUKOWSKI	KAREN BUKOWSKI	CLASS 3	130,000.00	3,322.24	0.00	126,677.76
BULLOCK	WAYNE L BULLOCK	CLASS 3	25,000.00	79.17	0.00	24,920.83
BUNCK	THE BUNCK FLT DTD 10/06/09	CLASS 3	50,000.00	1,358.33	0.00	48,641.67
BUNDRANT	MAINSTAR-FBO TERRY BUNDRANT	CLASS 3	46,000.00	3,986.66	0.00	42,013.34
BUNDRANT	TERRY BUNDRANT	CLASS 3	58,000.00	3,620.56	0.00	54,379.44
BUNDY	KEVIN & LORI BUNDY	CLASS 3	100,000.00	0.00	0.00	100,000.00
BUONO	THE BUONO TR DTD 11/11/89	CLASS 3	100,000.00	3,444.44	0.00	96,555.56
BURCHAM	RICHARD & SHERLYN M BURCHAM	CLASS 3	25,000.00	1,561.52	0.00	23,438.48
BURCKHOLTER	JOYCE BURCKHOLTER	CLASS 3	100,000.00	1,126.39	0.00	98,873.61
BUREAU	MARILYN BUREAU	CLASS 3	50,000.00	5,983.33	0.00	44,016.67
BURGARDT	BURGARDT FAMILY IRREV TR	CLASS 3	60,000.00	1,241.67	0.00	58,758.33
BURGE	WARREN BURGE	CLASS 3	100,000.00	8,866.67	0.00	91,133.33
BURGESON	WILLIAM BURGESSON	CLASS 3	100,000.00	1,500.01	0.00	98,499.99
BURGESS	PROV. TR GP-FBO DAVID BURGESS IRA	CLASS 3	37,440.00	3,650.40	0.00	33,789.60

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BURGHARDT	GORDON M BURGHARDT	CLASS 3	25,000.00	1,260.38	0.00	23,739.62
BURKE	KAREN BURKE	CLASS 3	84,000.00	17,068.37	0.00	66,931.63
BURKETT	MAINSTAR-FBO DOUGLAS R BURKETT T2177406	CLASS 3	48,500.00	994.25	0.00	47,505.75
BURKETT	ROBERT N BURKETT	CLASS 3	200,000.00	3,972.21	0.00	196,027.79
BURKHOLDER	CHARLES L & PATRICIA J BURKHOLDER	CLASS 5	100,000.00	1,861.10	0.00	98,138.90
BURLAGE	REBECCA V BURLAGE	CLASS 3	47,150.00	44,678.54	0.00	2,471.46
BURNETT	BURNETT FAMILY IRREV TR	CLASS 3	88,000.00	220.00	0.00	87,780.00
BURNEY	PROV. TR GP-FBO HELEN BURNEY IRA	CLASS 3	325,000.00	8,709.72	0.00	316,290.28
BURNINGHAM	MAINSTAR-FBO KELLY BURNINGHAM T2177103	CLASS 3	60,000.00	1,726.67	0.00	58,273.33
BURNS	DANIEL T & AICIA R BURNS	CLASS 5	500,000.00	80,972.29	0.00	419,027.71
BURNS	MAINSTAR-FBO CINDY L BURNS T2176508	CLASS 3	80,700.00	5,267.92	0.00	75,432.08
BURNS	MARY K BURNS	CLASS 5	500,000.00	97,638.97	0.00	402,361.03
BURNS	RALPH E BURNS	CLASS 3	50,000.00	1,073.23	0.00	48,926.77
BURROWS	KIM & TAMMY BURROWS FT	CLASS 3	250,000.00	1,500.00	0.00	248,500.00
BURT	DIANE T BURT	CLASS 3	140,000.00	3,033.32	0.00	136,966.68
BURT	MAINSTAR-FBO DAVID EUGENE BURT T2176584	CLASS 3	471,000.00	9,655.50	0.00	461,344.50
BURT	SHARON BURT	CLASS 3	150,000.00	6,472.92	0.00	143,527.08
BURT	STEVEN BURT	CLASS 3	75,000.00	4,506.25	0.00	70,493.75
BURTON	LINDA G BURTON	CLASS 3	100,000.00	13,663.22	0.00	86,336.78
BURTON	LINDA G BURTON	CLASS 3*	66,120.57	10,171.46	0.00	55,949.11
BURTON	LINDA G BURTON	CLASS 5	50,000.00	6,831.61	0.00	43,168.39
BURTON	PROV. TR GP-FBO CAMERON BURTON INH IRA	CLASS 3	28,320.00	1,526.13	0.00	26,793.87
BURYLO	IRA SVCS TR CO-CFBO DIANE BURYLO IRA	CLASS 3	33,000.00	3,124.92	0.00	29,875.08
BUSCHE/BANKS	MATTHEW T BUSCHE & TAMRA BANKS	CLASS 3	53,000.00	20,029.16	0.00	32,970.84
BUSCHER	MAINSTAR-FBO GABRIELE D BUSCHER T2178274	CLASS 3	100,000.00	952.77	0.00	99,047.23
BUSH	BUSH FT DTD 06/13/07	CLASS 3	50,000.00	2,935.34	0.00	47,064.66
BUSHNELL	ELSWORTH L & SUSAN M BUSHNELL	CLASS 3	31,700.00	3,618.87	0.00	28,081.13
BUSSE	HELMUT W & RENATA BUSSE	CLASS 3	100,000.00	650.00	0.00	99,350.00
BUTCHER	BILL & SUMIKO BUTCHER	CLASS 3	67,000.00	4,857.50	0.00	62,142.50

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BUTERA	CHARLES & BETH BUTERA	CLASS 3	100,000.00	5,163.85	0.00	94,836.15
BUTLER	KATHLEEN BUTLER	CLASS 3	25,000.00	1,868.11	0.00	23,131.89
BUTLER	PROV. TR GP-FBO ASTA BUTLER ROTH IRA	CLASS 3	33,000.00	1,599.57	0.00	31,400.43
BUTNER/MCMAHON	RYAN BUTNER & MARY MCMAHON	CLASS 3	410,000.00	56,727.88	0.00	353,272.12
BYARS	TESSA LYN & ZACHARY JOSEPH BYARS	CLASS 3	75,000.00	1,784.71	0.00	73,215.29
BYE	WILLIAM H BYE	CLASS 3	50,000.00	2,624.96	0.00	47,375.04
BYRNES	PATRICIA M BYRNES	CLASS 3	75,000.00	14,100.00	0.00	60,900.00
BYRNES	RANDY C BYRNES	CLASS 3	50,000.00	13,760.55	0.00	36,239.45
BYRUM	JUDITH ANN BYRUM	CLASS 3	210,000.00	35,877.97	0.00	174,122.03
C&H GROUP	THE C&H GROUP	CLASS 3	25,000.00	2,283.33	0.00	22,716.67
CABATANA	MAINSTAR-FBO MATERNA B CABATANA T2178508	CLASS 3	82,000.00	284.72	0.00	81,715.28
CABLE	PROV. TR GP-FBO THOMAS M CABLE IND C A	CLASS 5	263,432.00	65,250.36	0.00	198,181.64
CABLE	PROV. TR GP-FBO WILLIAM A CABLE ICA	CLASS 3	84,987.00	12,704.56	0.00	72,282.44
CABLE	PROV. TR GP-FBO WILLIAM A CABLE ICA	CLASS 5	205,000.00	30,645.10	0.00	174,354.90
CABRAL	PATRICIA S CABRAL	CLASS 3	50,000.00	979.15	0.00	49,020.85
CABRAL	PROV. TR GP-FBO DAVID CABRAL IRA	CLASS 3	27,115.00	1,938.72	0.00	25,176.28
CADA	BRIAN CADA	CLASS 3	25,000.00	567.53	0.00	24,432.47
CADA	BRIAN CADA	CLASS 5	120,000.00	2,724.14	0.00	117,275.86
CADDICK	HELEN G & CHARLES K CADDICK	CLASS 3	200,000.00	5,094.42	0.00	194,905.58
CADMUS	ANDREA CADMUS	CLASS 3	25,000.00	1,055.58	0.00	23,944.42
CADY	HORIZON TR CO-FBO DONALD R CADY IRA	CLASS 3	49,643.04	5,415.26	0.00	44,227.78
CAFARELLA	CAROLE & HERBERT CAFARELLA	CLASS 3	100,000.00	12,228.58	0.00	87,771.42
CAHILL	LILLY & JOSEPH CAHILL	CLASS 3	50,000.00	447.23	0.00	49,552.77
CAIN	ROXANNE T CAIN	CLASS 3	473,259.02	47,490.24	0.00	425,768.78
CAINE	MARK E CAINE	CLASS 3	100,000.00	10,343.75	0.00	89,656.25
CALAMARI	MAINSTAR-FBO PAUL CALAMARI	CLASS 3	61,351.00	3,758.59	0.00	57,592.41
CALAME	JERALD D CALAME	CLASS 5	50,000.00	13,993.10	0.00	36,006.90
CALAMIA	FRANK C CALAMIA	CLASS 3	25,000.00	403.13	0.00	24,596.87
CALAMIA	THE PHILLIP & LINDA CALAMIA TR 01/13/16	CLASS 3	25,000.00	403.13	0.00	24,596.87

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Schedule 3 - Schedule of Principal Amounts and Prepetition Distributions**

Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
CALDARELLA	SANDRA J CALDARELLA	CLASS 3	200,000.00	7,187.55	0.00	192,812.45
CALDWELL	RICHARD A CALDWELL	CLASS 3	167,000.00	528.83	0.00	166,471.17
CALHOUN	NICKY L CALHOUN	CLASS 3	50,000.00	1,625.00	0.00	48,375.00
CALHOUN	PROV. TR GP-FBO CAREY L CALHOUN IRA	CLASS 3	27,000.00	2,451.75	0.00	24,548.25
CALIMER	VINSON D & JULIE L CALIMER	CLASS 3	50,000.00	2,070.86	0.00	47,929.14
CALLAGHAN	CALLAGHAN PUMP & CONTROLS INC	CLASS 3	50,000.00	5,072.92	0.00	44,927.08
CALLAHAN	CALLAHAN IRREV DYNASTY TR UTD 08/18/99	CLASS 3	75,000.00	3,250.00	0.00	71,750.00
CALLAHAN	HELEN CALLAHAN	CLASS 3	100,000.00	3,854.15	0.00	96,145.85
CAM TECH	CAM TECH (US) INC PPT	CLASS 3	83,284.64	0.00	0.00	83,284.64
CAMC	CAMC LLC	CLASS 3	50,000.00	12,912.50	0.00	37,087.50
CAMERON	LEONARD & SANDRA CAMERON	CLASS 3	559,013.00	5,776.48	0.00	553,236.52
CAMERON	MICHAEL J CAMERON	CLASS 3	25,000.00	858.33	0.00	24,141.67
CAMIGI	LAURENCE E CAMIGI	CLASS 3	100,000.00	14,145.81	0.00	85,854.19
CAMIGI	LAURENCE E CAMIGI	CLASS 5	300,000.00	42,437.44	0.00	257,562.56
CAMP	GLENN S CAMP	CLASS 3	50,000.00	9,057.25	0.00	40,942.75
CAMP	PATRICIA L & KENNETH MICHAEL CAMP	CLASS 3	80,000.00	9,224.51	0.00	70,775.49
CAMP	PROV. TR GP-FBO SUSAN W CAMP IRA	CLASS 3	70,000.00	2,773.75	0.00	67,226.25
CAMP	RANDALL M CAMP	CLASS 3	50,000.00	7,786.11	0.00	42,213.89
CAMP	RUTH CAMP PERSONAL CARE TR	CLASS 3	157,000.00	24,249.67	0.00	132,750.33
CAMPBELL	CAMPBELL FAMILY IRREV TR	CLASS 3	65,000.00	7,535.37	0.00	57,464.63
CAMPBELL	CAMPBELL FT DTD 10/30/02	CLASS 3	50,000.00	2,663.16	0.00	47,336.84
CAMPBELL	CAROLYN J CAMPBELL	CLASS 3	60,000.00	20,823.56	0.00	39,176.44
CAMPBELL	CLAYTON CAMPBELL	CLASS 3	25,000.00	1,555.60	0.00	23,444.40
CAMPBELL	DWIGHT W & SANDRA M CAMPBELL	CLASS 3	60,000.00	3,089.17	0.00	56,910.83
CAMPBELL	MAINSTAR-FBO LAWRENCE CAMPBELL T2175801	CLASS 3	100,000.00	6,966.67	0.00	93,033.33
CAMPBELL	MAINSTAR-FBO MICHAEL J CAMPBELL	CLASS 3	270,000.00	17,710.00	0.00	252,290.00
CAMPBELL	MAINSTAR-FBO SARAH CAMPBELL T2177144	CLASS 3	25,000.00	750.57	0.00	24,249.43
CAMPBELL	NORINE E CAMPBELL	CLASS 3	31,707.00	1,009.37	0.00	30,697.63
CAMPBELL	PROV. TR GP-FBO BRIAN E CAMPBELL IRA	CLASS 5	100,000.00	15,833.33	0.00	84,166.67

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CAMPBELL	PROV. TR GP-FBO MARK G CAMPBELL IRA	CLASS 3	46,450.00	2,895.38	0.00	43,554.62
CAMPBELL	PROV. TR GP-FBO R BRET & J CAMPBELL ICA	CLASS 3	100,000.00	11,862.23	0.00	88,137.77
CAMPBELL	PROV. TR GP-FBO R BRET & J CAMPBELL ICA	CLASS 5	99,500.00	11,802.91	0.00	87,697.09
CAMPBELL	THE JOHN L CAMPBELL INTERVIVOS DECL OF TR	CLASS 3	200,000.00	10,240.71	0.00	189,759.29
CAMPBELL	THE JOHN L CAMPBELL INTERVIVOS DECL OF TR	CLASS 5	100,000.00	5,120.35	0.00	94,879.65
CAMPEA	DANIEL CAMPEA	CLASS 3	234,935.86	17,032.86	0.00	217,903.00
CAMPITIELLO	ANTHONY & CAMILLE CAMPITIELLO	CLASS 3	125,000.00	19,688.12	0.00	105,311.88
CAMPOLO	RICHARD & NANCY R CAMPOLO LT 03/04/04	CLASS 3	125,000.00	16,284.43	0.00	108,715.57
CANDEL	DAVE & VICKIE CANDEL	CLASS 3	50,000.00	2,290.29	0.00	47,709.71
CANFIELD	DALLAS CANFIELD	CLASS 3	175,000.00	5,547.77	0.00	169,452.23
CANNADA	ANGELA CANNADA	CLASS 3	25,000.00	516.67	0.00	24,483.33
CANNON	EVELYN I CANNON	CLASS 3	25,000.00	836.05	0.00	24,163.95
CANNON	EVELYN I CANNON	CLASS 5	184,847.53	6,181.69	0.00	178,665.84
CANTER	SUNWEST TR BILLIE S CANTER IRA	CLASS 3	570,500.00	26,090.24	0.00	544,409.76
CANTERO	MAINSTAR-FBO RICHARD CANTERO	CLASS 5	100,000.00	9,974.96	0.00	90,025.04
CANTIN	MICHAEL & ANNETTE CANTIN	CLASS 3	80,000.00	301.49	0.00	79,698.51
CANTLIN	MAINSTAR-FBO JOHN CANTLIN T2177763	CLASS 3	118,000.00	2,183.00	0.00	115,817.00
CANYON CREEK	CANYON CREEK 401K PLAN	CLASS 5	100,000.00	11,999.95	0.00	88,000.05
CAP INVESTMENTS	CAP INVESTMENTS INC	CLASS 3	50,000.00	1,425.00	0.00	48,575.00
CAPITAO	YULIA CAPITAO	CLASS 3	60,000.00	408.33	0.00	59,591.67
CAPRA	ROBERT E CAPRA	CLASS 3	50,000.00	5,733.28	0.00	44,266.72
CAPRA	SUZANNE B & MICHAEL E CAPRA	CLASS 3	50,000.00	3,733.33	0.00	46,266.67
CAPSHAW	INA LEA CAPSHAW RLT SANDRA PERKO TTEE	CLASS 3	265,000.00	16,172.40	0.00	248,827.60
CARAMADRE	ANNE O & PAULA ROSE CARAMADRE	CLASS 3	25,000.00	788.22	0.00	24,211.78
CARAMADRE	ANNE O & VINCENT A CARAMADRE	CLASS 3	26,000.00	346.66	0.00	25,653.34
CARAVELLA	PETER J & JUDITH L CARAVELLA	CLASS 3	200,000.00	4,938.90	0.00	195,061.10
CARB	ALLAN N & THERESA CARB	CLASS 3	100,000.00	4,355.53	0.00	95,644.47
CARBONE	VINCENT M & SHERRY L CARBONE	CLASS 3	100,000.00	2,966.67	0.00	97,033.33
CARDOSI	PROV. TR GP-FBO THOMAS CARDOSI IRA	CLASS 5	200,000.00	86,831.07	0.00	113,168.93

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
CARIAGA	DAISY CARUNUNGA CARIAGA	CLASS 3	25,000.00	576.41	0.00	24,423.59
CARLI	MICHAEL CARLI & CHRISTINA BROLIN-CARLI	CLASS 3	100,000.00	12,588.89	0.00	87,411.11
CARLI	PROV. TR GP-FBO LOIS M CARLI ROTH IRA	CLASS 3	70,000.00	7,233.68	0.00	62,766.32
CARLI	PROV. TR GP-FBO RICHARD J CARLI IRA	CLASS 3	430,000.00	16,154.16	0.00	413,845.84
CARLI	RICHARD J & LOIS M CARLI	CLASS 3	575,000.00	57,277.98	0.00	517,722.02
CARLON	KATHLEEN CARLON FT	CLASS 3	100,000.00	1,805.57	0.00	98,194.43
CARLON	MAINSTAR-FBO EUGENE CARLON T2176805	CLASS 3	49,500.00	1,476.75	0.00	48,023.25
CARLSON	EMMA W CARLSON TR DTD 09/24/90	CLASS 3	50,000.00	5,138.15	0.00	44,861.85
CARLSON	THE GERALD L CARLSON LT	CLASS 3	25,000.00	489.60	0.00	24,510.40
CARLSON	THE JACQUELINE M CARLSON 2006 TR	CLASS 3	25,000.00	1,641.67	0.00	23,358.33
CARLSON	VERNE W & AMANDA CARLSON	CLASS 3	200,000.00	27,885.41	0.00	172,114.59
CARLTON	CARLTON YEAR 2016 LFT	CLASS 3	300,000.00	0.00	0.00	300,000.00
CARLTON	VIRGIL LEE CARLTON	CLASS 3	60,000.00	1,325.00	0.00	58,675.00
CARLUCCI/MULLIGAN	ROSE V CARLUCCI & KATHLEEN MULLIGAN	CLASS 3	100,000.00	5,066.67	0.00	94,933.33
CARMOSINO	VINCENT J JR & LINDA A CARMOSINO	CLASS 3	100,000.00	5,027.82	0.00	94,972.18
CARNEGIE	HORIZON TR CO-FBO MARY L CARNEGIE IRA	CLASS 3	180,000.00	11,203.34	0.00	168,796.66
CARNEY	KATHRYN M CARNEY	CLASS 3	23,380.66	1,409.34	0.00	21,971.32
CARNEY	MAINSTAR-FBO DANIEL CARNEY	CLASS 3	108,000.00	7,035.00	0.00	100,965.00
CARPENTER	IRA SVCS TR CO-CFBO JOHN H CARPENTER IRA	CLASS 3	29,000.00	896.60	0.00	28,103.40
CARPENTER	TMICO-FBO JUDY B CARPENTER IRA	CLASS 5	100,000.00	29,477.93	0.00	70,522.07
CARR	MAINSTAR-FBO PENI CARR	CLASS 3	300,000.00	30,752.08	0.00	269,247.92
CARR	THOMAS L CARR RT	CLASS 3	25,000.00	277.78	0.00	24,722.22
CARRANO	VINCENT CARRANO RLT 11/27/13	CLASS 3	30,000.00	6,395.00	0.00	23,605.00
CARRIE	BETTE J CARRIE	CLASS 3	100,000.00	133.33	0.00	99,866.67
CARRIER	PROV. TR GP-FBO MICHAEL A CARRIER IRA	CLASS 3	99,555.00	11,797.27	0.00	87,757.73
CARRIGAN	YONG C CARRIGAN	CLASS 3	100,000.00	10,111.62	0.00	89,888.38
CARRIS	BARBARA S CARRIS	CLASS 3	50,000.00	2,100.00	0.00	47,900.00
CARRIS	CRAIG K CARRIS	CLASS 3	200,000.00	19,883.33	0.00	180,116.67
CARRISH	JEFFREY J CARRISH	CLASS 3	100,000.00	10,945.84	1,000.00	88,054.16

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
CARROLL	CARROLL FT DTD 06/07/96	CLASS 3	250,000.00	1,416.67	0.00	248,583.33
CARROLL	GREGORY D CARROLL	CLASS 5	50,000.00	12,459.85	0.00	37,540.15
CARROLL	J/B CARROLL IN TR FOR G D & R J CARROLL	CLASS 5	50,000.00	4,500.03	0.00	45,499.97
CARROLL	JEAN & BOBBY CARROLL	CLASS 3	60,000.00	7,990.00	0.00	52,010.00
CARROLL	PROV. TR GP-FBO JEAN CARROLL IRA	CLASS 3	99,000.00	13,417.25	0.00	85,582.75
CARROUGHER	CLINTON J CARROUGHER	CLASS 3	25,000.00	427.77	0.00	24,572.23
CARSON	GREGORY A & VIVIAN E CARSON	CLASS 3	60,000.00	1,970.00	0.00	58,030.00
CARSON	JOHN & SHIRLEY CARSON LT	CLASS 5	100,000.00	13,222.17	0.00	86,777.83
CARSON	SUNWEST TR SHIRLEY CARSON IRA	CLASS 3	230,000.00	17,081.67	0.00	212,918.33
CARSWELL	BEATRICE CARSWELL	CLASS 3	30,000.00	29.17	0.00	29,970.83
CARTER	MAINSTAR-FBO DAVID C CARTER	CLASS 3	53,741.03	2,430.29	0.00	51,310.74
CARTER	MORINE CARTER	CLASS 3	50,000.00	801.39	0.00	49,198.61
CARTER	PROV. TR GP-FBO SUSAN CARTER IRA	CLASS 3	99,270.00	2,079.16	0.00	97,190.84
CARTER	STEVE & SHERRY CARTER	CLASS 3	75,000.00	67.71	0.00	74,932.29
CARUSO	ANTHONY F CARUSO SR	CLASS 3	25,000.00	3,520.94	0.00	21,479.06
CARUTHERS	BAMBI SIMONE CARUTHERS	CLASS 3	29,700.00	1,583.64	0.00	28,116.36
CARUTHERS	MAINSTAR-FBO BAMBI S CARUTHERS R2176328	CLASS 3	48,000.00	1,694.00	0.00	46,306.00
CARVAJAL	PROV. TR GP-FBO ADRIAN CARVAJAL IRA	CLASS 3	41,192.00	3,149.42	0.00	38,042.58
CARVER	AUDREY CARVER IRREV TR	CLASS 3	75,000.00	1,656.25	0.00	73,343.75
CASALE	MARY J CASALE	CLASS 3	186,864.87	29,947.56	0.00	156,917.31
CASE	JAMES R CASE	CLASS 3	215,000.00	36,534.32	0.00	178,465.68
CASE	NANCY M CASE TR DTD 04/11/17	CLASS 3	80,000.00	9,198.01	0.00	70,801.99
CASE/HOFFMAN	NANCY M CASE & JEFFREY J HOFFMAN	CLASS 3	320,000.00	34,376.14	0.00	285,623.86
CASEY	MICHAEL H CASEY	CLASS 3	50,000.00	11,425.00	0.00	38,575.00
CASEY	PROV. TR GP-FBO MICHAEL CASEY IRA	CLASS 3	37,000.00	3,604.42	0.00	33,395.58
CASH	IRA SVCS TR CO-CFBO RAE A CASH ROTH IRA	CLASS 3	25,000.00	849.31	0.00	24,150.69
CASH	ROBERT D CASH	CLASS 3	200,000.00	11,555.53	0.00	188,444.47
CASHING	PROV. TR GP-FBO RELIABLE CHK CASHING IRA	CLASS 5	250,000.00	9,597.23	0.00	240,402.77
CASHMAN	STEPHEN CASHMAN	CLASS 3	25,000.00	587.50	0.00	24,412.50

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CASHMAN	THE MARY JUNE MILLS CASHMAN RT DTD 1997	CLASS 3	50,000.00	491.67	0.00	49,508.33
CASIFORA	ALBERTO & CARLOS CASIFORA	CLASS 3	50,000.00	1,820.81	0.00	48,179.19
CASLER	PROV. TR GP-FBO REBA L CASLER IRA	CLASS 3	152,000.00	3,065.34	0.00	148,934.66
CASORIA	ANTHONY C CASORIA	CLASS 3	50,000.00	2,979.13	0.00	47,020.87
CASSIDY	PROV. TR GP-FBO ROBERT CASSIDY IRA	CLASS 3	99,500.00	5,348.13	0.00	94,151.87
CASSIDY	ROBERT T CASSIDY	CLASS 3	350,000.00	22,779.61	0.00	327,220.39
CASSINA	MARINO T & MERRILY C CASSINA	CLASS 3	110,000.00	3,726.27	0.00	106,273.73
CASTANEDA	JANET & CARLOS CASTANEDA	CLASS 3	200,000.00	29,941.93	0.00	170,058.07
CASTANEDA	JANET & CARLOS CASTANEDA	CLASS 5	200,000.00	29,941.93	0.00	170,058.07
CASTANEDA	JANET CASTANEDA	CLASS 3	100,000.00	13,088.46	1,000.00	85,911.54
CASTANEDA	PROV. TR GP-FBO CARLOS A CASTANEDA IRA	CLASS 5	159,086.00	12,589.62	0.00	146,496.38
CASTANEDA	PROV. TR GP-FBO JANET L CASTANEDA IRA	CLASS 5	100,000.00	12,055.56	0.00	87,944.44
CASTELLANI	THE CASTELLANI FLT	CLASS 3	100,000.00	3,055.58	0.00	96,944.42
CASTELLANOS	FRANCISCO A & MARTHA D CASTELLANOS	CLASS 3	100,000.00	2,015.29	0.00	97,984.71
CASTIGLIONE	PAUL J CASTIGLIONE	CLASS 3	200,000.00	38,933.45	0.00	161,066.55
CASTIGLIONE	PAUL J CASTIGLIONE JR	CLASS 3	50,000.00	3,020.83	0.00	46,979.17
CASTIGLIONE	PROV. TR GP-FBO KAREN A CASTIGLIONE IRA	CLASS 3	65,000.00	11,147.50	1,000.00	52,852.50
CASTIGLIONE	PROV. TR GP-FBO PAUL J CASTIGLIONE IRA	CLASS 3	84,000.00	11,547.67	0.00	72,452.33
CASTRO	IRA SVCS TR CO-CFBO HELEN A CASTRO IRA	CLASS 3	344,000.00	29,428.92	0.00	314,571.08
CASTRO	THE HELEN CASTRO FLT 08/06/14	CLASS 3	150,000.00	14,375.00	0.00	135,625.00
CATHCART	JAMES & CAROLYN CATHCART	CLASS 3*	30,000.00	1,985.00	0.00	28,015.00
CATO	STEPHEN & JACKLYN CATO	CLASS 5	110,000.00	54,974.41	0.00	55,025.59
CAUDILL	MAINSTAR-FBO WANDA G CAUDILL T2177398	CLASS 3	182,570.50	5,442.84	0.00	177,127.66
CAUSTRITA	CAUSTRITA TR DTD 10/06/11	CLASS 3	100,000.00	894.44	0.00	99,105.56
CAVASOS	MAINSTAR-FBO RAYNALDO CAVASOS	CLASS 3	144,500.00	8,589.72	0.00	135,910.28
CAVE	PROV. TR GP-FBO DONALD L CAVE JR IRA	CLASS 3	88,600.00	2,347.90	0.00	86,252.10
CAWLEY	RAYMOND J CAWLEY LT UAD 05/13/09	CLASS 3	100,000.00	0.00	0.00	100,000.00
CAWLEY	THE JUDITH A CAWLEY LT DTD 05/13/09	CLASS 3	200,000.00	3,608.33	0.00	196,391.67
CECIL	RICHARD CECIL	CLASS 3	25,000.00	122.22	0.00	24,877.78

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CECKA	BRUCE W CECKA	CLASS 3	46,000.00	1,137.24	0.00	44,862.76
CECKA	MAINSTAR-FBO MARY M CECKA T2178300	CLASS 3	50,000.00	187.50	0.00	49,812.50
CELIZ	MARIA NECINA CELIZ	CLASS 3	25,000.00	1,050.02	0.00	23,949.98
CENDEJAS	THE CENDEJAS LT UTD 10/31/95	CLASS 3	66,000.00	3,477.00	0.00	62,523.00
CENSOPLANO	MAINSTAR-FBO JOSEPH M CENSOPLANO T2175654	CLASS 3	26,274.86	1,339.29	0.00	24,935.57
CENTORE	MAINSTAR-FBO MARJORIE CENTORE	CLASS 3	52,000.00	5,460.04	0.00	46,539.96
CENTRONE	PROV. TR GP-FBO ROBERT CENTRONE IRA	CLASS 3	29,000.00	8,779.02	0.00	20,220.98
CENTRONE	PROV. TR GP-FBO ROBERT CENTRONE IRA	CLASS 5	194,452.47	58,865.60	0.00	135,586.87
CENTRONE	PROV. TR GP-FBO THERESA CENTRONE IRA	CLASS 3	107,000.00	15,719.94	0.00	91,280.06
CENTRONE	ROBERT J & THERESA CENTRONE	CLASS 3	105,000.00	30,884.58	0.00	74,115.42
CEPULKOWSKI	FRANK O CEPULKOWSKI	CLASS 3	125,000.00	11,615.94	0.00	113,384.06
CERNA	THOMAS J & SANDRA M CERNA	CLASS 3	25,000.00	618.07	0.00	24,381.93
CETOLA	DARLENE CETOLA PA	CLASS 3	50,000.00	808.33	0.00	49,191.67
CF INVESTMENTS	CF INVESTMENTS	CLASS 5	200,000.00	6,288.90	0.00	193,711.10
CHABAD CENTER	CHABAD CENTER OF NORTH WESTERN NJ	CLASS 5	100,000.00	15,474.93	0.00	84,525.07
CHACON	ADELA MARIE CHACON	CLASS 3	55,000.00	4,858.33	0.00	50,141.67
CHADWELL	MAINSTAR-FBO KAREN L CHADWELL	CLASS 3	100,151.78	4,728.00	0.00	95,423.78
CHADWICK	BARBARA CHADWICK	CLASS 3	50,000.00	1,374.98	0.00	48,625.02
CHAFFIN	PROV. TR GP-FBO CYNTHIA CHAFFIN IRA	CLASS 3	130,000.00	18,369.01	0.00	111,630.99
CHALLENGER	DEBORAH CHALLENGER	CLASS 3	200,000.00	3,819.46	0.00	196,180.54
CHALLENGER	PROV. TR GP-FBO DEBORAH L CHALLENGER IRA	CLASS 3	184,000.00	8,320.89	0.00	175,679.11
CHAMBERS	CAROL & ARVIN CHAMBERS	CLASS 3	25,000.00	291.67	0.00	24,708.33
CHAMPLEY	IRA SVCS TR CO-CFBO THOMAS CHAMPLEY IRA	CLASS 3	100,000.00	42,964.94	0.00	57,035.06
CHANDLER	MADOLYN J CHANDLER	CLASS 3	31,391.79	828.40	0.00	30,563.39
CHANDLER	MAINSTAR-FBO ALLEN K CHANDLER T2176448	CLASS 3	100,000.00	2,069.44	0.00	97,930.56
CHANDLER	MAINSTAR-FBO JANALIE CHANDLER T2178449	CLASS 3	158,300.00	246.24	0.00	158,053.76
CHANDLEY	CHARLES A CHANDLEY	CLASS 3	100,000.00	1,850.00	0.00	98,150.00
CHANEY	MAINSTAR-FBO SANDRA K CHANEY T2177895	CLASS 3	145,000.00	1,651.39	0.00	143,348.61
CHANG	CHAN-NAN & CHIU-CHIANG CHANG	CLASS 3	50,000.00	2,520.87	0.00	47,479.13

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
CHANG	DAVID CHANG	CLASS 3	100,000.00	2,194.46	0.00	97,805.54
CHANG	MAINSTAR-FBO DIANA CHANG	CLASS 3	79,000.00	3,729.46	0.00	75,270.54
CHANG	SHENYAH & CHING-PI CHANG	CLASS 3	50,000.00	1,948.58	0.00	48,051.42
CHANG	SHENYAH CHANG	CLASS 3	50,000.00	2,694.40	0.00	47,305.60
CHANG/CHEN	TAM CHANG & MEI-SHE CHEN	CLASS 3	100,000.00	6,058.35	0.00	93,941.65
CHAPLIN	PROV. TR GP-FBO THEODORE S CHAPLIN IRA	CLASS 3	30,000.00	3,835.08	0.00	26,164.92
CHARBONEAU	SUSAN CHARBONEAU	CLASS 3	85,000.00	5,575.18	0.00	79,424.82
CHARBONEAU	SUSAN CHARBONEAU	CLASS 5	50,000.00	3,279.51	0.00	46,720.49
CHARTER OAK	THE CHARTER OAK WOMAN'S CLUB	CLASS 3	25,000.00	69.44	0.00	24,930.56
CHASE	SUNWEST TR LAUREL C CHASE IRA	CLASS 3	281,103.99	35,169.11	0.00	245,934.88
CHASE FINANCIAL	CHASE FINANCIAL LLC	CLASS 3	100,000.00	3,538.91	0.00	96,461.09
CHATHAM	HOOD III & LAURA R CHATHAM	CLASS 5	200,000.00	51,888.99	0.00	148,111.01
CHATHAM	IRA SVCS TR CO-CFBO ROBERT H CHATHAM III	CLASS 3	47,000.00	10,948.19	0.00	36,051.81
CHATHAM	IRA SVCS TR CO-CFBO ROBERT H CHATHAM III	CLASS 5	200,000.00	46,588.03	0.00	153,411.97
CHATHAM	PROV. TR GP-FBO JOHN CHATHAM IRA	CLASS 3	100,000.00	2,177.78	0.00	97,822.22
CHATNANI	HARESH CHATNANI	CLASS 3	60,000.00	3,512.24	0.00	56,487.76
CHAVEZ	SUNWEST TR JUDY CHAVEZ IRA	CLASS 3	95,000.00	6,396.67	0.00	88,603.33
CHAYKIN	MAINSTAR-FBO RICHARD J CHAYKIN	CLASS 3	268,000.00	13,225.05	0.00	254,774.95
CHAYKOVSKY	NATALYA CHAYKOVSKY	CLASS 3	50,000.00	4,812.50	0.00	45,187.50
CHEATHAM	NORMA E CHEATHAM	CLASS 3	25,000.00	1,725.75	0.00	23,274.25
CHEATHAM	PROV. TR GP-FBO CAROL CHEATHAM IRA	CLASS 5	83,000.00	13,833.33	0.00	69,166.67
CHEATHAM	PROV. TR GP-FBO PATRICIA CHEATHAM IRA	CLASS 5	63,000.00	10,500.00	0.00	52,500.00
CHEN	HUIXIAN CHEN	CLASS 3	100,000.00	11,183.33	0.00	88,816.67
CHEN	TED B CHEN	CLASS 3	40,000.00	2,738.94	0.00	37,261.06
CHEN	YEN HSU CHEN	CLASS 3	350,000.00	42,458.50	0.00	307,541.50
CHENOWETH	THE CHENOWETH LT DTD 04/17/14	CLASS 3	101,192.00	6,257.04	0.00	94,934.96
CHERELSTEIN	GLORIA A CHERELSTEIN	CLASS 3	25,000.00	1,483.33	0.00	23,516.67
CHERNOFF	MELVIN CHERNOFF RLT	CLASS 3	50,000.00	4,799.96	0.00	45,200.04
CHERRY	MYRA C CHERRY	CLASS 3	75,000.00	8,625.00	0.00	66,375.00

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
CHEW	THE DEREK & LINDA CHEW FT DTD 07/13/11	CLASS 3	25,000.00	2,639.52	0.00	22,360.48
CHI	BOYAN CHI	CLASS 3	25,000.00	1,190.95	0.00	23,809.05
CHIN	JENNY CHIN	CLASS 3	50,000.00	2,513.23	0.00	47,486.77
CHIN	MAINSTAR-FBO VUI-TING CHIN	CLASS 3	25,000.00	1,029.17	0.00	23,970.83
CHIRAS	KATHLEEN CHIRAS	CLASS 3	327,495.00	29,248.75	0.00	298,246.25
CHIRCO	GEROME CHIRCO	CLASS 3	25,000.00	1,020.16	0.00	23,979.84
CHIRIKOS	TONY G & ANN M CHIRIKOS	CLASS 3	50,000.00	8,944.40	0.00	41,055.60
CHIVERS	DARRIS CHIVERS	CLASS 5	55,000.00	1,627.08	0.00	53,372.92
CHIVERS	MAINSTAR-FBO DARRIS CHIVERS TW004012	CLASS 5	99,400.00	2,623.05	0.00	96,776.95
CHOATE-PIERCE	LANA CHOATE-PIERCE	CLASS 5	165,000.00	38,275.33	0.00	126,724.67
CHOI	INJOON C CHOI	CLASS 3	50,000.00	3,266.67	0.00	46,733.33
CHONO	MAINSTAR-FBO DIANE F CHONO T2177431	CLASS 3	41,500.00	885.33	0.00	40,614.67
CHOPP	MAINSTAR-FBO SHARON CHOPP	CLASS 3	47,000.00	4,149.07	0.00	42,850.93
CHOQUETTE	CYNTHIA A CHOQUETTE	CLASS 3	90,000.00	19,344.51	0.00	70,655.49
CHOQUETTE	PROV. TR GP-FBO CYNTHIA A CHOQUETTE IRA	CLASS 3	130,000.00	18,200.41	0.00	111,799.59
CHOQUETTE	PROV. TR GP-FBO KENNETH J CHOQUETTE IRA	CLASS 3	58,000.00	992.44	0.00	57,007.56
CHOU	HORIZON TR CO-FBO HWAI-NAN CHOU IRA	CLASS 3	50,000.00	3,083.33	0.00	46,916.67
CHOW	ROSY CHOW	CLASS 3	25,000.00	1,538.24	0.00	23,461.76
CHOW	THERESA CHOW	CLASS 3	25,000.00	1,538.24	0.00	23,461.76
CHRISTENSEN	CHRISTENSEN LIVESTOCK CO LLP	CLASS 3	1,000,000.00	73,888.97	0.00	926,111.03
CHRISTENSEN	MAINSTAR-FBO LON CHRISTENSEN T2176470	CLASS 3	83,350.00	4,080.68	0.00	79,269.32
CHRISTENSEN	MIKE P & COLLEEN H CHRISTENSEN	CLASS 3	218,000.00	6,358.31	0.00	211,641.69
CHRISTIAN	ERIC D CHRISTIAN	CLASS 3	25,000.00	4,204.17	0.00	20,795.83
CHRISTIAN	GABRIEL CHRISTIAN	CLASS 3	25,000.00	406.26	0.00	24,593.74
CHRISTIAN	PROV. TR GP-FBO LUISE CHRISTIAN IRA	CLASS 3	27,842.06	3,016.22	0.00	24,825.84
CHRISTIANSSEN	GARY W CHRISTIANSSEN	CLASS 3	100,000.00	18,099.95	0.00	81,900.05
CHU	MAINSTAR-FBO RACHEL LEEANN CHU R2178251	CLASS 3	25,000.00	0.00	0.00	25,000.00
CHU	RACHEL LEEANN CHU	CLASS 3	50,000.00	1,205.57	0.00	48,794.43
CHU	RONALD & MARSHA CHU	CLASS 3	25,000.00	180.56	0.00	24,819.44

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CHUANG	KEN & ADA CHUANG	CLASS 3	150,000.00	7,500.00	0.00	142,500.00
CHUANG	SUSAN & THOMAS CHUANG	CLASS 3	100,000.00	4,958.33	0.00	95,041.67
CHUBKA	MICHAEL CHUBKA	CLASS 3	25,000.00	406.86	0.00	24,593.14
CHUN	PROV. TR GP-FBO CYNTHIA M CHUN IRA	CLASS 3	186,200.00	16,569.73	0.00	169,630.27
CHUN	PROV. TR GP-FBO DOUGLAS G CHUN IRA	CLASS 3	531,200.00	50,684.85	0.00	480,515.15
CHUNG	THE CHUNG LT DTD 09/28/04	CLASS 3	147,000.00	8,575.00	0.00	138,425.00
CHURCH	GEORGE & PATRICIA CHURCH RT RSTD 07/08/16	CLASS 3	100,000.00	28,216.71	0.00	71,783.29
CHWALOWSKI	FRANK & PENNIE CHWALOWSKI	CLASS 3	50,000.00	1,676.97	0.00	48,323.03
CICERO	MATTHEW CICERO	CLASS 3	50,000.00	3,685.36	1,000.00	45,314.64
CICERO	SANDRA CICERO	CLASS 3	50,000.00	2,447.92	0.00	47,552.08
CIPRIANO	BRIAN CIPRIANO	CLASS 3	45,000.00	0.00	0.00	45,000.00
CIRRITO	CAROLYN CIRrito	CLASS 3	50,000.00	8,518.04	0.00	41,481.96
CLAARVILLE	CLAARVILLE INC	CLASS 3	50,000.00	3,655.56	0.00	46,344.44
CLABAUGH	HUGH CLABAUGH	CLASS 3	40,000.00	994.46	0.00	39,005.54
CLANTON	AMERICAN EST&TR FBO SOPHIE CLANTON	CLASS 5	100,000.00	56,999.79	0.00	43,000.21
CLANTON	PROV. TR GP-FBO CAROL E CLANTON IRA	CLASS 3	32,000.00	4,936.00	0.00	27,064.00
CLAPP	GLORIA J CLAPP	CLASS 3	50,000.00	1,312.48	0.00	48,687.52
CLAPP	JEFFREY & KAREN CLAPP	CLASS 3	60,000.00	3,790.00	0.00	56,210.00
CLAPPER	FRANCIS & DOROTHY CLAPPER	CLASS 5	103,000.00	34,676.52	0.00	68,323.48
CLAPPER	PROV. TR GP-FBO FRANCIS K CLAPPER IRA	CLASS 5	114,000.00	29,355.00	0.00	84,645.00
CLARK	CARL & DELLA CLARK	CLASS 3	125,000.00	14,000.06	0.00	110,999.94
CLARK	DAVID & BRENDA CLARK	CLASS 3	100,000.00	100.00	0.00	99,900.00
CLARK	DONNA CLARK	CLASS 3	50,000.00	3,441.67	0.00	46,558.33
CLARK	EQUITY TRUST-FBO KATHLEEN PAGE CLARK IRA	CLASS 5	100,000.00	49,158.81	0.00	50,841.19
CLARK	HORACE J & CAROLE CLARK RT DTD 10/27/93	CLASS 3	80,000.00	3,756.67	0.00	76,243.33
CLARK	JERRY B CLARK SR	CLASS 3	100,000.00	27,833.33	0.00	72,166.67
CLARK	MADELINE CLARK	CLASS 3	100,000.00	1,680.57	0.00	98,319.43
CLARK	MAINSTAR-FBO CYNTHIA CLARK T2176329	CLASS 3	100,000.00	5,389.89	0.00	94,610.11
CLARK	MAINSTAR-FBO DONNA CLARK T2175756	CLASS 3	21,000.00	1,085.00	0.00	19,915.00

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CLARK	MAINSTAR-FBO JOHN J CLARK T2176400	CLASS 3	50,000.00	1,883.33	0.00	48,116.67
CLARK	PROV. TR GP-FBO DOUGLAS CLARK IRA	CLASS 3	308,000.00	28,233.33	0.00	279,766.67
CLARK	PROV. TR GP-FBO KATHLEEN PAGE CLARK IRA	CLASS 5	100,000.00	31,387.09	0.00	68,612.91
CLARK	PROV. TR GP-FBO LESLIE CLARK IRA	CLASS 3	49,760.00	3,599.31	0.00	46,160.69
CLARK	RALPH E CLARK JR	CLASS 3	50,000.00	466.67	0.00	49,533.33
CLARK	RONALD D & MARY LOU CLARK	CLASS 3	200,000.00	21,341.65	0.00	178,658.35
CLARK	THOMAS A CLARK	CLASS 5	54,763.90	14,722.81	0.00	40,041.09
CLARKE	PROV. TR GP-FBO SHARON CLARKE IRA	CLASS 3	223,000.00	4,429.03	0.00	218,570.97
CLAUSEN	CLAUSEN FT DTD 03/14/96	CLASS 3	100,000.00	6,733.33	0.00	93,266.67
CLAVERIA	IRENE CLAVERIA FLP	CLASS 3	50,000.00	6,154.24	0.00	43,845.76
CLAVERIA	RICHARD CLAVERIA MD APC PENSION PL & TR	CLASS 3	50,000.00	12,045.98	0.00	37,954.02
CLAYTON	CLAYTON FT	CLASS 3	25,000.00	2,320.29	0.00	22,679.71
CLAYTON	PROV. TR GP-FBO JIMMY M CLAYTON IRA	CLASS 3	60,000.00	6,250.00	0.00	53,750.00
CLAYTON	TERRY L & CATHY M CLAYTON	CLASS 3	100,000.00	12,733.33	0.00	87,266.67
CLAYTON CAPITAL	CLAYTON CAPITAL INVESTMENTS CORP	CLASS 3	2,626,777.81	55,456.31	0.00	2,571,321.50
CLAYTON CAPITAL	CLAYTON CAPITAL INVESTMENTS CORP	CLASS 3*	511,500.00	15,345.00	0.00	496,155.00
CLEAVES	CLEAVES FT 1992	CLASS 3	75,000.00	443.33	0.00	74,556.67
CLEMENS	MAINSTAR-FBO RONALD L CLEMENS T2177915	CLASS 3	100,000.00	2,100.00	0.00	97,900.00
CLEMENS	RONALD L & HEIDI M CLEMENS	CLASS 3	50,000.00	1,876.41	0.00	48,123.59
CLEMENT/CAMPBELL	JUDY J CLEMENT & TERRI CAMPBELL	CLASS 3	50,000.00	1,826.40	0.00	48,173.60
CLEMENTS	SUE CLEMENTS	CLASS 5	100,000.00	35,138.76	0.00	64,861.24
CLENNAN	WARREN R CLENNAN	CLASS 3	25,000.00	150.00	0.00	24,850.00
CLIFTON	KAREN S CLIFTON	CLASS 3	50,000.00	183.33	0.00	49,816.67
CLIFTON	MAINSTAR-FBO JESSICA CLIFTON T2177751	CLASS 3	116,500.00	1,747.50	0.00	114,752.50
CLIFTON	MICHAEL C & LINDA J CLIFTON	CLASS 3	45,000.00	2,487.50	0.00	42,512.50
CLINE	FLOYD CLINE	CLASS 3	100,000.00	22,449.16	0.00	77,550.84
CLINE/DUBOIS	SARAH CLINE & BRUCE DUBOIS	CLASS 3	160,000.00	4,441.67	0.00	155,558.33
CLINTON	LYNDA T CLINTON	CLASS 3	150,000.00	31,845.83	0.00	118,154.17
CLOONAN	RUTH CLOONAN	CLASS 3	50,000.00	7,463.12	0.00	42,536.88

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CLOSE	DAVID M CLOSE	CLASS 3	50,000.00	1,986.14	0.00	48,013.86
CLOUSE	ROGER & NANCY CLOUSE	CLASS 3	100,000.00	3,674.98	0.00	96,325.02
CLOWER	JANE A & BLAINE JR CLOWER	CLASS 3	50,000.00	3,509.69	0.00	46,490.31
CLUNE	LINUS J & SANDRA A CLUNE	CLASS 3	55,000.00	6,371.16	0.00	48,628.84
CLUNE	RANDOLPH A CLUNE	CLASS 3	80,000.00	18,622.55	347.83	61,029.62
CLUNE	RANDOLPH A CLUNE	CLASS 5	150,000.00	34,917.28	652.17	114,430.55
COALE	MAINSTAR-FBO LLOYD H COALE JR T2177231	CLASS 3	54,900.00	1,392.33	0.00	53,507.67
COATE	CHARLES L COATE	CLASS 3	150,000.00	31,811.04	0.00	118,188.96
COBANE	IRA SVCS TR CO-CFBO PEGGY J COBANE IRA	CLASS 3	100,000.00	5,516.67	0.00	94,483.33
COBIAN	MARCO ANTONIO COBIAN	CLASS 3	30,000.00	75.00	0.00	29,925.00
COBLAR	HORIZON TR CO-FBO ROBERT COBLAR IRA	CLASS 5	160,000.00	26,577.71	0.00	133,422.29
COBLAR	HORIZON TR CO-FBO ROBERT COBLAR ROTH IRA	CLASS 3	60,000.00	1,411.67	0.00	58,588.33
COBLAR	KATHLEEN & ROBERT COBLAR	CLASS 3	100,000.00	4,366.67	0.00	95,633.33
COCKROFT	ROGER COCKROFT	CLASS 3	50,000.00	523.85	0.00	49,476.15
CODY	KATHLEEN S CODY	CLASS 5	41,000.00	3,086.42	0.00	37,913.58
CODY	MAINSTAR-FBO KATHLEEN S CODY T2176549	CLASS 5	211,274.00	16,080.30	0.00	195,193.70
COE	FREDERICK V COE	CLASS 3	75,000.00	23,163.43	0.00	51,836.57
COFFEY	JAMES M COFFEY	CLASS 3	150,000.00	6,854.17	0.00	143,145.83
COFFEY/COURNOYER	JAMES M COFFEY & WENDY COURNOYER	CLASS 3	300,000.00	40,950.00	0.00	259,050.00
COFFEY/GODINEZ	VICTOR COFFEY III & EVANGELINE GODINEZ	CLASS 5	600,000.00	127,016.73	0.00	472,983.27
COFFMAN	CLYDE & JANINE COFFMAN	CLASS 3	30,000.00	1,865.00	0.00	28,135.00
COFFMAN	DAVID LEE COFFMAN	CLASS 5	100,000.00	12,944.39	0.00	87,055.61
COGSWELL	LYNN B COGSWELL	CLASS 5	700,000.00	271,208.27	0.00	428,791.73
COGSWELL	PROV. TR GP-FBO SAMUEL B COGSWELL IRA	CLASS 3	54,700.00	5,732.11	0.00	48,967.89
COHAN	HENRY F COHAN LT	CLASS 3	250,000.00	19,262.84	0.00	230,737.16
COHEN	ALMA COHEN	CLASS 3	50,000.00	775.00	0.00	49,225.00
COHEN	GEORGE & RUTH COHEN RT UAD OCT 2003	CLASS 3	55,000.00	1,950.32	0.00	53,049.68
COHEN	PAUL & SHELDON S COHEN	CLASS 3	50,000.00	1,471.51	0.00	48,528.49
COHEN	PAUL COHEN	CLASS 3	75,000.00	2,586.79	0.00	72,413.21

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COHEN	PROV. TR GP-FBO MARTIN V COHEN IRA	CLASS 3	100,000.00	29,097.16	0.00	70,902.84
COHEN	PROV. TR GP-FBO MARTIN V COHEN IRA	CLASS 5	300,000.00	87,291.49	0.00	212,708.51
COHEN	THE MURIEL COHEN FT	CLASS 3	41,000.00	615.00	0.00	40,385.00
COHN	HARRY S COHN RLT	CLASS 3	100,000.00	18.06	0.00	99,981.94
COKER	TMICO-FBO TEDDY S COKER TRAD IRA	CLASS 5	58,937.50	13,064.59	0.00	45,872.91
COLANGELO	LILIO COLANGELO	CLASS 3	85,000.00	3,050.83	0.00	81,949.17
COLANTUONO	ELIZABETH A COLANTUONO RLT	CLASS 3	50,000.00	4,617.48	0.00	45,382.52
COLBERT	LOUISE F COLBERT	CLASS 3	28,000.00	2,643.60	0.00	25,356.40
COLE	ELSA HURLBUT COLE TR	CLASS 3	100,000.00	24,188.89	0.00	75,811.11
COLE	IRA SVCS TR CO-CFBO LORI A COLE IRA	CLASS 3	33,500.00	735.12	0.00	32,764.88
COLE	JANE COLE TTEE THE JANE COLE RTA 07/31/15	CLASS 3	25,000.00	3,679.17	0.00	21,320.83
COLE	WALTER G COLE JR	CLASS 3	25,000.00	33.33	0.00	24,966.67
COLEMAN	DELORES COLEMAN	CLASS 3	50,000.00	2,161.84	0.00	47,838.16
COLEMAN	GENEVIEVE COLEMAN	CLASS 3	300,000.00	2,847.17	0.00	297,152.83
COLEMAN	PROV. TR GP-FBO JERRY WAYNE COLEMAN IRA	CLASS 3	28,500.00	7,076.48	0.00	21,423.52
COLEMAN	PROV. TR GP-FBO MATTHEW COLEMAN IRA	CLASS 3	98,000.00	4,344.67	0.00	93,655.33
COLEMAN	PROV. TR GP-FBO NAFEES COLEMAN IRA	CLASS 3	73,000.00	4,035.28	0.00	68,964.72
COLEN	ROBERT E COLEN RT DTD 03/13/97	CLASS 3	25,000.00	0.00	0.00	25,000.00
COLINA	THE SAMUEL & AMY COLINA LT	CLASS 3	50,000.00	236.11	0.00	49,763.89
COLLA	ANTONIO L COLLA	CLASS 3	200,000.00	11,552.75	0.00	188,447.25
COLLIANDER	MAINSTAR-FBO RAVONA COLLIANDER TW00004081	CLASS 3	47,302.68	947.37	0.00	46,355.31
COLLIER	JANIS COLLIER	CLASS 3	100,000.00	2,099.99	0.00	97,900.01
COLLINGS	GLENNA W COLLINGS	CLASS 3	35,000.00	169.17	0.00	34,830.83
COLLINS	CONSTANCE A COLLINS	CLASS 3	50,000.00	525.00	0.00	49,475.00
COLLINS	JERRY W COLLINS	CLASS 3	44,707.00	1,069.24	0.00	43,637.76
COLLINS	MAINSTAR-FBO TENITA COLLINS T2177383	CLASS 3	58,000.00	394.73	0.00	57,605.27
COLLINS	MARY ANN COLLINS	CLASS 3	50,000.00	505.56	0.00	49,494.44
COLLINS	MICHAEL W & ALICIA L COLLINS	CLASS 5	900,000.00	179,127.77	0.00	720,872.23
COLORADO PIONEER	COLORADO PIONEER TR DTD 06/23/17	CLASS 3	50,000.00	982.79	0.00	49,017.21

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COLSON	BETTY J COLSON IRREV TR	CLASS 3	60,000.00	3,750.00	0.00	56,250.00
COLSON	IRA SVCS TR CO-CFBO NEAL A COLSON IRA	CLASS 3	47,000.00	1,802.35	0.00	45,197.65
COLSON	MAINSTAR-FBO CAROL A COLSON T2178159	CLASS 3	101,000.00	656.50	0.00	100,343.50
COLTRIN BROTHERS	COLTRIN BROTHERS LLC	CLASS 3	200,000.00	1,666.67	0.00	198,333.33
COLUMBUS MEDICAL	COLUMBUS MEDICAL EQUIPMENT INC	CLASS 3	500,000.00	9,027.76	0.00	490,972.24
COMBINE DIST	COMBINE DIST/JJAZ PSP JAY MILLER TTE	CLASS 5	50,000.00	22,194.63	0.00	27,805.37
COMBS	BILLY E & LYNN B COMBS	CLASS 3	109,000.00	3,482.64	0.00	105,517.36
COMBS	GREGORY MICHAEL COMBS	CLASS 3	75,000.00	1,188.47	0.00	73,811.53
COMER	THOMAS L COMER	CLASS 3	100,000.00	1,050.00	0.00	98,950.00
COMER	VICKY S COMER	CLASS 3	70,000.00	106.94	0.00	69,893.06
COMINOS	HARRY COMINOS	CLASS 3	25,000.00	1,638.16	0.00	23,361.84
COMMINS	KARLA SCHMIDT COMMINS TR	CLASS 3	200,000.00	3,333.32	0.00	196,666.68
CONAWAY	DIANE CONAWAY	CLASS 3	30,000.00	670.00	0.00	29,330.00
CONCASCIA	PROV. TR GP-FBO MICHAEL CONCASCIA IRA	CLASS 3	53,300.00	614.43	0.00	52,685.57
CONE	MAINSTAR-FBO PATRICIA CONE T2177417	CLASS 3	50,000.00	1,686.41	0.00	48,313.59
CONG MYAD LYAD	CONG MYAD LYAD INC	CLASS 3	50,000.00	2,744.41	0.00	47,255.59
CONG. BYRUCH MOUSHE	CONGREGATION BYRUCH MOUSHE INC	CLASS 5	150,000.00	16,041.67	0.00	133,958.33
CONG. IMERI ZVI	CONGREGATION IMERI ZVI	CLASS 5	100,000.00	12,555.51	0.00	87,444.49
CONG. KEREN V'YOEL	CONGREGATION KEREN V'YOEL MOISHE	CLASS 5	400,000.00	0.00	0.00	400,000.00
CONK	WALTER R & ELIZABETH J CONK	CLASS 3	50,000.00	1,701.36	0.00	48,298.64
CONKLIN	PROV. TR GP-FBO DONNA CONKLIN IRA	CLASS 3	90,000.00	14,070.00	0.00	75,930.00
CONLEY	JAMES MICHAEL & ELIZABETH ANN CONLEY	CLASS 3	200,000.00	27,997.16	0.00	172,002.84
CONMY	KAREN CONMY	CLASS 3	75,000.00	4,637.50	0.00	70,362.50
CONMY	PROV. TR GP-FBO KAREN CONMY IRA	CLASS 3	52,700.00	3,043.43	0.00	49,656.57
CONNELLY	JAMES C & PATRICIA A CONNELLY	CLASS 3	29,000.00	1,769.77	0.00	27,230.23
CONNER	BRENDA C CONNER	CLASS 5	400,000.00	57,083.28	0.00	342,916.72
CONNER	CONNER LT DTD 04/16/07	CLASS 3	250,000.00	26,340.93	0.00	223,659.07
CONNER	CONNER LT DTD 04/16/07	CLASS 5	550,000.00	57,950.05	0.00	492,049.95
CONNER	MARTHA CONNER	CLASS 3	97,428.90	2,138.00	0.00	95,290.90

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
CONNOLLY	KRIS L & SHARON R CONNOLLY	CLASS 3	50,000.00	2,680.52	0.00	47,319.48
CONNOLLY	PROV. TR GP-FBO DENNIS J CONNOLLY IRA	CLASS 3	100,000.00	11,122.23	0.00	88,877.77
CONNOR	PROV. TR GP-FBO SHARON H CONNOR IRA	CLASS 3	127,000.00	19,338.50	0.00	107,661.50
CONNORS	CHARLES C & TRACY V CONNORS	CLASS 3	371,000.00	27,254.24	0.00	343,745.76
CONNORS	PROV. TR GP-FBO CHARLES C CONNORS IRA	CLASS 3	320,000.00	22,642.33	0.00	297,357.67
CONNORS	PROV. TR GP-FBO TRACY V CONNORS IRA	CLASS 3	60,000.00	5,426.67	0.00	54,573.33
CONSTANTINI	THE ANTHONY G CONSTANTINI RT DTD 5/24/13	CLASS 3	50,000.00	0.00	0.00	50,000.00
CONSTAS	NICK CONSTAS	CLASS 5	300,000.00	68,986.07	0.00	231,013.93
CONTI	SHIRLEY E CONTI	CLASS 3	40,000.00	7,165.52	0.00	32,834.48
CONTRACT BUYING SERV	CONTRACT BUYING SERVICES INC	CLASS 3	43,640.00	12,873.78	0.00	30,766.22
CONTRERAS	MALENA CONTRERAS	CLASS 3	50,000.00	9,612.50	0.00	40,387.50
CONWAY	EDWARD CONWAY	CLASS 3	60,000.00	2,699.59	0.00	57,300.41
CONWAY	EDWARD CONWAY RT	CLASS 3	100,000.00	3,566.67	0.00	96,433.33
CONWAY	JEAN & EDWARD CONWAY RT	CLASS 3	60,000.00	2,560.00	0.00	57,440.00
COODY	JEANETTE COODY	CLASS 3	27,000.00	285.00	0.00	26,715.00
COOK	ALMA M COOK	CLASS 3	100,000.00	4,098.63	0.00	95,901.37
COOK	CURTIS R & DEBORAH E COOK	CLASS 5	200,000.00	74,111.32	0.00	125,888.68
COOK	CURTIS R COOK	CLASS 3	300,000.00	49,631.18	1,360.55	249,008.27
COOK	CURTIS R COOK	CLASS 5	700,000.00	115,806.09	3,174.61	581,019.30
COOK	DAVE E COOK	CLASS 3	75,000.00	4,782.60	0.00	70,217.40
COOK	JAMES M COOK	CLASS 3	125,000.00	4,985.78	0.00	120,014.22
COOK	MAINSTAR-FBO JAMES R COOK	CLASS 3	25,000.00	2,692.71	0.00	22,307.29
COOK	PROV. TR GP-FBO CURTIS R COOK IRA	CLASS 3	150,000.00	7,500.00	0.00	142,500.00
COOK	PROV. TR GP-FBO DEBORAH E COOK IRA	CLASS 3	85,000.00	4,214.58	0.00	80,785.42
COOK	WILLIAM M COOK	CLASS 3	25,000.00	0.00	0.00	25,000.00
COOKE-ZDEB	NANCY J COOKE-ZDEB	CLASS 3	100,000.00	1,666.67	0.00	98,333.33
COON	MAINSTAR-FBO LOIS COON T2178322	CLASS 3	50,000.00	340.28	0.00	49,659.72
COON	MAINSTAR-FBO PAUL W COON T2177158	CLASS 3	56,600.00	1,749.88	0.00	54,850.12
COON	MAINSTAR-FBO SARAH L COON	CLASS 3	28,000.00	2,512.62	0.00	25,487.38

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
COON	SARAH L COON	CLASS 3	100,000.00	9,163.24	0.00	90,836.76
COOPER	BLAIR B COOPER	CLASS 3	70,000.00	14,035.01	0.00	55,964.99
COOPER	COOPER LT 07/27/00	CLASS 3	50,000.00	6,258.33	0.00	43,741.67
COOPER	DARYL L & CYNTHIA E COOPER	CLASS 3	50,000.00	5,166.66	0.00	44,833.34
COOPER	DONALD M COOPER	CLASS 5	50,000.00	7,513.94	0.00	42,486.06
COOPER	FRANK & KAROLYN COOPER	CLASS 3	150,000.00	2,775.00	0.00	147,225.00
COOPER	KAREN L COOPER	CLASS 3	140,000.00	13,346.62	0.00	126,653.38
COOPER	MAINSTAR-FBO DONALD M COOPER T2175043	CLASS 5	1,966,608.00	196,608.45	0.00	1,769,999.55
COOPER	PROV. TR GP-FBO DARYL COOPER IRA	CLASS 3	50,000.00	5,441.67	0.00	44,558.33
COOPER	WILMA COOPER	CLASS 3	36,000.00	2,203.50	1,000.00	32,796.50
COOPRIDER	CHARLES E COOPRIDER	CLASS 3	250,000.00	36,473.58	0.00	213,526.42
COPELAND	COPELAND FAMILY IRREV TR	CLASS 3	150,000.00	2,812.50	0.00	147,187.50
COPELAND	MINDY R COPELAND	CLASS 3	60,000.00	7,412.50	0.00	52,587.50
COPELAND	PROV. TR GP-FBO MINDY R COPELAND IRA	CLASS 3	111,000.00	21,178.48	0.00	89,821.52
COPELAND	VIRGINIA COPELAND	CLASS 3	25,000.00	1,037.99	0.00	23,962.01
CORBETT	JOE CORBETT	CLASS 5	50,000.00	9,347.23	0.00	40,652.77
CORBETT	JOSEPH MICHAEL CORBETT RLT DTD 03/29/04	CLASS 5	200,000.00	12,944.47	0.00	187,055.53
CORBETT	RAY & EDITH CORBETT	CLASS 3	25,000.00	600.00	0.00	24,400.00
CORBETT	ROWENA CORBETT	CLASS 5	50,000.00	10,027.86	0.00	39,972.14
CORDER	PROV. TR GP-FBO MALINDA CORDER IRA	CLASS 3	27,771.00	3,657.05	0.00	24,113.95
CORDONNIER	MAINSTAR-FBO JEREMY CORDONNIER T2177482	CLASS 3	41,807.33	1,275.12	0.00	40,532.21
CORDONNIER	MAINSTAR-FBO SHERRY CORDONNIER	CLASS 3	75,852.07	4,635.40	0.00	71,216.67
CORDONNIER	SHERRY CORDONNIER	CLASS 3	25,000.00	1,973.57	0.00	23,026.43
CORKHILL	PROV. TR GP-FBO ANDREA M CORKHILL ICA	CLASS 3	25,000.00	739.58	0.00	24,260.42
CORNELIUS	DARLENE CORNELIUS	CLASS 3	100,000.00	2,690.29	0.00	97,309.71
CORNELIUS	DONALD CORNELIUS	CLASS 3	100,000.00	10,526.45	0.00	89,473.55
CORNELY	CINTRA CORNELY	CLASS 3	30,000.00	3,385.00	0.00	26,615.00
CORNERSTONE GROWTH	CORNERSTONE GROWTH	CLASS 3	50,000.00	3,004.20	0.00	46,995.80
CORNETT	IRA SVCS TR CO-CFBO NATALIE M CORNETT IRA	CLASS 3	147,000.00	8,706.49	0.00	138,293.51

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
CORPMAN-ELANE	LINDA CORPMAN-ELANE	CLASS 3	35,000.00	1,696.49	0.00	33,303.51
CORRAO	DEBORAH C CORRAO	CLASS 3	175,000.00	8,395.52	0.00	166,604.48
CORREA	MIGUEL G CORREA	CLASS 3	100,000.00	17,655.40	0.00	82,344.60
CORREA	OLGA CORREA	CLASS 3	50,000.00	0.00	0.00	50,000.00
CORREA	PROV. TR GP-FBO MIGUEL G CORREA IRA	CLASS 3	389,500.00	41,986.79	0.00	347,513.21
CORRELL	JAMES W & JOY A CORRELL FT	CLASS 3	350,000.00	50,877.64	0.00	299,122.36
CORRELL	SONDRA B CORRELL	CLASS 3	100,000.00	2,916.69	0.00	97,083.31
CORRIGAN	PROV. TR GP-FBO VICKI M CORRIGAN IRA	CLASS 3	135,000.00	26,250.00	0.00	108,750.00
CORSI	JANIS & JESSE CORSI	CLASS 3	35,000.00	2,652.53	0.00	32,347.47
CORTES	FLORIS & MICHAEL J CORTES	CLASS 3	25,000.00	2,093.98	0.00	22,906.02
CORTEZ	MAINSTAR-FBO MANUEL C CORTEZ T2177097	CLASS 3	21,200.00	561.80	0.00	20,638.20
CORVI	PROV. TR GP-FBO MARION CORVI IRA	CLASS 3	100,000.00	2,255.56	0.00	97,744.44
CORVO	CATERINA CORVO	CLASS 3	30,000.00	2,325.00	1,000.00	26,675.00
COSH	DOROTHY J COSH	CLASS 3	30,000.00	3,474.17	0.00	26,525.83
COSNER	BRENDA COSNER	CLASS 3	50,000.00	4,666.72	0.00	45,333.28
COSS	STEPHEN T COSS	CLASS 3	25,000.00	427.77	0.00	24,572.23
COSSU	JESSIE JOANN COSSU	CLASS 3	100,000.00	4,629.13	0.00	95,370.87
COSTA	CHARLES D & PAMELA L COSTA	CLASS 5	50,000.00	24,883.32	0.00	25,116.68
COSTA	PROV. TR GP-FBO WENDY COSTA SEP IRA	CLASS 5	52,000.00	13,000.00	0.00	39,000.00
COSTA	THE COSTA LT UA 02/01/80	CLASS 3	200,000.00	133.33	0.00	199,866.67
COSTANZA	LOUIS J & JOYCE A COSTANZA	CLASS 3	40,000.00	4,711.20	0.00	35,288.80
COTECCHIA	ALAN COTECCHIA	CLASS 5	200,000.00	73,623.80	0.00	126,376.20
COTTEN	CLAY M COTTEN	CLASS 3	50,000.00	1,408.33	0.00	48,591.67
COTTER	JAMES R & DONNA K COTTER	CLASS 3	50,000.00	6,650.04	0.00	43,349.96
COUGHLIN	RICHARD C COUGHLIN	CLASS 3	150,000.00	2,875.00	0.00	147,125.00
COUGLE	IRA SVCS TR CO-CFBO TRACI COUGLE IRA	CLASS 3	25,000.00	2,337.48	0.00	22,662.52
COURTNEY	CHRIS & DONNA COURTNEY	CLASS 3	76,000.00	1,678.35	0.00	74,321.65
COURTNEY	FRANKIE J & ROY L COURTNEY	CLASS 3	100,000.00	366.67	0.00	99,633.33
COURTNEY	ROBERT L COURTNEY	CLASS 3	200,000.00	4,433.34	0.00	195,566.66

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
COURTNEY	SUNWEST TR ROY COURTNEY IRA	CLASS 3	50,000.00	239.82	0.00	49,760.18
COVELESKIE	COVELESKIE FT	CLASS 3	50,000.00	4,200.00	0.00	45,800.00
COVELESKIE	MAINSTAR-FBO BARBARA COVELESKIE T2175580	CLASS 3	33,000.00	1,511.30	0.00	31,488.70
COVELESKIE	MAINSTAR-FBO ROGER W COVELESKIE T2175579	CLASS 3	29,000.00	580.23	0.00	28,419.77
COVELO	MAINSTAR-FBO DOMENICK V COVELO T2177232	CLASS 3	100,000.00	2,383.33	0.00	97,616.67
COVENTRY	MAINSTAR-FBO VIRGINIA M COVENTRY	CLASS 3	28,186.47	1,522.07	0.00	26,664.40
COVER	GLENNA COVER	CLASS 3	130,000.00	6,420.53	0.00	123,579.47
COVER	JOSEPH P COVER	CLASS 3	25,000.00	1,354.21	0.00	23,645.79
COVINGTON	IRA SVCS TR CO-CFBO TERRY L COVINGTON IRA	CLASS 3	138,000.00	3,660.83	0.00	134,339.17
COWLEY	SUNWEST TR NEIL T COWLEY IRA	CLASS 3	329,000.00	19,527.98	0.00	309,472.02
COWSER	SUNWEST TR DANIEL J COWSER IRA	CLASS 3	80,000.00	0.00	0.00	80,000.00
COX	DAVID M & MARGARET K COX	CLASS 3	50,000.00	991.68	0.00	49,008.32
COX	JAMES G COX	CLASS 5	50,000.00	3,604.76	0.00	46,395.24
COX	JOANNE COX	CLASS 3*	25,000.00	1,260.38	0.00	23,739.62
COX	JOYCE M COX	CLASS 3	25,000.00	2,208.33	0.00	22,791.67
COX	MAINSTAR-FBO KENNETH J COX	CLASS 3	69,300.00	7,114.80	0.00	62,185.20
COX	MAINSTAR-FBO MARGARET K COX	CLASS 3	85,715.67	4,583.40	0.00	81,132.27
COX	MAINSTAR-FBO THOMAS I COX TW003360	CLASS 3	25,000.00	2,175.00	0.00	22,825.00
COX	PROV. TR GP-FBO MIKEL A COX IRA	CLASS 5	349,243.00	52,201.54	0.00	297,041.46
COX	PROV. TR GP-FBO WILLIAM A COX IRA	CLASS 3	218,800.00	5,980.54	0.00	212,819.46
COX	RONALD L COX TR 03/10/80	CLASS 3	75,000.00	3,953.47	0.00	71,046.53
COYLE	GINNY L COYLE	CLASS 3	25,000.00	855.84	0.00	24,144.16
COYNE	RUSSELL J COYNE	CLASS 3	250,000.00	0.00	0.00	250,000.00
COZZIE	MAINSTAR-FBO JAMES W COZZIE T2175237	CLASS 3	100,000.00	7,625.02	0.00	92,374.98
CRACCHIOLO	SAMUEL & DEBORAH CRACCHIOLO	CLASS 3	100,000.00	1,616.67	0.00	98,383.33
CRADY	RAYMOND J & JUDY L CRADY	CLASS 3	50,000.00	3,354.11	0.00	46,645.89
CRAFF/BORDA	MELBA CRAFF & JORGE BORDA	CLASS 3	70,000.00	183.75	0.00	69,816.25
CRAIG	MARTHA ELLEN CRAIG	CLASS 3	43,000.00	8,946.27	0.00	34,053.73
CRAIG	NICOLE SPINA CRAIG	CLASS 3	70,000.00	4,148.45	0.00	65,851.55

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CRAIG	PROV. TR GP-FBO MARTHA E CRAIG ROTH IRA	CLASS 3	81,000.00	13,786.40	0.00	67,213.60
CRAIG/KESTEN	BARBARA CRAIG & GREG KESTEN	CLASS 3	25,000.00	2,470.87	0.00	22,529.13
CRAIGHEAD	ANGELA & EUGENE CRAIGHEAD	CLASS 3	100,000.00	7,563.85	0.00	92,436.15
CRAIGIE	PROV. TR GP-FBO DONALD F CRAIGIE IRA	CLASS 5	100,000.00	28,988.89	0.00	71,011.11
CRAMER	DAVID D CRAMER	CLASS 3	50,000.00	1,263.90	0.00	48,736.10
CRAWFORD	ALYSSA M CRAWFORD TR	CLASS 3	25,000.00	1,904.91	0.00	23,095.09
CRAWFORD	NICOLE E CRAWFORD TR	CLASS 3	25,000.00	1,961.51	0.00	23,038.49
CRAWFORD	WILLIAM DEAN & LINDA SUE CRAWFORD	CLASS 3	200,000.00	16,666.56	0.00	183,333.44
CRAYTON	CURLEE A CRAYTON	CLASS 3	200,000.00	25,083.23	0.00	174,916.77
CREAMER	JOHN M & DOROTHY L CREAMER	CLASS 3	250,000.00	14,805.51	0.00	235,194.49
CREATIONS IN LUCITE	CREATIONS IN LUCITE INC	CLASS 5	50,000.00	2,030.57	0.00	47,969.43
CREEVY	SCOTT K & SALLY J CREEVY	CLASS 3	57,000.00	294.50	0.00	56,705.50
CREEVY	SCOTT K CREEVY	CLASS 3	100,000.00	12,700.00	0.00	87,300.00
CREISSEN	THOMAS J CREISSEN	CLASS 3	150,000.00	14,601.42	0.00	135,398.58
CRESPIN	MARIE CRESPIN	CLASS 3	25,000.00	1,489.62	0.00	23,510.38
CRETELLA	CAROLINA CRETELLA	CLASS 3	200,000.00	8,097.29	0.00	191,902.71
CRETIN	MAINSTAR-FBO TIMOTHY CRETIN	CLASS 3	91,000.00	8,814.33	0.00	82,185.67
CREWS	ROYCE D CREWS	CLASS 3	30,000.00	533.33	0.00	29,466.67
CRIFE	ADELE CAREY CRIFE TR	CLASS 3	50,000.00	423.60	0.00	49,576.40
CROAL	PROV. TR GP-FBO EDWARD C CROAL, JR IRA	CLASS 5	57,000.00	13,711.67	0.00	43,288.33
CROMER	MAINSTAR-FBO BYRON CROMER TW004021	CLASS 3	75,000.00	1,779.17	0.00	73,220.83
CRONIN	PROV. TR GP-FBO DANA LYNN CRONIN IRA	CLASS 3	25,000.00	375.00	0.00	24,625.00
CROSBY	GABRIELLA B CROSBY	CLASS 3	50,000.00	41.67	0.00	49,958.33
CROSBY	LORIN & GABRIELLA B CROSBY	CLASS 3	85,000.00	2,224.17	0.00	82,775.83
CROSS	CLARENCE W CROSS JR	CLASS 3	125,000.00	1,458.33	0.00	123,541.67
CROSSAN	RICHARD W CROSSAN TR	CLASS 3	50,000.00	0.00	0.00	50,000.00
CROUCH	MARK C CROUCH	CLASS 3	15,000.00	272.50	0.00	14,727.50
CROWDER	PROV. TR GP-FBO JAMES CROWDER IRA	CLASS 3	48,989.06	5,603.80	0.00	43,385.26
CROWE	MAINSTAR-FBO JAMES CROWE T2177044	CLASS 5	400,000.00	16,288.89	0.00	383,711.11

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CROWE	RICHARD & BEVERLY CROWE	CLASS 3	65,000.00	2,426.67	0.00	62,573.33
CROWELL	MARGUERITE CROWELL	CLASS 3	25,000.00	0.00	0.00	25,000.00
CROWLEY	JACQUELINE M CROWLEY FT	CLASS 3	150,000.00	4,468.41	0.00	145,531.59
CROWN 12 SERVICES	CROWN 12 SERVICES INC	CLASS 3	100,000.00	736.11	0.00	99,263.89
CROWSON	TIFFANY CROWSON	CLASS 3	136,000.00	18,305.25	0.00	117,694.75
CRUICKSHANK	GORDON S CRUICKSHANK	CLASS 3	25,000.00	2,566.61	0.00	22,433.39
CRUICKSHANK	PROV. TR GP-FBO GORDON S CRUICKSHANK IRA	CLASS 3	46,000.00	2,990.00	0.00	43,010.00
CRUM	MAINSTAR-FBO MELVIN L CRUM	CLASS 3	102,010.00	6,562.64	0.00	95,447.36
CRUMP	RANDELL & EDETTE CRUMP	CLASS 3	50,000.00	2,574.34	0.00	47,425.66
CRUTCHER	DEBORAH D CRUTCHER	CLASS 3	140,000.00	7,991.62	0.00	132,008.38
CRUZ	ELIZABETH CRUZ	CLASS 3	50,000.00	602.78	0.00	49,397.22
CRUZ	PROV. TR GP-FBO JOSE CRUZ IRA	CLASS 3	100,000.00	1,209.73	0.00	98,790.27
CRUZ	PROV. TR GP-FBO JOSE CRUZ IRA	CLASS 5	100,000.00	1,209.73	0.00	98,790.27
CRUZ	PROV. TR GP-FBO MAYRA CRUZ IRA	CLASS 3	100,000.00	1,302.78	0.00	98,697.22
CSANADI	STEVEN CSANADI	CLASS 3	100,000.00	12,154.16	0.00	87,845.84
CUCHETTI	WENDELL R CUCHETTI	CLASS 3	90,000.00	13,343.37	0.00	76,656.63
CUDDY	PROV. TR GP-FBO MUFFET FOY CUDDY IRA	CLASS 3	50,000.00	855.56	0.00	49,144.44
CULLIGAN	PROV. TR GP-FBO JO A CULLIGAN IRA	CLASS 3	25,000.00	568.57	0.00	24,431.43
CULOTTA	ROSEMARY CULOTTA	CLASS 3	55,000.00	935.00	0.00	54,065.00
CULVER	GENE M & KYLE L CULVER	CLASS 3	70,000.00	9,138.36	0.00	60,861.64
CUMMER	INGRID CUMMER	CLASS 3	170,000.00	19,583.28	0.00	150,416.72
CUMMINGS	JANE W CUMMINGS EXEMPT TR U/A 09/07/94	CLASS 3	75,000.00	1,191.67	0.00	73,808.33
CUMMINGS	JANE W CUMMINGS LT DTD 04/13/00	CLASS 3	50,000.00	794.44	0.00	49,205.56
CUMMINGS	LESTER H CUMMINGS JR	CLASS 3	75,000.00	9,472.34	0.00	65,527.66
CUMMINGS	MAINSTAR-FBO MARLENE CUMMINGS	CLASS 3	54,490.00	7,680.81	0.00	46,809.19
CUMMINGS	MAINSTAR-FBO TERESSA CUMMINGS T2176326	CLASS 3	92,286.34	3,276.16	0.00	89,010.18
CUMMINGS	MELISSA M & LESTER CUMMINGS III	CLASS 3	100,000.00	18,166.67	0.00	81,833.33
CUNARD	ROBERT D CUNARD	CLASS 3	50,000.00	6,742.57	0.00	43,257.43
CUNARD	ROBERT D CUNARD	CLASS 5	100,000.00	13,485.15	0.00	86,514.85

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
CUNNINGHAM	CUNNINGHAM LT	CLASS 3	300,000.00	7,233.33	0.00	292,766.67
CUNNINGHAM	MAINSTAR-FBO TERENCE CUNNINGHAM T2177457	CLASS 3	250,000.00	7,243.06	0.00	242,756.94
CUNNINGHAM	THE GARY & ELOISE CUNNINGHAM LT	CLASS 3	175,000.00	15,609.15	0.00	159,390.85
CURLER	PROV. TR GP-FBO THOMAS A CURLER IRA	CLASS 3	50,000.00	979.17	0.00	49,020.83
CURRENCE	MAINSTAR-FBO DOROTHY R CURRENCE T2176223	CLASS 3	300,000.00	24,556.13	0.00	275,443.87
CURRIE	PAMELA CURRIE	CLASS 3	50,000.00	2,040.97	0.00	47,959.03
CURRIE	PROV. TR GP-FBO MARGUERITE A CURRIE IRA	CLASS 3	100,000.00	5,608.37	0.00	94,391.63
CURRY	MAXINE CURRY	CLASS 3	25,000.00	8,919.99	0.00	16,080.01
CURTIS	CAROL A CURTIS	CLASS 3	200,000.00	2,100.00	1,000.00	196,900.00
CURTIS	CURTIS FT DTD 07/01/03	CLASS 3	400,000.00	36,586.00	0.00	363,414.00
CURTIS	HORIZON TR CO-FBO ALFRED CURTIS ROTH IRA	CLASS 5	440,000.00	48,013.87	0.00	391,986.13
CURTIS	STEVE D CURTIS	CLASS 3	100,000.00	0.00	0.00	100,000.00
CUSHMAN	PATRICIA CUSHMAN	CLASS 3	55,000.00	927.44	0.00	54,072.56
CUSTER	MAINSTAR-FBO ROGER CUSTER	CLASS 3	52,000.00	4,590.43	0.00	47,409.57
CUSTRED	CUSTRED FT	CLASS 3	100,000.00	763.89	0.00	99,236.11
CUTHBERTSON	CAROL CUTHBERTSON	CLASS 3	25,000.00	375.50	0.00	24,624.50
CUTSAIL	MARY CUTSAIL	CLASS 3	25,000.00	781.27	0.00	24,218.73
CYGAN	THOMAS F & PATRICIA M CYGAN	CLASS 3	70,000.00	11,073.31	0.00	58,926.69
CYR	ALBERT G CYR TR	CLASS 3	100,000.00	5,424.97	0.00	94,575.03
CYR	PAUL CYR	CLASS 3	100,000.00	3,425.00	0.00	96,575.00
DADEY	KATHLEEN A DADEY	CLASS 3	25,000.00	1,392.40	0.00	23,607.60
DAGATE	PROV. TR GP-FBO DAVID DAGATE ROTH IRA	CLASS 3	95,400.00	1,094.45	0.00	94,305.55
DAGUE	PROV. TR GP-FBO MICHAEL M DAGUE IRA	CLASS 3	152,550.00	12,026.03	0.00	140,523.97
DAHLEN	CRAIG M DAHLEN	CLASS 3	25,000.00	279.17	0.00	24,720.83
DAHLKAMP	THOMAS R DAHLKAMP	CLASS 3	25,000.00	0.00	0.00	25,000.00
DAHMS	PROV. TR GP-FBO WILLIAM R DAHMS IRA	CLASS 5	250,000.00	46,388.89	0.00	203,611.11
DAILEY	NANCY L DAILEY	CLASS 3	93,213.00	4,054.81	0.00	89,158.19
DAILEY	PROV. TR GP-FBO DONALD LEONARD DAILEY IRA	CLASS 3	73,500.00	23,373.49	0.00	50,126.51
DALEY	PROV. TR GP-FBO BEVERLY DALEY IRA	CLASS 3	103,171.00	11,065.58	0.00	92,105.42

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DALEY	TMICO-FBO RONALD E DALEY TRAD IRA	CLASS 5	75,000.00	23,354.13	0.00	51,645.87
DALTON	IRA SVCS TR CO-CFBO BRADLEY DALTON IRA	CLASS 3	59,750.00	6,106.19	0.00	53,643.81
DAMMANN	MAINSTAR-FBO ALEEN DAMMANN	CLASS 5	44,000.00	7,076.69	0.00	36,923.31
DAMMANN	PROV. TR GP-FBO WALTER DAMMANN IRA	CLASS 5	115,000.00	26,865.27	0.00	88,134.73
DAMON	PROV. TR GP-FBO DAVID W DAMON IRA	CLASS 3	100,000.00	3,495.14	0.00	96,504.86
DANEK	EDUARD & IVETA DANEK	CLASS 3	150,000.00	13,591.67	0.00	136,408.33
DANIEL	FREDERICK A DANIEL	CLASS 3	25,000.00	854.19	0.00	24,145.81
DANIELS	MAINSTAR-FBO MARTHA L DANIELS T2178446	CLASS 3	29,700.00	128.70	0.00	29,571.30
DANIELS	PROV. TR GP-FBO BRADLEY D DANIELS IRA	CLASS 5	100,000.00	36,611.11	0.00	63,388.89
DANISH	IRA SVCS TR CO-CFBO DONNA L DANISH IRA	CLASS 3	138,000.00	7,958.29	0.00	130,041.71
DANNER	AMERICAN EST&TR FBO EVELYN J DANNER	CLASS 5	100,000.00	44,444.29	0.00	55,555.71
DANON	LAURA DANON	CLASS 3	30,000.00	370.00	0.00	29,630.00
DANON	LAURA DANON 2009 RT	CLASS 3	40,000.00	3,073.00	0.00	36,927.00
DANTIN	IRA SVCS TR CO-CFBO DEBORAH M DANTIN SEP	CLASS 3	177,000.00	1,548.75	0.00	175,451.25
DANTIN	JOHN KEITH DANTIN	CLASS 3	100,000.00	2,080.55	0.00	97,919.45
DARBY	CAROL A DARBY	CLASS 3	50,000.00	3,308.35	0.00	46,691.65
DARDARIS	MAINSTAR-FBO LINDA DARDARIS	CLASS 3	125,000.00	15,795.17	0.00	109,204.83
DARDARIS	MAINSTAR-FBO LINDA DARDARIS	CLASS 5	125,000.00	15,795.17	0.00	109,204.83
DAUGHERTY	GLENIAL LEE DAUGHERTY LT DTD 11/30/06	CLASS 3	50,000.00	3,308.33	0.00	46,691.67
DAUGHERTY	IRA SVCS TR CO-CFBO ROY DAUGHERTY	CLASS 3	25,000.00	19.44	0.00	24,980.56
DAUGHERTY	PROV. TR GP-FBO JAMES&SUSAN DAUGHERTY ICA	CLASS 5	50,000.00	15,791.82	0.00	34,208.18
DAUS	IRA SVCS TR CO-CFBO CHARLES P DAUS IRA	CLASS 3	30,000.00	1,229.58	0.00	28,770.42
DAVALATH	MEGHA & SHYLAJA DAVALATH	CLASS 3	60,000.00	3,282.50	0.00	56,717.50
DAVENPORT	JOYCE E DAVENPORT	CLASS 3	30,000.00	2,158.33	0.00	27,841.67
DAVENPORT	MAINSTAR-FBO ROY D DAVENPORT	CLASS 3	73,000.00	2,821.66	0.00	70,178.34
DAVEY	DANA R DAVEY	CLASS 3	50,000.00	2,313.91	0.00	47,686.09
DAVEY	HORIZON TR CO-FBO NANCY A DAVEY IRA	CLASS 3	150,406.00	10,323.72	0.00	140,082.28
DAVEY	HOWARD D DAVEY	CLASS 3	100,000.00	3,338.57	0.00	96,661.43
DAVEY	MAYBELLE S DAVEY	CLASS 3	33,000.00	5,231.42	0.00	27,768.58

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DAVEY	PROV. TR GP-FBO MAYBELLE S DAVEY IRA	CLASS 3	116,596.58	18,373.68	0.00	98,222.90
DAVEZAC	THE DAVEZAC FT	CLASS 3	100,000.00	2,152.79	0.00	97,847.21
DAVIDOW	PEARL DAVIDOW	CLASS 3	50,000.00	16,720.29	0.00	33,279.71
DAVIDOWITZ	SETH LOREN DAVIDOWITZ	CLASS 3	400,000.00	14,133.35	0.00	385,866.65
DAVIDOWSKI	SANDRA L DAVIDOWSKI	CLASS 3	50,000.00	2,051.41	0.00	47,948.59
DAVIDSON	LAWRENCE B DAVIDSON	CLASS 3	60,000.00	7,627.51	0.00	52,372.49
DAVIES	PROV. TR GP-FBO BRIAN DAVIES IRA	CLASS 3	26,000.00	1,785.33	0.00	24,214.67
DAVIS	DAVID DAVIS	CLASS 3	250,000.00	1,565.28	0.00	248,434.72
DAVIS	DORIS DEANNA DAVIS RLT DTD 07/19/07	CLASS 3	100,000.00	2,383.33	0.00	97,616.67
DAVIS	IRA SVCS TR CO-CFBO VONDA MARIE DAVIS	CLASS 3	200,000.00	3,600.00	0.00	196,400.00
DAVIS	JUNE DAVIS	CLASS 3	25,000.00	1,243.09	0.00	23,756.91
DAVIS	MAINSTAR-FBO ROBERT KEITH DAVIS T2175960	CLASS 3	106,310.70	6,205.12	0.00	100,105.58
DAVIS	MARION I DAVIS	CLASS 3	100,000.00	4,405.58	0.00	95,594.42
DAVIS	MARY L DAVIS	CLASS 3	30,000.00	591.25	0.00	29,408.75
DAVIS	PHILIP W & CYNTHIA M DAVIS	CLASS 3	100,000.00	9,058.38	0.00	90,941.62
DAVIS	PIERRE L DAVIS	CLASS 3	25,000.00	329.17	0.00	24,670.83
DAVIS	PROV. TR GP-FBO CHRISTINE K DAVIS ICA	CLASS 3	95,000.00	7,084.10	0.00	87,915.90
DAVIS	PROV. TR GP-FBO CHRISTINE K DAVIS IRA	CLASS 3	81,000.00	5,469.75	0.00	75,530.25
DAVIS	RALEIGH BRITTE & SYLVIA V DAVIS	CLASS 5	80,000.00	15,888.97	0.00	64,111.03
DAVIS	RICHARD MORGAN & CAROL ALBRIGHT DAVIS	CLASS 3	50,000.00	1,104.15	0.00	48,895.85
DAVIS	STEVEN J & KATHLEEN N DAVIS TR	CLASS 5	200,000.00	33,066.72	0.00	166,933.28
DAWSON	DAVID W DAWSON	CLASS 3	150,000.00	13,641.76	1,000.00	135,358.24
DAWSON	ELIZABETH & ROBERT DAWSON	CLASS 3	100,000.00	8,604.24	0.00	91,395.76
DAWSON	KERRY DAWSON	CLASS 3	60,000.00	4,308.33	0.00	55,691.67
DAY	FRED J & ANN A DAY	CLASS 3	25,000.00	952.76	0.00	24,047.24
DDM LAND	DDM LAND LLC	CLASS 3	50,000.00	2,716.67	0.00	47,283.33
DE	JHARNA DE	CLASS 3	113,000.00	2,419.68	0.00	110,580.32
DE JONG	DE JONG FRLT 05/27/03	CLASS 3	200,000.00	29,166.56	0.00	170,833.44
DE LEON	ALFRED ALEXANDER & MAYRA PENA DE LEON	CLASS 3	40,000.00	6,227.50	0.00	33,772.50

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DE LOS SANTOS	CHERLYN DE LOS SANTOS	CLASS 3	30,000.00	1,579.17	0.00	28,420.83
DE MESA	THE ANGELICA ABACA DE MESA TR	CLASS 3	100,000.00	5,041.63	0.00	94,958.37
DE MESA	THE MARTIN LANTIN DE MESA FT	CLASS 3	100,000.00	5,041.63	1,000.00	93,958.37
DE MESA	THE MICHAEL A DE MESA TR	CLASS 3	100,000.00	5,041.63	0.00	94,958.37
DE SILVA	EDMUND & COLOMBA DE SILVA	CLASS 5	75,000.00	1,595.83	0.00	73,404.17
DE VRIES	THE SISSY DE VRIES TR DTD 06/07/06	CLASS 3	50,000.00	791.66	0.00	49,208.34
DEADWOOD PROPERTY	DEADWOOD PROPERTY LLC	CLASS 3	196,141.56	9,153.27	0.00	186,988.29
DEAK	ELIZABETH & STEVEN DEAK	CLASS 3	80,000.00	4,766.63	0.00	75,233.37
DEAN	MAINSTAR-FBO CYNTHIA A DEAN T2176378	CLASS 3	27,000.00	922.50	0.00	26,077.50
DEAN	MAINSTAR-FBO FRANK M S DEAN	CLASS 3	56,248.00	2,887.40	0.00	53,360.60
DEANGIO	MAINSTAR-FBO GARY M DEANGIO T2178299	CLASS 3	33,000.00	142.08	0.00	32,857.92
DEARMOND	DEARMOND RLT DTD 06/19/04	CLASS 3	50,000.00	1,459.39	0.00	48,540.61
DEARMOND	PROV. TR GP-FBO SUSAN DEARMOND IRA	CLASS 3	124,270.00	6,810.55	0.00	117,459.45
DEARS	NORA GOMEZ-DEARS & ROLAND D DEARS	CLASS 3	25,000.00	301.38	0.00	24,698.62
DECAMP	RONALD DECAMP	CLASS 3	65,000.00	4,416.66	0.00	60,583.34
DECKER	PROV. TR GP-FBO SHARON M DECKER IRA	CLASS 5	234,000.00	39,553.28	0.00	194,446.72
DECOCK	UNA KAY DECOCK	CLASS 3	25,000.00	1,958.37	0.00	23,041.63
DEEP SOUTH HOME	DEEP SOUTH HOME MEDICAL EQUIPMENT	CLASS 3	100,000.00	6,031.24	0.00	93,968.76
DEERE	JOHN DEERE	CLASS 5	100,000.00	9,227.72	0.00	90,772.28
DEFORD	MAINSTAR-FBO KATHLEEN A DEFORD T2177416	CLASS 3	68,500.00	1,217.78	0.00	67,282.22
DEFRANCESCO	JOSEPH & MARIA DEFRANCESCO	CLASS 3	75,000.00	654.17	0.00	74,345.83
DEGRACA	HORIZON TR CO-FBO DAVID J DEGRACA IRA	CLASS 3	64,100.00	6,694.84	0.00	57,405.16
DEGRANDPRE	HORIZON TR CO-FBO BYRNE DEGRANDPRE IRA	CLASS 3	70,800.00	9,779.25	0.00	61,020.75
DEHAAN	KRISTYN JO DEHAAN	CLASS 3	75,000.00	7,050.00	0.00	67,950.00
DEHAVEN/FORMAN	RICHARD DEHAVEN & CAROL ANN FORMAN	CLASS 3	100,000.00	1,500.00	0.00	98,500.00
DEHNEL	PROV. TR GP-FBO KRIS DEHNEL IRA	CLASS 5	62,300.00	15,488.47	0.00	46,811.53
DEHNERT	PROV. TR GP-FBO STEPHEN DEHNERT IRA	CLASS 3	59,500.00	1,229.67	0.00	58,270.33
DEITCH	PROV. TR GP-FBO GERALD DEITCH IRA	CLASS 3	98,500.00	16,567.15	0.00	81,932.85
DEITSCH	ROBIN W DEITSCH	CLASS 3	160,000.00	23,075.38	0.00	136,924.62

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DEJARLAIS	MAINSTAR-FBO JAMES DEJARLAIS T2174907	CLASS 3	100,000.00	12,083.32	0.00	87,916.68
DEJARNETT	PROV. TR GP-FBO FRANCES DEJARNETT IRA	CLASS 5	200,000.00	43,880.60	0.00	156,119.40
DEKTER	MAINSTAR-FBO SUSAN DEKTER BT176824	CLASS 3	50,000.00	1,576.39	0.00	48,423.61
DEL GIORNO	MARIAN J & PETER S DEL GIORNO	CLASS 3	100,000.00	7,810.45	0.00	92,189.55
DELAGRAVE	BETTY & DONALD DELAGRAVE	CLASS 3	100,000.00	11,211.00	0.00	88,789.00
DELAIR	JAMES W & JUDITH S DELAIR	CLASS 3	50,000.00	1,025.00	0.00	48,975.00
DELAP	ANN W DELAP	CLASS 3	297,000.00	36,388.78	0.00	260,611.22
DELAROSA	IRA SVCS TR CO-CFBO ROBERT L DELAROSA	CLASS 3	50,000.00	573.61	0.00	49,426.39
DELAVEGA	ALFONSO & ISIDORA DELAVEGA	CLASS 3	25,000.00	404.17	0.00	24,595.83
DELAWARE ASSOC.	DELAWARE ASSOCIATION OF REALTORS INC	CLASS 3	50,000.00	1,208.33	0.00	48,791.67
DELEO	PROV. TR GP-FBO MICHAEL E DELEO IRA	CLASS 3	95,000.00	8,708.33	0.00	86,291.67
DeLEON	DANIEL DeLEON JR	CLASS 5	150,000.00	61,875.54	0.00	88,124.46
DELLINGER	THOMAS E DELLINGER	CLASS 3	25,000.00	496.54	0.00	24,503.46
DELL'OREFICE	VINCENT & MARY JO DELL'OREFICE	CLASS 5	50,000.00	18,666.84	0.00	31,333.16
DELMENDO	ALBERTO G DELMENDO	CLASS 3	40,000.00	3,522.19	0.00	36,477.81
DELORENZO	FRANK J DELORENZO JR	CLASS 3	50,000.00	0.00	0.00	50,000.00
DELORENZO	MAINSTAR-FBO FRANK DELORENZO JR R2178536	CLASS 3	50,000.00	0.00	0.00	50,000.00
DELTERGO	ANTHONY M DELTERGO	CLASS 3	25,000.00	2,312.50	0.00	22,687.50
DELUCA/VALE	PHYLLIS ANNE DELUCA & KAMI ROSE VALE	CLASS 3	170,000.00	3,211.10	0.00	166,788.90
DEMANGE	EDWARD J & SUSAN M DEMANGE	CLASS 3	75,000.00	3,861.46	0.00	71,138.54
DEMAREST	KENNETH C DEMAREST	CLASS 3	25,000.00	6,216.67	0.00	18,783.33
DEMARIA	AGNES DEMARIA	CLASS 3	50,000.00	4,658.76	1,000.00	44,341.24
DEMARS	STEPHANIE DEMARS	CLASS 3	25,000.00	1,037.50	0.00	23,962.50
DEMEL	DOLORES DEMEL	CLASS 3	25,000.00	1,149.62	0.00	23,850.38
DEMEL	RANDY G DEMEL	CLASS 3	50,000.00	2,701.75	0.00	47,298.25
DEMING	SHEVAN DEMING	CLASS 3	65,000.00	4,571.67	0.00	60,428.33
DEMKO	STEPHEN J DEMKO	CLASS 3	50,804.36	1,291.25	0.00	49,513.11
DEMPSEY	GEORGE S DEMPSEY	CLASS 3	200,000.00	4,180.54	0.00	195,819.46
DENFELD	DIANE DENFELD	CLASS 3	25,000.00	3,684.72	0.00	21,315.28

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DENFELD	DIANE DENFELD	CLASS 5	100,000.00	14,738.87	0.00	85,261.13
DENIRO	PROV. TR GP-FBO DOROTHY A DENIRO IRA	CLASS 3	50,000.00	1,250.00	0.00	48,750.00
DENIS	SHIRLEY R DENIS	CLASS 3	80,000.00	5,866.67	0.00	74,133.33
DENISON	JULIA H DENISON	CLASS 3	50,000.00	1,432.31	0.00	48,567.69
DENISON	STANLEY & JOAN DENISON DEC OF TR 02/28/02	CLASS 3	100,000.00	944.45	0.00	99,055.55
DENKOVICH	IRA SVCS TR CO-CFBO LINDA DENKOVICH IRA	CLASS 3	171,000.00	6,457.51	0.00	164,542.49
DENKOVICH	PETER P JR & LINDA DENKOVICH	CLASS 3	100,000.00	6,916.67	0.00	93,083.33
DENTZ	ARLENE F & MARVIN DENTZ	CLASS 3	25,000.00	2,720.89	0.00	22,279.11
DEPROSPERIS	MAINSTAR-FBO PETER M DEPROSPERIS TW003861	CLASS 3	100,000.00	3,986.11	0.00	96,013.89
DERAKHSHANDEH	SHERI DERAKHSHANDEH	CLASS 3	100,000.00	72.22	0.00	99,927.78
D'ERAMO	ANTONINO & MARISA D'ERAMO	CLASS 5	550,000.00	185,738.55	0.00	364,261.45
DERAS	MAINSTAR-FBO JORGE M DERAS TW003879	CLASS 3	60,000.00	2,814.29	0.00	57,185.71
DERENZIS	CATHERINE M DERENZIS	CLASS 3	25,000.00	854.19	0.00	24,145.81
DERESSE	PROV. TR GP-FBO ABEBECH DERESSE IRA	CLASS 3	38,120.00	979.47	0.00	37,140.53
DEROSA	PROV. TR GP-FBO LINDA A DEROSA IRA	CLASS 3	116,850.00	1,168.51	0.00	115,681.49
DERRICK	BENNIE A DERRICK	CLASS 3	25,000.00	1,225.73	0.00	23,774.27
DERRICK	DAVID L DERRICK	CLASS 3	480,000.00	8,540.27	0.00	471,459.73
DESAI	ANGELINE C N & SURESHCHANDRA N DESAI	CLASS 3	100,000.00	4,300.00	0.00	95,700.00
DESALVO	GAIL E & JOHN J DESALVO	CLASS 3	100,000.00	4,125.00	0.00	95,875.00
DESANTIS	BKD SOLO 401K TR FBO KARI A DESANTIS	CLASS 3	100,000.00	3,719.46	0.00	96,280.54
DESANTIS	BKD SOLO 401K TR FBO ROBERT L DESANTIS	CLASS 3	100,000.00	3,719.46	0.00	96,280.54
DESELLEMS	MAINSTAR-FBO RANDY DESELLEMS	CLASS 3	112,000.00	10,048.92	0.00	101,951.08
DESIDERIO	MARIE DESIDERIO	CLASS 3	15,000.00	257.63	0.00	14,742.37
DESIDERIO	PROV. TR GP-FBO MARIE DESIDERIO IRA	CLASS 3	200,000.00	5,266.67	0.00	194,733.33
DESOUZA	PROV. TR GP-FBO BEVERLY ANN DESOUZA IRA	CLASS 3	127,100.00	19,589.67	0.00	107,510.33
DETTLOFF	KAREN & NORMAN DETTLOFF	CLASS 3	25,000.00	2,404.17	0.00	22,595.83
DEUTSCH	HORIZON TR CO-FBO MARTHA J DEUTSCH IRA	CLASS 3	75,826.00	2,779.21	0.00	73,046.79
DEUTSCH	IRA SVCS TR CO-CFBO ROGER DEUTSCH IRA	CLASS 5	85,000.00	14,315.25	0.00	70,684.75
DEWALD	BRUCE DEWALD	CLASS 3	40,000.00	5,719.21	0.00	34,280.79

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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DEWALD	PROV. TR GP-FBO BRUCE DEWALD ROTH IRA	CLASS 3	19,000.00	1,464.84	0.00	17,535.16
DEWALD	PROV. TR GP-FBO MARIELA DEWALD ROTH IRA	CLASS 3	19,500.00	1,478.75	0.00	18,021.25
DEWEY	ROBERT & GRETCHEN H DEWEY	CLASS 5	50,000.00	999.99	0.00	49,000.01
DEWITT	DONALD J & JANE A DEWITT	CLASS 3	40,000.00	2,603.29	0.00	37,396.71
DEWITT	ELMER DEWITT	CLASS 5	50,000.00	1,583.34	0.00	48,416.66
DEWITT	PROV. TR GP-FBO DONALD J DEWITT IRA	CLASS 3	80,000.00	4,766.67	0.00	75,233.33
DEXTER	MAINSTAR-FBO LETICIA DEXTER T2175191	CLASS 3	50,000.00	4,375.00	0.00	45,625.00
DEZELICH	NICHOLAS & VIRGINIA DEZELICH	CLASS 3	100,000.00	1,850.00	0.00	98,150.00
DI GANGI	EDEL DI GANGI	CLASS 3	100,000.00	0.00	0.00	100,000.00
DIAL	DONNA D DIAL	CLASS 3	50,000.00	11,883.28	0.00	38,116.72
DIAL	PROV. TR GP-FBO DONNA D DIAL IRA	CLASS 3	70,000.00	11,215.56	0.00	58,784.44
DIAMOND	SANDRA A & MARVIN DIAMOND	CLASS 3	100,000.00	2,139.57	0.00	97,860.43
DIAZ	BARRY DIAZ	CLASS 5	120,000.00	14,027.78	0.00	105,972.22
DIAZ	ISRAEL & NILDA DIAZ	CLASS 3	25,000.00	0.00	0.00	25,000.00
DIAZ	MAINSTAR-FBO SERGIO R DIAZ T2175098	CLASS 3	91,500.00	3,353.08	0.00	88,146.92
DIAZ	SERGIO R & ALINA M DIAZ	CLASS 3	50,000.00	691.67	0.00	49,308.33
DIAZ	SERGIO R DIAZ	CLASS 3	81,000.00	1,856.25	0.00	79,143.75
DIAZ	SINDO DIAZ	CLASS 3	250,000.00	51,330.66	0.00	198,669.34
DICAMILLO	JUDITH A DICAMILLO	CLASS 3	75,000.00	1,089.32	0.00	73,910.68
DICKSON	HARVEY DICKSON	CLASS 3	25,000.00	309.03	0.00	24,690.97
DIDIER	CERT OF TR ROBERT & SHIRLEY DIDIER JT IT	CLASS 3	68,600.00	11,384.69	0.00	57,215.31
DIDIER	ROBERT J & SHIRLEY DIDIER JRLT 10/30/13	CLASS 3	25,000.00	6,705.03	0.00	18,294.97
DIEHL	PROV. TR GP-FBO CAROLYN DIEHL IRA	CLASS 3	175,000.00	17,718.75	0.00	157,281.25
DIETZ	RUTH U & PETER R DIETZ	CLASS 3	30,000.00	1,484.17	0.00	28,515.83
DIFIGLIO	ANTHONY & ANITA DIFIGLIO	CLASS 3	300,000.00	36,788.84	0.00	263,211.16
DIFIGLIO	JOSEPH L DIFIGLIO SR	CLASS 3	200,000.00	28,121.87	0.00	171,878.13
DIFIGLIO	JOSEPH L DIFIGLIO SR	CLASS 5	200,000.00	28,121.87	0.00	171,878.13
DIGGS	DIANE M DIGGS	CLASS 3	80,000.00	0.00	0.00	80,000.00
DIGIROLAMO	MAINSTAR-FBO S DIGIROLAMO TW003728	CLASS 3	31,160.00	1,973.47	0.00	29,186.53

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DILDA-ROSS	THE DILDA-ROSS RT	CLASS 3	25,000.00	312.51	0.00	24,687.49
DILETTERA	DAVID & AURA DILETTERA	CLASS 3	50,000.00	0.00	0.00	50,000.00
DILLEY	JAN DILLEY	CLASS 3	30,000.00	1,433.33	0.00	28,566.67
DILLMAN	DOLORES H DILLMAN	CLASS 3	60,000.00	3,931.15	0.00	56,068.85
DIMACALI	REYNALDO DIMACALI	CLASS 3	50,000.00	6,470.15	0.00	43,529.85
DIMAIO	JOHN DIMAIO	CLASS 3	165,000.00	30,359.12	0.00	134,640.88
DIMAIO	PROV. TR GP-FBO JOAN DIMAIO IRA	CLASS 3	60,000.00	10,900.00	0.00	49,100.00
DIMARCO	ISABELLA DIMARCO	CLASS 3	100,000.00	9,761.06	0.00	90,238.94
DIMITRIOV	PROV. TR GP-FBO SANDRA M DIMITRIOV IRA	CLASS 3	50,000.00	1,250.00	0.00	48,750.00
DIPAOLA	KATHLEEN DIPAOLA	CLASS 3	48,000.00	3,592.00	0.00	44,408.00
DIPOLITO	VITA DIPOLITO IRREV TR	CLASS 3	50,000.00	902.76	0.00	49,097.24
DIRKS	DELMER C & ISABEL DIRKS	CLASS 5	150,000.00	28,083.33	0.00	121,916.67
DIRKSEN	MARJORIE DIRKSEN	CLASS 3	30,000.00	0.00	0.00	30,000.00
DIRLAM	JASPER N DIRLAM RT	CLASS 3	25,000.00	1,454.13	0.00	23,545.87
DIRUSSO	ELISEO & KATHLEEN DIRUSSO	CLASS 3	100,000.00	1,216.67	0.00	98,783.33
DISCHLER	BRIAN T & MARY J DISCHLER	CLASS 3	400,000.00	21,159.70	0.00	378,840.30
DISMUKE	RON K DISMUKE	CLASS 3	35,000.00	186.67	0.00	34,813.33
DISSELER	PROV. TR GP-FBO KATHRYN DISSELER IRA	CLASS 3	64,777.00	1,946.01	0.00	62,830.99
DITSWORTH	GLENN A DITSWORTH	CLASS 3	103,000.00	4,646.42	0.00	98,353.58
DIVAN	MAINSTAR-FBO ROY A DIVAN T2176943	CLASS 3	400,000.00	17,750.00	0.00	382,250.00
DIXIE DOWNS RESORT	DIXIE DOWNS RESORT INC	CLASS 3	30,000.00	2,704.17	0.00	27,295.83
DIXON	PROV. TR GP-FBO ROBERT DIXON IRA	CLASS 3	90,000.00	3,600.00	0.00	86,400.00
DJIJI	CHARLOTTE DJIJI	CLASS 3	100,000.00	7,853.13	0.00	92,146.87
DLASK	IRA SVCS TR CO-CFBO DENNIS DLASK IRA	CLASS 3	189,800.00	13,271.07	0.00	176,528.93
DLASK	IRA SVCS TR CO-CFBO MARIA DLASK IRA	CLASS 3	124,700.00	8,168.65	0.00	116,531.35
DLMC	DLMC INC	CLASS 3	69,500.00	5,822.75	0.00	63,677.25
DOBBINS	PROV. TR GP-FBO TIM M DOBBINS IRA	CLASS 3	40,000.00	2,444.44	0.00	37,555.56
DOCHERTY	IRA SVCS TR CO-CFBO MERRY DOCHERTY IRA	CLASS 3	171,500.00	17,061.54	0.00	154,438.46
DOCKEN	RODNEY DOCKEN	CLASS 3	35,000.00	471.52	0.00	34,528.48

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DODGE	IRA SVCS TR CO-CFBO CLAUDIA DODGE IRA	CLASS 3	88,000.00	5,634.49	0.00	82,365.51
DOEKSEN	WILBUR A & LOIS R DOEKSEN	CLASS 3	100,000.00	17,483.33	0.00	82,516.67
DOERMANN	PROV. TR GP-FBO JEFF DOERMANN IRA	CLASS 3	76,400.00	7,249.51	0.00	69,150.49
DOERR	ROGER C DOERR RT DTD 05/31/12	CLASS 5	100,000.00	88,148.75	0.00	11,851.25
DOGGETT	PROV. TR GP-FBO WILLIAM D DOGGETT JR IRA	CLASS 5	91,000.00	23,533.61	0.00	67,466.39
DOHRMANN	PROV. TR GP-FBO ANN DOHRMANN IRA	CLASS 3	254,000.00	10,794.72	0.00	243,205.28
DOI	PROV. TR GP-FBO DAVID T DOI IRA	CLASS 5	104,576.44	29,244.58	0.00	75,331.86
DOLAN	MAINSTAR-FBO STEPHEN DOLAN T2174547	CLASS 3	176,000.00	8,945.32	0.00	167,054.68
DOLAN	MAINSTAR-FBO STEPHEN DOLAN T2174547	CLASS 5	115,000.00	5,844.95	0.00	109,155.05
DOLAN	STEPHEN DOLAN & DEBORAH MAGARO-DOLAN	CLASS 5	135,000.00	17,115.27	0.00	117,884.73
DOLECEK	RICHARD DEAN DOLECEK	CLASS 3	400,000.00	63,271.00	0.00	336,729.00
DOMES	INEZ DOMES	CLASS 3	100,000.00	3,206.16	0.00	96,793.84
DOMINGUEZ	PROV. TR GP-FBO LINDA A DOMINGUEZ ICA	CLASS 3	200,000.00	500.00	0.00	199,500.00
DOMINO	PROV. TR GP-FBO SAMUEL DOMINO JR ROTH IRA	CLASS 3	52,770.00	11,171.82	0.00	41,598.18
DOMINO	PROV. TR GP-FBO SAMUEL DOMINO JR ROTH IRA	CLASS 5	215,000.00	45,517.16	0.00	169,482.84
DOMINO	SAMUEL J DOMINO JR	CLASS 3	100,000.00	16,520.08	6,606.01	76,873.91
DONAHOE	LINDA LOUISE DONAHOE	CLASS 3	125,000.00	7,795.83	0.00	117,204.17
DONALDSON	MAYME J DONALDSON	CLASS 3	150,000.00	23,275.00	0.00	126,725.00
DONALDSON	PROV. TR GP-FBO GLADENE H DONALDSON IRA	CLASS 3	69,500.00	4,459.58	0.00	65,040.42
DONATELLI	DARLENE D DONATELLI	CLASS 3	75,000.00	711.79	0.00	74,288.21
DONATELLI	GERALD & KATHLEEN DONATELLI	CLASS 3	40,000.00	813.33	0.00	39,186.67
DONDIEGO	LORI DONDIEGO	CLASS 3	25,000.00	270.83	0.00	24,729.17
DONE	PROV. TR GP-FBO CLYDE DONE IRA	CLASS 3	610,000.00	18,943.89	0.00	591,056.11
DONIS	CLAIRE DONIS	CLASS 3	25,000.00	5,366.03	0.00	19,633.97
DONNELLY	PATTI DONNELLY	CLASS 3	50,000.00	4,333.37	0.00	45,666.63
DOOHAN/CROUSE	MICHAEL J DOOHAN & JULIE D CROUSE	CLASS 3	200,000.00	45,658.32	0.00	154,341.68
DOOLEY	THOMAS M & LISA M DOOLEY	CLASS 3	75,000.00	3,900.00	0.00	71,100.00
DOOLITTLE	IRA SVCS TR CO-CFBO MICHAEL DOOLITTLE IRA	CLASS 3	155,800.00	16,152.91	0.00	139,647.09
DOOLITTLE	IRA SVCS TR CO-CFBO MICHAEL DOOLITTLE IRA	CLASS 5	248,000.00	25,711.94	0.00	222,288.06

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DORFMAN	PROV. TR GP-FBO HOWARD DORFMAN IRA	CLASS 5	105,837.74	10,514.29	0.00	95,323.45
DORKO	ROSEMARY DORKO	CLASS 3	25,000.00	3,524.42	0.00	21,475.58
DORLAND	SHIRLEY DORLAND	CLASS 3	85,000.00	1,877.10	0.00	83,122.90
DORMAGEN	JACKIE DORMAGEN	CLASS 5	200,000.00	42,333.42	0.00	157,666.58
DORMAGEN	PROV. TR GP-FBO JOSEPH S DORMAGEN IRA	CLASS 5	300,000.00	54,416.67	0.00	245,583.33
DORSCH	STEVE & GRACE LEE DORSCH	CLASS 5	100,000.00	26,388.79	0.00	73,611.21
DORSETT	CAROLYN DORSETT	CLASS 3	50,000.00	1,079.18	0.00	48,920.82
DORY	PROV. TR GP-FBO TIMOTHY DORY IRA	CLASS 3	88,000.00	674.67	0.00	87,325.33
DOSECK	PROV. TR GP-FBO THOMAS R DOSECK IRA	CLASS 3	40,000.00	9,753.36	0.00	30,246.64
DOSECK	THOMAS R & KAREN M DOSECK	CLASS 5	100,000.00	16,108.63	0.00	83,891.37
DOSS	RICHARD DOSS	CLASS 3	60,000.00	7,000.00	0.00	53,000.00
DOST	DOST FT	CLASS 3	190,000.00	18,498.69	0.00	171,501.31
DOUGAN	KATHRYN JACKSON DOUGAN	CLASS 3	30,000.00	1,581.67	0.00	28,418.33
DOUGLAS	MARY DOUGLAS	CLASS 3	49,946.58	1,348.56	0.00	48,598.02
DOUGLAS	CLAY & LAURA DOUGLAS	CLASS 3	25,000.00	1,466.67	0.00	23,533.33
DOW	CHARLES L & KAREN S DOW	CLASS 3	60,000.00	3,473.33	0.00	56,526.67
DOWDELL	MAINSTAR-FBO DAVID DOWDELL TW004052	CLASS 3	60,000.00	258.33	0.00	59,741.67
DOWDEN	JOHN R & NANCY L DOWDEN JR TA DTD 11/15/95	CLASS 3	88,000.00	4,371.40	0.00	83,628.60
DOWDY	TIMOTHY W DOWDY	CLASS 5	100,000.00	18,505.44	0.00	81,494.56
DOWNEY	HORIZON TR CO-FBO KEVIN J DOWNEY IRA	CLASS 3	53,824.24	5,176.07	0.00	48,648.17
DOWNING	MARY DOWNING	CLASS 3	20,000.00	1,026.67	0.00	18,973.33
DOX	PROV. TR GP-FBO HECTOR A DOX IRA	CLASS 3	25,000.00	5,309.40	0.00	19,690.60
DOX	PROV. TR GP-FBO HECTOR A DOX IRA	CLASS 5	384,000.00	81,552.41	0.00	302,447.59
DOYAL	IRA SVCS TR CO-CFBO SHELLIA L DOYAL IRA	CLASS 3	30,000.00	2,730.00	0.00	27,270.00
DOYLE	JUDITH C DOYLE LT DTD 07/31/09	CLASS 3*	100,000.00	1,137.51	0.00	98,862.49
DOYLE	MICHELLE R DOYLE	CLASS 3	50,000.00	0.00	0.00	50,000.00
DOYLE	PROV. TR GP-FBO JAMES J DOYLE IRA	CLASS 3	50,000.00	9,033.28	0.00	40,966.72
DOYLEFAM	DOYLEFAM LLC	CLASS 3	50,000.00	3,791.71	0.00	46,208.29
DRAGO	MAINSTAR-FBO JOSEPH DRAGO	CLASS 3	50,000.00	5,505.53	0.00	44,494.47

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DRAKER	PROV. TR GP-FBO DEBBIE L DRAKER IRA	CLASS 3	35,000.00	3,191.81	0.00	31,808.19
DRAPER	LEWIS A & ERNA J DRAPER	CLASS 3	50,000.00	3,361.46	0.00	46,638.54
DRAPER & MCGINLEY	DRAPER & MCGINLEY PA RETIREMENT PLAN	CLASS 3	25,000.00	1,107.61	0.00	23,892.39
DRENGUBA	DONALD J & DAWN DRENGUBA	CLASS 3	25,000.00	829.17	0.00	24,170.83
DRESWICK/STERRETT	EDWARD DRESWICK & BETH STERRETT	CLASS 3	100,000.00	6,097.22	0.00	93,902.78
DRESWICK/STERRETT	EDWARD DRESWICK & BETH STERRETT	CLASS 5	100,000.00	6,097.22	0.00	93,902.78
DRINKER	RICHARD JR & FRANCES DRINKER	CLASS 3	25,000.00	2,428.79	0.00	22,571.21
DRISCOL	MAINSTAR-FBO STEVE DRISCOL	CLASS 3	125,000.00	13,972.21	0.00	111,027.79
DRISCOLL	GEORGE MICHAEL & MARYELLEN R DRISCOLL	CLASS 5	200,000.00	50,355.69	0.00	149,644.31
DROEMER	DANIEL R & MILDRED K DROEMER	CLASS 5	50,000.00	48,675.18	0.00	1,324.82
DROUIN	RICHARD DROUIN	CLASS 3	80,000.00	13,210.01	0.00	66,789.99
DRUMM	MICHAEL P DRUMM	CLASS 3	100,000.00	1,486.12	0.00	98,513.88
DRUMMOND	MAINSTAR-FBO NANCY J DRUMMOND T2174859	CLASS 3	103,200.00	9,388.10	0.00	93,811.90
DRURY	DRURY IRREV TR DTD 06/25/09	CLASS 3	150,000.00	3,095.86	0.00	146,904.14
DRUTZ	ALLAN DRUTZ	CLASS 3	25,000.00	445.83	0.00	24,554.17
DRYDEN	GREGORY G DRYDEN	CLASS 3	40,000.00	5,776.67	0.00	34,223.33
DUAN	XUEMEI DUAN	CLASS 3	25,000.00	364.58	0.00	24,635.42
DUBE	KAREN & MARCEL R DUBE JR	CLASS 3	50,000.00	166.67	0.00	49,833.33
DUBIN	BARRIE & LARRY DUBIN	CLASS 3	25,000.00	308.33	0.00	24,691.67
DUBOIS	BRUCE & CINDY & AMANDA M DUBOIS	CLASS 3	80,000.00	4,428.34	0.00	75,571.66
DUBOIS	PROV. TR GP-FBO WALLACE DUBOIS IRA	CLASS 5	50,000.00	17,500.14	0.00	32,499.86
DUDA	ALLAN & RENEE DUDA	CLASS 3	60,000.00	11,636.73	0.00	48,363.27
DUDDLESTON	DEBRA S DUDDLESTON	CLASS 3	50,000.00	0.00	0.00	50,000.00
DUEMIG	JOSEPH G & THERESA M DUEMIG	CLASS 3	50,000.00	2,433.33	0.00	47,566.67
DUENNEBEIL	ROXANNE & PETER DUENNEBEIL LT	CLASS 3	146,000.00	12,030.52	0.00	133,969.48
DUENNEBEIL	ROXANNE & PETER DUENNEBEIL LT	CLASS 5	100,000.00	8,240.08	0.00	91,759.92
DUENNEBEIL	ROXANNE SMITH DUENNEBEIL	CLASS 3	200,000.00	31,723.43	0.00	168,276.57
DUES	RICHARD L & SHARON A DUES TR	CLASS 3	25,000.00	8,146.89	0.00	16,853.11
DUFF	PATRICIA DUFF	CLASS 3	25,000.00	687.50	0.00	24,312.50

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DUGAS	IRA SVCS TR CO-CFBO LOIS DUGAS IRA	CLASS 3	28,750.00	2,760.00	0.00	25,990.00
DUGGER	CHRISTINE DUGGER	CLASS 3	30,000.00	3,255.00	0.00	26,745.00
DUGGER	ILEEN M DUGGER IRREV TR	CLASS 3	50,000.00	1,686.81	0.00	48,313.19
DUHAMEL	IRA SVCS TR CO-CFBO MARILYN DUHAMEL ROTH	CLASS 3	63,000.00	3,696.88	0.00	59,303.12
DUHON	LARRY DUHON	CLASS 3	50,000.00	1,066.67	0.00	48,933.33
DUISENBERG	KENNETH & JULIE DUISENBERG	CLASS 3	150,000.00	0.00	0.00	150,000.00
DUKART	PROV. TR GP-FBO TERRY DUKART IRA	CLASS 5	67,200.00	20,477.33	0.00	46,722.67
DUKE	BILLY DUKE	CLASS 3	100,000.00	0.00	0.00	100,000.00
DUKE	MAINSTAR-FBO SALLY DIANE DUKE T2175706	CLASS 3	55,000.00	3,202.23	0.00	51,797.77
DULDULAO	MAINSTAR-FBO GUILLERMO DULDULAO TW003373	CLASS 3	50,000.00	3,498.59	0.00	46,501.41
DULLARY	ERIKA M DULLARY	CLASS 3	25,000.00	597.24	0.00	24,402.76
DUMLER	MARTIN P DUMLER	CLASS 3	125,000.00	20,462.72	0.00	104,537.28
DUNAWAY	GARY F DUNAWAY	CLASS 5	100,000.00	44,610.97	0.00	55,389.03
DUNAWAY	NANCY A DUNAWAY	CLASS 5	100,000.00	34,347.51	0.00	65,652.49
DUNAWAY	TMICO-FBO GARY F DUNAWAY IRA	CLASS 5	126,137.00	30,390.34	0.00	95,746.66
DUNAWAY	TMICO-FBO NANCY DUNAWAY IRA	CLASS 5	123,627.00	24,465.18	0.00	99,161.82
DUNBAR	PROV. TR GP-FBO RANDY L DUNBAR IRA	CLASS 5	80,000.00	14,814.44	0.00	65,185.56
DUNCAN	LARRY A DUNCAN	CLASS 3	50,000.00	1,408.33	0.00	48,591.67
DUNCAN	NEW DIRECTION-FBO DAN DUNCAN IRA	CLASS 3	150,000.00	19,425.82	0.00	130,574.18
DUNCAN HOLDINGS	DUNCAN HOLDINGS LLC	CLASS 3	100,000.00	213.89	0.00	99,786.11
DUNLAP	CHARLES A & ROSE DUNLAP	CLASS 3	50,000.00	4,861.77	0.00	45,138.23
DUNN	CHERYL LEA DUNN RT DTD 11/18/14	CLASS 3	40,000.00	5,963.33	0.00	34,036.67
DUNN	MAINSTAR-FBO GERARD C DUNN	CLASS 3	250,000.00	30,083.63	0.00	219,916.37
DUNN	WILLIAM W & LAVONNE A DUNN	CLASS 3	120,000.00	7,650.83	0.00	112,349.17
DUNNE	ALISON DUNNE	CLASS 3	100,000.00	19,933.43	0.00	80,066.57
DUNNE	THE JOHN J & BETTY L DUNNE FT	CLASS 3	300,000.00	9,333.33	0.00	290,666.67
DUNNING	PROV. TR GP-FBO STEVEN L DUNNING IRA	CLASS 3	163,000.00	19,148.45	0.00	143,851.55
DUPONT	MAINSTAR-FBO KAY M DUPONT	CLASS 3	50,000.00	2,680.56	0.00	47,319.44
DUPPER	HAROLD T DUPPER LT	CLASS 3	50,000.00	6,983.66	0.00	43,016.34

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
DUPPER	HAROLD T DUPPER LT	CLASS 5	50,000.00	6,983.66	0.00	43,016.34
DURYEA	DWIGHT J & KATHLEEN C DURYEA	CLASS 5	200,000.00	4,055.56	0.00	195,944.44
DURYEA	KATHLEEN C & DWIGHT J DURYEA	CLASS 3	475,000.00	50,156.89	0.00	424,843.11
DUSENBURY	JOSEPH F & ELAINE S DUSENBURY RLT	CLASS 3	25,000.00	1,498.65	0.00	23,501.35
DUSSERRE	MAINSTAR-FBO JOANNE DUSSERRE T2148666	CLASS 3	50,000.00	456.95	0.00	49,543.05
DUVALL	MAINSTAR-FBO LINDA DUVALL	CLASS 5	83,350.00	7,339.43	0.00	76,010.57
DYCKMAN	MICHAEL & GILDA DYCKMAN LT	CLASS 3	25,000.00	2,216.62	0.00	22,783.38
DYKMAN	FEN DYKMAN	CLASS 5	150,000.00	46,466.71	0.00	103,533.29
DYSLIN	LARRY G & ELAINE C DYSLIN	CLASS 3	50,000.00	602.78	0.00	49,397.22
DYSLIN	MARK R & MAGDALENA L DYSLIN	CLASS 3	50,000.00	602.78	0.00	49,397.22
DZIALO	MAINSTAR-FBO KATHRYN DZIALO	CLASS 3	93,000.00	6,848.42	0.00	86,151.58
DZIALO	PROV. TR GP-FBO RICHARD DZIALO IRA	CLASS 3	50,000.00	244.45	0.00	49,755.55
DZUBAY	JOHN R DZUBAY SNT	CLASS 3	100,000.00	10,398.66	0.00	89,601.34
DZUBAY	MARK P & JILL R DZUBAY	CLASS 3	233,630.00	18,600.19	2,000.00	213,029.81
EACOCK	PROV. TR GP-FBO DEBORAH EACOCK ROTH IRA	CLASS 3	109,500.00	2,755.75	0.00	106,744.25
EARLE	SUNWEST TR THOMAS EARLE IRA	CLASS 3	154,000.00	42,161.06	0.00	111,838.94
EARLE	SUNWEST TR YVONNE EARLE IRA	CLASS 3	32,000.00	34,344.94	0.00	0.00 **
EARTHMAN	EVERETT E & CATHERINE I EARTHMAN	CLASS 3	100,000.00	20,699.98	0.00	79,300.02
EASTERHAUS	RALPH & BEVERLY EASTERHAUS	CLASS 3	35,000.00	5,274.32	0.00	29,725.68
EASTRIDGE	EASTRIDGE FAMILY IRREV TR	CLASS 3	118,000.00	901.39	0.00	117,098.61
EAT INSURANCE	EAT INSURANCE LLC	CLASS 3	250,000.00	15,125.00	0.00	234,875.00
EATHERTON	PROV. TR GP-FBO DEBORAH P EATHERTON IRA	CLASS 3	63,000.00	11,798.32	0.00	51,201.68
EBACH	THERESA D EBACH	CLASS 3	35,000.00	3,727.50	0.00	31,272.50
EBERLE	MARLENE & PETER EBERLE	CLASS 3	75,000.00	4,150.00	0.00	70,850.00
EDABURN	RICHARD ORVAL EDABURN	CLASS 3	120,000.00	8,816.67	0.00	111,183.33
EDDAN RESTR. SALES	THE EDDAN RESTRUCTURED SALES TR	CLASS 3	1,000,000.00	4,166.67	0.00	995,833.33
EDDY	BYRON T II & TWILA J EDDY	CLASS 3	100,000.00	13,590.93	0.00	86,409.07
EDDY	PROV. TR GP-FBO CELESTE & GERALD EDDY ICA	CLASS 3	98,000.00	11,057.67	0.00	86,942.33
EDDY	WAYNE EDDY	CLASS 3	100,000.00	3,188.87	0.00	96,811.13

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EDGE	THELMA M EDGE FT	CLASS 3	25,000.00	687.48	0.00	24,312.52
EDMOND	ROBIN ANN EDMOND	CLASS 3	25,000.00	267.36	0.00	24,732.64
EDWARDS	DENISE B EDWARDS	CLASS 3	43,000.00	551.83	0.00	42,448.17
EDWARDS	GINA & DAVID J EDWARDS	CLASS 3	50,000.00	1,408.33	0.00	48,591.67
EDWARDS	HORIZON TR CO-FBO DAVID EDWARDS ROTH IRA	CLASS 5	98,000.00	8,302.81	0.00	89,697.19
EDWARDS	JEAN S EDWARDS TR DTD 01/08/09	CLASS 3	50,000.00	4,514.65	0.00	45,485.35
EDWARDS	PROV. TR GP-FBO HARRY P EDWARDS IRA	CLASS 5	170,000.00	52,652.89	0.00	117,347.11
EGBERT	LINDA A EGBERT 2009 RT 04/16/09	CLASS 3	50,000.00	9,006.77	0.00	40,993.23
EHRHART	ROBERT C & SUSAN K EHRHART	CLASS 3	35,000.00	2,792.91	0.00	32,207.09
EICHELBERGER	DARLENE ELLEN EICHELBERGER	CLASS 3	100,000.00	6,277.83	0.00	93,722.17
EICHHORN	KARIN EICHHORN	CLASS 3	30,000.00	570.00	0.00	29,430.00
EICHMAN	J LAVERNE & ALMA A EICHMAN	CLASS 3	100,000.00	2,741.65	0.00	97,258.35
EICHOLTZ	JEAN M EICHOLTZ	CLASS 3	120,000.00	1,100.00	0.00	118,900.00
EICKHOLTZ	RICHARD A & PATRICIA A EICKHOLTZ	CLASS 5	200,000.00	16,972.16	0.00	183,027.84
IEFFERT	VICKIE IEFFERT	CLASS 3	25,000.00	1,361.14	0.00	23,638.86
ELCESS	PROV. TR GP-FBO CHERYL ELCESS IRA	CLASS 3	76,000.00	5,689.44	0.00	70,310.56
ELCESS	PROV. TR GP-FBO JOSEPH A ELCESS IRA	CLASS 3	40,000.00	3,150.00	0.00	36,850.00
ELCHONESS	NANCY ELCHONESS	CLASS 3	130,000.00	4,233.29	0.00	125,766.71
ELDRIDGE	IRA SVCS TR CO-CFBO SCOTT ELDRIDGE IRA	CLASS 3	22,500.00	2,375.00	0.00	20,125.00
ELEY	BRUCE W ELEY RT DTD 04/14/16	CLASS 3	460,000.00	37,347.03	0.00	422,652.97
ELIA	WILLIAM ELIA	CLASS 3	100,000.00	13,184.67	0.00	86,815.33
ELLER	MAINSTAR-FBO PAUL N ELLER T2177404	CLASS 3	45,000.00	1,356.25	0.00	43,643.75
ELLINGSON	THE ELLINGSON RT DTD 06/13/03	CLASS 3	100,000.00	4,083.33	0.00	95,916.67
ELLIOTT	ALBERT & MARIAN ELLIOTT LT 05/29/03	CLASS 3	200,000.00	26,298.67	0.00	173,701.33
ELLIS	CARMAN R & JILL E ELLIS	CLASS 3	25,000.00	2,968.75	0.00	22,031.25
ELLIS	PROV. TR GP-FBO KEITH W ELLIS IRA	CLASS 5	63,500.00	21,360.84	0.00	42,139.16
ELLIS	PROV. TR GP-FBO THOMAS W ELLIS IRA	CLASS 3	65,765.00	8,139.80	0.00	57,625.20
ELSBECKER	THOMAS C & AMY J ELSBECKER	CLASS 5	200,000.00	39,000.08	0.00	160,999.92
ELSON	MARGARET RAE ELSON IRREV TR	CLASS 3	75,000.00	1,708.33	0.00	73,291.67

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ELVAS	ANTHONY & DOLORES A ELVAS	CLASS 3	135,000.00	17,033.62	0.00	117,966.38
ELVAS	PROV. TR GP-FBO ANTHONY ELVAS IRA	CLASS 3	59,714.00	5,808.84	0.00	53,905.16
EMAHISER	JAMES B EMAHISER RT 05/13/15	CLASS 3	100,000.00	14,372.22	0.00	85,627.78
EMAHISER	NANCY L EMAHISER RT 05/13/15	CLASS 3	100,000.00	14,279.78	0.00	85,720.22
EMFINGER	PROV. TR GP-FBO GENE E EMFINGER IRA	CLASS 5	72,000.00	13,060.00	0.00	58,940.00
EMMONS	IRA SVCS TR CO-CFBO DENISE EMMONS IRA	CLASS 3	86,000.00	2,892.96	0.00	83,107.04
ENDERSON RANCH	ENDERSON RANCH LLC	CLASS 5	250,000.00	37,323.56	0.00	212,676.44
ENDRIZZI	PROV. TR GP-FBO ERNEST E ENDRIZZI IRA	CLASS 3	89,500.00	18,168.56	0.00	71,331.44
ENFINGER	WILLIE D ENFINGER	CLASS 3	50,000.00	2,858.33	0.00	47,141.67
ENGBRECHT	NANTANAPORN ENGBRECHT	CLASS 3	30,000.00	491.67	0.00	29,508.33
ENGEL	DIANE ENGEL	CLASS 3	100,000.00	12,366.67	0.00	87,633.33
ENGELBERT	MAINSTAR-FBO DAVID ENGELBERT T2175594	CLASS 3	105,000.00	8,033.33	0.00	96,966.67
ENGH	MYRNA A ENGH	CLASS 3	250,000.00	22,420.08	0.00	227,579.92
ENGLAND	ADAM ENGLAND	CLASS 3	25,000.00	1,200.67	0.00	23,799.33
ENGLE	KEITH J & MARIE L ENGLE JTROS	CLASS 5	200,000.00	77,166.40	0.00	122,833.60
ENGLEMAN	HORIZON TR CO-FBO STEVEN D ENGLEMAN ROTH	CLASS 3	100,000.00	3,849.98	0.00	96,150.02
ENGLEMAN	STEVEN DALE & SHERRY LYNN ENGLEMAN	CLASS 3	50,000.00	6,166.61	0.00	43,833.39
ENGLUND	CHARLES E ENGLUND	CLASS 3	50,000.00	6,530.52	1,000.00	42,469.48
ENGROFF	IVY ENGROFF	CLASS 3	27,562.50	3,101.13	0.00	24,461.37
ENOMOTO	MAINSTAR-FBO REIKO J ENOMOTO T2176575	CLASS 3	43,000.00	972.28	0.00	42,027.72
ENRICI	KAREN ENRICI	CLASS 3	82,000.00	3,562.64	0.00	78,437.36
ENRIQUEZ	MAINSTAR-FBO PATRICK ENRIQUEZ T2177470	CLASS 3	485,000.00	9,942.50	0.00	475,057.50
ENRIQUEZ	VINCENT, MERCEDES & PATRICK ENRIQUEZ	CLASS 3	660,000.00	13,301.66	0.00	646,698.34
ENSLOW	RICHARD & CAROL ENSLOW	CLASS 3	100,000.00	7,016.67	0.00	92,983.33
ENTINE	JEFFREY ENTINE	CLASS 5	250,000.00	25,138.85	0.00	224,861.15
ENTINE	OLIVER ANDREW ENTINE 1984 TR	CLASS 3	1,550,000.00	310,563.08	1,792.25	1,237,644.67
ENTINE	OLIVER ANDREW ENTINE 1984 TR	CLASS 5	1,550,000.00	310,563.08	1,792.25	1,237,644.67
ENTINE	PROV. TR GP-FBO GERALD ENTINE IRA	CLASS 5	239,000.00	51,429.66	0.00	187,570.34
ENTINE	THE GERALD ENTINE 1988 FT	CLASS 5	1,418,524.70	632,246.89	10,588.24	775,689.57

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ENTINE	VICTORIA ENTINE 1984 TR	CLASS 3	900,000.00	239,693.31	4,399.16	655,907.53
ENTINE	VICTORIA ENTINE 1984 TR	CLASS 5	200,000.00	53,265.18	977.59	145,757.23
EQUITY SOLUTIONS	EQUITY SOLUTIONS GROUP INC	CLASS 3	75,000.00	958.32	0.00	74,041.68
EREBIA	MARTHA EREBIA	CLASS 3	35,000.00	822.50	0.00	34,177.50
ERGEMIDZE	PROV. TR GP-FBO TATYANA ERGEMIDZE IRA	CLASS 3	26,000.00	1,111.50	0.00	24,888.50
ERICKSON	LANA LAVERNE ERICKSON	CLASS 3	50,000.00	900.00	0.00	49,100.00
ERICKSON	PROV. TR GP-FBO JOHN LEROY ERICKSON IRA	CLASS 3	299,750.00	36,806.14	0.00	262,943.86
ERICKSON	PROV. TR GP-FBO MICHAEL J ERICKSON IRA	CLASS 5	50,000.00	11,263.89	0.00	38,736.11
ERICKSON	THE LT OF D E & JOAN ERICKSON	CLASS 3	200,000.00	20,233.33	0.00	179,766.67
ERLEY	CAROL ERLEY	CLASS 3	285,000.00	1,578.96	0.00	283,421.04
ERNST	SHERYL ERNST	CLASS 3	50,000.00	4,194.38	0.00	45,805.62
ERTEL	PROV. TR GP-FBO LORI J ERTEL IRA	CLASS 3	50,000.00	9,284.72	2,267.57	38,447.71
ERWIN	JAMES E ERWIN	CLASS 3	75,000.00	19,964.57	0.00	55,035.43
ERWIN	JAMES E ERWIN	CLASS 5	75,000.00	19,964.57	0.00	55,035.43
ERWIN	WILLIAM & MARIAN JO ERWIN	CLASS 3	50,000.00	1,333.31	0.00	48,666.69
ESCALANTE	ARMANDO J ESCALANTE	CLASS 3	250,000.00	180.56	0.00	249,819.44
ESLAVA	IRA SVCS TR CO-CFBO MILDRED D ESLAVA	CLASS 3	40,000.00	2,881.66	2,000.00	35,118.34
ESLINGER	PROV. TR GP-FBO STEPHEN R ESLINGER IRA	CLASS 3	32,300.00	436.05	0.00	31,863.95
ESPIRITU	MAINSTAR-FBO APRIL J V ESPIRITU R2178118	CLASS 3	30,000.00	540.00	0.00	29,460.00
ESPIRITU	MAINSTAR-FBO MARIA T V ESPIRITU R2178342	CLASS 3	25,000.00	2,019.41	0.00	22,980.59
ESPOSITO	JOSEPH P ESPOSITO	CLASS 3	25,000.00	659.74	0.00	24,340.26
ESTEPHAN	MAINSTAR-FBO ELIE ESTEPHAN	CLASS 3	66,700.00	3,909.86	0.00	62,790.14
ESTES	YOSHIKO Y ESTES	CLASS 3	73,000.00	2,286.30	0.00	70,713.70
ETMAN	PROV. TR GP-FBO LYNN R ETMAN IRA	CLASS 3	61,180.00	4,088.86	0.00	57,091.14
ETMAN	THE ETMAN FT DTD 04/21/98	CLASS 3	240,000.00	32,576.27	0.00	207,423.73
EULBERG	RICHARD & PAULA EULBERG	CLASS 3	25,000.00	513.90	0.00	24,486.10
EVANS	CLINTON & JUDY EVANS	CLASS 3	100,000.00	22,166.70	0.00	77,833.30
EVANS	DOUGLAS E SR & DONNA EVANS	CLASS 3	75,000.00	3,083.97	0.00	71,916.03
EVANS	ESTHER & EUGENE EVANS	CLASS 3	300,000.00	7,704.87	0.00	292,295.13

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EVANS	HUNTER M EVANS	CLASS 3	100,000.00	19,790.39	0.00	80,209.61
EVANS	PROV. TR GP-FBO JOHN C EVANS IRA	CLASS 3	42,000.00	5,069.17	0.00	36,930.83
EVANS	SANDRA EVANS	CLASS 3	25,000.00	1,237.47	0.00	23,762.53
EVANS	TMICO-FBO KIRBY L EVANS, TRAD IRA	CLASS 5	100,204.00	25,329.24	0.00	74,874.76
EVENER	ALBERT K EVENER	CLASS 3	22,000.00	165.00	0.00	21,835.00
EVERS	CAITLIN A EVERS	CLASS 3*	25,000.00	0.00	0.00	25,000.00
EVERS	DANIEL J & MARLEEN M EVERS	CLASS 3	80,000.00	10,066.67	0.00	69,933.33
EVERS	DAVID G & BARBARA A EVERS	CLASS 3	250,000.00	34,660.32	0.00	215,339.68
EVERS	MARJORIE D EVERS	CLASS 3	109,000.00	6,040.39	0.00	102,959.61
EVERS	ROLAND JAY & MARJORIE D EVERS	CLASS 3	178,000.00	11,055.81	0.00	166,944.19
EVERS DAIRY	EVERS DAIRY	CLASS 3	1,200,000.00	185,346.62	0.00	1,014,653.38
EVERTS	LINDA & RON EVERTS	CLASS 3	75,000.00	10,472.30	0.00	64,527.70
EVERTS	LOGAN EVERTS	CLASS 3	25,000.00	0.00	0.00	25,000.00
EWING	THE EWING FT	CLASS 3	100,000.00	1,333.33	0.00	98,666.67
EXCEL	THE EXCEL RT 05/01/06 E M GARVIN GRANTOR	CLASS 3	100,000.00	1,194.42	0.00	98,805.58
EXELBY	PROV. TR GP-FBO ALLEN J EXELBY IRA	CLASS 3	45,000.00	8,050.00	0.00	36,950.00
EXLER	PHYLLIS EXLER	CLASS 3	80,000.00	7,765.00	0.00	72,235.00
EXLER	PROV. TR GP-FBO PHYLLIS E EXLER IRA	CLASS 3	86,830.00	4,938.46	0.00	81,891.54
FABBRO	LEWIS FABBRO JR	CLASS 3	30,000.00	204.17	0.00	29,795.83
FACKELDY	JOHN FACKELDY	CLASS 3	50,000.00	3,215.23	0.00	46,784.77
FACKENTHALL	WILLIAM & LOREEN FACKENTHALL	CLASS 3	50,000.00	1,416.65	0.00	48,583.35
FACQUE	JOHN FACQUE	CLASS 3	25,000.00	1,246.56	0.00	23,753.44
FAFALAK	PROV. TR GP-FBO LAWRENCE FAFALAK IRA	CLASS 3	60,000.00	6,060.00	0.00	53,940.00
FAGAN	JOHN HAROLD III & JOHN HAROLD IV FAGAN	CLASS 3	25,000.00	2,753.54	0.00	22,246.46
FAGAN	R JAMES & C ANITA FAGAN TR 12/01/14	CLASS 3	180,000.00	20,031.19	0.00	159,968.81
FAIRBANKS	MAINSTAR-FBO PAULINE FAIRBANKS T2177091	CLASS 3	95,712.44	2,259.88	0.00	93,452.56
FAIRBOURNE	JOSEPH P & RACHEL B FAIRBOURNE	CLASS 3	50,000.00	233.33	0.00	49,766.67
FAIRCHILD	PATRICIA L FAIRCHILD	CLASS 3	51,000.00	629.00	0.00	50,371.00
FAIRCHILD	PAULA A FAIRCHILD	CLASS 3	200,000.00	40,872.06	0.00	159,127.94

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FAITH	DEAN FAITH	CLASS 5	100,000.00	25,249.90	0.00	74,750.10
FAIVRE	LOUISE C FAIVRE	CLASS 3	100,000.00	2,833.35	0.00	97,166.65
FAJARDO	JOSE & ROSARIO FAJARDO	CLASS 3	85,000.00	6,835.66	0.00	78,164.34
FALCON	MAINSTAR-FBO NANCY FALCON T2177405	CLASS 3	100,000.00	2,366.67	0.00	97,633.33
FALKENBERG	KEN FALKENBERG RT UA DTD 01/17/92	CLASS 3	100,000.00	12,283.32	0.00	87,716.68
FALKENSTEIN	CARLA FALKENSTEIN	CLASS 3	65,000.00	7,488.04	0.00	57,511.96
FALLER	CHAD FALLER	CLASS 3	25,000.00	1,691.67	0.00	23,308.33
FALLON	PROV. TR GP-FBO JANICE FALLON IRA	CLASS 3	80,000.00	14,800.00	0.00	65,200.00
FAMER	STEPHEN & HEIDI FAMER	CLASS 3	25,000.00	369.44	0.00	24,630.56
FANCHIER/ALBRIGHT	HALLIE FANCHIER & KAREN ALBRIGHT	CLASS 3	27,500.00	568.33	0.00	26,931.67
FANNIN	ELEANOR L FANNIN	CLASS 3	70,000.00	1,243.04	0.00	68,756.96
FANTON	JOHN F FANTON	CLASS 3	50,000.00	3,502.76	0.00	46,497.24
FARASH	IRENE FARASH	CLASS 3	100,000.00	6,102.81	0.00	93,897.19
FARLEY	JAMES & CHARLOTTE FARLEY	CLASS 3	250,000.00	5,638.88	0.00	244,361.12
FARLOW	PROV. TR GP-FBO CAROL A FARLOW ROTH IRA	CLASS 5	52,500.00	9,479.17	0.00	43,020.83
FARLOW	PROV. TR GP-FBO CAROL ANN FARLOW IRA	CLASS 5	174,548.12	45,338.92	0.00	129,209.20
FARMER	JOHNNY FARMER	CLASS 3	25,000.00	239.59	0.00	24,760.41
FARMER	JOHNNY FARMER	CLASS 3*	50,000.00	2,062.53	0.00	47,937.47
FARMER	MAINSTAR-FBO TONY C FARMER T2177365	CLASS 3	69,630.00	1,528.00	0.00	68,102.00
FARNSWORTH	MAINSTAR-FBO ANDREA FARNSWORTH T2177595	CLASS 3	67,325.15	899.54	0.00	66,425.61
FARRALL	LYNDA FARRALL	CLASS 3	25,000.00	326.40	0.00	24,673.60
FARRELL	CASEY M & RHONDA R FARRELL	CLASS 3	75,000.00	1,765.56	0.00	73,234.44
FARRELL	LARRY & LINDA L FARRELL	CLASS 3	25,000.00	1,695.83	0.00	23,304.17
FARRELL	MAINSTAR-FBO JEANETTE FARRELL	CLASS 5	41,000.00	5,546.40	0.00	35,453.60
FARRELL	MICHAEL J FARRELL	CLASS 5	200,000.00	42,499.83	0.00	157,500.17
FARRELL	PROV. TR GP-FBO LINDA L FARRELL IRA	CLASS 3	49,240.00	2,661.70	0.00	46,578.30
FARRELL	PROV. TR GP-FBO MICHAEL FARRELL IRA	CLASS 5	100,000.00	37,277.68	0.00	62,722.32
FARRELL	THOMAS & JEANETTE FARRELL TA	CLASS 5	172,000.00	48,261.36	0.00	123,738.64
FARRELLY	VERONICA & JOSEPH FARRELLY	CLASS 3	39,378.00	5,999.74	0.00	33,378.26

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Schedule 3 - Schedule of Principal Amounts and Prepetition Distributions**

Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
FARRIOR	HELEN H FARRIOR	CLASS 3	25,000.00	420.15	0.00	24,579.85
FARROW	AMY L FARROW	CLASS 3	50,000.00	2,138.91	0.00	47,861.09
FARWICK	PROV. TR GP-FBO SCOTT FARWICK ROTH IRA	CLASS 3	80,500.00	15,692.58	0.00	64,807.42
FASCHING	PETER M & SUE E FASCHING	CLASS 3	75,000.00	5,991.18	0.00	69,008.82
FASCHING	PETER M & SUE E FASCHING	CLASS 5	200,000.00	15,976.48	0.00	184,023.52
FATE	MARY FATE	CLASS 3	100,000.00	680.55	0.00	99,319.45
FATTAL	ODETTE FATTAL	CLASS 3	25,000.00	496.54	0.00	24,503.46
FAUCHEUX	PROV. TR GP-FBO BEVERLY FAUCHEUX INH IRA	CLASS 3	90,000.00	10,558.67	0.00	79,441.33
FAUDEL	KURT FAUDEL	CLASS 3	175,000.00	16,677.71	0.00	158,322.29
FAUGHN	DENNIS L & DEBORAH K FAUGHN	CLASS 3	50,000.00	3,055.51	0.00	46,944.49
FAULKNER	PROV. TR GP-FBO PRISCILLA FAULKNER IRA	CLASS 5	210,000.00	66,554.69	0.00	143,445.31
FAULTERSACK	MAINSTAR-FBO DAVID FAULTERSACK	CLASS 3	59,538.68	2,492.35	0.00	57,046.33
FAUSETT	ALICE FAUSETT	CLASS 3	50,000.00	2,031.97	0.00	47,968.03
FAUSETT	THE ALICE M FAUSETT LT DTD 05/25/06	CLASS 3	215,000.00	3,693.08	0.00	211,306.92
FAVATA	BETTINA FAVATA	CLASS 3	70,000.00	15,427.86	0.00	54,572.14
FAVATA	BETTINA FAVATA	CLASS 5	50,000.00	11,019.90	0.00	38,980.10
FAVATA	PROV. TR GP-FBO BETTINA FAVATA IRA	CLASS 5	88,000.00	25,630.00	0.00	62,370.00
FAVATA	ROCCO FAVATA	CLASS 3	120,000.00	31,181.41	0.00	88,818.59
FAVATA	ROCCO FAVATA	CLASS 5	345,000.00	89,646.56	0.00	255,353.44
FAWCETT	MAINSTAR-FBO STEVE L FAWCETT	CLASS 3	60,000.00	5,973.33	0.00	54,026.67
FAZEKAS	BELA K & MARIA FAZEKAS	CLASS 3	75,000.00	7,878.54	0.00	67,121.46
FAZEKAS	BELA K & MARIA FAZEKAS TR 03/31/97	CLASS 3	125,000.00	10,526.41	0.00	114,473.59
FEADOR	EMIL C & ARTHUR P FEADOR	CLASS 3	250,000.00	40,945.90	0.00	209,054.10
FEADOR	EMIL C FEADOR	CLASS 3	250,000.00	43,461.91	0.00	206,538.09
FEDDERS	GERALD D FEDDERS	CLASS 3	25,000.00	716.67	0.00	24,283.33
FEDERER	MARCIA T FEDERER	CLASS 3	75,000.00	4,895.83	0.00	70,104.17
FEDYNA	PAUL M & ELLEN FEDYNA	CLASS 3	100,000.00	7,055.53	0.00	92,944.47
FEILNER	ROSE FEILNER	CLASS 3	125,000.00	18,037.42	0.00	106,962.58
FEISEE	PROV. TR GP-FBO SEDDIGHEH FEISEE IRA	CLASS 3	125,909.00	758.95	0.00	125,150.05

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
FEIST	ADAM M & MARY A FEIST	CLASS 3	200,000.00	41,162.87	0.00	158,837.13
FEIST	ADAM M & MARY A FEIST	CLASS 5	100,000.00	20,581.43	0.00	79,418.57
FEIST	THE FEIST LT	CLASS 3	100,000.00	11,580.55	0.00	88,419.45
FEISTHAMEL	ANTHONY J FEISTHAMEL	CLASS 3	30,000.00	7,515.00	0.00	22,485.00
FEISTHAMEL	PROV. TR GP-FBO ANTHONY FEISTHAMEL IRA	CLASS 3	28,000.00	1,351.77	0.00	26,648.23
FEISTHAMEL	PROV. TR GP-FBO ANTHONY FEISTHAMEL JR IRA	CLASS 5	132,000.00	44,110.01	0.00	87,889.99
FELCHER	DENNIS S FELCHER RT DTD 10/27/88	CLASS 3	200,000.00	52,871.56	0.00	147,128.44
FELDMAN	LORI & LLOYD FELDMAN	CLASS 3	65,000.00	8,626.03	0.00	56,373.97
FELDMAN	MARTIN FELDMAN	CLASS 3	50,000.00	3,548.60	0.00	46,451.40
FELGER	ROXY J FELGER	CLASS 3	100,000.00	18,066.67	0.00	81,933.33
FELLER	RICHARD L FELLER	CLASS 3	1,000,000.00	81,341.75	0.00	918,658.25
FELTON	CAROL FELTON	CLASS 3	50,000.00	2,572.89	0.00	47,427.11
FELTON	MICHAEL D FELTON	CLASS 3	75,000.00	6,852.05	0.00	68,147.95
FELTZ	PROV. TR GP-FBO RITA I FELTZ IRA	CLASS 3	82,000.00	4,806.11	0.00	77,193.89
FENDER	PROV. TR GP-FBO DANIEL FENDER IRA	CLASS 3	119,481.60	21,148.25	0.00	98,333.35
FENDER	PROV. TR GP-FBO SHARON L FENDER IRA	CLASS 3	120,000.00	19,680.00	0.00	100,320.00
FENG	GINGER FENG	CLASS 3	25,000.00	1,419.41	0.00	23,580.59
FENG	MAINSTAR-FBO GINGER FENG T2176422	CLASS 3	25,000.00	1,400.00	0.00	23,600.00
FERBER	PROV. TR GP-FBO SUSAN FERBER IRA	CLASS 3	30,443.00	2,983.41	0.00	27,459.59
FERCH	MAINSTAR-FBO DAVID LYNN FERCH	CLASS 3	77,280.03	3,837.17	0.00	73,442.86
FERGUSON	FERGUSON LT DTD 11/14/96	CLASS 3	25,000.00	1,025.00	0.00	23,975.00
FERGUSON	MAUREEN L FERGUSON	CLASS 3	30,000.00	1,545.00	0.00	28,455.00
FERNANDES	DEIRDRE P & BENJAMIN F FERNANDES	CLASS 3	223,000.00	3,868.07	0.00	219,131.93
FERNANDES	DOMINGOS FERNANDES	CLASS 3	41,027.72	2,098.66	0.00	38,929.06
FERNANDES	JUDITH FERNANDES	CLASS 5	90,971.72	8,737.44	0.00	82,234.28
FERNANDES	MAINSTAR-FBO DOMINGOS FERNANDES	CLASS 3	301,405.73	14,873.54	0.00	286,532.19
FERNANDES	MAINSTAR-FBO JOY S FERNANDES T2177889	CLASS 3	224,000.00	3,826.67	0.00	220,173.33
FERNANDES	MAINSTAR-FBO JUDITH FERNANDES	CLASS 3	40,087.86	1,978.22	0.00	38,109.64
FERNANDEZ	LUIS FERNANDEZ	CLASS 3	200,000.00	1,133.33	0.00	198,866.67

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
FERNANDEZ	STEPHANIE FERNANDEZ	CLASS 3	150,000.00	1,779.18	0.00	148,220.82
FERNANDO	SUSITH R FERNANDO	CLASS 3	25,000.00	809.66	0.00	24,190.34
FERRARA	IRA SVCS TR CO-CFBO DENISE M FERRARA IRA	CLASS 3	80,000.00	7,271.22	0.00	72,728.78
FERRARI	LOUIS & JANIS FERRARI	CLASS 3	450,000.00	7,421.88	0.00	442,578.12
FERRARO	ANTHONY R FERRARO LT	CLASS 3	230,000.00	9,055.84	0.00	220,944.16
FERRARO	ESTHER C FERRARO	CLASS 3	40,000.00	846.67	0.00	39,153.33
FERRIELL	PROV. TR GP-FBO KATHY O FERRIELL IRA	CLASS 3	39,000.00	3,010.58	0.00	35,989.42
FERRIELL	PROV. TR GP-FBO MICHAEL S FERRIELL IRA	CLASS 3	309,000.00	42,756.04	0.00	266,243.96
FERRIS	ELIZABETH M FERRIS	CLASS 3	99,023.18	4,951.20	0.00	94,071.98
FERRIS	MICHAEL FERRIS	CLASS 3	50,000.00	2,000.00	0.00	48,000.00
FERTITTA	MATTHEW FERTITTA	CLASS 3	26,189.77	400.11	0.00	25,789.66
FERTITTA	SALVATORE FERTITTA	CLASS 3	62,208.97	768.96	0.00	61,440.01
FETTER	JACK L FETTER	CLASS 3	50,000.00	6,575.04	0.00	43,424.96
FETTER	MAINSTAR-FBO ROBERT E FETTER T2177228	CLASS 3	498,000.00	16,724.50	0.00	481,275.50
FETTING	DENNIS E & PEGGY L FETTING JLT 10/08/09	CLASS 3	50,000.00	1,811.80	0.00	48,188.20
FHR	FHR INC	CLASS 3	700,000.00	0.00	0.00	700,000.00
FICILI	ANTHONY & LYNDIA FICILI	CLASS 3	50,000.00	7,888.84	0.00	42,111.16
FIELD	AW FIELD LT DTD 07/10/09	CLASS 3	100,000.00	2,294.43	0.00	97,705.57
FIELD	FIELD TR B DTD 03/16/09	CLASS 3	100,000.00	2,294.43	0.00	97,705.57
FIELD	PROV. TR GP-FBO DIANE M FIELD IRA	CLASS 3	140,400.00	15,382.17	0.00	125,017.83
FIELD	RICHARD M & KIMBERLY G FIELD	CLASS 3	300,000.00	57,787.31	0.00	242,212.69
FIELD	RICHARD M & KIMBERLY G FIELD	CLASS 5	100,000.00	19,262.44	0.00	80,737.56
FIER	ROBERT H FIER	CLASS 3	200,000.00	29,611.09	0.00	170,388.91
FIER	ROBERT H FIER	CLASS 5	100,000.00	14,805.54	0.00	85,194.46
FIERLE	PROV. TR GP-FBO KAYE FIERLE IRA	CLASS 3	60,000.00	315.00	0.00	59,685.00
FIERLE	THE ROBERT G & KAYE L FIERLE RLT	CLASS 3	50,000.00	982.79	0.00	49,017.21
FILGER	GLENN E FILGER	CLASS 3	100,000.00	7,016.67	0.00	92,983.33
FILKINS	KATHLEEN CORY FILKINS	CLASS 3	110,000.00	19,570.76	0.00	90,429.24
FILLIATER	JOSHUA A & ERIN FILLIATER	CLASS 3	200,000.00	466.67	0.00	199,533.33

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
FILLINGER	MAINSTAR-FBO RICHARD FILLINGER	CLASS 3	186,000.00	17,747.50	0.00	168,252.50
FILLINGER	RICHARD J & SUE C FILLINGER	CLASS 3	25,000.00	2,680.58	0.00	22,319.42
FILLINGER	MAINSTAR-FBO SUE FILLINGER	CLASS 3	71,000.00	7,391.90	0.00	63,608.10
FINAL FRONTIER	FINAL FRONTIER VENTURES LLC	CLASS 3	800,000.00	105,830.38	0.00	694,169.62
FINAL FRONTIER	FINAL FRONTIER VENTURES LLC	CLASS 5	500,000.00	66,143.98	0.00	433,856.02
FINDLEY	RICHARD FINDLEY	CLASS 3	80,000.00	2,463.96	0.00	77,536.04
FINE	GLORIA & FREDERICK FINE	CLASS 3	25,000.00	4,254.89	0.00	20,745.11
FINEBERG	THE BERNARD & SYLVIA FINEBERG LT	CLASS 3	60,000.00	4,399.95	0.00	55,600.05
FINEBERG-MILLER	PROV. TR GP-FBO SHEILA FINEBERG-MILLER IRA	CLASS 3	70,000.00	2,333.33	0.00	67,666.67
FINKELDEY	MEGAN ROSE FINKELDEY RT 02/05/14	CLASS 3	60,000.00	10,326.30	0.00	49,673.70
FINKENBINE	SANDRA S FINKENBINE SUPP TR	CLASS 3	50,000.00	3,493.00	0.00	46,507.00
FINLEY	IRA SVCS TR CO-CFBO COLLEEN K FINLEY IRA	CLASS 3	90,000.00	7,320.00	0.00	82,680.00
FINNELL/BROWN	HERBERT FINNELL & GEORGEANNE BROWN	CLASS 3	25,000.00	617.35	0.00	24,382.65
FINNEY	DARRELL M FINNEY	CLASS 3	100,000.00	21,250.05	0.00	78,749.95
FINNEY	PROV. TR GP-FBO DARRELL M FINNEY IRA	CLASS 3	269,184.15	36,575.67	0.00	232,608.48
FINNEY	RUTH ANN FINNEY	CLASS 3	50,000.00	4,482.21	0.00	45,517.79
FINNEY	RUTH ANN FINNEY	CLASS 5	200,000.00	17,928.85	0.00	182,071.15
IORE	JAMES IORE	CLASS 3	25,000.00	0.00	0.00	25,000.00
FIRESTACK	MAINSTAR-FBO VICKI FIRESTACK T2177464	CLASS 3	25,716.00	566.47	0.00	25,149.53
FIRMISS	JOHN T FIRMISS	CLASS 3	100,000.00	16,552.14	0.00	83,447.86
FIRST CAPITAL PACIFIC	FIRST CAPITAL PACIFIC	CLASS 3	300,000.00	14,327.08	0.00	285,672.92
FISCHER	ARTHUR J & REGINA M FISCHER	CLASS 3	105,000.00	19,770.26	0.00	85,229.74
FISCHER	IRENE FISCHER	CLASS 3	165,000.00	18,684.31	0.00	146,315.69
FISCHER	PROV. TR GP-FBO REGINA FISCHER IRA	CLASS 3	267,001.00	51,573.48	0.00	215,427.52
FISCHER	PROV. TR GP-FBO REGINA FISCHER IRA	CLASS 5	200,000.00	38,631.68	0.00	161,368.32
FISCHER	RITA FISCHER TR	CLASS 3	25,000.00	4,170.74	0.00	20,829.26
FISHEL	IRA SVCS TR CO-CFBO MICHAEL D FISHEL IRA	CLASS 3	100,000.00	5,766.67	0.00	94,233.33
FISHER	CHANA FISHER	CLASS 5	100,000.00	25,319.64	0.00	74,680.36
FISHER	MAINSTAR-FBO MARK FISHER	CLASS 3	149,801.00	7,406.83	0.00	142,394.17

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FISHER	MAINSTAR-FBO ROBERT M FISHER T2176537	CLASS 3	50,000.00	2,070.84	0.00	47,929.16
FISHER	PAMELA D & JOHN E FISHER	CLASS 3	25,000.00	1,781.25	0.00	23,218.75
FISHER	ROGER L & LOIS P FISHER	CLASS 3	100,000.00	300.00	0.00	99,700.00
FISHER	SUNWEST TR RALPH D FISHER IRA	CLASS 3	100,000.00	1,600.00	0.00	98,400.00
FISHER	MAINSTAR-FBO JOHN FISHER	CLASS 3	25,000.00	1,291.67	0.00	23,708.33
FISHMAN	JESSICA H & DOUGLAS S FISHMAN	CLASS 3	80,000.00	6,810.00	0.00	73,190.00
FITCH	JEFFERY FITCH	CLASS 3	60,000.00	1,608.33	0.00	58,391.67
FITCH	MARK R FITCH	CLASS 3	200,000.00	8,788.91	0.00	191,211.09
FITE	PROV. TR GP-FBO GARY LEE FITE IRA	CLASS 3	900,000.00	35,350.00	0.00	864,650.00
FITE	THE GARY LEE FITE RT DTD 10/13/09	CLASS 3	2,000,000.00	104,416.61	0.00	1,895,583.39
FITZGERALD	CHARLES FITZGERALD	CLASS 3	50,000.00	2,076.44	0.00	47,923.56
FITZPATRICK	PAULA A FITZPATRICK	CLASS 3	25,000.00	2,343.82	0.00	22,656.18
FITZPATRICK	PROV. TR GP-FBO KAREN FITZPATRICK IRA	CLASS 3	29,294.00	2,515.22	0.00	26,778.78
FLAIL	MAINSTAR-FBO LUCILLE E FLAIL	CLASS 3	30,000.00	2,291.67	0.00	27,708.33
FLAIL	MAINSTAR-FBO ROBERT J FLAIL	CLASS 3	25,000.00	2,587.50	0.00	22,412.50
FLANAGAN	PROV. TR GP-FBO K K FLANAGAN INH IRA	CLASS 3	32,666.66	762.24	0.00	31,904.42
FLANINGAN	PROV. TR GP-FBO JACK W FLANINGAN IRA	CLASS 3	53,000.00	11,223.75	0.00	41,776.25
FLANINGAN	PROV. TR GP-FBO REBECCA D FLANINGAN IRA	CLASS 5	68,000.00	9,765.55	0.00	58,234.45
FLATTEN	IRA SVCS TR CO-CFBO BARBARA FLATTEN IRA	CLASS 3	199,617.00	19,113.43	0.00	180,503.57
FLATTEN	IRA SVCS TR CO-CFBO BARBARA FLATTEN ROTH	CLASS 3	21,672.87	2,075.09	0.00	19,597.78
FLAX	THE FLAX FRT DTD 07/27/95	CLASS 3	525,000.00	7,722.25	0.00	517,277.75
FLECK	JOHN R & SHELBY FLECK	CLASS 3	25,000.00	63.19	0.00	24,936.81
FLEGAL	RONALD W FLEGAL	CLASS 3	25,000.00	423.62	0.00	24,576.38
FLEISCHER	BETH R & LYNN FLEISCHER	CLASS 3	50,000.00	2,371.85	0.00	47,628.15
FLEISCHER	PROV. TR GP-FBO SHULAMITH FLEISCHER IRA	CLASS 3	40,263.85	4,782.45	0.00	35,481.40
FLEISCHER	SHULAMITH & GABRIELLE FLEISCHER	CLASS 3	25,000.00	3,056.24	0.00	21,943.76
FLEMING	DONALD W & HEIDI K FLEMING	CLASS 3	25,000.00	604.17	0.00	24,395.83
FLEMING	HOWARD C & NORMA L FLEMING	CLASS 3	25,000.00	0.00	0.00	25,000.00
FLEMING	PROV. TR GP-FBO HOWARD C FLEMING IRA	CLASS 3	488,500.00	55,388.66	0.00	433,111.34

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FLEMING	PROV. TR GP-FBO JOSEPH H FLEMING INH IRA	CLASS 3	228,623.00	18,296.20	0.00	210,326.80
FLEMING	PROV. TR GP-FBO NORMA L FLEMING IRA	CLASS 3	236,000.00	22,616.67	0.00	213,383.33
FLETCHER	DANNY C & DEBRA M FLETCHER	CLASS 3	55,000.00	3,454.27	0.00	51,545.73
FLETCHER	HAROLD & HAZEL FLETCHER	CLASS 3	100,000.00	2,002.77	0.00	97,997.23
FLETCHER	JOHN FLETCHER	CLASS 3	62,250.00	7,366.27	0.00	54,883.73
FLETCHER	KENT A & PATRICIA S FLETCHER	CLASS 3	100,000.00	2,722.25	0.00	97,277.75
FLETCHER	PROV. TR GP-FBO JAMES L FLETCHER IRA	CLASS 3	175,000.00	20,990.77	0.00	154,009.23
FLIGER-BAILEY	SUNWEST TR KATHLEEN L FLIGER-BAILEY IRA	CLASS 3	70,100.00	10,243.56	0.00	59,856.44
FLIKKIE	MAINSTAR-FBO JOHN FLIKKIE	CLASS 3	200,000.00	12,633.33	0.00	187,366.67
FLINT	PROV. TR GP-FBO NANCY J FLINT IRA	CLASS 5	150,000.00	18,958.33	0.00	131,041.67
FLITTON	MAINSTAR-FBO KENNETH FLITTON T2177557	CLASS 3	64,608.89	1,213.21	0.00	63,395.68
FLORENCE	GERTRUDE LYNN FLORENCE	CLASS 3	50,000.00	3,544.41	0.00	46,455.59
FLORENCE	IRA SVCS TR CO-CFBO DONALD FLORENCE ROTH	CLASS 3	31,000.00	5,104.62	0.00	25,895.38
FLORES	LAURA E & DANIEL FLORES	CLASS 3	25,000.00	1,364.63	0.00	23,635.37
FLORES	SYLVIA M FLORES	CLASS 3	100,000.00	3,604.58	0.00	96,395.42
FLORES	THE FLORES FT	CLASS 3	75,000.00	1,968.75	0.00	73,031.25
FLORES	VICTOR M FLORES	CLASS 3	28,000.00	369.45	0.00	27,630.55
FLOURNOY	RICKY TODD FLOURNOY	CLASS 5	50,000.00	2,527.80	0.00	47,472.20
FLOWERS	MAINSTAR-FBO STEVEN L FLOWERS	CLASS 3	246,500.00	26,868.50	0.00	219,631.50
FLOWERS	STEVEN L & VIRGINIA A FLOWERS	CLASS 3	250,000.00	21,551.42	0.00	228,448.58
FLOYD	PROV. TR GP-FBO ROBERT E FLOYD IRA	CLASS 3	100,137.95	6,008.28	0.00	94,129.67
FLOYD	PROV. TR GP-FBO STEPHEN D FLOYD IRA	CLASS 5	75,000.00	11,162.50	0.00	63,837.50
FLYING V	PROV. TR GP-FBO THE FLYING V TR ICA	CLASS 3	30,000.00	1,597.50	0.00	28,402.50
FLYNN	MAINSTAR-FBO SHARRON FLYNN	CLASS 3	100,000.00	6,388.90	0.00	93,611.10
FLYNN	SHARLA K & ROY D FLYNN	CLASS 3	25,000.00	2,291.67	0.00	22,708.33
FODOR	MAINSTAR-FBO JAMES FODOR T2176917	CLASS 3	1,099,000.00	36,284.38	0.00	1,062,715.62
FODOR	MAINSTAR-FBO JAMES FODOR T2176917	CLASS 5	1,000,000.00	33,015.81	0.00	966,984.19
FOLEY	MARGARET A FOLEY	CLASS 3	25,000.00	7,951.66	0.00	17,048.34
FOLEY	MELVA CHERYL FOLEY	CLASS 3	43,000.00	2,191.85	0.00	40,808.15

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
FOLEY	MICHAEL R FOLEY	CLASS 3	50,000.00	8,208.33	0.00	41,791.67
FOLLETT	KEVIN & KAREN FOLLETT	CLASS 3	150,000.00	23,570.72	0.00	126,429.28
FOLSE	RAY C & JANIE N FOLSE	CLASS 3	175,000.00	46,075.00	0.00	128,925.00
FOLTZ	HOWARD & PATRICIA FOLTZ	CLASS 3	25,000.00	900.02	0.00	24,099.98
FONG	LEIGHTON & EILEEN FONG	CLASS 3	25,000.00	399.40	0.00	24,600.60
FONTANA	PROV. TR GP-FBO MICHELE D FONTANA IRA	CLASS 3	100,000.00	5,443.99	0.00	94,556.01
FONTANA	PROV. TR GP-FBO MICHELE FONTANA IRA	CLASS 3	50,000.00	14,967.33	0.00	35,032.67
FONTANESE	CAROL FONTANESE	CLASS 3	100,000.00	9,850.00	0.00	90,150.00
FONTANEZ	IRA SVCS TR CO-CFBO LOUIS A FONTANEZ ROTH	CLASS 3	73,000.00	2,056.18	0.00	70,943.82
FONTANEZ	LOUIS A & KATHERINE A FONTANEZ	CLASS 3	90,000.00	3,025.07	0.00	86,974.93
FOOTE	IRA SVCS TR CO-CFBO AMY ANN FOOTE IRA	CLASS 3	34,500.00	2,001.00	0.00	32,499.00
FORBES	LINDA R FORBES	CLASS 3	25,000.00	463.04	0.00	24,536.96
FORBING	MARIA E FORBING	CLASS 3	30,000.00	4,030.00	0.00	25,970.00
FORBING	PROV. TR GP-FBO PERCY FORBING IRA	CLASS 3	79,004.00	8,173.62	0.00	70,830.38
FORD	ANN HARDIN FORD RT	CLASS 3	650,000.00	14,083.33	0.00	635,916.67
FORD	BARRY & SHARI FORD	CLASS 3	120,000.00	8,175.00	0.00	111,825.00
FORD	CHALLIS & CARLENE FORD	CLASS 3	100,000.00	0.00	0.00	100,000.00
FORD	CHALLIS D FORD	CLASS 3	70,000.00	3,048.91	0.00	66,951.09
FORD	DALE M & PAULA K FORD	CLASS 3	150,000.00	4,511.16	0.00	145,488.84
FORD	DOUGLAS K FORD	CLASS 3	140,000.00	18,973.95	0.00	121,026.05
FORD	FORD TR	CLASS 3	25,000.00	0.00	0.00	25,000.00
FORD	IRENE FORD	CLASS 3	75,000.00	312.50	0.00	74,687.50
FORD	KATHLEEN FORD	CLASS 3	50,000.00	4,708.33	0.00	45,291.67
FORD	MAINSTAR-FBO MARK C FORD	CLASS 3	87,490.00	8,204.62	0.00	79,285.38
FORD	RANDALL LEON FORD IT	CLASS 3	500,000.00	78,833.33	0.00	421,166.67
FORD	THE BRUCE & KATHLEEN FORD TR	CLASS 3	25,000.00	691.67	0.00	24,308.33
FORD	WAYNE FORD	CLASS 3	50,000.00	4,682.71	0.00	45,317.29
FOREST	SUE A & WAYNE M FOREST	CLASS 3	50,000.00	2,808.33	0.00	47,191.67
FOREST HOME	FOREST HOME HOLDINGS LLC	CLASS 3	200,000.00	20,423.67	0.00	179,576.33

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FORGIONE	MAINSTAR-FBO LORETTA M FORGIONE T2177815	CLASS 3	50,000.00	576.39	0.00	49,423.61
FORINGTON	MARY LEA FORINGTON	CLASS 3	200,000.00	1,330.55	0.00	198,669.45
FORMICHELLA	BARBARA C FORMICHELLA	CLASS 3	25,000.00	883.35	0.00	24,116.65
FORNEFELD	MAINSTAR-FBO JOSEPH E FORNEFELD	CLASS 3	200,000.00	25,233.31	0.00	174,766.69
FORNEFELD	MAINSTAR-FBO JOSEPH E FORNEFELD	CLASS 5	100,000.00	12,616.65	0.00	87,383.35
FOROUZAN	BRIAN M FOROUZAN	CLASS 3	50,000.00	20,720.87	0.00	29,279.13
FOROUZAN	BRIAN M FOROUZAN	CLASS 3*	25,000.00	1,175.00	0.00	23,825.00
FORREST	GARY A & JANICE K FORREST	CLASS 3	50,000.00	3,616.71	0.00	46,383.29
FORTENBERRY	REBECCA A FORTENBERRY	CLASS 3	25,000.00	1,084.69	0.00	23,915.31
FORTKAMP	PROV. TR GP-FBO JOHN H FORTKAMP IRA	CLASS 3	25,000.00	28,050.03	0.00	0.00 **
FORTUNATO	ALICE COLE FORTUNATO	CLASS 3	25,000.00	4,107.64	0.00	20,892.36
FORTUNE	LEONARD FORTUNE	CLASS 3	300,000.00	40,432.21	0.00	259,567.79
FORTUNE	LEONARD FORTUNE	CLASS 5	300,000.00	40,432.21	0.00	259,567.79
FOSTER	BETTY FOSTER	CLASS 3	250,000.00	33,066.67	0.00	216,933.33
FOSTER	VICI R FOSTER	CLASS 3	25,000.00	1,236.15	0.00	23,763.85
FOSTER	WAYNE R & EUGENIA W FOSTER	CLASS 3	50,000.00	791.66	0.00	49,208.34
FOUNTAIN	JAMES EDWARD FOUNTAIN	CLASS 3	100,000.00	13,127.77	0.00	86,872.23
FOUTS	SONYA A FOUTS	CLASS 3	100,000.00	1,111.12	0.00	98,888.88
FOWLER	MAINSTAR-FBO JEANNIE FOWLER T2176015	CLASS 3	330,000.00	21,005.83	0.00	308,994.17
FOWLER	ROYCE L & DORA A FOWLER	CLASS 5	50,000.00	22,027.98	0.00	27,972.02
FOWLES	MAINSTAR-FBO DEBORAH C FOWLES	CLASS 3	26,200.00	3,693.09	0.00	22,506.91
FOX	IRA SVCS TR CO-CFBO WILLIAM J FOX IRA	CLASS 3	25,000.00	1,566.67	0.00	23,433.33
FOX	PROV. TR GP-FBO CHRIS FOX IRA	CLASS 3	225,000.00	30,729.17	0.00	194,270.83
FOX	PROV. TR GP-FBO JOSEPH A FOX IRA	CLASS 3	440,200.00	10,124.60	0.00	430,075.40
FOX	PROV. TR GP-FBO PAULA I FOX IRA	CLASS 3	389,000.00	8,372.00	0.00	380,628.00
FOX	ROBERT A FOX	CLASS 5	350,000.00	105,388.99	0.00	244,611.01
FOX/COOPER	ROBERT A FOX & DARBY H COOPER	CLASS 5	100,000.00	24,944.64	0.00	75,055.36
FRADELLA	CELESTINA & RAYMOND FRADELLA	CLASS 3	95,000.00	5,778.10	0.00	89,221.90
FRALEIGH	ALBERT S & JEAN L FRALEIGH 2011 DEC OF TR	CLASS 3	100,000.00	5,026.36	0.00	94,973.64

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FRAME	RICHARD & AMY FRAME	CLASS 3	200,000.00	22,166.54	0.00	177,833.46
FRAME	RICHARD & CAROL FRAME	CLASS 3	75,000.00	2,975.62	0.00	72,024.38
FRAME	RUSSELL FRAME	CLASS 3	105,000.00	2,041.67	0.00	102,958.33
FRANCIS	MURPHY FRANCIS LT	CLASS 3	25,000.00	68.17	0.00	24,931.83
FRANCIS	PEGGY JO FRANCIS	CLASS 3	50,000.00	9,164.31	0.00	40,835.69
FRANCK	DENNIS FRANCK	CLASS 3	100,000.00	18,088.98	0.00	81,911.02
FRANCK	PROV. TR GP-FBO DENNIS FRANCK IRA	CLASS 3	107,679.00	16,845.78	0.00	90,833.22
FRANCOMANO	PASQUALE & LAVANA J FRANCOMANO	CLASS 3	60,000.00	10,152.83	0.00	49,847.17
FRANDINA	MAINSTAR-FBO CHRISTINE FRANDINA	CLASS 3	61,000.00	3,766.75	0.00	57,233.25
FRANKEL	HARRY & DORIS FRANKEL TR	CLASS 3	50,000.00	7,679.16	0.00	42,320.84
FRANKLIN	BASIL V FRANKLIN JR	CLASS 3	25,000.00	204.17	0.00	24,795.83
FRANKLIN	MAINSTAR-FBO BASIL V FRANKLIN JR T2178382	CLASS 3	205,000.00	1,537.50	0.00	203,462.50
FRANKLIN	PROV. TR GP-FBO VELMA FRANKLIN IRA	CLASS 3	62,559.42	9,200.42	0.00	53,359.00
FRANKS	CLAYSON & AGNES FRANKS	CLASS 3	50,000.00	12,136.53	0.00	37,863.47
FRANKS	JACQUELINE FRANKS	CLASS 3	200,000.00	17,541.67	0.00	182,458.33
FRANTZ	STEVEN FRANTZ	CLASS 3	25,000.00	3,583.33	0.00	21,416.67
FRANZ/WOHRLE	LOLA JEAN FRANZ & RONALD D WOHRLE	CLASS 3	100,000.00	1,683.33	0.00	98,316.67
FRANZER	RUTH M FRANZER	CLASS 3	25,000.00	3,482.75	0.00	21,517.25
FRANZESE	ANTHONY FRANZESE	CLASS 5	200,000.00	30,944.50	0.00	169,055.50
FRASURE	PROV. TR GP-FBO RON FRASURE IRA	CLASS 3	25,000.00	2,765.97	0.00	22,234.03
FRAWLEY	MILDRED M FRAWLEY TR 03/10/11	CLASS 3	200,000.00	25,500.00	0.00	174,500.00
FRAY	JENNIFER FRAY	CLASS 3	50,000.00	1,425.00	0.00	48,575.00
FRAZER	PROV. TR GP-FBO THOMAS H FRAZER IRA	CLASS 3	27,077.00	1,071.24	0.00	26,005.76
FRAZER	THOMAS H FRAZER RT DTD 08/20/09	CLASS 3	120,000.00	7,020.00	0.00	112,980.00
FRAZIER	JOHN M FRAZIER	CLASS 3	53,000.00	7,105.01	0.00	45,894.99
FRAZIER	PROV. TR GP-FBO PENNY L FRAZIER IRA	CLASS 3	44,000.00	5,236.00	0.00	38,764.00
FRECHETTE	DANIEL E FRECHETTE	CLASS 3	25,000.00	1,532.36	0.00	23,467.64
FREDERICK	PROV. TR GP-FBO JOHN FREDERICK IRA	CLASS 3	135,000.00	31,177.50	0.00	103,822.50
FREDERICK	SUNWEST TR BRIAN A FREDERICK IRA	CLASS 3	185,000.00	23,243.34	0.00	161,756.66

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FREDERIKSEN	PERRY & JILLEENE FREDERIKSEN	CLASS 3	60,000.00	3,107.50	0.00	56,892.50
FREDETTE	JOSEPH & BARBARA FREDETTE	CLASS 3	25,000.00	1,298.65	0.00	23,701.35
FREDRICK	PATRICIA FREDRICK	CLASS 3	25,000.00	1,691.67	0.00	23,308.33
FREDRICK	TODD A & MARY C FREDRICK	CLASS 3	50,000.00	2,933.33	0.00	47,066.67
FREDRICKS	JUDY L FREDRICKS	CLASS 3	50,000.00	5,264.54	0.00	44,735.46
FREDRICKSON	KENNETH G FREDRICKSON	CLASS 5	106,298.50	18,959.88	0.00	87,338.62
FREDRICKSON	PROV. TR GP-FBO KENNETH G FREDRICKSON IRA	CLASS 5	193,801.50	34,579.90	0.00	159,221.60
FREEBURG	GARY L & DENISE J FREEBURG	CLASS 3	62,600.00	11,001.89	0.00	51,598.11
FREED	PAULA FREED	CLASS 3	55,000.00	4,775.83	0.00	50,224.17
FREEDLAND	MARIA FREEDLAND	CLASS 3	50,000.00	208.33	0.00	49,791.67
FREEDMAN	ANTHONY FREEDMAN	CLASS 3	100,000.00	6,733.33	0.00	93,266.67
FREEDMAN	SONIA FREEDMAN	CLASS 3	25,000.00	677.10	0.00	24,322.90
FREEMAN	HARRIS & MARION FREEMAN	CLASS 3	100,000.00	2,166.67	0.00	97,833.33
FREIDEL	PROV. TR GP-FBO ELIZABETH FREIDEL IRA	CLASS 3	84,600.00	747.30	0.00	83,852.70
FREIDEL	PROV. TR GP-FBO JOHN W FREIDEL IRA	CLASS 3	105,900.00	5,974.17	0.00	99,925.83
FRENCH	DONALD R FRENCH	CLASS 3	50,000.00	1,420.84	0.00	48,579.16
FRENCH	MAINSTAR-FBO MARGARET D FRENCH T2175709	CLASS 3	69,463.00	4,966.62	0.00	64,496.38
FRERICHS	LORALEI F FRERICHS	CLASS 3	70,628.50	4,139.68	0.00	66,488.82
FRERICHS	MAINSTAR-FBO LORALEI F FRERICHS	CLASS 3	40,070.43	2,487.70	0.00	37,582.73
FRERICHS	PROV. TR GP-FBO RUSS FRERICHS ROTH IRA	CLASS 3	100,000.00	23,100.04	0.00	76,899.96
FRERICHS	PROV. TR GP-FBO RUSS FRERICHS ROTH IRA	CLASS 5	50,000.00	11,550.02	0.00	38,449.98
FRERICHS	PROV. TR GP-FBO SALLY FRERICHS ROTH IRA	CLASS 5	50,000.00	15,430.57	0.00	34,569.43
FRESHWATER	RICHARD ELLIS FRESHWATER	CLASS 3	50,000.00	223.61	0.00	49,776.39
FREY	JOSEPH R & SHIRLEY I FREY	CLASS 3	50,000.00	6,295.54	0.00	43,704.46
FREY	JOSEPH R & SHIRLEY I FREY	CLASS 5	100,000.00	12,591.08	0.00	87,408.92
FREY	LARRY E & CINDY P FREY	CLASS 3	40,000.00	1,845.52	0.00	38,154.48
FREY	LEONARD L & KATHRYN S FREY	CLASS 3	100,000.00	2,833.33	0.00	97,166.67
FREY	PROV. TR GP-FBO RICHARD M FREY IRA	CLASS 5	200,000.00	60,611.12	0.00	139,388.88
FREY	RICHARD M & ROXANE J FREY	CLASS 3	175,000.00	20,191.37	0.00	154,808.63

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FREYTAG	DONALD E FREYTAG	CLASS 3	30,000.00	533.33	0.00	29,466.67
FRIE	PROV. TR GP-FBO RAYMOND J FRIE IRA	CLASS 3	60,000.00	7,600.00	0.00	52,400.00
FRIE	PROV. TR GP-FBO SUSAN H FRIE IRA	CLASS 3	129,000.00	15,554.95	0.00	113,445.05
FRIED	DORIS A FRIED	CLASS 5	104,000.00	41,426.85	0.00	62,573.15
FRIED	IRA SVCS TR CO-CFBO CHAIM FRIED IRA	CLASS 5	100,000.00	22,875.21	0.00	77,124.79
FRIEDBERG	BORIS FRIEDBERG	CLASS 5	300,000.00	114,848.53	0.00	185,151.47
FRIEDBERG	BORIS FRIEDBERG 2004 RT	CLASS 5	300,000.00	37,027.64	0.00	262,972.36
FRIEDMAN	CAROL & MARTIN FRIEDMAN	CLASS 3	150,000.00	13,774.96	0.00	136,225.04
FRIEDMAN	PROV. TR GP-FBO JOYCE E FRIEDMAN IRA	CLASS 3	85,000.00	19,165.10	0.00	65,834.90
FRIEDMAN	PROV. TR GP-FBO JOYCE E FRIEDMAN IRA	CLASS 5	100,000.00	22,547.18	0.00	77,452.82
FRIEHAUF	DUANE FRIEHAUF	CLASS 3	50,000.00	6,882.70	0.00	43,117.30
FRIEND	JOYCE E FRIEND	CLASS 3	27,500.00	30.56	0.00	27,469.44
FRIEND	LYNNE FRIEND	CLASS 3	1,750,000.00	241,488.92	0.00	1,508,511.08
FRIENDS TRAVIS FISHER	FRIENDS OF TRAVIS FISHER HOUSE	CLASS 3	1,000,000.00	5,125.26	0.00	994,874.74
FRIGEN	IRA SVCS TR CO-CFBO DAVID A FRIGEN	CLASS 3	35,000.00	231.39	0.00	34,768.61
FRINK	DELORES FRINK	CLASS 5	50,000.00	9,743.17	0.00	40,256.83
FRISHMAN	AUSTIN M FRISHMAN RLT	CLASS 3	75,000.00	4,962.53	0.00	70,037.47
FRITZLER	PROV. TR GP-FBO GARY FRITZLER ROTH IRA	CLASS 3	27,491.00	4,540.60	0.00	22,950.40
FRITZSCHE	HORIZON TR CO-FBO THOMAS A FRITZSCHE IRA	CLASS 3	25,000.00	2,036.40	0.00	22,963.60
FRIZZA	WANDA FRIZZA	CLASS 3	85,000.00	3,987.70	0.00	81,012.30
FROHWEIN	DANIEL FROHWEIN	CLASS 3	50,000.00	7,265.66	0.00	42,734.34
FROHWEIN	DANIEL FROHWEIN RT	CLASS 3	25,000.00	140.63	0.00	24,859.37
FROHWEIN	PROV. TR GP-FBO JOHN FROHWEIN IRA	CLASS 3	286,656.66	45,328.98	0.00	241,327.68
FROHWEIN	THE BEVERLY FROHWEIN RT	CLASS 3	240,000.00	27,190.00	0.00	212,810.00
FROHWEIN	THE JOHN FROHWEIN RT	CLASS 3	450,000.00	61,880.12	0.00	388,119.88
FROMME	HARVEY DENNIS & DIANNE FROMME	CLASS 3	50,000.00	2,437.54	0.00	47,562.46
FRONTERA	PROV. TR GP-FBO CHARLES FRONTERA IRA	CLASS 3	137,856.00	11,510.98	0.00	126,345.02
FROST	MAINSTAR-FBO RYAN FROST T2178355	CLASS 3	50,000.00	0.00	0.00	50,000.00
FRUCHTER	IRA SVCS TR CO-CFBO MARC A FRUCHTER IRA	CLASS 3	150,000.00	5,958.31	0.00	144,041.69

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FRUEHAN	MAINSTAR-FBO ANNETTE FRUEHAN	CLASS 3	159,791.66	8,588.80	0.00	151,202.86
FRUITHANDLER	THE EILEEN GREENBERG FRUITHANDLER LT	CLASS 3	50,000.00	9,672.92	0.00	40,327.08
FRY	PROV. TR GP-FBO LANA L FRY IRA	CLASS 3	49,500.00	16,559.50	0.00	32,940.50
FU	TSUN-SEN & MITZI FU	CLASS 3	200,000.00	15,919.53	0.00	184,080.47
FUCCI	THE FUCCI FT DTD 12/19/88	CLASS 3	50,000.00	2,673.57	0.00	47,326.43
FUCHS	THE JOHN J & JANE A FUCHS RLT	CLASS 3	150,000.00	12,221.02	0.00	137,778.98
FUENTES	ELLEN FUENTES RLT	CLASS 3	100,000.00	2,266.67	0.00	97,733.33
FUESTING	MICHAEL L & KATHY S FUESTING	CLASS 3	100,000.00	11,216.67	0.00	88,783.33
FULLENKAMP	ROMAN N & MARLENE E FULLENKAMP	CLASS 3	100,000.00	36,266.82	0.00	63,733.18
FULLENKAMP	STEVEN M & MELINDA D FULLENKAMP	CLASS 3	50,000.00	8,006.40	0.00	41,993.60
FULTON	HORIZON TR CO-FBO BRET R FULTON IRA	CLASS 5	400,000.00	47,444.39	0.00	352,555.61
FUQUA	LISA E FUQUA	CLASS 3	300,000.00	6,291.66	0.00	293,708.34
FURFARI	JAMES C & AMY S FURFARI	CLASS 5	100,000.00	17,083.29	0.00	82,916.71
FURMAN	KATHLEEN D FURMAN IRREV SPEC NEEDS TR	CLASS 3	400,000.00	107,913.91	0.00	292,086.09
FURNESS	VIRGINIA R FURNESS	CLASS 5	150,000.00	34,883.33	0.00	115,116.67
FURST	BRONIA FURST	CLASS 3	25,000.00	963.86	0.00	24,036.14
G & A CAPITAL	G & A CAPITAL HOLDINGS LLC	CLASS 3	55,000.00	2,530.00	0.00	52,470.00
GABA	DEMETRIO B GABA	CLASS 3	25,000.00	1,239.62	0.00	23,760.38
GABAYLO	DOREEN Y GABAYLO	CLASS 3	50,000.00	27.78	0.00	49,972.22
GABBITAS	DON S & CHERYL GABBITAS	CLASS 3	100,000.00	2,184.74	0.00	97,815.26
GABERLAVAGE/SOTERIOU	STANLEY GABERLAVAGE & DOROTHY SOTERIOU	CLASS 3	200,000.00	12,636.17	0.00	187,363.83
GABLE	PROV. TR GP-FBO JAMES L GABLE IRA	CLASS 3	100,000.00	7,611.11	0.00	92,388.89
GABLEHOUSE	DARREL G & JANET L GABLEHOUSE	CLASS 3	100,000.00	24,602.76	0.00	75,397.24
GAFFNEY	PROV. TR GP-FBO ROBERT F GAFFNEY IRA	CLASS 5	250,000.00	80,319.17	0.00	169,680.83
GAINEY	MAINSTAR-FBO BONITA GAINEY T2174706	CLASS 3	94,000.00	8,903.86	0.00	85,096.14
GAIONI	JOHN M GAIONI	CLASS 3	50,000.00	12,951.33	0.00	37,048.67
GALAN	SUNWEST TR FRANCISCO A GALAN IRA	CLASS 3	50,000.00	14,027.31	0.00	35,972.69
GALAN	SUNWEST TR FRANCISCO A GALAN IRA	CLASS 5	265,000.00	74,344.76	0.00	190,655.24
GALANIS	PETER & MARY ELLEN GALANIS	CLASS 5	100,000.00	26,136.57	0.00	73,863.43

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
GALANTI	LESLIE GALANTI	CLASS 3	271,000.00	18,179.61	0.00	252,820.39
GALANTI	MAINSTAR-FBO LESLIE GALANTI T2176944	CLASS 3	115,000.00	2,906.94	0.00	112,093.06
GALBREATH	GALBREATH FT DTD 10/18/02	CLASS 3	25,000.00	4.17	0.00	24,995.83
GALE	MAINSTAR-FBO GEORGE T GALE JR T2176556	CLASS 3	88,945.00	2,211.27	0.00	86,733.73
GALE	MAINSTAR-FBO MICHELE L GALE T2177548	CLASS 3	33,414.00	736.04	0.00	32,677.96
GALLAGHER	CHRISTINA B GALLAGHER	CLASS 3	80,000.00	8,916.67	0.00	71,083.33
GALLAGHER	IRA SVCS TR CO-CFBO C GALLAGHER ROTH IRA	CLASS 3	53,000.00	1,431.00	0.00	51,569.00
GALLAGHER	IRA SVCS TR CO-CFBO CHRISTINA B GALLAGHER	CLASS 3	59,800.00	6,209.23	0.00	53,590.77
GALLAGHER	PROV. TR GP-FBO VIRGINIA M GALLAGHER IRA	CLASS 5	85,000.00	28,906.77	0.00	56,093.23
GALLAMORE	PROV. TR GP-FBO RICHARD P GALLAMORE IRA	CLASS 3	100,000.00	7,033.33	0.00	92,966.67
GALLMOYER	MAINSTAR-FBO GARY GALLMOYER TW003347	CLASS 3	226,000.00	26,551.92	0.00	199,448.08
GALLMOYER	MAINSTAR-FBO GARY GALLMOYER TW003347	CLASS 5	177,000.00	20,795.08	0.00	156,204.92
GALLMOYER	MAINSTAR-FBO GWEN GALLMOYER TW003361	CLASS 3	35,000.00	2,258.92	0.00	32,741.08
GALLMOYER	MAINSTAR-FBO GWEN GALLMOYER TW003361	CLASS 5	33,000.00	2,129.83	0.00	30,870.17
GALVEZ	MAINSTAR-FBO THRIFINIA GALVEZ	CLASS 3	27,060.02	1,597.29	0.00	25,462.73
GAMA	PROV. TR GP-FBO GLEN A GAMA IRA	CLASS 3	128,329.00	5,627.34	0.00	122,701.66
GAMBOA	ESTELA G GAMBOA	CLASS 3	50,000.00	588.20	0.00	49,411.80
GAMBOCORTO	MAINSTAR-FBO FRANK GAMBOCORTO	CLASS 5	50,000.00	7,902.04	0.00	42,097.96
GANGADHARAN	GEETHA GANGADHARAN	CLASS 3	40,000.00	105.56	0.00	39,894.44
GANS	LANNING R GANS FT DTD 11/14/13	CLASS 5	200,000.00	9,077.79	0.00	190,922.21
GANSTER	GLENNA & JOHN GANSTER JTWROS	CLASS 5	200,000.00	58,889.01	0.00	141,110.99
GANSTER	GLENNA S GANSTER	CLASS 3	100,000.00	23,903.71	0.00	76,096.29
GANSTER	GLENNA S GANSTER	CLASS 5	500,000.00	119,518.56	0.00	380,481.44
GANSTER	JOHN M GANSTER	CLASS 3	150,000.00	36,844.34	0.00	113,155.66
GARBER	EUGENE GARBER	CLASS 3	100,000.00	7,252.74	0.00	92,747.26
GARBER	JAN S GARBER	CLASS 3	25,000.00	3,690.98	0.00	21,309.02
GARCIA	FELIPE & CRUZ R GARCIA	CLASS 3	200,000.00	10,888.85	0.00	189,111.15
GARCIA	MAINSTAR-FBO SELINA R GARCIA T2176765	CLASS 3	43,550.00	1,463.76	0.00	42,086.24
GARCIA	PROV. TR GP-FBO LEAH R GARCIA IRA	CLASS 3	55,000.00	4,850.69	0.00	50,149.31

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GARCIA	RACHELE GARCIA	CLASS 3	30,000.00	535.00	0.00	29,465.00
GARCIA	RONALD GARCIA & M HERNANDORENA-GARCIA	CLASS 3	150,000.00	9,036.81	0.00	140,963.19
GARDEN CITY MASONIC	GARDEN CITY MASONIC F&AM #587	CLASS 3	50,000.00	8,683.49	0.00	41,316.51
GARDNER	PROV. TR GP-FBO RICHARD D GARDNER IRA	CLASS 3	25,000.00	750.00	0.00	24,250.00
GARDNER	PROV. TR GP-FBO RICHARD GARDNER ROTH IRA	CLASS 3	25,000.00	978.28	0.00	24,021.72
GARGALA	CARLA GARGALA	CLASS 3	35,000.00	3,317.60	0.00	31,682.40
GARGALA	IRA SVCS TR CO-CFBO JOHN E GARGALA IRA	CLASS 3	25,000.00	1,754.17	0.00	23,245.83
GARLINGHOUSE	KENT A & DONNA J GARLINGHOUSE	CLASS 3	40,000.00	3,626.71	0.00	36,373.29
GARLINGHOUSE	PROV. TR GP-FBO DONNA J GARLINGHOUSE R I	CLASS 3	21,000.00	3,565.33	0.00	17,434.67
GARLINGHOUSE	PROV. TR GP-FBO KENT A GARLINGHOUSE R I	CLASS 3	28,500.00	4,838.67	0.00	23,661.33
GARNER	LYNN THOMAS GARNER JR	CLASS 3	50,000.00	11,990.27	0.00	38,009.73
GAROUTTE	MAINSTAR-FBO JEFFREY S GAROUTTE	CLASS 3	100,000.00	21,408.39	0.00	78,591.61
GARREPY	STEPHANIE GARREPY	CLASS 3	100,000.00	13,850.00	0.00	86,150.00
GARRETT	PROV. TR GP-FBO RANDAL K GARRETT IRA	CLASS 3	246,750.00	31,090.51	0.00	215,659.49
GARRETT	R & M GARRETT FLP	CLASS 3	75,000.00	2,493.75	0.00	72,506.25
GARRETT	RANDAL K & BRENDA R GARRETT	CLASS 3	25,000.00	2,863.13	0.00	22,136.87
GARROULD	GARROULD FT	CLASS 3	57,324.02	3,980.83	0.00	53,343.19
GARROULD	PROV. TR GP-FBO GEORGE GARROULD IRA	CLASS 3	38,500.00	1,130.94	0.00	37,369.06
GARTNER	PAMELA J GARTNER	CLASS 3	40,000.00	1,094.46	0.00	38,905.54
GARZA	EVA GARZA	CLASS 3	25,000.00	0.00	0.00	25,000.00
GARZIA	PROV. TR GP-FBO JOHN GARZIA IRA	CLASS 3	78,750.00	2,690.99	0.00	76,059.01
GASSER	LINDA D GASSER	CLASS 5	60,000.00	23,566.68	0.00	36,433.32
GATES	ELVIN W & PAULETTE A GATES	CLASS 3	50,000.00	1,001.40	0.00	48,998.60
GATLIN	MARCIA A GATLIN	CLASS 3	30,000.00	1,845.83	0.00	28,154.17
GATTIS	PROV. TR GP-FBO TROY GATTIS IRA	CLASS 3	225,000.00	23,846.08	0.00	201,153.92
GATTON	HORIZON TR CO-FBO SCOTT A GATTON TRAD IRA	CLASS 3	25,496.00	114.73	0.00	25,381.27
GAUTHIER	WANDA G GAUTHIER	CLASS 3	50,000.00	3,150.00	0.00	46,850.00
GAUTIER/CORIOLAN	ERNST GAUTIER & MARIE ANDREE CORIOLAN	CLASS 3	25,000.00	1,408.37	0.00	23,591.63
GAWLIK	PROV. TR GP-FBO RICHARD M GAWLIK IRA	CLASS 3	164,550.00	22,683.39	0.00	141,866.61

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GAWLIK	RICHARD M & BETTY GAWLIK	CLASS 3	88,000.00	5,676.00	0.00	82,324.00
GAYLER	TOMMYE E GAYLER	CLASS 3	255,000.00	43,137.02	0.00	211,862.98
GEARY	WENDELL L GEARY	CLASS 3	25,000.00	1,548.97	0.00	23,451.03
GEDDES	MAINSTAR-FBO JOHN GEDDES	CLASS 5	75,000.00	8,408.31	0.00	66,591.69
GEHM	LOWELL & PATRICIA GEHM	CLASS 3	25,000.00	25.00	0.00	24,975.00
GEIER	DONALD I GEIER	CLASS 3	50,000.00	1,033.33	0.00	48,966.67
GEIGER	VERA GEIGER	CLASS 3	75,000.00	3,916.67	0.00	71,083.33
GEILENKIRCHEN	PROV. TR GP-FBO DEAN GEILENKIRCHEN IRA	CLASS 3	25,570.00	5,888.63	0.00	19,681.37
GEILENKIRCHEN	PROV. TR GP-FBO DEAN GEILENKIRCHEN IRA	CLASS 5	459,500.00	105,820.27	0.00	353,679.73
GEISE	EVELYN GEISE	CLASS 3	200,000.00	4,615.28	0.00	195,384.72
GEISE	LARRY & PATRICIA GEISE	CLASS 3	50,000.00	398.61	0.00	49,601.39
GEISSLER	RACHELLE GEISSLER	CLASS 3	133,385.40	3,757.04	0.00	129,628.36
GELDZAHLER	SEYMOUR GELDZAHLER	CLASS 3	125,000.00	12,378.52	0.00	112,621.48
GELLER	ELIZABETH M GELLER TR	CLASS 3	750,000.00	35,234.38	0.00	714,765.62
GELLER	SIDNEY H GELLER TR	CLASS 3	700,000.00	32,885.42	0.00	667,114.58
GENERAL AIR/HEATING	GENERAL AIR CONDITIONING & HEATING DBPP	CLASS 3	100,000.00	819.45	0.00	99,180.55
GENNARO	MARIAN E GENNARO RT	CLASS 3	250,000.00	9,021.22	0.00	240,978.78
GENT	BARBARA J GENT	CLASS 3	50,000.00	341.67	0.00	49,658.33
GEORGE	B DIANE GEORGE	CLASS 3	135,000.00	2,025.00	0.00	132,975.00
GEORGE	MAINSTAR-FBO KATHERINE GEORGE T2176905	CLASS 3	99,000.00	3,902.42	0.00	95,097.58
GEORGE	MAINSTAR-FBO KATHERINE GEORGE T2176905	CLASS 5	300,000.00	11,825.50	0.00	288,174.50
GEORGE	MAINSTAR-FBO SHERRIE GEORGE T2177878	CLASS 3	29,000.00	310.14	0.00	28,689.86
GEORGE	TINA A GEORGE	CLASS 3	40,000.00	2,213.36	0.00	37,786.64
GERARDI	JOSIANE & FRANK GERARDI	CLASS 3	340,000.00	33,203.65	0.00	306,796.35
GERBER	WILLIAM GERBER	CLASS 3	45,000.00	0.00	0.00	45,000.00
GEREN	JANELLE GEREN	CLASS 3	66,575.65	3,206.76	0.00	63,368.89
GERHARD	DAVID GERHARD	CLASS 3	50,000.00	6,000.00	0.00	44,000.00
GERHARD	DAVID OR JEAN GERHARD	CLASS 3	50,000.00	7,575.00	0.00	42,425.00
GERHARD	MAINSTAR-FBO DAVID GERHARD T2175188	CLASS 3	37,500.00	2,900.67	0.00	34,599.33

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GERHARD	MAINSTAR-FBO DAVID S GERHARD	CLASS 3	49,600.00	6,324.00	0.00	43,276.00
GERHARD	MAINSTAR-FBO JEAN GERHARD T2176583	CLASS 3	32,700.00	1,584.13	0.00	31,115.87
GERHARDT	PROV. TR GP-FBO ANNETTE L GERHARDT IRA	CLASS 5	50,000.00	8,486.11	0.00	41,513.89
GERLACH	GERLACH FAMILY IRREV TR	CLASS 3	240,000.00	4,566.67	0.00	235,433.33
GERMAN CHRISTIAN	GERMAN CHRISTIAN CHURCH OF SAN FRANCISCO	CLASS 3	50,000.00	10,208.25	0.00	39,791.75
GERRARD	PROV. TR GP-FBO JACK A GERRARD IRA	CLASS 3	115,800.00	6,118.10	0.00	109,681.90
GERRITSON	JEFFREY GERRITSON	CLASS 3	100,000.00	7,910.03	0.00	92,089.97
GERSDORF	KLAUS & CECELIA GERSDORF	CLASS 3	200,000.00	24,626.67	0.00	175,373.33
GERSDORF	PROV. TR GP-FBO KLAUS GERSDORF IRA	CLASS 3	146,250.00	6,354.74	0.00	139,895.26
GERSTENFELD	MARK & ANITA GERSTENFELD	CLASS 3	25,000.00	50.00	0.00	24,950.00
GERTMAN	PROV. TR GP-FBO MICHAEL GERTMAN IRA	CLASS 3	175,000.00	12,055.56	0.00	162,944.44
GESINK	PROV. TR GP-FBO JOEL A GESINK IRA	CLASS 3	50,000.00	9,666.60	0.00	40,333.40
GETTINGER	PROV. TR GP-FBO JODY A GETTINGER IRA	CLASS 3	70,750.00	8,827.67	0.00	61,922.33
GG FAMILY	GG FAMILY TR	CLASS 3	150,000.00	20,837.50	0.00	129,162.50
GHANTA	RAVI GHANTA	CLASS 3	50,000.00	3,651.42	0.00	46,348.58
GHILE	MULUGETA M GHILE	CLASS 3	75,000.00	7,935.74	0.00	67,064.26
GHYSELINCK	JOHN D GHYSELINCK	CLASS 3	50,000.00	1,108.34	0.00	48,891.66
GIACOLETTI	GIACOLETTI FT DTD 02/01/85	CLASS 3	100,000.00	4,025.69	0.00	95,974.31
GIALKETSIS	KAYLEE GIALKETSIS	CLASS 3	50,000.00	5,722.17	0.00	44,277.83
GIAMMARCO	PAUL & MARGARET GIAMMARCO	CLASS 3	25,000.00	733.33	0.00	24,266.67
GIBSON	HERBERT R & KAY M GIBSON	CLASS 3	100,000.00	3,107.60	0.00	96,892.40
GIBSON	PROV. TR GP-FBO BRADLEY S GIBSON IRA	CLASS 3	139,000.00	14,567.97	0.00	124,432.03
GIBSON	PROV. TR GP-FBO GREGORY A GIBSON IRA	CLASS 3	50,000.00	8,414.50	0.00	41,585.50
GIBSON	PROV. TR GP-FBO TODD GIBSON IRA	CLASS 3	55,000.00	4,587.92	0.00	50,412.08
GIBSON	RLT OF EMMETT & S L GIBSON DTD 01/15/08	CLASS 3	100,000.00	1,350.00	0.00	98,650.00
GIDDENS	MAINSTAR-FBO STEVE GIDDENS	CLASS 3	60,229.28	2,861.73	0.00	57,367.55
GIDDENS	STEVE GIDDENS	CLASS 3	35,000.00	1,577.46	0.00	33,422.54
GIENGER	GERALD D & ANN C GIENGER	CLASS 3	200,000.00	38,399.96	0.00	161,600.04
GIFT	JEFFREY A GIFT	CLASS 3	25,000.00	855.54	0.00	24,144.46

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GILAM	VIRGILIA B GILAM	CLASS 3	40,000.00	705.57	0.00	39,294.43
GILBERT	BARRY A & KATHI D GILBERT	CLASS 3	50,000.00	1,018.21	0.00	48,981.79
GILBERT	NORMAN & DONNA GILBERT	CLASS 3	125,000.00	23,491.73	0.00	101,508.27
GILBERT	PAUL GILBERT	CLASS 3	100,000.00	0.00	0.00	100,000.00
GILBERT	PROV. TR GP-FBO DONNA M GILBERT IRA	CLASS 3	150,000.00	7,718.75	0.00	142,281.25
GILBERT	PROV. TR GP-FBO LEE GILBERT ROTH IRA	CLASS 3	49,100.00	1,669.40	0.00	47,430.60
GILBO	IRA SVCS TR CO-CFBO WALTER H GILBO	CLASS 5	119,000.00	4,660.85	0.00	114,339.15
GILBREATH	BERNICE GILBREATH	CLASS 3	50,000.00	3,666.63	0.00	46,333.37
GILL	MAINSTAR-FBO UPKAR GILL T2177337	CLASS 3	98,363.51	2,117.55	0.00	96,245.96
GILLEN	CANDICE L GILLEN	CLASS 3	50,000.00	479.16	0.00	49,520.84
GILLEN	CORT D GILLEN	CLASS 3	25,000.00	3,330.60	0.00	21,669.40
GILLEN	MAINSTAR-FBO SUSAN L GILLEN T2177528	CLASS 3	100,000.00	1,722.23	0.00	98,277.77
GILLESPIE	IRA SVCS TR CO-CFBO MICHAEL A GILLESPIE	CLASS 3	95,000.00	4,132.50	0.00	90,867.50
GILMAN	BRUCE GILMAN	CLASS 3	485,000.00	377.22	0.00	484,622.78
GILMORE	BOBBIE T GILMORE	CLASS 3	45,000.00	331.25	0.00	44,668.75
GINGRICH	MAINSTAR-FBO GARRETT GINGRICH	CLASS 3	90,000.00	5,268.75	0.00	84,731.25
GINSBURG	IRENE GINSBURG	CLASS 3	75,000.00	7,004.21	0.00	67,995.79
GIOVACHINO	JOAN & LOUIS GIOVACHINO RT DTD 12/30/07	CLASS 3	50,000.00	768.04	0.00	49,231.96
GIRVAN	MAINSTAR-FBO PATRICIA-ANN GIRVAN T2175885	CLASS 3	115,700.00	6,784.72	0.00	108,915.28
GIUNTA	G JOSEPH GIUNTA	CLASS 3	25,000.00	2,652.86	0.00	22,347.14
GLADFELTER	DAVID & ANNE GLADFELTER	CLASS 3	25,000.00	341.67	0.00	24,658.33
GLASER/FEELEY	DEATTRA S GLASER & ABBYE HOPE FEELEY	CLASS 3	80,000.00	0.00	0.00	80,000.00
GLASS	HARRY J II & SHIRLEE N GLASS	CLASS 3	100,000.00	15,980.61	0.00	84,019.39
GLASS	LEON GLASS	CLASS 5	100,000.00	9,819.44	0.00	90,180.56
GLASS	ROBERT V GLASS JR	CLASS 3	25,000.00	468.76	0.00	24,531.24
GLASSMIRE	PROV. TR GP-FBO LEWIS L GLASSMIRE JR IRA	CLASS 3	40,000.00	5,251.11	0.00	34,748.89
GLATT	THE GLATT FT DTD 06/17/98	CLASS 3	50,000.00	466.67	0.00	49,533.33
GLAZE	IRA SVCS TR CO-CFBO JUDITH A GLAZE	CLASS 3	46,500.00	984.25	0.00	45,515.75
GLEINN	RICHARD J & PHYLLIS A GLEINN	CLASS 3	60,000.00	4,873.33	0.00	55,126.67

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GLIEBE	MAINSTAR-FBO SUSAN D GLIEBE	CLASS 3	101,500.00	7,057.17	0.00	94,442.83
GLOBAL PARTNERS	GLOBAL PARTNERS USA INC	CLASS 3	300,000.00	2,654.17	0.00	297,345.83
GLUPKER	MAINSTAR-FBO SANDRA GLUPKER T2176644	CLASS 3	229,000.00	6,718.88	0.00	222,281.12
GOBELI	NELLIE A GOBELI	CLASS 3	25,000.00	1,413.24	0.00	23,586.76
GOBER	SHARON L GOBER	CLASS 3	50,000.00	2,683.33	0.00	47,316.67
GOCKE	VINCENT J GOCKE LT DTD 12/11/91	CLASS 3	60,000.00	10,116.66	0.00	49,883.34
GODDARD	CAROL W GODDARD	CLASS 3	27,900.00	1,329.13	0.00	26,570.87
GODFREY	HORIZON TR CO-FBO ROBERT J GODFREY IRA	CLASS 3	170,000.00	20,961.15	0.00	149,038.85
GODFREY	PROV. TR GP-FBO GODFREY FT ICA	CLASS 3	60,000.00	3,595.00	0.00	56,405.00
GODSEY	STEVE M GODSEY	CLASS 3	50,000.00	7.29	0.00	49,992.71
GODWIN	ANN G GODWIN	CLASS 3	75,000.00	4,572.92	0.00	70,427.08
GOEDECKE	MAINSTAR-FBO PHILLIP GOEDECKE	CLASS 3	325,000.00	39,759.69	0.00	285,240.31
GOELLNER	CRAIG R & JANELLE M GOELLNER	CLASS 3	75,000.00	8,887.50	1,000.00	65,112.50
GOERS	PROV. TR GP-FBO SHARON G GOERS IRA	CLASS 3	262,000.00	9,567.50	0.00	252,432.50
GOETTER	TONY P & WENDY K GOETTER	CLASS 3	250,000.00	40,791.97	0.00	209,208.03
GOETZ	EILEEN GOETZ RLT UDT 04/04/12	CLASS 3	50,000.00	409.72	0.00	49,590.28
GOFF	NANCY GOFF	CLASS 3	50,000.00	2,991.67	0.00	47,008.33
GOLDBAUM	EDWARD & JENNIFER GOLDBAUM	CLASS 3*	200,000.00	2,666.67	0.00	197,333.33
GOLDBERG	IVAN GOLDBERG	CLASS 3	75,000.00	2,073.58	0.00	72,926.42
GOLDBERG	LESLIE GOLDBERG	CLASS 3	435,921.59	44,935.67	1,000.00	389,985.92
GOLDBERG	MARC & SUSAN GOLDBERG JR TA DTD 03/15/05	CLASS 3	100,000.00	2,644.43	0.00	97,355.57
GOLDBERG	PROV. TR GP-FBO LESLIE GOLDBERG IRA	CLASS 5	125,504.53	16,350.45	0.00	109,154.08
GOLDBERG	RICHARD S GOLDBERG RLT	CLASS 3	85,000.00	3,625.00	0.00	81,375.00
GOLDEN	IRA SVCS TR CO-CFBO SAMUEL E GOLDEN IRA	CLASS 3	109,000.00	2,770.44	0.00	106,229.56
GOLDEN	MAINSTAR-FBO DIANE GOLDEN T2176712	CLASS 3	60,000.00	2,117.50	0.00	57,882.50
GOLDEN	PROV. TR GP-FBO MARILYN W GOLDEN IRA	CLASS 3	34,650.00	2,656.50	0.00	31,993.50
GOLDEN	PROV. TR GP-FBO MICHAEL J GOLDEN IRA	CLASS 3	37,150.00	2,848.17	0.00	34,301.83
GOLDER-POTTKOTTER	GOLDER-POTTKOTTER POST 6515	CLASS 3	165,000.00	22,855.37	0.00	142,144.63
GOLDFINGER	STEVEN H GOLDFINGER	CLASS 3	100,000.00	20,583.35	1,000.00	78,416.65

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
GOLDING	CHRISTIAN D & DINAH B GOLDING	CLASS 3	200,000.00	9,935.54	0.00	190,064.46
GOLDMAN	DORIS GOLDMAN	CLASS 3	50,000.00	4,433.29	0.00	45,566.71
GOLDMAN	MAINSTAR-FBO BONNIE S GOLDMAN	CLASS 3	57,460.43	5,206.57	0.00	52,253.86
GOLDMAN	PHYLLIS F GOLDMAN	CLASS 3	30,000.00	3,138.33	0.00	26,861.67
GOLDSBERRY	DEWEY M & BARBARA A GOLDSBERRY	CLASS 5	160,000.00	36,311.02	0.00	123,688.98
GOLDSTEIN	ADELE & DAVID GOLDSTEIN	CLASS 3	25,000.00	18,372.57	0.00	6,627.43
GOLDSTEIN	ARLENE & IRA GOLDSTEIN	CLASS 3	50,000.00	3,659.72	0.00	46,340.28
GOLDSTEIN	THE DAVID & ADELE GOLDSTEIN IPT DTD 03/16/17	CLASS 3	50,000.00	0.00	0.00	50,000.00
GOLDSTEIN	THE DAVID & ADELE GOLDSTEIN IRREV TR	CLASS 3	25,000.00	270.84	0.00	24,729.16
GOMES	DAVID & NAIDA GOMES LT	CLASS 3	100,000.00	0.00	0.00	100,000.00
GOMEZ	MAINSTAR-FBO SHEILA GOMEZ T2178170	CLASS 3	40,000.00	366.66	0.00	39,633.34
GOMEZ	MARCO GOMEZ	CLASS 3	25,000.00	1,295.83	0.00	23,704.17
GOMEZ	RICARDO & BERTHA GOMEZ	CLASS 3	50,000.00	3,841.67	0.00	46,158.33
GONCZ	ROBERT & ANN GONCZ	CLASS 3	104,000.00	2,740.08	0.00	101,259.92
GONNAM	RUSSELL W GONNAM	CLASS 3	50,000.00	3,033.37	0.00	46,966.63
GONNAM	MAINSTAR-FBO GAIL G GONNAM	CLASS 3	106,500.00	4,711.15	0.00	101,788.85
GONZALES	CELERINA B GONZALES	CLASS 3	50,000.00	6,436.22	0.00	43,563.78
GONZALES	MAINSTAR-FBO JERRY GONZALES T2176596	CLASS 3	150,000.00	7,583.33	0.00	142,416.67
GONZALES	MAINSTAR-FBO MARK GONZALES TW003792	CLASS 3	25,000.00	545.14	0.00	24,454.86
GONZALES	ROQUE & ELVIRA GONZALES	CLASS 3	260,000.00	3,033.33	0.00	256,966.67
GONZALEZ	ENGLISH GONZALEZ	CLASS 3	135,000.00	3,803.33	0.00	131,196.67
GONZALEZ	ROSALIA C GONZALEZ	CLASS 3	25,000.00	973.93	0.00	24,026.07
GONZALEZ	SALLY GONZALEZ	CLASS 5	150,000.00	13,658.46	0.00	136,341.54
GONZALEZ	TERESITA & FELIX GONZALEZ	CLASS 3	91,000.00	1,961.57	0.00	89,038.43
GONZALEZ/DEBERNARDIS	ROBERT GONZALEZ & ADELAYNE M DEBERNARDIS	CLASS 3	50,000.00	506.94	0.00	49,493.06
GONZALEZ/GOMBOSUREN	JUAN GONZALEZ & TUNGALAG GOMBOSUREN	CLASS 3	100,000.00	527.78	0.00	99,472.22
GOODBURLET	MAINSTAR-FBO RICHARD GOODBURLET	CLASS 3*	60,000.00	3,391.67	0.00	56,608.33
GOODBURLET	MAINSTAR-FBO RICHARD R GOODBURLET	CLASS 3	135,000.00	7,725.00	0.00	127,275.00
GOODBURLET	RICHARD J GOODBURLET	CLASS 3	77,000.00	4,513.01	0.00	72,486.99

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GOODMAN	PROV. TR GP-FBO TODD W GOODMAN IRA	CLASS 3	35,000.00	2,109.72	0.00	32,890.28
GOODMAN	THE GOODMAN FT DTD 09/17/91	CLASS 3	25,000.00	358.80	0.00	24,641.20
GOODMAN/HURTUBISE	RICHARD T GOODMAN & JOHN S HURTUBISE	CLASS 3	300,000.00	11,137.55	0.00	288,862.45
GOODWIN	PROV. TR GP-FBO BRUCE R GOODWIN IRA	CLASS 3	44,500.00	1,479.63	0.00	43,020.37
GOODWIN	PROV. TR GP-FBO JULIE GOODWIN IRA	CLASS 3	331,002.71	39,004.21	0.00	291,998.50
GOODWYN	EVERETTE & MARLENE GOODWYN LT 07/11/03	CLASS 3	25,000.00	148.96	0.00	24,851.04
GOODY	KUMIKO GOODY	CLASS 3	137,450.00	7,544.47	0.00	129,905.53
GOODYKE	RONALD & SHARON GOODYKE	CLASS 3	50,000.00	1,550.00	0.00	48,450.00
GORDON	ALAN & MARLENE GORDON	CLASS 3	150,000.00	10,920.28	0.00	139,079.72
GORDON	ALAN & MARLENE GORDON	CLASS 3*	50,000.00	3,420.18	0.00	46,579.82
GORDON	ELIZABETH GORDON FT	CLASS 3	50,000.00	2,943.02	0.00	47,056.98
GORDON	ESTELLE GORDON	CLASS 3	50,000.00	6,822.92	0.00	43,177.08
GORDON	PROV. TR GP-FBO MARIGENE GORDON IRA	CLASS 3	100,250.00	2,506.25	0.00	97,743.75
GORMAN	JOSEPH P & RITA L GORMAN	CLASS 3	30,000.00	710.00	0.00	29,290.00
GORNICK	CAROLYN D GORNICK	CLASS 3	40,000.00	2,940.00	0.00	37,060.00
GOSDEN	HIROYUKI GOSDEN	CLASS 3	25,000.00	891.27	0.00	24,108.73
GOTHBURG	GOTHBURG FLT DTD 12/12/08	CLASS 3	50,000.00	583.34	0.00	49,416.66
GOTOWKA	PETER B & BARBARA A GOTOWKA	CLASS 3	50,000.00	3,153.38	0.00	46,846.62
GOTTLEIB	MARY GOTTLEIB TR	CLASS 3	60,000.00	10,013.46	0.00	49,986.54
GOUDE	DONNA GOUDE	CLASS 3	212,535.00	17,247.63	0.00	195,287.37
GOUGH	MARGARET A GOUGH	CLASS 3	75,000.00	3,795.18	0.00	71,204.82
GOUGH	PROV. TR GP-FBO MARGARET A GOUGH IRA	CLASS 3	305,200.00	23,442.83	0.00	281,757.17
GOULET	JOHN & JANE GOULET	CLASS 3	100,000.00	11,777.60	0.00	88,222.40
GOURDIER	LESLIE J & IRENE J GOURDIER	CLASS 3	75,000.00	10,208.33	0.00	64,791.67
GOWDY	LLOYD GOWDY	CLASS 3	366,000.00	19,120.64	0.00	346,879.36
GOWER	CAROLINE GOWER	CLASS 3	58,000.00	3,834.41	0.00	54,165.59
GOYENECHEA	RAYMOND GOYENECHEA	CLASS 3	60,000.00	0.00	0.00	60,000.00
GRABINSKI	PROV. TR GP-FBO JEANNIE M GRABINSKI IRA	CLASS 3	50,000.00	384.38	0.00	49,615.62
GRABISCH	ALAN GRABISCH RT	CLASS 3	300,000.00	66,149.42	0.00	233,850.58

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GRABISCH	ALAN GRABISCH RT	CLASS 5	500,000.00	110,249.04	0.00	389,750.96
GRABISCH	GRABISCH FAMILY PARTNERSHIP	CLASS 3	100,000.00	1,847.21	0.00	98,152.79
GRADY	LESLIE N & JEANETTE M GRADY	CLASS 3	100,000.00	4,916.70	0.00	95,083.30
GRAFF	JASON GRAFF	CLASS 3	25,000.00	2,615.22	0.00	22,384.78
GRAHAM	DOUGLAS F GRAHAM	CLASS 5	200,000.00	39,583.18	0.00	160,416.82
GRAHAM	MARK E GRAHAM	CLASS 3	100,000.00	5,741.70	0.00	94,258.30
GRAHAM	PROV. TR GP-FBO DIANE M GRAHAM IRA	CLASS 3	60,000.00	5,653.34	0.00	54,346.66
GRAHAM	RON GRAHAM	CLASS 3	25,000.00	504.90	0.00	24,495.10
GRAINGER	RICHARD T GRAINGER	CLASS 3	26,000.00	766.66	0.00	25,233.34
GRAMLING	STEVEN GUESS GRAMLING	CLASS 3	25,000.00	1,241.35	0.00	23,758.65
GRAMS	ADV. IRA SVC-FBO ROBERT D GRAMS IRA	CLASS 3	60,000.00	4,508.33	0.00	55,491.67
GRAMS	LESIA GRAMS	CLASS 5	394,300.00	118,427.12	0.00	275,872.88
GRANDES	MARTHA GRANDES	CLASS 3	50,000.00	854.15	0.00	49,145.85
GRANT	LESCA L GRANT	CLASS 3	100,000.00	15,983.33	0.00	84,016.67
GRASMUGG	FRANK J GRASMUGG	CLASS 3	200,000.00	20,668.11	0.00	179,331.89
GRASS	WILLIAM GRASS	CLASS 5	200,000.00	56,575.83	0.00	143,424.17
GRASSO/KLIER	CATHERINE GRASSO & ROBERT KLIER	CLASS 3	30,000.00	1,845.83	0.00	28,154.17
GRATOPP	WILLIAM GRATOPP	CLASS 5	50,000.00	11,722.32	0.00	38,277.68
GRAU	RUDOLF & YVONNE GRAU	CLASS 3	50,000.00	687.51	0.00	49,312.49
GRAVENS	BETTY L GRAVENS TA DTD 04/15/96	CLASS 3	100,000.00	6,482.13	0.00	93,517.87
GRAVENS	ROBERT E GRAVENS TA DTD 04/15/96	CLASS 3	100,000.00	6,482.13	0.00	93,517.87
GRAVES	MAINSTAR-FBO WILLIAM GRAVES T2177274	CLASS 3	83,231.39	2,191.76	0.00	81,039.63
GRAY	LINDA L GRAY	CLASS 5	178,950.58	61,468.74	0.00	117,481.84
GRAY	PROV. TR GP-FBO DAVID GRAY IRA	CLASS 3	25,000.00	758.34	0.00	24,241.66
GRAYBILL	MAINSTAR-FBO CLAUDE W GRAYBILL T2177682	CLASS 3	25,000.00	361.11	0.00	24,638.89
GRAYSON	MAINSTAR-FBO ROGER GRAYSON TW003809	CLASS 3	93,000.00	3,211.08	0.00	89,788.92
GREEN	ANSON A GREEN	CLASS 3	25,000.00	2,320.83	0.00	22,679.17
GREEN	ANSON GREEN JR	CLASS 3	25,000.00	951.42	0.00	24,048.58
GREEN	EDWIN MILBURN GREEN	CLASS 3	50,000.00	2,618.02	0.00	47,381.98

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GREEN	MAINSTAR-FBO LOUISE M GREEN	CLASS 3	264,000.00	17,952.00	0.00	246,048.00
GREEN	MARLENE GREEN	CLASS 3	50,000.00	888.88	0.00	49,111.12
GREEN	MAXINE L & DON A GREEN	CLASS 3	50,000.00	1,191.67	0.00	48,808.33
GREEN	PROV. TR GP-FBO ANN J GREEN INH IRA	CLASS 3	32,666.67	762.22	0.00	31,904.45
GREEN	PROV. TR GP-FBO GEORGE E GREEN IRA	CLASS 3	271,500.00	6,071.04	0.00	265,428.96
GREENBERG	HAROLD E & AUDREY C GREENBERG	CLASS 3	25,000.00	375.00	0.00	24,625.00
GREENBERG	PROV. TR GP-FBO HARRIS GREENBERG IRA	CLASS 3	35,000.00	1,921.11	0.00	33,078.89
GREENE	JULIE L GREENE	CLASS 3	100,000.00	7,561.12	0.00	92,438.88
GREENE	MAINSTAR-FBO MICHAEL R GREENE	CLASS 5	307,000.00	35,816.66	0.00	271,183.34
GREENE	ROBERT G GREENE	CLASS 3	25,000.00	2,325.00	0.00	22,675.00
GREENFIELD	PHILIP GREENFIELD RLT	CLASS 3	50,000.00	659.73	0.00	49,340.27
GREENHUT	DAVID G GREENHUT	CLASS 3	100,000.00	4,965.24	0.00	95,034.76
GREENLEAF	J & B GREENLEAF TTEES OF THE GREENLEAF FT	CLASS 3	50,000.00	1,888.87	0.00	48,111.13
GREENLEAF	MAINSTAR-FBO JON GREENLEAF T2176438	CLASS 3	50,000.00	2,733.34	0.00	47,266.66
GREENSPAN	DEANNA GREENSPAN	CLASS 3	80,000.00	1,106.67	0.00	78,893.33
GREENWOOD	FLORENCE GREENWOOD	CLASS 3	40,000.00	3,397.50	0.00	36,602.50
GREENWOOD	MAINSTAR-FBO GARY GREENWOOD TW003637	CLASS 5	90,000.00	6,457.50	0.00	83,542.50
GREENWOOD	W KENNETH GREENWOOD FT	CLASS 3	400,000.00	43,602.12	0.00	356,397.88
GREENWOOD	W KENNETH GREENWOOD FT	CLASS 5	200,000.00	21,801.06	0.00	178,198.94
GREGOR	PROV. TR GP-FBO KATHRYN T GREGOR IRA	CLASS 3	29,000.00	9,803.61	0.00	19,196.39
GREGORY	MELVIN W GREGORY	CLASS 5	200,000.00	23,777.82	0.00	176,222.18
GREGORY	PROV. TR GP-FBO TERRENCE GREGORY IRA	CLASS 3	388,000.00	18,591.66	0.00	369,408.34
GREMILLION	SHARON B GREMILLION	CLASS 3	50,000.00	6,465.21	0.00	43,534.79
GRESS	CAROL S GRESS	CLASS 5	100,000.00	31,166.55	0.00	68,833.45
GRESS	MARCUS F & CAROL S GRESS	CLASS 5	103,800.00	25,431.00	0.00	78,369.00
GRIECO	JULIUS GRIECO MD LT DTD 09/10/88	CLASS 3	250,000.00	3,458.33	0.00	246,541.67
GRIFFIN	DONALD GRIFFIN	CLASS 3	100,000.00	16,383.96	0.00	83,616.04
GRIFFIN	DONALD GRIFFIN	CLASS 3*	75,000.00	9,947.90	0.00	65,052.10
GRIFFIN	FRANK P GRIFFIN JR	CLASS 3	100,000.00	7,583.33	0.00	92,416.67

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GRIFFIN	JOHN R & GWENDOLYN S GRIFFIN	CLASS 3	75,000.00	0.00	0.00	75,000.00
GRIFFIN	MAINSTAR-FBO RAY A GRIFFIN	CLASS 3	100,000.00	7,875.00	0.00	92,125.00
GRIFFIN	MAINSTAR-FBO WARREN A GRIFFIN T2175317	CLASS 3	25,430.28	1,744.80	0.00	23,685.48
GRIFFIN	RAY A & MARY E GRIFFIN LT DTD 04/08/04	CLASS 3	100,000.00	8,672.18	0.00	91,327.82
GRIFFIS	PROV. TR GP-FBO CAROLYN P GRIFFIS IRA	CLASS 3	38,100.00	2,489.20	0.00	35,610.80
GRIFFITH	EVAN B GRIFFITH SR LT	CLASS 5	90,000.00	20,500.00	0.00	69,500.00
GRIFFITH	EVAN GRIFFITH	CLASS 5	100,000.00	12,083.29	0.00	87,916.71
GRIFFITH	PROV. TR GP-FBO CAROLA N GRIFFITH IRA	CLASS 3	301,000.00	17,140.17	0.00	283,859.83
GRIFFITH	PROV. TR GP-FBO WILLIAM H GRIFFITH IRA	CLASS 3	100,000.00	37,343.88	0.00	62,656.12
GRIFFITH	WILLIAM H & BETTY J GRIFFITH	CLASS 3	100,000.00	20,173.57	0.00	79,826.43
GRIFFITH	WILLIAM H & BETTY J GRIFFITH	CLASS 5	100,000.00	20,173.57	0.00	79,826.43
GRIFFITHS	MAINSTAR-FBO CARAMAY GRIFFITHS	CLASS 3	30,000.00	979.17	0.00	29,020.83
GRIGGS	MARTY F GRIGGS	CLASS 3	100,000.00	5,700.00	0.00	94,300.00
GRIGGS	SUSAN L GRIGGS	CLASS 3	60,000.00	16,907.02	0.00	43,092.98
GRIGGS	THE ANDREA GRIGGS LT OF 2000	CLASS 3	60,000.00	4,641.43	0.00	55,358.57
GRIGORIEFF	PROV. TR GP-FBO DIANA S GRIGORIEFF IRA	CLASS 3	28,661.04	3,214.01	0.00	25,447.03
GRIGSBY	EDNA M GRIGSBY	CLASS 5	100,000.00	30,833.21	0.00	69,166.79
GRIGSBY	KAREN P GRIGSBY	CLASS 3	200,000.00	27,698.61	0.00	172,301.39
GRIGSBY	KAREN P GRIGSBY	CLASS 5	200,000.00	27,698.61	0.00	172,301.39
GRINDSTAFF	PROV. TR GP-FBO MARCUS & LYNDIA GRINDSTAFF IRA	CLASS 5	50,000.00	13,194.45	0.00	36,805.55
GRINNELL	ROBERT GRINNELL TTEE/GRINNELL TR 04/13/03	CLASS 3	50,000.00	1,679.15	0.00	48,320.85
GRINWIS	MICHAEL & PAULA GRINWIS	CLASS 3	150,000.00	5,833.33	0.00	144,166.67
GRITTERS	CHARITO CESARINA ARQUILLANO GRITTERS	CLASS 3	100,000.00	9,333.28	0.00	90,666.72
GRITTON/FERRIN	REBECCA E GRITTON & DEBORAH M FERRIN	CLASS 3	25,000.00	704.88	0.00	24,295.12
GRONAU	E G GRONAU	CLASS 3	50,000.00	1,715.25	0.00	48,284.75
GRONEMEYER	PROV. TR GP-FBO RICHARD GRONEMEYER IRA	CLASS 3	25,000.00	229.17	0.00	24,770.83
GRONEMEYER	RICHARD A & JANET R GRONEMEYER JTA	CLASS 3	63,000.00	4,725.00	0.00	58,275.00
GRONKE	MAINSTAR-FBO JACK A GRONKE SR T2175508	CLASS 3	100,000.00	7,058.35	0.00	92,941.65
GROODY	WILLIAM M GROODY	CLASS 3	105,000.00	19,108.74	0.00	85,891.26

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GROSCHOPF	JOHN L GROSCHOPF IRREV TR	CLASS 3	80,000.00	4,044.40	0.00	75,955.60
GROSEK	DAVID B GROSEK	CLASS 3	100,000.00	2,116.67	0.00	97,883.33
GROSJEAN	NADINE ANN GROSJEAN	CLASS 3	100,000.00	2,000.00	0.00	98,000.00
GROSS	DANIEL G & LINDA A GROSS	CLASS 3	100,000.00	4,694.47	0.00	95,305.53
GROSS	NADINE GROSS	CLASS 3	25,000.00	985.23	0.00	24,014.77
GROSS	PAUL S GROSS	CLASS 3	125,000.00	15,383.33	0.00	109,616.67
GROSS	PROV. TR GP-FBO LAUREN G GROSS ROTH IRA	CLASS 3	53,226.00	2,575.14	0.00	50,650.86
GROSS	PROV. TR GP-FBO ROBERT GROSS JR ROTH IRA	CLASS 3	48,425.00	6,736.52	0.00	41,688.48
GROSS	PROV. TR GP-FBO ROBERT GROSS JR ROTH IRA	CLASS 5	97,000.00	13,493.90	0.00	83,506.10
GROSS	PROV. TR GP-FBO ROBERT L GROSS JR IRA	CLASS 3	75,107.00	3,071.05	0.00	72,035.95
GROSS	PROV. TR GP-FBO ROBERT L GROSS JR ROTH IRA	CLASS 3	39,453.00	0.00	0.00	39,453.00
GROSS	ROBERT L GROSS	CLASS 3	70,000.00	8,646.63	0.00	61,353.37
GROSS	ROBERT L JR & LAUREN G GROSS	CLASS 3	55,000.00	8,247.55	0.00	46,752.45
GROSS	VINCENT J & ALFREDA M GROSS	CLASS 3	36,200.00	36.20	0.00	36,163.80
GROSSE/HAUGHEY	DENNIS M GROSSE & JODIE A HAUGHEY	CLASS 3	30,000.00	1,155.00	0.00	28,845.00
GROVES	PROV. TR GP-FBO ALFRED GROVES IRA	CLASS 3	71,000.00	7,384.01	0.00	63,615.99
GROVES	PROV. TR GP-FBO RHONDA N GROVES IRA	CLASS 3	49,500.00	4,109.94	0.00	45,390.06
GROVES	PROV. TR GP-FBO SCOTT A GROVES IRA	CLASS 3	139,400.00	16,879.11	0.00	122,520.89
GROVES	PROV. TR GP-FBO SCOTT A GROVES IRA	CLASS 5	200,000.00	24,216.80	0.00	175,783.20
GROVES	SCOTT A & RHONDA N GROVES	CLASS 5	100,000.00	16,177.73	0.00	83,822.27
GRUBE	ALLEN D & JEAN M GRUBE	CLASS 3	175,000.00	26,663.18	0.00	148,336.82
GRUBER	PROV. TR GP-FBO JOSEPH J GRUBER IRA	CLASS 3	33,361.00	7,354.61	1,595.42	24,410.97
GRUBER	PROV. TR GP-FBO JOSEPH J GRUBER IRA	CLASS 5	200,000.00	44,091.06	9,564.58	146,344.36
GRUBER	THE JOE GRUBER TR DTD 08/16/10	CLASS 3	300,000.00	60,544.03	0.00	239,455.97
GRUBER	THE JOE GRUBER TR DTD 08/16/10	CLASS 5	550,000.00	110,997.38	0.00	439,002.62
GU/LIAO	ANREN GU & JIALUN LIAO	CLASS 3	25,000.00	2,215.21	0.00	22,784.79
GUALTIERI/CHING	ROBERT A GUALTIERI & WEN CHING	CLASS 3	25,000.00	1,516.67	0.00	23,483.33
GUARDIAN ANGEL MGT	GUARDIAN ANGEL MANAGEMENT LLC	CLASS 5	200,000.00	31,038.79	0.00	168,961.21
GUBLER	MICHAEL GUBLER	CLASS 3	200,000.00	14,618.78	0.00	185,381.22

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GUDAITIS	KENNETH & WANIE GUDAITIS	CLASS 3	54,000.00	882.00	0.00	53,118.00
GUDAITIS	MAINSTAR-FBO KENNETH GUDAITIS TW004133	CLASS 3	20,311.40	272.51	0.00	20,038.89
GUDAITIS	MAINSTAR-FBO WANIE GUDAITIS TW004132	CLASS 3	25,176.29	406.32	0.00	24,769.97
GUDE	CHRISTOPHER P GUDE TR UAD 12/05/01	CLASS 3*	30,000.00	1,223.75	0.00	28,776.25
GUELLEN	BRUCE N GUELLEN	CLASS 3	50,000.00	6,573.65	0.00	43,426.35
GUERTIN	LAURIE GUERTIN	CLASS 3	50,000.00	3,312.50	0.00	46,687.50
GUIBERSON	FRANCIS L & SUSAN K GUIBERSON	CLASS 3	160,000.00	23,056.82	0.00	136,943.18
GUIDONE	ANTHONY V GUIDONE	CLASS 3	115,000.00	6,676.43	0.00	108,323.57
GUIDRY	PROV. TR GP-FBO DONALD R GUIDRY IRA	CLASS 3	25,343.00	573.92	0.00	24,769.08
GUIDRY	PROV. TR GP-FBO KAREN T GUIDRY IRA	CLASS 3	25,343.00	573.92	0.00	24,769.08
GUILFOYLE	PROV. TR GP-FBO MATTHEW GUILFOYLE IRA	CLASS 3	48,113.61	2,646.25	0.00	45,467.36
GUILLEN	SONIA GUILLEN	CLASS 3	50,000.00	1,083.33	0.00	48,916.67
GUILLORY	BRENDA GUILLORY	CLASS 5	300,000.00	98,749.48	0.00	201,250.52
GUINANE	PROV. TR GP-FBO MICHAEL P GUINANE IRA	CLASS 3	161,900.00	35,099.34	0.00	126,800.66
GUINLE	IRA SVCS TR CO-CFBO MICHAEL GUINLE IRA	CLASS 5	100,000.00	41,520.77	0.00	58,479.23
GUINN	STACY C & CHRISTIANE E GUINN	CLASS 3	100,000.00	10,815.33	0.00	89,184.67
GULDEN	THE GULDEN TR DTD 12/18/90	CLASS 3	100,000.00	2,306.93	0.00	97,693.07
GULLATT	HERMAN P GULLATT	CLASS 5	400,000.00	87,457.32	0.00	312,542.68
GULLATT	THE JOYCE EVELYN GULLATT TR	CLASS 5	100,000.00	15,500.12	0.00	84,499.88
GULLIFER	MARK & TAMMY GULLIFER	CLASS 3	200,000.00	6,273.94	1,000.00	192,726.06
GUNNOE	MAINSTAR-FBO BETTY K GUNNOE T2174717	CLASS 3	102,742.10	25,965.04	0.00	76,777.06
GURRIES	THE LAURA ALBERTA GURRIES LT	CLASS 3	30,000.00	2,085.00	0.00	27,915.00
GURSKY	HOWARD I & BEVERLY GURSKY	CLASS 3	50,000.00	0.00	0.00	50,000.00
GUSTAFSON	AMANDA GUSTAFSON	CLASS 3	50,000.00	3,587.42	0.00	46,412.58
GUTHRIE	PROV. TR GP-FBO LAWRENCE GUTHRIE ICA	CLASS 3	455,000.00	31,394.80	0.00	423,605.20
GUTIERREZ	ERMELINDA GUTIERREZ	CLASS 3	25,000.00	281.26	0.00	24,718.74
GUTIERREZ	PROV. TR GP-FBO DAVID O GUTIERREZ IRA	CLASS 3	149,750.00	15,737.71	0.00	134,012.29
GUTIERREZ	THE GUTIERREZ FT	CLASS 3	50,000.00	145.83	0.00	49,854.17
GWALTNEY	JACK D GWALTNEY	CLASS 3	25,000.00	1,694.50	0.00	23,305.50

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GWALTNEY	JACK D GWALTNEY LT	CLASS 3	101,000.00	3,439.40	0.00	97,560.60
GYURE	JENNIE & JOSEPH GYURE	CLASS 3	100,000.00	8,413.16	0.00	91,586.84
H&N MANAGEMENT	H&N MANAGEMENT GROUP INC	CLASS 3	50,000.00	2,220.81	0.00	47,779.19
HAAK	IRA SVCS TR CO-CFBO KAREN S HAAK IRA	CLASS 3	260,000.00	18,720.00	0.00	241,280.00
HAAK	IRA SVCS TR CO-CFBO ROBERT G HAAK IRA	CLASS 3	34,000.00	2,448.00	0.00	31,552.00
HAAS	JUDITH & BRUCE HAAS	CLASS 3	90,000.00	7,797.47	0.00	82,202.53
HAAS	MAINSTAR-FBO SANDRA K HAAS T2173467	CLASS 3	99,000.00	55.00	0.00	98,945.00
HABERSTROH	ERIC E & VIRGINIA M HABERSTROH	CLASS 3	400,000.00	31,458.32	0.00	368,541.68
HABERSTROH	MAINSTAR-FBO V B HABERSTROH T2177845	CLASS 3	75,000.00	1,618.75	0.00	73,381.25
HACHMANN	SHIRLEY A & STAN J HACHMANN	CLASS 3	25,000.00	3,461.79	1,000.00	20,538.21
HACK	JANE A HACK RT DTD 05/30/07	CLASS 5	130,000.00	9,800.06	0.00	120,199.94
HACKER	HORIZON TR CO-FBO BARRY M HACKER IRA	CLASS 3	25,000.00	1,550.00	0.00	23,450.00
HACKMAN	EDNA R HACKMAN	CLASS 3	120,000.00	5,848.33	0.00	114,151.67
HACKMAN	JOHN D HACKMAN	CLASS 3	50,000.00	2,436.84	0.00	47,563.16
HADDOCK/BRADY	BETSY S HADDOCK & KIMBERLY L BRADY	CLASS 3	80,000.00	1,746.67	0.00	78,253.33
HADLEY	DONALD R II & BERNITA L HADLEY	CLASS 3	100,000.00	17,700.00	0.00	82,300.00
HADLEY	RONALD EUGENE HADLEY	CLASS 3	200,000.00	22,915.96	0.00	177,084.04
HAEN	JAMES A HAEN	CLASS 3	50,000.00	944.43	0.00	49,055.57
HAENDEL	THE HAENDEL TR DTD 06/14/02	CLASS 3	100,000.00	8,391.67	0.00	91,608.33
HAEUSER	KARLA A HAEUSER	CLASS 3	100,000.00	4,405.58	0.00	95,594.42
HAGER	FRANS C L & MARILYN K HAGER	CLASS 3	90,000.00	9,555.00	0.00	80,445.00
HAGGERTY	DAWN HAGGERTY	CLASS 3	26,000.00	1,805.50	0.00	24,194.50
HAGGERTY	MARY & THOMAS HAGGERTY	CLASS 3	75,000.00	17,956.97	0.00	57,043.03
HAGGERTY	MARY & THOMAS HAGGERTY	CLASS 5	100,000.00	23,942.63	0.00	76,057.37
HAGGERTY	PROV. TR GP-FBO THOMAS HAGGERTY IRA	CLASS 3	29,712.20	6,011.22	0.00	23,700.98
HAGGERTY	PROV. TR GP-FBO THOMAS HAGGERTY IRA	CLASS 5	118,250.00	23,923.71	0.00	94,326.29
HAIGAZIAN	MAINSTAR-FBO LOIS A HAIGAZIAN TW003934	CLASS 3	50,000.00	1,802.08	0.00	48,197.92
HAIMOVITCH	THE LARRY HAIMOVITCH TR	CLASS 3	200,000.00	13,441.04	0.00	186,558.96
HAINES	EILEEN M HAINES	CLASS 3	50,000.00	4,696.05	0.00	45,303.95

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HAJAS	BARBARA & ROBERT J HAJAS	CLASS 3	138,000.00	5,505.15	0.00	132,494.85
HALE	NATALIE HALE	CLASS 3	25,000.00	1,605.59	0.00	23,394.41
HALES	MICHAEL & CYNTHIA HALES	CLASS 3	72,000.00	1,068.00	0.00	70,932.00
HALEY	PROV. TR GP-FBO JANICE F HALEY IRA	CLASS 5	212,000.00	49,172.22	0.00	162,827.78
HALIM	USAMA SABRY AWAD HALIM	CLASS 5	1,200,000.00	46,665.53	0.00	1,153,334.47
HALL	HAROLD & LENDIA G HALL	CLASS 3	30,000.00	1,388.33	0.00	28,611.67
HALL	PAMELA JEAN HALL	CLASS 3	75,000.00	5,629.17	0.00	69,370.83
HALL	PAMELA S HALL	CLASS 3	100,000.00	15,345.07	0.00	84,654.93
HALL	PROV. TR GP-FBO ROBERT M HALL IRA	CLASS 5	250,000.00	67,361.18	0.00	182,638.82
HALL	RONA S HALL RT U/A 02/18/15	CLASS 5	250,000.00	79,127.18	0.00	170,872.82
HALLE	MAINSTAR-FBO RAYMOND O HALLE T2178654	CLASS 3	106,000.00	103.06	0.00	105,896.94
HALLECK	DONNA J HALLECK IRREV TR DTD 09/24/09	CLASS 3	25,000.00	1,129.17	0.00	23,870.83
HALLERAN	MARGARET HALLERAN	CLASS 3	25,000.00	3,312.21	0.00	21,687.79
HALLERAN	MARGARET HALLERAN	CLASS 5	50,000.00	6,624.43	0.00	43,375.57
HALLIDAY	ANN HALLIDAY	CLASS 3	60,000.00	4,445.00	0.00	55,555.00
HALPERN/WHITE	RICHARD A HALPERN & CHRISTINA A WHITE	CLASS 5	50,000.00	10,708.42	0.00	39,291.58
HAMER	ROBYN GORDON HAMER	CLASS 3	50,000.00	2,924.97	0.00	47,075.03
HAMI	PROV. TR GP-FBO AMJAD A HAMI IRA	CLASS 3	59,441.00	3,903.30	0.00	55,537.70
HAMILTON	CATHERINE N HAMILTON RT	CLASS 3	24,000.00	1,445.17	0.00	22,554.83
HAMILTON	JOSEPH E HAMILTON JR	CLASS 3	100,000.00	833.34	0.00	99,166.66
HAMILTON	MAINSTAR-FBO CORIE D HAMILTON T2177572	CLASS 3	68,900.00	1,460.30	0.00	67,439.70
HAMILTON	SUNWEST TR SHERRY HAMILTON IRA	CLASS 3	175,000.00	47,155.93	0.00	127,844.07
HAMILTON	SUNWEST TR SHERRY HAMILTON IRA	CLASS 5	226,500.00	61,033.25	0.00	165,466.75
HAMM	JAMES HAMM	CLASS 3	275,000.00	16,835.31	0.00	258,164.69
HAMMETT	KAREN MARIE HAMMETT	CLASS 3	40,000.00	460.00	0.00	39,540.00
HAMRICK	HAMRICK LT DTD 08/23/05	CLASS 3	121,500.00	6,885.00	0.00	114,615.00
HAMSTAD	MARVIN HAMSTAD TR DTD 06/20/02	CLASS 3	40,000.00	7,575.00	0.00	32,425.00
HANA	HENRY DANIEL HANA	CLASS 3	50,000.00	1,090.26	0.00	48,909.74
HANAK	PROV. TR GP-FBO GARY HANAK IRA	CLASS 3	36,700.00	6,673.28	0.00	30,026.72

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HANCE	JAMES & BRENDA HANCE	CLASS 3	200,000.00	800.00	0.00	199,200.00
HANCOCK	KAREN KANG HANCOCK	CLASS 3	85,000.00	11,095.68	0.00	73,904.32
HANCOCK	KAREN KANG HANCOCK	CLASS 5	100,000.00	13,053.75	0.00	86,946.25
HANCOCK	KENNETH R HANCOCK IRREV TR U/A/D 01/24/95	CLASS 3	80,000.00	6,332.73	0.00	73,667.27
HANCOCK	RICHARD HANCOCK	CLASS 3	30,000.00	1,618.75	0.00	28,381.25
HANCOCK	RICHARD K HANCOCK IRREV TR U/A/D 01/24/95	CLASS 3	80,000.00	5,431.07	0.00	74,568.93
HANDEL	SUNWEST TR MARK HANDEL IRA	CLASS 3	134,000.00	34,795.23	0.00	99,204.77
HANDOWSKI	ROBERT HANDOWSKI	CLASS 3	124,000.00	4,601.27	0.00	119,398.73
HANLON	THE HANLON RFT DTD 05/06/14	CLASS 3	80,000.00	10,091.61	0.00	69,908.39
HANLY	SAMUEL J HANLY	CLASS 3	50,000.00	3,666.61	0.00	46,333.39
HANNA	DAVID L & GYL E HANNA	CLASS 3	300,000.00	104,801.53	654.55	194,543.92
HANNA	DAVID L & GYL E HANNA	CLASS 5	250,000.00	87,334.60	545.45	162,119.95
HANNA	DAVID L & GYL E HANNA RLT	CLASS 3	100,000.00	10,088.94	0.00	89,911.06
HANNA	DENNIS & PHYLLIS HANNA	CLASS 3	25,000.00	0.00	0.00	25,000.00
HANNA	ELLIE HANNA	CLASS 3	25,000.00	1,304.54	0.00	23,695.46
HANNABASS	PROV. TR GP-FBO GARY L HANNABASS IRA	CLASS 3	50,330.00	3,278.44	0.00	47,051.56
HANNABASS	PROV. TR GP-FBO WANDA S HANNABASS IRA	CLASS 3	42,270.00	2,753.42	0.00	39,516.58
HANSELKA	REINHARD HANSELKA	CLASS 3	300,000.00	47,524.90	0.00	252,475.10
HANSEN	DON LEON & LISA HANSEN	CLASS 3	50,000.00	2,508.36	0.00	47,491.64
HANSEN	ERIC & REBECCA HANSEN	CLASS 3	50,000.00	3,093.72	1,000.00	45,906.28
HANSEN	PROV. TR GP-FBO RANDY HANSEN IRA	CLASS 3	48,768.32	1,007.88	0.00	47,760.44
HANSEN	THE FRED & ANN HANSEN FT	CLASS 3	25,000.00	357.65	0.00	24,642.35
HANSEN	VICTORIA L HANSEN	CLASS 3	25,000.00	475.71	0.00	24,524.29
HANSON	ELIZABETH J HANSON	CLASS 3	80,000.00	1,372.22	0.00	78,627.78
HANSON	MARK A HANSON DDS PA PSP	CLASS 3	100,000.00	6,041.71	0.00	93,958.29
HANSON/LEWIS	TIMOTHY E HANSON & MAERENE LEWIS	CLASS 3	50,000.00	6,243.65	285.71	43,470.64
HANSON/LEWIS	TIMOTHY E HANSON & MAERENE LEWIS	CLASS 5	125,000.00	15,609.13	714.29	108,676.58
HANWELL	FRED & LORRAINE HANWELL	CLASS 3	35,000.00	12,147.96	0.00	22,852.04
HARASHEH	TERES HARASHEH	CLASS 3	100,000.00	2,216.66	0.00	97,783.34

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HARBERT	PROV. TR GP-FBO DAVID L HARBERT IRA	CLASS 5	50,000.00	13,097.23	0.00	36,902.77
HARBUCK	CONRAD & JODY HARBUCK	CLASS 3	90,000.00	2,961.25	0.00	87,038.75
HARDEE	PROV. TR GP-FBO WILLIAM HARDEE IRA	CLASS 3	230,000.00	19,387.50	0.00	210,612.50
HARDER	GARY L HARDER	CLASS 3	150,000.00	24,174.25	0.00	125,825.75
HARDESTY	GERALD W & SUSAN R HARDESTY	CLASS 3	25,000.00	8,261.95	0.00	16,738.05
HARDESTY	GERALD W & SUSAN R HARDESTY	CLASS 5	100,000.00	33,047.78	0.00	66,952.22
HARDIN	DAVID K & JILL R HARDIN	CLASS 3	75,000.00	8,587.50	0.00	66,412.50
HARDING	JOEL D & CANDICE M HARDING	CLASS 3	100,000.00	24,366.90	0.00	75,633.10
HARDISON	CHARLES DAVID JR & LIXIA ZHENG HARDISON	CLASS 3	50,000.00	527.77	0.00	49,472.23
HARDISON	JOYCE A HARDISON	CLASS 3	25,000.00	2,060.94	0.00	22,939.06
HARDISON	LIXIA ZHENG HARDISON	CLASS 3	50,000.00	416.66	0.00	49,583.34
HARDISON	PATRICIA ANN HARDISON	CLASS 3	50,000.00	262.50	0.00	49,737.50
HARDT	THE JON & MARGARET A HARDT LT	CLASS 5	400,000.00	16,594.47	0.00	383,405.53
HARDY	GARY L & JOANN C HARDY	CLASS 3	50,000.00	7,633.33	0.00	42,366.67
HARDY	PHILLIP H HARDY	CLASS 3	310,000.00	38,057.89	0.00	271,942.11
HARER	JOSEPH H HARER FT	CLASS 3	100,000.00	4,541.70	0.00	95,458.30
HARKINS	PROV. TR GP-FBO LAURA HARKINS IRA	CLASS 3	79,000.00	4,707.08	0.00	74,292.92
HARLAN	STEPHEN D HARLAN	CLASS 3	100,000.00	3,358.35	0.00	96,641.65
HARLESS	MAINSTAR-FBO JUNE L HARLESS T2176003	CLASS 3	80,000.00	7,682.23	0.00	72,317.77
HARMEL	CHERYL RUTH HARMEL	CLASS 3	75,000.00	10,516.32	0.00	64,483.68
HARMON	CLARENCE HARMON	CLASS 3	55,295.60	5,317.63	0.00	49,977.97
HARMON	HARMON FRLT	CLASS 3	25,000.00	1,816.67	0.00	23,183.33
HARMON	HARMON FRT	CLASS 3	25,000.00	3,504.23	0.00	21,495.77
HARMON	HARMON FT	CLASS 3	50,000.00	2,490.31	0.00	47,509.69
HARMON	IRA SVCS TR CO-CFBO CLARENCE E HARMON IRA	CLASS 3	110,000.00	9,863.33	0.00	100,136.67
HAROLD	HORIZON TR CO-FBO MARLENE A HAROLD IRA	CLASS 3	97,169.00	9,932.78	0.00	87,236.22
HARPE	G ALAN HARPE	CLASS 3	50,000.00	312.50	0.00	49,687.50
HARPER	MAINSTAR-FBO WAYNE A HARPER T2175619	CLASS 3	113,600.00	8,588.18	0.00	105,011.82
HARPER	SCOTT E & ROBIN P HARPER	CLASS 5	75,000.00	15,166.67	0.00	59,833.33

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HARPER	STEVEN G HARPER	CLASS 5	100,000.00	3,166.66	0.00	96,833.34
HARPER	WILMA F HARPER	CLASS 3	30,000.00	3,020.00	0.00	26,980.00
HARRIS	CARL J & ALICE A HARRIS	CLASS 3	138,000.00	4,734.17	0.00	133,265.83
HARRIS	HIA SOLO 401K TR FBO CHAD HARRIS	CLASS 3	31,225.00	2,919.57	0.00	28,305.43
HARRIS	LILA J HARRIS	CLASS 3	25,000.00	1,256.56	0.00	23,743.44
HARRIS	MAINSTAR-FBO CHARLES S HARRIS T2176165	CLASS 3	399,000.00	23,674.00	0.00	375,326.00
HARRIS	MAINSTAR-FBO SANDRA HARRIS TW003998	CLASS 3	50,000.00	996.52	0.00	49,003.48
HARRIS	PATRICIA D HARRIS	CLASS 3	50,000.00	5,044.39	0.00	44,955.61
HARRIS	PROV. TR GP-FBO GLYN HARRIS IRA	CLASS 3	99,000.00	2,078.50	0.00	96,921.50
HARRIS	PROV. TR GP-FBO HELEN A HARRIS IRA	CLASS 3	100,000.00	28,222.32	0.00	71,777.68
HARRIS	PROV. TR GP-FBO KIMBERLY M HARRIS IRA	CLASS 3	118,000.00	29,260.00	0.00	88,740.00
HARRIS-BROOKS	MAINSTAR-FBO DONNA HARRIS-BROOKS TW003195	CLASS 3	23,000.00	1,452.83	0.00	21,547.17
HARRISON	GREGORY T & LINDA C HARRISON	CLASS 3	30,000.00	985.00	0.00	29,015.00
HARRISON	GREGORY T & LINDA C HARRISON	CLASS 3*	30,000.00	1,660.00	0.00	28,340.00
HARRISON	MAINSTAR-FBO JEFFREY H HARRISON T2177415	CLASS 3	86,200.00	1,968.23	0.00	84,231.77
HARRISON	ROSEMARY HARRISON	CLASS 3	25,000.00	336.82	0.00	24,663.18
HARRISON	THE JEFFREY H HARRISON TR	CLASS 3	100,000.00	4,459.75	0.00	95,540.25
HARRY	HERBERT S & KAREN HARRY	CLASS 3	200,000.00	3,466.67	0.00	196,533.33
HARRY	STEVEN S & ANN L HARRY	CLASS 3	100,000.00	31,683.93	0.00	68,316.07
HARRY	STEVEN S HARRY	CLASS 3	50,000.00	12,810.97	0.00	37,189.03
HARSH	THE HARSH TR DTD 08/16/06	CLASS 3	100,000.00	3,397.19	0.00	96,602.81
HART	ALFRED J & AIDA X HART R&A RLT 06/18/13	CLASS 3	225,000.00	33,876.85	0.00	191,123.15
HART	ALFRED J & AIDA X HART R&A RLT 06/18/13	CLASS 5	150,000.00	22,584.57	0.00	127,415.43
HART	CHRISTINA L & KEVIN P HART	CLASS 3	370,000.00	51,336.21	0.00	318,663.79
HART	JANET R HART RT	CLASS 3	128,960.43	1,139.15	0.00	127,821.28
HART	PROV. TR GP-FBO JEANNE L HART IRA	CLASS 3	226,000.00	73,864.68	0.00	152,135.32
HARTE	STEVE T HARTE	CLASS 3	35,000.00	262.50	0.00	34,737.50
HARTE	THE HARTE IRREV TR	CLASS 3	30,000.00	483.73	0.00	29,516.27
HARTER	MARK E HARTER	CLASS 3	125,000.00	30,123.35	448.06	94,428.59

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
HARTLEY	MAINSTAR-FBO SUE HARTLEY	CLASS 3	25,000.00	1,170.83	0.00	23,829.17
HARTMAN	ANNETTE M HARTMAN	CLASS 3	50,000.00	4,026.36	0.00	45,973.64
HARTMAN	MATTHEW & CAITLIN HARTMAN	CLASS 3	25,000.00	62.50	0.00	24,937.50
HARTNER	JOHN G HARTNER	CLASS 3	89,000.00	12,778.98	0.00	76,221.02
HART'S METHODIST	HART'S UNITED METHODIST CHURCH	CLASS 3	100,000.00	2,516.67	0.00	97,483.33
HARUGUCHI	JAMES HARUGUCHI	CLASS 3	100,000.00	9,663.86	0.00	90,336.14
HARUGUCHI	MAINSTAR-FBO JAMES HARUGUCHI T2174680	CLASS 3	100,000.00	11,583.31	0.00	88,416.69
HARUGUCHI	MAINSTAR-FBO SHARYL HARUGUCHI T2175434	CLASS 3	238,000.00	17,177.49	0.00	220,822.51
HARVEY	BETTY LOU HARVEY	CLASS 3	100,000.00	1,772.20	0.00	98,227.80
HARVEY	BETTY LOU HARVEY TR DTD 04/10/96	CLASS 3	260,000.00	64,051.42	0.00	195,948.58
HARVEY	HORIZON TR CO-FBO DEBRA HARVEY IRA	CLASS 5	300,000.00	38,500.00	0.00	261,500.00
HARVEY	IRA SVCS TR CO-CFBO LINDA HARVEY	CLASS 3	60,000.00	1,150.00	0.00	58,850.00
HARVEY	JON C & DEBRA A HARVEY	CLASS 5	550,000.00	41,333.34	0.00	508,666.66
HARVEY	PROV. TR GP-FBO BETTY LOU HARVEY ROTH IRA	CLASS 3	116,834.37	27,949.26	0.00	88,885.11
HARWAT	PROV. TR GP-FBO SHARON L HARWAT IRA	CLASS 3	143,000.00	139.03	0.00	142,860.97
HASH-STRUTHERS	BONNIE J HASH-STRUTHERS	CLASS 3	190,000.00	31,733.18	0.00	158,266.82
HASKETT	MAINSTAR-FBO JAMES T HASKETT	CLASS 3	75,000.00	7,228.10	0.00	67,771.90
HASKINS	JODI HASKINS	CLASS 3	200,000.00	10,083.29	0.00	189,916.71
HASLAM	PATRICK & SUSAN HASLAM	CLASS 3	100,000.00	3,171.58	0.00	96,828.42
HASSELGREN	HERBERT HASSELGREN	CLASS 3	160,000.00	15,380.78	0.00	144,619.22
HASSELQUIST	LOLA I HASSELQUIST	CLASS 3	25,000.00	704.88	0.00	24,295.12
HASTING	D KEVIN & MARTHA E HASTING JRT	CLASS 3	50,000.00	9,743.36	0.00	40,256.64
HASTINGS	DANIEL J & SUSAN L HASTINGS	CLASS 3	50,000.00	2,955.59	0.00	47,044.41
HATCH	BRUCE WILLIAM & ERLINDA P HATCH	CLASS 3	40,000.00	600.00	0.00	39,400.00
HATTIG	ROBERT & PATSY HATTIG	CLASS 3	25,000.00	90.28	0.00	24,909.72
HAU	BETTY HAU	CLASS 3	25,000.00	513.90	0.00	24,486.10
HAUG	CONRAD & ELLEN HAUG	CLASS 3	50,000.00	515.28	0.00	49,484.72
HAUGEN	DONALD E HAUGEN	CLASS 3	63,914.99	1,113.17	0.00	62,801.82
HAUGHT/LAROCCO	DORIS G HAUGHT & BRENDA C LAROCCO	CLASS 3	75,000.00	3,895.83	0.00	71,104.17

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
HAUPT	PROV. TR GP-FBO ANNE K HAUPT ROTH IRA	CLASS 3	44,830.00	3,869.70	0.00	40,960.30
HAUPT	PROV. TR GP-FBO RONALD G HAUPT ROTH IRA	CLASS 3	45,800.00	3,787.63	0.00	42,012.37
HAUPT	RONALD G & ANNE K HAUPT	CLASS 3	150,000.00	13,586.02	0.00	136,413.98
HAUSER	THOMAS C & ELLEN R HAUSER	CLASS 3	525,000.00	54,157.78	0.00	470,842.22
HAUSMAN	MAINSTAR-FBO ELSIE W HAUSMAN	CLASS 3	100,000.00	4,598.61	0.00	95,401.39
HAWKINS	JIMMY L & LINDA K HAWKINS	CLASS 3	125,000.00	29,003.40	0.00	95,996.60
HAWKINS	JOSEPH H & JOAN S HAWKINS	CLASS 3	200,000.00	1,966.67	0.00	198,033.33
HAWLEY	PROV. TR GP-FBO STEVEN R HAWLEY IRA	CLASS 3	25,000.00	24.31	0.00	24,975.69
HAWTHORNE/BOTCHIS	JENNIFER HAWTHORNE & ELIZABETH BOTCHIS	CLASS 3	50,000.00	2,347.26	0.00	47,652.74
HAWTHORNE/BOTCHIS	JENNIFER HAWTHORNE & ELIZABETH BOTCHIS	CLASS 5	60,000.00	2,816.72	0.00	57,183.28
HAYDEN	MAINSTAR-FBO MARY HAYDEN T2176190	CLASS 3	73,901.00	2,669.17	0.00	71,231.83
HAYDEN	MAINSTAR-FBO RICHARD HAYDEN	CLASS 3	25,000.00	1,300.00	0.00	23,700.00
HAYES	DAVID M HAYES	CLASS 3	50,000.00	4,125.01	0.00	45,874.99
HAYES	PROV. TR GP-FBO KEVIN J HAYES IRA	CLASS 3	93,500.00	10,653.95	0.00	82,846.05
HAYNES	HAYNES FT	CLASS 5	850,000.00	74,847.19	0.00	775,152.81
HAYNES	PROV. TR GP-FBO STEVEN D HAYNES IRA	CLASS 3	100,000.00	21,487.49	0.00	78,512.51
HAYNES	PROV. TR GP-FBO STEVEN D HAYNES IRA	CLASS 5	100,000.00	21,487.49	0.00	78,512.51
HAYNES	SANDRA B HAYNES RLT	CLASS 3	470,000.00	87,855.03	0.00	382,144.97
HAYNES	SANDRA B HAYNES RLT	CLASS 5	636,153.40	118,913.36	0.00	517,240.04
HAYS	JUDITH HAYS	CLASS 3	150,000.00	2,216.67	0.00	147,783.33
HAZARD	CYNTHIA HAZARD	CLASS 3	51,000.00	325.83	0.00	50,674.17
HAZELRIGG	BRIAN HAZELRIGG	CLASS 3	80,000.00	4,180.04	0.00	75,819.96
HAZELTON/FREED	DONALD G HAZELTON & CONNIE A FREED	CLASS 3	75,000.00	6,820.48	0.00	68,179.52
HAZEN	HAZEN FAMILY IRREV TR	CLASS 3	300,000.00	4,250.00	0.00	295,750.00
HAZZARD	LLOYD CECIL HAZZARD	CLASS 3	35,390.31	0.00	0.00	35,390.31
HEAD	PROV. TR GP-FBO GINA MARIE HEAD IRA	CLASS 5	77,000.00	18,501.39	0.00	58,498.61
HEAD	PROV. TR GP-FBO TONY D HEAD TRAD IRA	CLASS 3	50,000.00	15,326.36	0.00	34,673.64
HEALTH CORE	HEALTH CORE TR AMENDED 10/30/03	CLASS 3	25,000.00	3,471.96	0.00	21,528.04
HEALTH CORE	HEALTH CORE TR AMENDED 10/30/03	CLASS 5	300,000.00	41,663.47	0.00	258,336.53

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HEARN	SHERMAN HEARN	CLASS 3	25,000.00	0.00	0.00	25,000.00
HEBERT	RONALD R E HEBERT	CLASS 3	100,000.00	10,583.33	0.00	89,416.67
HECHT	KEVIN W HECHT	CLASS 3	50,000.00	12,794.35	0.00	37,205.65
HECHTMAN	MAINSTAR-FBO BURL HECHTMAN T176616	CLASS 3	200,000.00	10,111.11	0.00	189,888.89
HECHTMAN	MAINSTAR-FBO MAX HECHTMAN T2176617	CLASS 3	25,000.00	1,103.47	0.00	23,896.53
HECK	RICKY L & SHAWNA R HECK	CLASS 3	650,000.00	20,242.38	0.00	629,757.62
HECKER	SHEILA O HECKER	CLASS 3	50,000.00	4,121.65	0.00	45,878.35
HECKLER	ALVIN & BEVERLY HECKLER	CLASS 3	50,000.00	2,069.45	0.00	47,930.55
HECKMAN	PROV. TR GP-FBO HAROLD E HECKMAN IRA	CLASS 5	500,000.00	76,305.60	0.00	423,694.40
HEDRICKS	NANCY C HEDRICKS	CLASS 3	50,000.00	1,732.33	0.00	48,267.67
HEENEY	CYNTHIA M HEENEY RT DTD 10/16/15	CLASS 3	150,000.00	7,204.17	0.00	142,795.83
HEFFELFINGER	PHILLIP HEFFELFINGER	CLASS 3	50,000.00	3,225.00	0.00	46,775.00
HEGER	PROV. TR GP-FBO THOMAS J HEGER IRA	CLASS 3	99,500.00	6,603.27	0.00	92,896.73
HEGER	WILLIAM & ANNA HEGER	CLASS 3	200,000.00	2,454.16	0.00	197,545.84
HEIER	PROV. TR GP-FBO KELLIE L HEIER IRA	CLASS 3	99,750.00	14,197.75	0.00	85,552.25
HEIMBUCK	MICHAEL D & MARY KAY HEIMBUCK	CLASS 3	300,000.00	65,480.47	0.00	234,519.53
HEIMBUCK	MICHAEL D & MARY KAY HEIMBUCK	CLASS 5	125,000.00	27,283.53	0.00	97,716.47
HEIMERL	HEIMERL FAMILY IRREV TR	CLASS 3	150,000.00	7,729.17	0.00	142,270.83
HEIN	EDWIN L HEIN	CLASS 3	25,000.00	2,813.97	0.00	22,186.03
HEINSOHN	KATHY HEINSOHN	CLASS 3	50,000.00	1,291.65	0.00	48,708.35
HEINSOHN	SUSAN J HEINSOHN IRREV TR	CLASS 3	160,000.00	8,733.38	0.00	151,266.62
HEINZ	DOLORES F HEINZ EST	CLASS 3	200,000.00	1,833.34	0.00	198,166.66
HEIPP	MANFRED HEIPP	CLASS 3	50,000.00	1,133.33	0.00	48,866.67
HEISTERKAMP	GREG & JANE HEISTERKAMP	CLASS 3	25,000.00	1,661.41	1,000.00	22,338.59
HEISTERKAMP	MAX G & ASHLEY J HEISTERKAMP	CLASS 3	25,000.00	1,359.69	0.00	23,640.31
HEITKAMP	DOUGLAS R & JANET C HEITKAMP	CLASS 3	35,000.00	6,309.65	1,000.00	27,690.35
HEITKAMP	JOSEPH A & ESTHER A HEITKAMP	CLASS 3	50,000.00	2,700.00	0.00	47,300.00
HEJTMANEK	BERNICE L HEJTMANEK	CLASS 3	100,000.00	0.00	0.00	100,000.00
HELGESON	DAN & BETTY HELGESON TR DTD 09/26/06	CLASS 3	97,100.00	23,127.20	0.00	73,972.80

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HELGESON	PROV. TR GP-FBO STAN HELGESON IRA	CLASS 5	65,380.00	5,433.79	0.00	59,946.21
HELLER	RICHARD B HELLER	CLASS 3	100,000.00	5,000.04	0.00	94,999.96
HELLER	WILLIAM HELLER	CLASS 3	30,000.00	410.00	0.00	29,590.00
HELLMANN	FREDERICK L HELLMANN	CLASS 3	40,000.00	2,972.28	0.00	37,027.72
HELLMANN	JOAN HELLMANN	CLASS 3	40,000.00	2,170.20	0.00	37,829.80
HELLSTROM	JUSTIN HELLSTROM	CLASS 3	30,000.00	8,381.67	0.00	21,618.33
HELLUMS	DON HELLUMS	CLASS 3	50,000.00	4,816.19	0.00	45,183.81
HELLUMS	DON HELLUMS	CLASS 5	100,000.00	9,632.37	0.00	90,367.63
HELLUMS	MAINSTAR-FBO DON HELLUMS T2175254	CLASS 5	616,824.75	74,722.94	0.00	542,101.81
HELMAN/ADLER/LEDERER	JUNE HELMAN & A ADLER & B LEDERER	CLASS 3	150,000.00	1,854.17	0.00	148,145.83
HELMUTH	PAUL HELMUTH	CLASS 3	25,000.00	975.72	0.00	24,024.28
HELSON	ROBERT R HELSON	CLASS 3	75,000.00	5,791.67	0.00	69,208.33
HELTON	TIMOTHY J & MEREDITH T HELTON	CLASS 3	400,000.00	29,111.12	0.00	370,888.88
HELVEY	CONNIE J HELVEY	CLASS 3	50,000.00	10,166.75	0.00	39,833.25
HELVEY	DENNIS D HELVEY	CLASS 3	125,000.00	25,416.50	0.00	99,583.50
HELVEY	PROV. TR GP-FBO DENNIS D HELVEY IRA	CLASS 5	153,000.00	47,395.04	0.00	105,604.96
HEMANN	THOMAS R & MARY K HEMANN	CLASS 3	50,000.00	8,316.67	0.00	41,683.33
HEMMELGARN	DAVID J & ANITA M HEMMELGARN	CLASS 3	200,000.00	19,313.81	0.00	180,686.19
HENDERSHOT	WARREN M & DOROTHY L HENDERSHOT	CLASS 3	115,000.00	7,954.17	0.00	107,045.83
HENDERSON	ALEXANDER P HENDERSON	CLASS 3	100,000.00	9,061.06	0.00	90,938.94
HENDERSON	MICHAEL J & YURIKO K HENDERSON	CLASS 3	100,000.00	5,275.00	0.00	94,725.00
HENDERSON	NICHOLE HENDERSON	CLASS 3	30,251.20	221.85	0.00	30,029.35
HENDERSON	PROV. TR GP-FBO ALEXANDER HENDERSON IRA	CLASS 3	186,575.00	16,325.31	0.00	170,249.69
HENDERSON	PROV. TR GP-FBO GENEVIEVE C HENDERSON IRA	CLASS 3	100,000.00	5,039.59	0.00	94,960.41
HENDERSON	PROV. TR GP-FBO GENEVIEVE C HENDERSON IRA	CLASS 5	100,000.00	5,039.59	0.00	94,960.41
HENDERSON	YURIKO K & MICHAEL J HENDERSON	CLASS 3	50,000.00	2,141.66	0.00	47,858.34
HENDRIX	SUNWEST TR DONALD HENDRIX IRA	CLASS 3	200,000.00	37,233.33	0.00	162,766.67
HENKEL	BENJAMIN G & SHELLEY A HENKEL	CLASS 3	125,000.00	6,640.63	0.00	118,359.37
HENNESSEE	DAVID ALDEN HENNESSEE	CLASS 3	100,000.00	7,833.29	0.00	92,166.71

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HENNESSEE	DAVID HENNESSEE	CLASS 3	25,000.00	1,203.09	0.00	23,796.91
HENNESSEE	ETHELRIE P HENNESSEE	CLASS 3	30,000.00	820.83	0.00	29,179.17
HENNIG	PROV. TR GP-FBO BRIGITTE HENNIG IRA	CLASS 3	52,938.00	9,997.91	0.00	42,940.09
HENNIG	PROV. TR GP-FBO HORST D HENNIG IRA	CLASS 3	52,937.00	9,967.70	0.00	42,969.30
HENNIGH	JACK HENNIGH & SUSAN WHITMORE-HENNIGH	CLASS 3	100,000.00	638.89	0.00	99,361.11
HENRICH	ROBERT W HENRICH	CLASS 3*	77,000.00	1,155.00	0.00	75,845.00
HENRY	DIANE D HENRY	CLASS 5	250,000.00	76,597.10	0.00	173,402.90
HENRY	IRA SVCS TR CO-CFBO DUANE G HENRY IRA	CLASS 3	200,000.00	5,005.55	0.00	194,994.45
HENRY	MARIE D HENRY	CLASS 5	89,000.00	20,544.23	0.00	68,455.77
HENRY	ROBERT & LAURETTA HENRY RLT DTD 10/19/04	CLASS 3	50,000.00	41.67	0.00	49,958.33
HENRY	WILLIAM D HENRY	CLASS 3	750,000.00	130,981.85	0.00	619,018.15
HENRY	WILLIAM D HENRY	CLASS 5	400,000.00	69,856.99	0.00	330,143.01
HENSCHER	JAMES & LEONORE HENSCHER	CLASS 3	100,000.00	3,163.91	0.00	96,836.09
HENSLEIGH	JAMES HENSLEIGH	CLASS 3	60,000.00	12,670.00	0.00	47,330.00
HENSON	IRA SVCS TR CO-CFBO PATSY I HENSON	CLASS 3	75,000.00	1,225.00	0.00	73,775.00
HERBERS	JAMES L HERBERS	CLASS 3	25,000.00	253.48	0.00	24,746.52
HERCZOG	HERCZOG FT	CLASS 3	950,000.00	50,072.95	0.00	899,927.05
HERCZOG	RICHARD HERCZOG	CLASS 3	50,000.00	2,635.45	0.00	47,364.55
HERCZOG	THE RICHARD & MICHELLE HERCZOG FT	CLASS 3	50,000.00	534.72	0.00	49,465.28
HERDOCIA	PROV. TR GP-FBO JULIO HERDOCIA IRA	CLASS 3	104,400.00	10,601.67	0.00	93,798.33
HERENDEEN	IRA SVCS TR CO-CFBO PHYLLIS L HERENDEEN	CLASS 3	55,900.00	503.10	0.00	55,396.90
HERKLOTZ	CAROL HERKLOTZ	CLASS 3	40,000.00	1,517.22	0.00	38,482.78
HERLONG	IRA SVCS TR CO-CFBO MARIANNE HERLONG IRA	CLASS 3	50,000.00	3,281.25	0.00	46,718.75
HERLONG	MARIANNE HERLONG	CLASS 3	60,000.00	4,125.00	0.00	55,875.00
HERMAN	PROV. TR GP-FBO TODD HERMAN SEP IRA	CLASS 3	89,000.00	8,149.48	0.00	80,850.52
HERMANSEN	DAVID HERMANSEN	CLASS 3	400,000.00	18,272.25	3,000.00	378,727.75
HERMANSEN	PROV. TR GP-FBO DAVID HERMANSEN IRA	CLASS 3	159,764.00	14,815.58	0.00	144,948.42
HERMANSEN	PROV. TR GP-FBO DAVID HERMANSEN IRA	CLASS 5	100,000.00	9,273.42	0.00	90,726.58
HERMITTE	JOEL P HERMITTE	CLASS 3	90,000.00	9,798.75	0.00	80,201.25

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HERN	CYNTHIA HERN	CLASS 3	50,000.00	1,097.21	0.00	48,902.79
HERRERA	DAVID HERRERA	CLASS 5	100,000.00	21,999.91	0.00	78,000.09
HERRICK	ALAN HERRICK	CLASS 3	50,000.00	4,591.67	0.00	45,408.33
HERRINGTON	PAUL R & KAY HERRINGTON FT	CLASS 3	75,000.00	4,260.42	0.00	70,739.58
HERRMANN	WILLIAM N & JILL A HERRMANN	CLASS 3	125,000.00	20,995.78	0.00	104,004.22
HERTVIK	JOHN HERTVIK JR	CLASS 3	215,000.00	6,073.05	0.00	208,926.95
HESPEN	JEAN M & ROBERT K HESPEN	CLASS 5	500,000.00	84,827.36	10,588.24	404,584.40
HESS	BILL C HESS	CLASS 3	60,000.00	2,483.34	0.00	57,516.66
HESS	CAROL A HESS	CLASS 3	30,000.00	8,773.55	2,267.57	18,958.88
HESS	IRA SVCS TR CO-CFBO LYNDALL R HESS IRA	CLASS 3	26,000.00	538.04	0.00	25,461.96
HESS/RAPPA	VERNON R HESS & DEBBI RAPPA	CLASS 3	30,000.00	350.00	0.00	29,650.00
HETTINGER	ROBERT & MARTHA HETTINGER	CLASS 3	25,000.00	0.00	0.00	25,000.00
HEWETT	SCOTT HEWETT	CLASS 3	75,000.00	781.25	0.00	74,218.75
HEWLETT	DIXON W HEWLETT TR U/A/D 04/09/15	CLASS 3	25,000.00	3,119.85	0.00	21,880.15
HEYDARI	SANAZ HEYDARI	CLASS 3	25,000.00	2,641.67	0.00	22,358.33
HEYDEN	TIMOTHY L VANDER HEYDEN	CLASS 3	40,000.00	422.23	0.00	39,577.77
HICKEY	EDWARD S JR & VALERIE A HICKEY	CLASS 5	1,500,000.00	281,114.56	0.00	1,218,885.44
HICKS	B MATTHEW & LISA L HICKS	CLASS 5	400,000.00	159,010.89	0.00	240,989.11
HICKS	MICHAEL HICKS	CLASS 3	75,000.00	6,988.06	0.00	68,011.94
HICKS	MICHAEL HICKS	CLASS 5	100,000.00	9,317.41	0.00	90,682.59
HICKS	PATRICIA A HICKS	CLASS 3	30,000.00	862.50	0.00	29,137.50
HICOCK	KATHERINE HICOCK	CLASS 3	30,000.00	2,852.50	0.00	27,147.50
HIDDEN TREASURE	HIDDEN TREASURE CHRISTIAN SCHOOL	CLASS 3	300,000.00	9,950.00	0.00	290,050.00
HIGGENBOTHAM	HENRY H HIGGENBOTHAM	CLASS 3	250,000.00	7,375.00	0.00	242,625.00
HIGGS	PROV. TR GP-FBO RONALD HIGGS IRA	CLASS 5	100,000.00	14,472.23	0.00	85,527.77
HIGGS	PROV. TR GP-FBO WINNIE HIGGS IRA	CLASS 5	100,000.00	14,000.00	0.00	86,000.00
HIGH	KEITH M HIGH	CLASS 3	25,000.00	1,616.67	0.00	23,383.33
HIGH	PROV. TR GP-FBO MARCELLA J HIGH IRA	CLASS 3	25,000.00	5,187.55	0.00	19,812.45
HIGINBOTHAM	LARRY HIGINBOTHAM	CLASS 3	80,000.00	6,760.00	0.00	73,240.00

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HIGINBOTHAM	LARRY L & VAN STEVEN HIGINBOTHAM	CLASS 3	250,000.00	37,750.63	0.00	212,249.37
HILARIO	ETHEL M HILARIO	CLASS 3	25,000.00	618.07	0.00	24,381.93
HILBERT	STEVEN F & MARY B HILBERT	CLASS 5	200,000.00	39,055.63	0.00	160,944.37
HILDERLEY	MARK HILDERLEY	CLASS 3	75,000.00	419.79	0.00	74,580.21
HILL	BARBARA M HILL	CLASS 3	25,000.00	6,024.95	281.69	18,693.36
HILL	DENNIS HILL	CLASS 3	60,000.00	9,593.37	0.00	50,406.63
HILL	DONALD R HILL	CLASS 3	25,000.00	1,294.76	0.00	23,705.24
HILL	IDA M HILL	CLASS 3	140,000.00	27.22	0.00	139,972.78
HILL	JAY & LUEDDA HILL	CLASS 3	30,000.00	120.00	0.00	29,880.00
HILL	JIMMY E HILL	CLASS 3	25,000.00	0.00	0.00	25,000.00
HILL	KYLE D & GINA R HILL	CLASS 3	100,000.00	7,176.43	0.00	92,823.57
HILL	KYLE HILL	CLASS 3	50,000.00	4,544.49	0.00	45,455.51
HILL	LAWRENCE R HILL TR DTD 09/30/94	CLASS 3	150,000.00	8,531.25	0.00	141,468.75
HILL	MARVIN HILL	CLASS 3	100,000.00	24,935.64	0.00	75,064.36
HILL	OLEN E & CHARLENE HILL	CLASS 3	180,000.00	22,390.00	0.00	157,610.00
HILL	PROV. TR GP-FBO DENNIS HILL IRA	CLASS 3	62,000.00	14,265.24	0.00	47,734.76
HILL	PROV. TR GP-FBO MARVIN HILL IRA	CLASS 5	104,500.00	39,082.93	0.00	65,417.07
HILL	PROV. TR GP-FBO SHELLEY HILL IRA	CLASS 3	75,000.00	5,241.67	0.00	69,758.33
HILL	RJK HILL FT	CLASS 3	50,000.00	3,666.63	0.00	46,333.37
HILLBERG	JANICE & DONALD HILLBERG	CLASS 3	100,000.00	350.00	0.00	99,650.00
HILLER	DAVID & MARGARET HILLER	CLASS 3	30,000.00	3,161.67	0.00	26,838.33
HINES	BOBBY & CHRISTINE HINES LT 10/16/06	CLASS 5	50,000.00	15,033.37	2,267.57	32,699.06
HINES	BOBBY & CHRISTINE HINES TBT ENTIRETIES	CLASS 5	300,000.00	107,541.80	0.00	192,458.20
HINES	HINES RET SOLO 401K FBO BOBBY D HINES JR	CLASS 5	100,000.00	22,878.39	2,267.57	74,854.04
HINES	HINES RET SOLO 401K FBO CHRISTINE HINES	CLASS 5	110,000.00	24,009.56	2,267.57	83,722.87
HINES	KELLI L HINES	CLASS 3	25,000.00	7,459.67	2,752.50	14,787.83
HINKLEY	THE PATRICIA D HINKLEY LT	CLASS 5	600,000.00	104,110.88	0.00	495,889.12
HINRICHS	DAVID HINRICHS & DEBORAH PRICE-HINRICHS	CLASS 3	40,000.00	3,433.29	0.00	36,566.71
HINSCH	HERBERT & TONI A HINSCH	CLASS 3	25,000.00	1,283.33	0.00	23,716.67

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HINSON	ALICE P HINSON	CLASS 3	60,000.00	2,190.83	0.00	57,809.17
HINTON	MAINSTAR-FBO HEATHER HINTON BT177098	CLASS 3	99,100.00	1,899.42	0.00	97,200.58
HIPSKIND	NICHOLAS & SANDRA HIPSKIND	CLASS 3	50,000.00	2,322.26	0.00	47,677.74
HIRNIKE	DANIEL HIRNIKE	CLASS 3	50,000.00	604.17	0.00	49,395.83
HIROTA	IRA SVCS TR CO-CFBO JOHANNA HIROTA IRA	CLASS 3	25,000.00	1,341.64	0.00	23,658.36
HIROTA	JOHANNA HIROTA	CLASS 3	50,000.00	1,059.73	0.00	48,940.27
HISKO	STANLEY & KERRY ANN HISKO	CLASS 5	250,000.00	34,201.58	0.00	215,798.42
HITCHENS	PROV. TR GP-FBO LINDA G HITCHENS IRA	CLASS 3	95,000.00	11,847.80	0.00	83,152.20
HITCHENS	PROV. TR GP-FBO LINDA G HITCHENS IRA	CLASS 5	100,000.00	12,471.37	0.00	87,528.63
HOADLEY	PROV. TR GP-FBO MARY HOADLEY IRA	CLASS 3	50,000.00	3,354.16	0.00	46,645.84
HOAG	PROV. TR GP-FBO DONNA D HOAG IRA	CLASS 3	103,275.00	5,761.88	0.00	97,513.12
HOCHBERG	IRENE HOCHBERG	CLASS 3	50,000.00	2,638.85	0.00	47,361.15
HOCHBERG	MAINSTAR-FBO SUSAN HOCHBERG T2178305	CLASS 3	99,400.00	541.18	0.00	98,858.82
HOCHHAUSER	BARBARA & ABRAHAM HOCHHAUSER	CLASS 3	175,000.00	20,233.80	0.00	154,766.20
HOCHHEIMER	RONALD M & PATRICIA A HOCHHEIMER	CLASS 3	25,000.00	2,762.50	0.00	22,237.50
HOCK	SARAH HOCK	CLASS 3	90,000.00	1,522.50	0.00	88,477.50
HOCKMAN	MAINSTAR-FBO BETTY HOCKMAN R2177312	CLASS 3	27,000.00	1,120.50	0.00	25,879.50
HOCKMAN	MAINSTAR-FBO BETTY HOCKMAN T2177311	CLASS 3	72,000.00	2,988.00	0.00	69,012.00
HOCKMAN	MAINSTAR-FBO MICHAEL HOCKMAN R2177255	CLASS 3	30,000.00	1,245.00	0.00	28,755.00
HOCKMAN	MAINSTAR-FBO MICHAEL HOCKMAN T2177256	CLASS 3	53,500.00	2,220.25	0.00	51,279.75
HODDINOTT	WILLIAM S II & BONNIE L HODDINOTT	CLASS 3	25,000.00	14,200.44	0.00	10,799.56
HODGE	JOHN E & LYNN W HODGE	CLASS 3	349,330.00	23,293.76	0.00	326,036.24
HODNE	MAINSTAR-FBO RUTH HODNE T2177455	CLASS 3	42,000.00	574.00	0.00	41,426.00
HODNE	THOMAS T & RUTH HODNE	CLASS 3	60,000.00	1,410.00	0.00	58,590.00
HOEGEMEYER	THE HOEGEMEYER FT	CLASS 3	25,000.00	1,750.00	0.00	23,250.00
HOEM	MIDLAND NL-FBO EDWARD HOEM	CLASS 5	50,000.00	21,954.55	0.00	28,045.45
HOERNER	MAINSTAR-FBO JEFFREY D HOERNER T2175149	CLASS 3	52,500.00	3,834.17	0.00	48,665.83
HOFF	GLEN & KATHRYN HOFF	CLASS 3	50,000.00	8,978.50	0.00	41,021.50
HOFF	PROV. TR GP-FBO KATHRYN I HOFF IRA	CLASS 5	303,678.59	93,380.57	0.00	210,298.02

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HOFFMAN	HOFFMAN FT	CLASS 3	250,000.00	1,375.00	0.00	248,625.00
HOFFMAN	JOHN & REBECCA HOFFMAN	CLASS 3	50,000.00	2,051.41	0.00	47,948.59
HOFFMAN	JUNE M HOFFMAN	CLASS 3	40,000.00	861.13	0.00	39,138.87
HOFFMAN	PAUL D & MARY F HOFFMAN	CLASS 3	100,000.00	5,288.91	0.00	94,711.09
HOFFMAN	RICHARD S & DENISE C HOFFMAN	CLASS 3	40,000.00	420.00	0.00	39,580.00
HOFFMAN	ROBERT HOFFMAN	CLASS 3	40,000.00	377.78	0.00	39,622.22
HOFFMAN	THEODORE & PATRICIA HOFFMAN	CLASS 3	195,000.00	13,786.59	0.00	181,213.41
HOFMANN	IRA SVCS TR CO-CFBO CAROL HOFMANN	CLASS 3	177,500.00	1,479.16	0.00	176,020.84
HOFTIEZER/BUNKERS	ELAINE HOFTIEZER & JENNIFER BUNKERS	CLASS 3	25,000.00	1,312.54	0.00	23,687.46
HOGANSON	VICKY F HOGANSON	CLASS 3	50,000.00	5,092.33	0.00	44,907.67
HOGG	MIRIAM L HOGG	CLASS 3	100,000.00	2,083.35	0.00	97,916.65
HOKANSON	RUSSELL KENT & DORIS LEONE HOKANSON	CLASS 3	125,000.00	7,266.67	0.00	117,733.33
HOKANSON	THE RUSSELL & DORIS HOKANSON LT	CLASS 3	100,000.00	3,783.33	0.00	96,216.67
HOKE	THE JOHN NEVIN HOKE RT U/A/D 01/19/16	CLASS 3	40,000.00	1,733.36	0.00	38,266.64
HOLBERT	CURTIS E & ELIZABETH A HOLBERT	CLASS 3	200,000.00	3,750.01	0.00	196,249.99
HOLBROOK	FRED J & BESSIE B HOLBROOK	CLASS 3	490,000.00	10,200.00	0.00	479,800.00
HOLBROOK	PROV. TR GP-FBO KENNETH L HOLBROOK IRA	CLASS 3	180,000.00	22,727.77	0.00	157,272.23
HOLDEN	MAINSTAR-FBO KIMBERLY F HOLDEN T2178162	CLASS 3	86,839.00	796.03	0.00	86,042.97
HOLDEN	WILLIAM L HOLDEN JR	CLASS 3	240,000.00	29,367.05	1,000.00	209,632.95
HOLDENER	FRED R & HELEN I HOLDENER	CLASS 3	200,000.00	8,027.84	0.00	191,972.16
HOLEWINSKI	KATHLEEN A HOLEWINSKI	CLASS 3	25,000.00	458.35	0.00	24,541.65
HOLLAND	BETTY B HOLLAND LT UTD 02/20/98	CLASS 3	175,000.00	21,227.11	0.00	153,772.89
HOLLAND	MARIA T HOLLAND	CLASS 3	575,000.00	67,200.31	0.00	507,799.69
HOLLAND	PROV. TR GP-FBO MARIA T HOLLAND IRA	CLASS 3	58,880.00	6,602.88	0.00	52,277.12
HOLLAND	SAMUEL GENE HOLLAND	CLASS 5	300,000.00	20,095.84	2,000.00	277,904.16
HOLLER	MAINSTAR-FBO PETER D HOLLER R2178065	CLASS 3	50,000.00	911.11	0.00	49,088.89
HOLLER	MAINSTAR-FBO PETER D HOLLER T2176546	CLASS 3	25,159.00	1,425.67	0.00	23,733.33
HOLLEY	HORACE P HOLLEY JR	CLASS 3	90,000.00	3,204.22	0.00	86,795.78
HOLLIDAY	KAREN & NOEL HOLLIDAY	CLASS 3	30,000.00	745.00	0.00	29,255.00

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HOLLINGSWORTH	MAINSTAR-FBO C HOLLINGSWORTH T2176325	CLASS 3	373,000.00	11,759.86	0.00	361,240.14
HOLLOWAY	MABEL HOLLOWAY	CLASS 3	100,000.00	1,069.45	0.00	98,930.55
HOLLOWAY	RONALD W & MARY C HOLLOWAY	CLASS 3	100,000.00	5,041.71	0.00	94,958.29
HOLLOWELL	PAUL M HOLLOWELL	CLASS 3	100,000.00	5,337.53	0.00	94,662.47
HOLLY	PROV. TR GP-FBO JIMMY HOLLY IRA	CLASS 3	180,000.00	31,794.38	0.00	148,205.62
HOLMAN	MARK & KATHY HOLMAN	CLASS 3	50,000.00	604.16	0.00	49,395.84
HOLMES	DAVID & PEGGY HOLMES	CLASS 3	100,000.00	388.89	0.00	99,611.11
HOLMES	DELORES J HOLMES	CLASS 3	70,000.00	3,486.36	0.00	66,513.64
HOLMES	JEFFREY & PATRICIA HOLMES	CLASS 3	250,000.00	15,036.87	0.00	234,963.13
HOLMES	JEFFREY & PATRICIA HOLMES	CLASS 3*	50,000.00	3,783.33	0.00	46,216.67
HOLMES	NANCY H & STEPHEN F HOLMES	CLASS 3	99,650.00	16,331.32	0.00	83,318.68
HOLSTEAD	THE HOLSTEAD TR DTD 02/16/16	CLASS 3	60,000.00	9,386.62	990.00	49,623.38
HOLZAPFEL	PROV. TR GP-FBO REX HOLZAPFEL IRA	CLASS 3	26,400.00	2,268.93	0.00	24,131.07
HOLZAPFEL	PROV. TR GP-FBO VICTORIA HOLZAPFEL IRA	CLASS 3	53,000.00	4,555.06	0.00	48,444.94
HOLZMANN	THEODORE W & DIANE K HOLZMANN	CLASS 3	25,000.00	665.96	0.00	24,334.04
HOLZWARTH	COLLIN K HOLZWARTH	CLASS 3	50,000.00	7,275.01	0.00	42,724.99
HOMAN	DANIEL L & BRENDA L HOMAN RLT	CLASS 3	166,500.00	23,871.56	0.00	142,628.44
HOMAN	DANIEL L & BRENDA L HOMAN RLT	CLASS 5	50,000.00	7,168.64	0.00	42,831.36
HOMAN	GREGORY MARK & JANE MARIE HOMAN	CLASS 3	50,000.00	1,432.31	0.00	48,567.69
HOMAN	PROV. TR GP-FBO MICHELE R HOMAN IRA	CLASS 5	100,000.00	35,361.00	0.00	64,639.00
HOMAN	RICK J & CATHLEEN J HOMAN	CLASS 3	210,000.00	36,605.03	0.00	173,394.97
HOMAN	RICK J & CATHLEEN J HOMAN	CLASS 5	216,500.00	37,738.04	0.00	178,761.96
HOMAN	THE RYAN & JANELLE HOMAN RT DTD 03/22/16	CLASS 3	25,000.00	460.41	0.00	24,539.59
HOMOLA	PAUL J & MARIA D HOMOLA	CLASS 3	50,000.00	6,358.33	0.00	43,641.67
HONIG	PAUL HONIG	CLASS 3	35,000.00	488.54	0.00	34,511.46
HONIG	PAUL HONIG RLT 04/19/99/PAUL HONIG	CLASS 3	265,000.00	45,873.61	0.00	219,126.39
HONIG	PAUL HONIG RLT 04/19/99/PAUL HONIG	CLASS 5	100,000.00	17,310.80	0.00	82,689.20
HONIG	PROV. TR GP-FBO CARLA HONIG IRA	CLASS 3	382,669.02	30,088.33	0.00	352,580.69
HONIG	PROV. TR GP-FBO CARLA HONIG IRA	CLASS 5	150,000.00	11,794.13	0.00	138,205.87

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HONIG	PROV. TR GP-FBO PAUL HONIG IRA	CLASS 3	57,281.91	7,799.30	0.00	49,482.61
HONIG	PROV. TR GP-FBO PAUL HONIG IRA	CLASS 5	100,000.00	13,615.64	0.00	86,384.36
HONMA/ORTIZ	MAILE K HONMA & SHARON LYNN ORTIZ	CLASS 3	26,000.00	1,154.81	0.00	24,845.19
HOOD	KEN R & KENDRA J HOOD	CLASS 3	50,000.00	3,158.33	0.00	46,841.67
HOOD	MAINSTAR-FBO TERRY C HOOD	CLASS 3	42,016.31	2,696.05	0.00	39,320.26
HOOD	MICHAEL HOUSTON HOOD	CLASS 5	80,000.00	32,186.23	0.00	47,813.77
HOOI	KOK KING & EFINA HOOI	CLASS 3	50,000.00	1,100.00	0.00	48,900.00
HOOKS	THE HOOKS FLT, ROY & ROSE HOOKS	CLASS 5	300,000.00	107,708.21	0.00	192,291.79
HOOPER	GARY CLIFTON HOOPER	CLASS 3	110,000.00	5,092.12	0.00	104,907.88
HOPE	ROSE-ELLEN HOPE	CLASS 3	75,000.00	14,383.96	0.00	60,616.04
HOPKINS	THE STEPHEN D HOPKINS TR	CLASS 5	50,000.00	17,402.94	0.00	32,597.06
HOPSON	KENNETH M & NANCY K HOPSON RLT 04/28/11	CLASS 3	25,000.00	1,470.83	0.00	23,529.17
HORN	JAMES R HORN	CLASS 3	50,000.00	5,285.37	0.00	44,714.63
HORN	MAINSTAR-FBO ELIZABETH J HORN	CLASS 3	78,218.25	4,623.57	0.00	73,594.68
HORNADAY	ALAN L & MARY L HORNADAY	CLASS 3	100,000.00	5,283.33	0.00	94,716.67
HORNBAKER	MARY E HORNBAKER	CLASS 3	150,000.00	4,987.50	0.00	145,012.50
HORNER	CRAIG W & MARIANNE HORNER	CLASS 3	50,000.00	2,121.50	0.00	47,878.50
HORNER	CRAIG W HORNER DDS PC PSP	CLASS 3	50,000.00	2,121.50	0.00	47,878.50
HORNER	MARIANNE DRUVA HORNER TR	CLASS 3	50,000.00	1,433.33	0.00	48,566.67
HORNFECK	IRA SVCS TR CO-CFBO TERESA C HORNFECK IRA	CLASS 3	160,000.00	18,515.89	0.00	141,484.11
HORNFECK	TERESA C HORNFECK	CLASS 3	510,000.00	97,250.88	0.00	412,749.12
HORNING	ALLEN & MARY HORNING	CLASS 3	135,000.00	30,819.26	1,255.79	102,924.95
HORNING	ALLEN & MARY HORNING	CLASS 5	60,000.00	13,697.45	558.13	45,744.42
HORNING	PROV. TR GP-FBO ALLEN HORNING IRA	CLASS 5	80,000.00	10,533.33	0.00	69,466.67
HORNING	PROV. TR GP-FBO MARY E HORNING IRA	CLASS 5	95,699.00	6,512.85	0.00	89,186.15
HORNUNG	BRIAN J & JULIE A HORNUNG	CLASS 3	25,000.00	1,538.92	0.00	23,461.08
HORNUNG	EDWARD J & ARLENE F HORNUNG JRT	CLASS 3	25,000.00	1,295.18	0.00	23,704.82
HORST	HELEN & CHESTER HORST	CLASS 3	30,000.00	683.33	0.00	29,316.67
HORST	RALPH HORST	CLASS 3	100,000.00	4,459.75	0.00	95,540.25

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HORTON	WILLIAM H HORTON	CLASS 3	25,000.00	943.04	0.00	24,056.96
HORVATH	IRA SVCS TR CO-CFBO MARGO HORVATH	CLASS 3	120,000.00	2,712.50	0.00	117,287.50
HORWOOD	DOUG & MARION HORWOOD	CLASS 3	125,000.00	13,901.32	0.00	111,098.68
HOSKING	DONNA J HOSKING	CLASS 3	70,000.00	816.67	0.00	69,183.33
HOTTOVY	PROV. TR GP-FBO TODD HOTTOVY IRA	CLASS 3	25,000.00	2,812.50	0.00	22,187.50
HOUCHIN	RICHARD & MARY HOUCHIN	CLASS 3	100,000.00	6,116.67	0.00	93,883.33
HOUDEK	ROBERT HOUDEK	CLASS 3	35,000.00	1,272.66	0.00	33,727.34
HOUDEN	TIMOTHY S HOUDEN LT UAD 05/02/02	CLASS 3	100,000.00	7,758.29	0.00	92,241.71
HOULIHAN	PROV. TR GP-FBO ROBERT K HOULIHAN IRA	CLASS 3	100,000.00	13,702.81	0.00	86,297.19
HOUSER	PROV. TR GP-FBO DAVID HOUSER IRA	CLASS 3	50,000.00	379.17	0.00	49,620.83
HOUSTON	DOUGLAS H & LISA D HOUSTON	CLASS 5	100,000.00	28,464.09	0.00	71,535.91
HOVE	MICHAEL H & BRENDA K HOVE	CLASS 3	100,000.00	9,305.72	0.00	90,694.28
HOVEN	PROV. TR GP-FBO DAN HOVEN IRA	CLASS 3	72,190.00	3,831.95	0.00	68,358.05
HOWARD	BARBARA HOWARD	CLASS 5	100,000.00	36,374.86	0.00	63,625.14
HOWARD	NINA HOWARD	CLASS 3	25,000.00	586.82	0.00	24,413.18
HOWARD	PROV. TR GP-FBO LINDA JANE HOWARD IRA	CLASS 3	54,535.00	1,092.21	0.00	53,442.79
HOWARD	WILLIAM MOSS HOWARD	CLASS 3	85,000.00	4,295.00	0.00	80,705.00
HOWDEN	IRA SVCS TR CO-CFBO KATHLEEN P HOWDEN	CLASS 3	48,600.00	7,464.50	0.00	41,135.50
HOWDEN	IRA SVCS TR CO-CFBO KENNETH R HOWDEN IRA	CLASS 3	60,200.00	9,598.17	0.00	50,601.83
HOWDEN	IRA SVCS TR CO-CFBO RODNEY K HOWDEN	CLASS 3	302,500.00	27,078.03	0.00	275,421.97
HOWE	ROBERT W HOWE A/E RT AMND 02/07/02	CLASS 3	115,000.00	26,807.69	0.00	88,192.31
HOWELL	JOE C HOWELL	CLASS 5	136,808.98	10,679.32	0.00	126,129.66
HOWELL	PROV. TR GP-FBO ERIC & JULIE HOWELL ICA	CLASS 5	50,000.00	16,541.82	0.00	33,458.18
HOWELL	PROV. TR GP-FBO JAMES HOWELL IRA	CLASS 3	29,310.00	1,841.65	0.00	27,468.35
HOWELL	PROV. TR GP-FBO JANIS A HOWELL IRA	CLASS 3	100,000.00	7,784.44	0.00	92,215.56
HOYER	IRA SVCS TR CO-CFBO KIRSTEN HOYER IRA	CLASS 5	100,000.00	17,777.71	0.00	82,222.29
HOYER	KIRSTEN HOYER	CLASS 5	100,000.00	13,138.84	0.00	86,861.16
HOYING	DAVID HOYING	CLASS 3	50,000.00	1,263.90	0.00	48,736.10
HRIN	BETTY J HRIN	CLASS 3	50,000.00	5,834.48	0.00	44,165.52

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 3 - Schedule of Principal Amounts and Prepetition Distributions**

Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
HRIN	BETTY J HRIN	CLASS 5	100,000.00	11,668.97	0.00	88,331.03
HRONEK	DOUGLAS HRONEK	CLASS 3	200,000.00	31,882.03	0.00	168,117.97
HRONEK	THE HRONEK FT	CLASS 3	299,700.00	49,987.65	0.00	249,712.35
HRUBY	JAMES HRUBY	CLASS 3	50,000.00	3,150.00	0.00	46,850.00
HRUBY	MAINSTAR-FBO JAMES HRUBY	CLASS 3	144,000.00	8,034.00	0.00	135,966.00
HSU	HSU FT DTD 10/17/98	CLASS 3	50,000.00	5,493.12	0.00	44,506.88
HU	YUNGANG HU	CLASS 3	200,000.00	6,439.70	0.00	193,560.30
HUA	WAYNE HUA	CLASS 3	25,000.00	1,812.50	1,000.00	22,187.50
HUANG	ERIC HUANG	CLASS 3	25,000.00	829.17	0.00	24,170.83
HUANG	HUNG-CHANG W HUANG	CLASS 3	25,000.00	1,306.21	0.00	23,693.79
HUBBARD	BILLY D HUBBARD	CLASS 5	100,000.00	40,916.51	0.00	59,083.49
HUBBARD	HARRY HUBBARD	CLASS 3	50,000.00	4,440.29	0.00	45,559.71
HUBBARD	MAINSTAR-FBO JON P HUBBARD T2178168	CLASS 3	89,500.00	713.51	0.00	88,786.49
HUBCHIK	GORDON HUBCHIK	CLASS 3	50,000.00	5,201.35	0.00	44,798.65
HUBER	BEATRIZ G & DIANA HUBER	CLASS 5	100,000.00	2,027.77	0.00	97,972.23
HUBER	BEATRIZ G HUBER TR	CLASS 3	60,000.00	1,380.00	0.00	58,620.00
HUBER	DIANA L HUBER LT U/A DTD 04/12/04	CLASS 3	33,174.00	0.00	0.00	33,174.00
HUBER	LINDA & ROBERT HUBER JR	CLASS 3	25,000.00	1,380.21	0.00	23,619.79
HUBER	MAUREEN HUBER	CLASS 3	50,000.00	152.78	0.00	49,847.22
HUBER/KURUPAS	BEATRIZ HUBER & DEBORAH KURUPAS	CLASS 3	50,000.00	350.00	0.00	49,650.00
HUDDLESTON	IRA SVCS TR CO-CFBO RICHARD B HUDDLESTON	CLASS 3	101,000.00	4,850.78	0.00	96,149.22
HUDSON	EDWARD HUDSON	CLASS 3	100,000.00	3,448.59	0.00	96,551.41
HUDSON	NANCY HUDSON TTEE LU HUDSON FT 02/27/91	CLASS 3	125,000.00	8,999.97	0.00	116,000.03
HUDSON	PROV. TR GP-FBO MARK HUDSON IRA	CLASS 3	92,500.00	4,443.71	0.00	88,056.29
HUELSMAN	GERALD L & BETTY HUELSMAN	CLASS 3	25,000.00	489.60	0.00	24,510.40
HUEY	GLENN C HUEY	CLASS 3	110,000.00	7,250.87	0.00	102,749.13
HUEY	PROV. TR GP-FBO MONIKA L HUEY IRA	CLASS 3	62,500.00	5,302.08	0.00	57,197.92
HUFF	SUSAN HUFF	CLASS 3	40,000.00	994.46	0.00	39,005.54
HUFF	THE ERIN & JONATHAN HUFF RT DTD 08/19/16	CLASS 3	50,000.00	2,130.59	0.00	47,869.41

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
HUFFMAN	CINDY & RANDALL HUFFMAN	CLASS 3	25,000.00	1,453.51	0.00	23,546.49
HUFFMAN	RANDALL E & KELLY J HUFFMAN	CLASS 3	200,000.00	23,624.87	0.00	176,375.13
HUGGINS	HARVEY A HUGGINS	CLASS 3	25,000.00	166.67	0.00	24,833.33
HUGHES	JANTZEN & BETTY JEAN HUGHES	CLASS 3	100,000.00	3,166.67	0.00	96,833.33
HUGHES	LINDA M HUGHES RT DTD 01/15/04	CLASS 3	120,000.00	2,400.00	0.00	117,600.00
HUGHES	SONIA M & JAMES J HUGHES	CLASS 3	100,000.00	7,305.56	0.00	92,694.44
HUIZING	LORETTA & THOMAS HUIZING	CLASS 3	50,000.00	9,143.02	0.00	40,856.98
HULL	DEBORAH & GARY HULL	CLASS 3	40,000.00	111.11	0.00	39,888.89
HULL	JOSEPH C HULL	CLASS 5	950,000.00	233,411.03	0.00	716,588.97
HULL	NORMAN F HULL JR	CLASS 3	50,000.00	2,643.09	0.00	47,356.91
HULL	WESLEY F HULL	CLASS 3	50,000.00	18,018.93	0.00	31,981.07
HULL	WESLEY F HULL	CLASS 5	500,000.00	180,189.28	0.00	319,810.72
HULLINGER	PROV. TR GP-FBO BENNY HULLINGER IRA	CLASS 3	236,000.00	23,728.75	0.00	212,271.25
HULTMAN	CAROL MAE HULTMAN	CLASS 3	50,000.00	0.00	0.00	50,000.00
HULTMAN	MARY HULTMAN	CLASS 3	25,000.00	0.00	0.00	25,000.00
HUMBER	DEBORAH HUMBER	CLASS 3	25,000.00	1,287.50	0.00	23,712.50
HUMBERT	GREGORY HUMBERT	CLASS 3	100,000.00	3,055.58	0.00	96,944.42
HUMBERT	MAINSTAR-FBO DANA HUMBERT TW004165	CLASS 3	107,600.00	669.51	0.00	106,930.49
HUMBERT	MAX & SHELIA HUMBERT	CLASS 3	1,519,500.00	281,419.04	0.00	1,238,080.96
HUMPHRIES	MERVIN G & MARY HUMPHRIES	CLASS 3	75,000.00	4,075.69	1,000.00	69,924.31
HUNG	MAINSTAR-FBO RONNIE HUNG T2176224	CLASS 3	525,000.00	37,759.86	0.00	487,240.14
HUNG	MAINSTAR-FBO SUSANNA HUNG T2177355	CLASS 3	72,000.00	2,226.00	0.00	69,774.00
HUNKINS	CHARLENE & RICHARD HUNKINS	CLASS 3	100,000.00	5,555.60	0.00	94,444.40
HUNT	KEVIN HUNT	CLASS 3	500,000.00	88,734.00	0.00	411,266.00
HUNT	MAINSTAR-FBO SHERYL A HUNT T2177259	CLASS 3	69,200.00	2,906.35	0.00	66,293.65
HUNT	PROV. TR GP-FBO RUSSELL H HUNT IRA	CLASS 3	104,000.00	5,588.86	0.00	98,411.14
HUNT	SUSAN HUNT	CLASS 3	40,000.00	1,333.36	0.00	38,666.64
HUNT	TERRENCE D & MARY L HUNT	CLASS 3	40,000.00	6,766.67	0.00	33,233.33
HUNTEMAN	LOUIS & GERALDINE HUNTEMAN	CLASS 3	30,000.00	350.00	0.00	29,650.00

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
HUNTER	GARY HUNTER	CLASS 3	100,000.00	2,638.91	0.00	97,361.09
HUNTER	KENNETH HUNTER	CLASS 3	45,000.00	1,478.13	0.00	43,521.87
HUNTER	MAINSTAR-FBO KELLI HUNTER	CLASS 3	500,000.00	39,111.11	0.00	460,888.89
HUNTER	ROBERT A HUNTER	CLASS 5	50,000.00	9,966.67	0.00	40,033.33
HURLBURT	ALLEN F & ANN M HURLBURT	CLASS 3	25,000.00	3,360.91	0.00	21,639.09
HURLBURT	ALLEN F & ANN M HURLBURT	CLASS 5	100,000.00	13,443.66	0.00	86,556.34
HURLEY	PROV. TR GP-FBO ROBERT HURLEY INH IRA	CLASS 3	60,000.00	4,137.50	0.00	55,862.50
HURTADO	RICARDO HURTADO	CLASS 5	80,000.00	14,942.28	0.00	65,057.72
HUSEMAN	MARTHA C HUSEMAN	CLASS 3	50,000.00	2,784.68	0.00	47,215.32
HUSH	MONA HUSH	CLASS 3	70,000.00	6,222.29	0.00	63,777.71
HUSSMANN	MAINSTAR-FBO ANNETTE HUSSMANN	CLASS 3	79,000.00	10,862.50	1,000.00	67,137.50
HUSTED	PROV. TR GP-FBO MICHAEL P HUSTED IRA	CLASS 3	50,000.00	15,509.21	0.00	34,490.79
HUTCHINSON	MAINSTAR-FBO NINA HUTCHINSON TW003852	CLASS 3	72,000.00	2,184.00	0.00	69,816.00
HUTCHINSON	NINA & EDWARD HUTCHINSON	CLASS 3	25,000.00	1,534.77	0.00	23,465.23
HUTTO	BOB D & RUTH S HUTTO	CLASS 3	50,000.00	3,636.03	0.00	46,363.97
HUTTO	GREGORY HUTTO	CLASS 3	25,000.00	1,813.15	0.00	23,186.85
HUTTON	IRA SVCS TR CO-CFBO HAROLD D HUTTON IRA	CLASS 3	25,000.00	1,421.91	0.00	23,578.09
HUWE	MICHAEL HUWE	CLASS 3	50,000.00	6,619.55	0.00	43,380.45
HWANG	THE 1987 HWANG LT DTD 03/12/87	CLASS 3	25,000.00	414.33	0.00	24,585.67
HYDE	CONSTANCE HYDE	CLASS 3	25,000.00	0.00	0.00	25,000.00
HYDE	NANCY HYDE	CLASS 3	55,000.00	2,572.04	0.00	52,427.96
HYKES	AMOS & FRANCES HYKES	CLASS 3	125,000.00	3,887.51	0.00	121,112.49
HYLAND	RICHARD HYLAND JR	CLASS 3	80,000.00	898.33	0.00	79,101.67
HYMAS	DOUGLAS & PATRICIA HYMAS	CLASS 3	85,000.00	276.25	0.00	84,723.75
HYMEL	PROV. TR GP-FBO BRETT C HYMEL IRA	CLASS 5	59,000.00	13,783.06	0.00	45,216.94
HYSICK	JIM M & SHEILA O HYSICK	CLASS 3	50,000.00	6,591.74	0.00	43,408.26
IACOVINO	MICHAEL A & ELIZABETH E IACOVINO	CLASS 3	250,000.00	6,145.85	0.00	243,854.15
IANNELLA	FRANK D IANNELLA RT 10/19/04	CLASS 3	50,000.00	6,386.15	0.00	43,613.85
IC AVIATION	IC AVIATION	CLASS 3	50,000.00	3,858.33	0.00	46,141.67

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ICE NINE	ICE NINE INC	CLASS 3	54,000.00	157.50	0.00	53,842.50
IDDINS	BRENDA IDDINS	CLASS 3	50,000.00	2,991.67	0.00	47,008.33
ILIFFE	AMY ILIFFE	CLASS 3	65,000.00	3,596.67	0.00	61,403.33
INENDINO	MAINSTAR-FBO ANTHONY D INENDINO T2175470	CLASS 3	69,000.00	6,406.14	0.00	62,593.86
INENDINO	MAINSTAR-FBO ANTHONY D INENDINO T2175470	CLASS 5	100,000.00	9,284.25	0.00	90,715.75
INGEBRIGTSEN	BARBARA LEE INGBRIGTSEN	CLASS 3	100,000.00	11,999.99	0.00	88,000.01
INJEYAN	MAINSTAR-FBO HAGOP INJEYAN T2178622	CLASS 3	100,000.00	111.11	0.00	99,888.89
INMAN	RICHARD H INMAN	CLASS 3	150,000.00	9,100.00	0.00	140,900.00
INOUE	ROBERT M INOUE	CLASS 3	25,000.00	402.79	0.00	24,597.21
INSURANCE EDUC.	INSURANCE EDUCATIONAL FOUNDATION	CLASS 5	500,000.00	54,076.20	0.00	445,923.80
INZER	PROV. TR GP-FBO ROBERT W INZER IRA	CLASS 5	518,950.00	55,805.17	0.00	463,144.83
IOOF SUMMUNDUWOT	IOOF SUMMUNDUWOT LODGE 3	CLASS 3	25,000.00	354.18	0.00	24,645.82
IPOLITO	DOUGLAS IPOLITO	CLASS 3	50,000.00	7,500.00	0.00	42,500.00
IPOLITO	PROV. TR GP-FBO DOUGLAS P IPOLITO IRA	CLASS 5	142,000.00	50,173.14	0.00	91,826.86
IRION	MAINSTAR-FBO PENNY J IRION T2178364	CLASS 3	64,000.00	71.11	0.00	63,928.89
IRISH	TODD S IRISH	CLASS 3	80,000.00	2,457.79	0.00	77,542.21
IRWIN	MAINSTAR-FBO JAMES A IRWIN RW003414	CLASS 3	52,000.00	6,188.00	0.00	45,812.00
IRWIN	MAINSTAR-FBO JAMES IRWIN	CLASS 3	150,000.00	16,087.50	0.00	133,912.50
IRWIN	R THOMAS & CHRISTINE IRWIN RT	CLASS 3	50,000.00	3,472.17	0.00	46,527.83
IRWIN	SUSAN ROWAN IRWIN	CLASS 3	31,955.00	5,148.27	0.00	26,806.73
ISA	PROV. TR GP-FBO DAVID ISA IRA	CLASS 3	100,000.00	4,895.83	0.00	95,104.17
ISAACS	ROBERT & EVA M ISAACS	CLASS 3	30,000.00	458.33	0.00	29,541.67
ISGRO	GIUSEPPE & ROSA ISGRO	CLASS 3	25,000.00	558.33	0.00	24,441.67
ISHAM	PETER M & AMI ISHAM	CLASS 5	200,000.00	1,222.22	0.00	198,777.78
ISHAM	PROV. TR GP-FBO AMI ISHAM IRA	CLASS 5	80,400.00	2,769.33	0.00	77,630.67
ISHAM	PROV. TR GP-FBO PETER M ISHAM IRA	CLASS 5	26,000.00	895.56	0.00	25,104.44
ISRAEL	TERRI ISRAEL	CLASS 3	50,000.00	3,990.23	0.00	46,009.77
ISRAEL	VIVIANNE ISRAEL	CLASS 3	270,000.00	41,881.98	0.00	228,118.02
ISSER	IRWIN ISSER	CLASS 3	275,000.00	32,906.35	0.00	242,093.65

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
ISZLER	MORRIS E & DONNA F ISZLER	CLASS 3	200,000.00	29,942.89	0.00	170,057.11
ITZOE	TED ITZOE	CLASS 3	25,000.00	1,612.50	0.00	23,387.50
IVEY	PROV. TR GP-FBO CHRISTY IVEY IRA	CLASS 3	60,000.00	1,280.00	0.00	58,720.00
IWASAKI	RONALD SEIJI & SHERRY KATHRYN IWASAKI	CLASS 3	25,000.00	1,408.37	0.00	23,591.63
JABLONSKI	PROV. TR GP-FBO WILLIAM JABLONSKI IRA	CLASS 3	40,631.00	4,286.58	0.00	36,344.42
JACKAMORE	ELAINE JACKAMORE	CLASS 3	25,000.00	18.06	0.00	24,981.94
JACKSON	ERIC JACKSON	CLASS 3	100,000.00	5,414.63	0.00	94,585.37
JACKSON	MAINSTAR-FBO BARBARA C JACKSON T2174408	CLASS 3	37,500.00	3,718.75	0.00	33,781.25
JACKSON	MAINSTAR-FBO THERESA R JACKSON	CLASS 3	108,000.00	4,950.00	0.00	103,050.00
JACKSON	MICHAEL C JACKSON	CLASS 3	35,700.00	1,372.47	0.00	34,327.53
JACKSON	PROV. TR GP-FBO LISA M JACKSON ROTH IRA	CLASS 3	67,000.00	6,872.21	0.00	60,127.79
JACKSON	PROV. TR GP-FBO MICHAEL C JACKSON IRA	CLASS 3	214,300.00	8,775.13	0.00	205,524.87
JACKSON	PROV. TR GP-FBO MITCHELL A JACKSON IRA	CLASS 3	60,000.00	9,089.02	0.00	50,910.98
JACKSON	PROV. TR GP-FBO MITCHELL JACKSON ROTH IRA	CLASS 3	76,000.00	7,431.95	0.00	68,568.05
JACKSON	THE JACKSON FT DTD 02/26/03	CLASS 3	100,000.00	916.67	0.00	99,083.33
JACOB	JOANNE C JACOB	CLASS 3	50,000.00	833.33	0.00	49,166.67
JACOB	MAINSTAR-FBO VIRGINIA JACOB T2174527	CLASS 3	142,000.00	14,282.84	0.00	127,717.16
JACOBS	JERALD H JACOBS	CLASS 3	300,000.00	34,789.10	0.00	265,210.90
JACOBS	PROV. TR GP-FBO PAZ JACOBS IRA	CLASS 5	74,250.00	11,735.63	0.00	62,514.37
JACOBS	PROV. TR GP-FBO ROBERT JACOBS IRA	CLASS 5	90,000.00	14,625.00	0.00	75,375.00
JACOBSEN	DINA & RANDALL JACOBSEN	CLASS 3	25,000.00	322.93	0.00	24,677.07
JACOBSON	DAN GREGORY & DEANNA LOUISE JACOBSON	CLASS 3	100,000.00	3,783.33	0.00	96,216.67
JACOBSON	EDWIN L & MARLYS J JACOBSON	CLASS 3	75,000.00	3,262.50	0.00	71,737.50
JACOBSON	LARRY & MARILYN JACOBSON	CLASS 3	60,000.00	2,090.00	0.00	57,910.00
JACOBSON	THE NAOMI JACOBSON RT DTD 11/18/15	CLASS 5	645,000.00	179,120.00	0.00	465,880.00
JACOBUS	PROV. TR GP-FBO SALLY A JACOBUS IRA	CLASS 3	232,873.00	9,213.05	0.00	223,659.95
JACOBY	JACK JACOBY	CLASS 3	150,000.00	8,908.34	0.00	141,091.66
JAFFE	ELIZABETH A & MICHAEL L JAFFE	CLASS 3	100,000.00	8,974.86	0.00	91,025.14
JAGANNATHAN	JAYANTI JAGANNATHAN	CLASS 3	25,000.00	1,936.80	0.00	23,063.20

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JAH REAL ESTATE	JAH REAL ESTATE LLC	CLASS 3	100,000.00	3,958.33	0.00	96,041.67
JAHNA	PENELOPE JAHNA	CLASS 3	25,000.00	520.85	0.00	24,479.15
JAIME	MAINSTAR-FBO DAN JAIME S2177979	CLASS 3	25,000.00	304.17	0.00	24,695.83
JAJA CAPITAL	JAJA CAPITAL LLC	CLASS 3	75,000.00	4,837.50	0.00	70,162.50
JAKOBS	ANGELA & WAYNE JAKOBS	CLASS 3	25,000.00	1,489.62	0.00	23,510.38
JAKOBS	PROV. TR GP-FBO WAYNE JAKOBS IRA	CLASS 3	50,000.00	252.78	0.00	49,747.22
JAN	LAWRENCE & CAROLYN JAN	CLASS 3	25,000.00	86.81	0.00	24,913.19
JANDT	BETTY OR GREG JANDT	CLASS 3	50,000.00	10,201.45	0.00	39,798.55
JANIESCH	ADV. IRA SVC-FBO DARLENE JANIESCH IRA	CLASS 3	39,000.00	715.00	0.00	38,285.00
JANIESCH	PROV. TR GP-FBO JAMES JANIESCH IRA	CLASS 3	205,000.00	36,878.30	0.00	168,121.70
JANIESCH	PROV. TR GP-FBO JAMES JANIESCH IRA	CLASS 5	100,000.00	17,989.41	0.00	82,010.59
JANOW	JAN JANOW	CLASS 3	98,000.00	12,789.47	0.00	85,210.53
JANSEN	MAINSTAR-FBO JAMES G JANSEN T2177860	CLASS 3	75,000.00	1,052.08	0.00	73,947.92
JANSSEN	PROV. TR GP-FBO EDWARD JANSSEN IRA	CLASS 3	35,000.00	449.16	0.00	34,550.84
JARA GROUP II	JARA GROUP II LLC	CLASS 3	1,902,877.00	435,062.21	6,338.48	1,461,476.31
JARA GROUP II	JARA GROUP II LLC	CLASS 3*	50,000.00	6,375.00	0.00	43,625.00
JARA GROUP II	JARA GROUP II LLC	CLASS 5	100,000.00	22,863.39	333.10	76,803.51
JARAMILLO	LUIS A JARAMILLO	CLASS 3	200,000.00	24,738.88	0.00	175,261.12
JARAMILLO	VICTOR S JARAMILLO	CLASS 3	100,000.00	12,604.17	0.00	87,395.83
JARDINE/SHIPLEY	REED F JARDINE & SHAROLYN SHIPLEY	CLASS 3	64,311.00	2,293.79	0.00	62,017.21
JARUS	JANICE JARUS	CLASS 3	50,000.00	583.33	0.00	49,416.67
JASKO	PROV. TR GP-FBO JOHN T JASKO IRA	CLASS 3	107,500.00	11,411.79	0.00	96,088.21
JAVELOV	PROV. TR GP-FBO MARGO JAVELOV IRA	CLASS 3	100,000.00	6,961.11	0.00	93,038.89
JBH FARM	JBH FARM LLC	CLASS 3	75,000.00	14,990.75	0.00	60,009.25
JDH FINANCIAL	JDH FINANCIAL SERVICES INC	CLASS 3	60,000.00	15,966.67	0.00	44,033.33
JEFF THE GEEK	JEFF THE GEEK LLC	CLASS 3	100,000.00	3,500.00	0.00	96,500.00
JEFFERSON	MAINSTAR-FBO CASSANDRA JEFFERSON	CLASS 3	25,000.00	1,241.32	0.00	23,758.68
JEFFREY	RONALD JEFFREY	CLASS 3	120,000.00	8,203.33	0.00	111,796.67
JEHLEN	PROV. TR GP-FBO DAVID JEHLLEN IRA	CLASS 3	47,000.00	3,231.25	0.00	43,768.75

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JEHLEN	PROV. TR GP-FBO FRANCES JEHLLEN IRA	CLASS 3	51,500.00	3,540.63	0.00	47,959.37
JELKE	RICHARD & ELISABETH JELKE	CLASS 3	200,000.00	9,688.87	0.00	190,311.13
JENISCH	JUDY M & GERALD L JENISCH	CLASS 3	25,000.00	541.67	0.00	24,458.33
JENKINS	BUDDY JENKINS	CLASS 3	100,000.00	8,616.67	0.00	91,383.33
JENKINS	MAINSTAR-FBO BETTY J JENKINS T2175662	CLASS 3	100,000.00	7,534.01	0.00	92,465.99
JENKINS	MAINSTAR-FBO RICHARD J JENKINS T2175305	CLASS 3	100,000.00	9,044.44	0.00	90,955.56
JENKINS	MARK D JENKINS	CLASS 3	50,000.00	9,399.94	0.00	40,600.06
JENKS	DANIEL A JENKS & LEONIE G ALLAN-JENKS	CLASS 3	150,000.00	8,020.83	0.00	141,979.17
JENKS	PROV. TR GP-FBO JACK JENKS IRA	CLASS 3	37,000.00	5,714.56	0.00	31,285.44
JENKS-LATOIR	DEBRA JENKS-LATOIR	CLASS 3	30,000.00	4,327.50	0.00	25,672.50
JENNINGS	HORIZON TR CO-FBO PATRICIA M JENNINGS IRA	CLASS 3	50,000.00	5,255.51	0.00	44,744.49
JERVE	IRA SVCS TR CO-CFBO BRUCE D JERVE IRA	CLASS 5	50,000.00	7,191.02	2,000.00	40,808.98
JERVE	JEROME B & DONNA M JERVE JLT	CLASS 3	110,000.00	8,144.41	0.00	101,855.59
JERVE	THE BRUCE D & MARLYS JERVE TR	CLASS 5	50,000.00	7,833.38	0.00	42,166.62
JERZAK	PHILLIP C JERZAK	CLASS 3	200,000.00	14,065.24	0.00	185,934.76
JESSMATT	JESSMATT LLC	CLASS 3	100,000.00	13,228.54	0.00	86,771.46
JESSMATT	JESSMATT LLC	CLASS 5	250,000.00	33,071.36	0.00	216,928.64
JESUALE	DAVID L JESUALE FT	CLASS 3	305,000.00	1,985.34	0.00	303,014.66
JEVREMOV	THE JEVREMOV FT DTD 11/06/99	CLASS 3	25,000.00	1,491.66	0.00	23,508.34
JGW	JGW TR	CLASS 5	50,000.00	5,305.60	0.00	44,694.40
JILEK	DANIEL G JILEK	CLASS 5	200,000.00	19,319.52	0.00	180,680.48
JILEK	GEORGE D JILEK	CLASS 5	75,000.00	6,774.33	0.00	68,225.67
JINGUJI	MAINSTAR-FBO MEGHAN H JINGUJI R2177711	CLASS 3	18,300.00	189.10	0.00	18,110.90
JINGUJI	MAINSTAR-FBO TAD K JINGUJI R2177712	CLASS 3	40,500.00	607.50	0.00	39,892.50
JJCC	PROV. TR GP-FBO JJCC INC RET PLN 160501071	CLASS 3	195,000.00	26,108.33	0.00	168,891.67
JOACHIM	IRIS M JOACHIM TR	CLASS 3	30,000.00	2,200.00	0.00	27,800.00
JODHPURKAR	JEETENDRA & MADHAVI JODHPURKAR	CLASS 3	25,000.00	4,762.58	0.00	20,237.42
JOE	HORIZON TR CO-FBO ARNOLD D JOE TRAD IRA	CLASS 3	49,400.00	576.34	0.00	48,823.66
JOHANNSEN	ROGER & EDNA MAE JOHANNSEN RT	CLASS 3	25,000.00	2,131.19	0.00	22,868.81

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JOHANSEN	PROV. TR GP-FBO ERIC E JOHANSEN IRA	CLASS 3	301,000.00	8,369.47	0.00	292,630.53
JOHNNY LONGBOATS	JOHNNY LONGBOATS INC	CLASS 3	100,000.00	8,490.28	0.00	91,509.72
JOHNSON	ARLENE & MICHAEL JOHNSON	CLASS 3	150,000.00	22,331.58	0.00	127,668.42
JOHNSON	EILEEN G JOHNSON	CLASS 3	50,000.00	4,262.56	0.00	45,737.44
JOHNSON	GEORGE M JOHNSON	CLASS 3	125,000.00	1,536.46	0.00	123,463.54
JOHNSON	ISAAC JOHNSON JR	CLASS 5	100,000.00	33,805.46	0.00	66,194.54
JOHNSON	JAMES E JOHNSON LT	CLASS 3	135,000.00	12,216.16	0.00	122,783.84
JOHNSON	JAMES JOHNSON	CLASS 3	1,000,000.00	94,570.36	0.00	905,429.64
JOHNSON	JULIE JOHNSON	CLASS 3	50,000.00	7,725.00	0.00	42,275.00
JOHNSON	KEITH JOHNSON	CLASS 3	60,000.00	210.00	0.00	59,790.00
JOHNSON	KENNETH H & MARY L JOHNSON	CLASS 3	112,000.00	9,778.18	0.00	102,221.82
JOHNSON	KENT N JOHNSON	CLASS 3	150,000.00	20,038.51	0.00	129,961.49
JOHNSON	KENT N JOHNSON	CLASS 5	100,000.00	13,359.01	0.00	86,640.99
JOHNSON	MAINSTAR-FBO BARBARA A JOHNSON	CLASS 3	104,000.00	5,952.55	0.00	98,047.45
JOHNSON	MAINSTAR-FBO JANET JOHNSON RW003506	CLASS 3	52,211.57	3,492.82	0.00	48,718.75
JOHNSON	MAINSTAR-FBO KENNETH H JOHNSON	CLASS 3	25,966.15	1,974.15	0.00	23,992.00
JOHNSON	MAINSTAR-FBO LINDA JOHNSON TW003399	CLASS 3	150,000.00	13,604.16	0.00	136,395.84
JOHNSON	MAINSTAR-FBO MARY L JOHNSON	CLASS 3	24,003.21	1,824.92	0.00	22,178.29
JOHNSON	MAINSTAR-FBO RICHARD JOHNSON RW003507	CLASS 3	79,713.56	5,319.96	0.00	74,393.60
JOHNSON	MARILYN JOHNSON	CLASS 3	220,000.00	20,631.16	0.00	199,368.84
JOHNSON	MITCHELL W & VICTORIA M JOHNSON	CLASS 3	100,000.00	4,225.71	0.00	95,774.29
JOHNSON	PROV. TR GP-FBO ALVIN F JOHNSON IRA	CLASS 3	150,000.00	32,112.84	0.00	117,887.16
JOHNSON	PROV. TR GP-FBO GILBERT R JOHNSON IRA	CLASS 3	97,004.94	9,282.83	0.00	87,722.11
JOHNSON	PROV. TR GP-FBO MITCHELL JOHNSON ROTH IRA	CLASS 3	38,956.00	1,778.99	0.00	37,177.01
JOHNSON	PROV. TR GP-FBO PATRICIA JOHNSON IRA	CLASS 3	25,000.00	663.19	0.00	24,336.81
JOHNSON	PROV. TR GP-FBO ROGER D JOHNSON IRA	CLASS 3	500,000.00	38,680.56	0.00	461,319.44
JOHNSON	RICHARD E JOHNSON SR	CLASS 3	150,000.00	13,700.00	0.00	136,300.00
JOHNSON	SUE B JOHNSON	CLASS 5	200,000.00	67,055.32	0.00	132,944.68
JOHNSON	SUNWEST TR WANDA D JOHNSON INH IRA	CLASS 3	112,000.00	16,912.00	0.00	95,088.00

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JOHNSON	TRAVIS JOHNSON	CLASS 5	100,000.00	8,094.41	0.00	91,905.59
JOHNSON	WALLACE D & BARBARA A JOHNSON	CLASS 3	100,000.00	9,525.00	0.00	90,475.00
JOHNSTON	DEBRA & DEAN JOHNSTON	CLASS 3	25,000.00	1,498.65	0.00	23,501.35
JOHNSTON	HEATHER JOHNSTON	CLASS 3	125,000.00	1,509.69	0.00	123,490.31
JOHNSTON	THE VICTOR D JOHNSTON SPENDTHRIFT TR	CLASS 3	97,000.00	0.00	0.00	97,000.00
JOHNSTON	VICTOR D JOHNSTON LIFE INSURANCE TR	CLASS 3	116,000.00	0.00	0.00	116,000.00
JOLLEY	MAINSTAR-FBO MICHAEL T JOLLEY T2177094	CLASS 3	66,450.00	2,185.47	0.00	64,264.53
JOLLEY	MAINSTAR-FBO SUSAN JOLLEY	CLASS 3	62,650.00	8,912.00	0.00	53,738.00
JONES	BRAD JONES	CLASS 3	40,000.00	811.12	9,000.00	30,188.88
JONES	ETHEL M JONES	CLASS 3	50,000.00	1,034.71	0.00	48,965.29
JONES	FLOYD JONES	CLASS 3	250,000.00	26,236.07	0.00	223,763.93
JONES	JAMES A JONES	CLASS 5	100,000.00	13,527.72	0.00	86,472.28
JONES	MAINSTAR-FBO COLLEEN JONES TW004096	CLASS 3	203,000.00	3,157.78	0.00	199,842.22
JONES	MAINSTAR-FBO GLEN JONES T2175822	CLASS 3	31,504.00	1,798.36	0.00	29,705.64
JONES	MAINSTAR-FBO LUCRICIA PAT JONES T2175821	CLASS 3	35,300.77	2,015.09	0.00	33,285.68
JONES	MAINSTAR-FBO MICHAEL R JONES TW003723	CLASS 3	40,000.00	2,195.55	0.00	37,804.45
JONES	MAINSTAR-FBO ROBERT JONES TW004097	CLASS 3	147,000.00	4,402.22	0.00	142,597.78
JONES	MAINSTAR-FBO WILLIE A JONES T2178204	CLASS 3	26,000.00	70.78	0.00	25,929.22
JONES	MAINSTAR-FBO WILLIE L JONES JR T2178239	CLASS 3	95,000.00	950.00	0.00	94,050.00
JONES	PAUL JONES	CLASS 3	25,000.00	559.04	0.00	24,440.96
JONES	PAULENIA A JONES	CLASS 3	115,000.00	5,686.15	0.00	109,313.85
JONES	PROV. TR GP-FBO DWAUNE B JONES IRA	CLASS 3	100,000.00	3,822.22	0.00	96,177.78
JONES	PROV. TR GP-FBO GERRY B JONES IRA	CLASS 5	60,000.00	15,133.33	0.00	44,866.67
JONES	ROBERT B JONES	CLASS 3	100,000.00	1,527.79	0.00	98,472.21
JONES	ROY DONALD & MARTHA L JONES	CLASS 3	100,000.00	2,864.57	0.00	97,135.43
JONES	RUBY HALL JONES	CLASS 5	50,000.00	18,958.50	0.00	31,041.50
JONES	SAUNDRA SUE JONES	CLASS 3	60,000.00	15,612.47	0.00	44,387.53
JONES	STEVEN S JONES	CLASS 3	100,000.00	15,516.67	0.00	84,483.33
JONES	SUNWEST TR JEFFREY M JONES IRA	CLASS 3	60,000.00	5,946.49	0.00	54,053.51

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JONES	T J JONES	CLASS 5	50,000.00	22,152.96	0.00	27,847.04
JONES	TERESA JONES	CLASS 3	100,000.00	3,847.16	0.00	96,152.84
JONES	THE JONES TR UDT DTD 06/02/90	CLASS 5	75,000.00	14,581.25	0.00	60,418.75
JONES	THOMAS A & MARY K JONES	CLASS 3	80,000.00	7,406.73	0.00	72,593.27
JORDAN	CONSTANCE F JORDAN RT UAD 10/16/17	CLASS 3	30,000.00	3,710.00	0.00	26,290.00
JORDAN	CURTIS JORDAN	CLASS 3	60,000.00	4,660.00	0.00	55,340.00
JORDAN	GERALD W & LYNNE M JORDAN	CLASS 3	25,000.00	2,358.33	0.00	22,641.67
JORDAN	MAINSTAR-FBO JAMES JORDAN	CLASS 3	30,000.00	1,830.00	0.00	28,170.00
JORDAN	MAINSTAR-FBO PATRICIA JORDAN T2178156	CLASS 3	28,500.00	297.78	0.00	28,202.22
JORDAN	PROV. TR GP-FBO CONSTANCE JORDAN IRA	CLASS 3	168,214.00	15,521.39	0.00	152,692.61
JORDAN	PROV. TR GP-FBO FREDDIE N JORDAN IRA	CLASS 3	73,609.00	12,551.85	0.00	61,057.15
JORGENSEN	BRUCE JORGENSEN	CLASS 5	400,000.00	39,583.40	0.00	360,416.60
JORGENSEN	VICKIE JORGENSEN	CLASS 3	90,000.00	15,148.61	0.00	74,851.39
JOSE	DAVID JOSE	CLASS 3	90,000.00	5,596.25	0.00	84,403.75
JOSE	MAINSTAR-FBO DAVID JOSE	CLASS 3	106,360.30	6,288.55	0.00	100,071.75
JOSEPH	HOWARD & BONNIE JOSEPH	CLASS 3	100,000.00	0.00	0.00	100,000.00
JOSHUA	JOSHUA A JOSHUA	CLASS 3	225,000.00	12,635.36	0.00	212,364.64
JOSHUA	LINDA H JOSHUA	CLASS 3	100,000.00	8,438.84	0.00	91,561.16
JOSHUA	MAINSTAR-FBO MELANIE S JOSHUA T2176847	CLASS 3	213,415.06	7,314.11	0.00	206,100.95
JOSHUA	MELANIE SULHA JOSHUA	CLASS 3	200,000.00	14,155.60	0.00	185,844.40
JOURDAIN	MAINSTAR-FBO DWIGHT JOURDAIN SR T2175249	CLASS 3	154,000.00	11,669.76	0.00	142,330.24
JOY	RONALD E JOY	CLASS 5	200,000.00	48,027.59	0.00	151,972.41
JOYCE	ELAINE JOYCE	CLASS 3	75,000.00	8,214.62	0.00	66,785.38
JOYCE	ELAINE JOYCE	CLASS 5	50,000.00	5,476.42	0.00	44,523.58
JOYNER	PROV. TR GP-FBO CRAIG JOYNER IRA	CLASS 3	80,000.00	1,613.33	0.00	78,386.67
JUANILLO-DAHL	PROV. TR GP-FBO ERLINDA JUANILLO-DAHL IRA	CLASS 3	100,000.00	1,916.67	0.00	98,083.33
JUE	WILLIAM & ELIZABETH JUE	CLASS 3	100,000.00	3,353.79	0.00	96,646.21
JULIAN	DIANA C JULIAN	CLASS 3	50,000.00	3,225.00	0.00	46,775.00
JUNG	ERNA M JUNG SURVIVORS TR DTD 07/26/96	CLASS 3	150,000.00	1,137.50	0.00	148,862.50

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JUNK	MARY LEE JUNK	CLASS 3	60,000.00	2,875.00	0.00	57,125.00
JURICEK	MICHAEL J & CHARLENE J JURICEK	CLASS 3	70,000.00	1,205.56	0.00	68,794.44
JURNEY	PAULINE JURNEY	CLASS 3	50,000.00	4,583.40	0.00	45,416.60
JUTTE	PROV. TR GP-FBO JAMES L JUTTE IRA	CLASS 3	25,000.00	1,695.83	0.00	23,304.17
JUTTE	PROV. TR GP-FBO RONALD J JUTTE IRA	CLASS 3	255,000.00	48,916.79	0.00	206,083.21
KADILE	HERMENEGILDO M MD & ASUNCION M KADILE	CLASS 3	60,000.00	9,944.00	0.00	50,056.00
KAFFENBERGER	THE KAFFENBERGER FLT DTD 08/19/16	CLASS 5	250,000.00	48,138.81	0.00	201,861.19
KAGGERUD	SUNWEST TR WILLIAM KAGGERUD IRA	CLASS 3	66,000.00	16,016.00	0.00	49,984.00
KAGGERUD	WILLIAM KAGGERUD	CLASS 3	70,000.00	13,850.06	0.00	56,149.94
KAHLE	PROV. TR GP-FBO ALLISON KAHLE IRA	CLASS 3	33,209.00	2,147.52	0.00	31,061.48
KAHN	ETHEL KAHN	CLASS 3	100,000.00	12,199.91	0.00	87,800.09
KAINAYA	RITA KAINAYA	CLASS 3	50,000.00	894.11	0.00	49,105.89
KAISER	BRAD L & MARIA L KAISER	CLASS 3	350,000.00	49,204.25	0.00	300,795.75
KAISER	DAVID & JANEEN KAISER	CLASS 3	50,000.00	3,772.26	0.00	46,227.74
KAISER	PROV. TR GP-FBO DAVID L KAISER ROTH IRA	CLASS 3	69,900.00	9,883.13	0.00	60,016.87
KAISER	PROV. TR GP-FBO JANEEN KAISER IRA	CLASS 5	50,000.00	5,097.22	0.00	44,902.78
KALAFARSKI/PARSONS	LOIS A KALAFARSKI & LINDA B PARSONS	CLASS 3	25,000.00	0.00	0.00	25,000.00
KALECHSTEIN	LISA KALECHSTEIN	CLASS 3	20,000.00	361.68	0.00	19,638.32
KAMIN	KAMIN FT UTD 04/10/98	CLASS 3	80,000.00	5,566.66	0.00	74,433.34
KAMMES	ROBERT E KAMMES	CLASS 3	25,000.00	1,651.04	0.00	23,348.96
KAMPMAN	ROGER KAMPMAN	CLASS 3	130,000.00	8,927.00	0.00	121,073.00
KANE	MAINSTAR-FBO MICHAEL KANE	CLASS 3	403,000.00	25,619.16	0.00	377,380.84
KANOWSKI	PROV. TR GP-FBO PATRICIA M KANOWSKI IRA	CLASS 3	100,000.00	13,363.31	0.00	86,636.69
KAPADIA	MANJULA KAPADIA	CLASS 3	150,000.00	3,609.38	0.00	146,390.62
KAPLAN	ADELE KAPLAN	CLASS 3	50,000.00	4,083.33	0.00	45,916.67
KAPLAN	EDWARD S KAPLAN R/A RTA DTD 11/19/15	CLASS 3	50,000.00	2,250.00	0.00	47,750.00
KAPLAN	EDWARD S KAPLAN RTA DTD 08/02/04	CLASS 3	50,000.00	9,511.04	0.00	40,488.96
KAPLAN	RICHARD D KAPLAN	CLASS 3	425,000.00	11,856.25	0.00	413,143.75
KAPLAN	ROBERT KAPLAN	CLASS 3	200,000.00	10,222.23	0.00	189,777.77

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KAPLAN	SUSAN R KAPLAN	CLASS 3	1,000,000.00	19,886.79	0.00	980,113.21
KAPLAN	TATYANA KAPLAN	CLASS 3	25,000.00	1,180.18	0.00	23,819.82
KAPLANIS	PROV. TR GP-FBO PAUL T KAPLANIS IRA	CLASS 5	75,000.00	22,154.17	0.00	52,845.83
KARAS	MARY L KARAS LT	CLASS 3	50,000.00	3,377.74	0.00	46,622.26
KARLOW	MARTIN P KARLOW	CLASS 3	100,000.00	27,340.59	0.00	72,659.41
KARLOW	MARTIN P KARLOW	CLASS 5	400,000.00	109,362.34	0.00	290,637.66
KARLOW	PROV. TR GP-FBO MARTIN P KARLOW IRA	CLASS 3	286,076.00	40,936.56	0.00	245,139.44
KARNEGIE	VIVIAN B & BENJAMIN G KARNEGIE	CLASS 3	100,000.00	416.67	0.00	99,583.33
KARNEGIE/SCHNEIDER	BENJAMIN G KARNEGIE & VIVIAN B SCHNEIDER	CLASS 3	100,000.00	5,316.67	0.00	94,683.33
KARPINSKI	MICHAL KARPINSKI	CLASS 3	130,000.00	18,982.67	0.00	111,017.33
KARPOV	ALEXANDRE KARPOV	CLASS 5	50,000.00	15,027.90	0.00	34,972.10
KASHYAP	KASHYAP LT DTD 05/16/08	CLASS 3	50,000.00	2,726.36	0.00	47,273.64
KASTNING	FREDERICK KASTNING	CLASS 3	50,000.00	9,833.39	0.00	40,166.61
KAT AUTOMOTIVE	KAT AUTOMOTIVE LEASING CORP	CLASS 3	55,000.00	2,443.88	0.00	52,556.12
KATUSHA	KATHY KATUSHA	CLASS 3	105,000.00	8,642.26	0.00	96,357.74
KATZ	JUDITH KATZ	CLASS 3	25,000.00	1,662.50	0.00	23,337.50
KATZ	MARSHA KATZ	CLASS 3	50,000.00	6,819.03	0.00	43,180.97
KATZ	MARSHA KATZ	CLASS 5	200,000.00	27,276.12	0.00	172,723.88
KATZ	MARVIN A & JOAN L KATZ RLT	CLASS 3	25,000.00	2,029.17	0.00	22,970.83
KATZ	STEPHEN KATZ #30-99446601411	CLASS 5	275,000.00	36,041.72	0.00	238,958.28
KATZ	STEVE KATZ	CLASS 3	100,000.00	2,202.79	0.00	97,797.21
KATZ	YORAM KATZ	CLASS 3	85,000.00	212.50	0.00	84,787.50
KAUFMAN	DAVID KAUFMAN	CLASS 5	100,000.00	4,556.94	1,000.00	94,443.06
KAUFMAN	DELBERT L KAUFMAN	CLASS 3	90,000.00	20,387.70	0.00	69,612.30
KAUFMAN	DELBERT L KAUFMAN	CLASS 3*	30,000.00	125.00	0.00	29,875.00
KAUFMAN	JONATHAN KAUFMAN	CLASS 3	195,000.00	26,595.86	0.00	168,404.14
KAUFMAN	SARAH KAUFMAN RLT	CLASS 3	100,000.00	14,999.94	0.00	85,000.06
KAUFMAN	SARAH KAUFMAN RT	CLASS 5	1,250,000.00	466,588.53	0.00	783,411.47
KAUFMAN	THE KAUFMAN FT DTD 02/10/12	CLASS 3	150,000.00	9,958.34	0.00	140,041.66

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 3 - Schedule of Principal Amounts and Prepetition Distributions**

Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
KAUP	GERALD M & LORRAINE M KAUP	CLASS 3	60,000.00	17,709.97	0.00	42,290.03
KAYF	KAYF FT DTD 10/12/11	CLASS 3	50,000.00	3,361.06	0.00	46,638.94
KAZEL	IRA SVCS TR CO-CFBO DAVID KAZEL	CLASS 5	150,000.00	3,333.33	0.00	146,666.67
KAZEMINY	ASSAD JOHN KAZEMINY	CLASS 3	50,000.00	433.33	0.00	49,566.67
KEAN	MAINSTAR-FBO DAVID K KEAN TW003961	CLASS 5	50,000.00	2,141.66	0.00	47,858.34
KEARNEY	MAINSTAR-FBO JAMES KEARNEY T2178109	CLASS 3	122,221.57	1,408.94	0.00	120,812.63
KEEFER	BART & COLLEEN KEEFER FT	CLASS 3	60,000.00	6,398.75	0.00	53,601.25
KEEFER	IRA SVCS TR CO-CFBO BART B KEEFER IRA	CLASS 3	175,000.00	11,200.00	0.00	163,800.00
KEEFER	MARIE KEEFER	CLASS 3	25,000.00	440.99	0.00	24,559.01
KEEHNAST	KIRK & CAROL KEEHNAST	CLASS 3	40,000.00	10,015.63	0.00	29,984.37
KEELAN	IRA SVCS TR CO-CFBO ANN KEELAN IRA	CLASS 3	291,000.00	10,444.39	0.00	280,555.61
KEENE	LOUISE D KEENE TTEE F/T WJ & LK KEENE TR	CLASS 3	242,000.00	16,007.42	0.00	225,992.58
KEENE	LOUISE D KEENE TTEE OF THE B T/U KEENE TR	CLASS 3	137,000.00	10,046.63	0.00	126,953.37
KEEPFER	ERNEST KEEPFER	CLASS 3	50,000.00	3,146.55	0.00	46,853.45
KEIGHER	TALI KEIGHER	CLASS 3	25,000.00	425.00	0.00	24,575.00
KEITH	JOHN KEITH	CLASS 3	50,000.00	7,014.54	0.00	42,985.46
KEITH	MYONG C KEITH	CLASS 3	30,000.00	3,116.25	0.00	26,883.75
KEITH	PROV. TR GP-FBO JOHN C KEITH IRA	CLASS 3	575,000.00	111,108.42	0.00	463,891.58
KEITH G	KEITH G LLC	CLASS 3	100,000.00	755.56	0.00	99,244.44
KELEPECZ	DOLLY KELEPECZ	CLASS 3	75,000.00	1,429.17	0.00	73,570.83
KELLAM	JOAN E KELLAM	CLASS 3	200,000.00	7,472.28	0.00	192,527.72
KELLER	BRAD A & CYNTHIA F KELLER	CLASS 3	25,000.00	97.22	0.00	24,902.78
KELLER	DOUGLAS D KELLER 08/23/84 TR	CLASS 3	120,000.00	1,435.00	0.00	118,565.00
KELLER	KATHLEEN KELLER	CLASS 3	25,000.00	2,234.31	0.00	22,765.69
KELLER	KAY M KELLER	CLASS 3	30,000.00	233.33	0.00	29,766.67
KELLER	MAINSTAR-FBO BRAD A KELLER T2178484	CLASS 3	267,481.28	208.04	0.00	267,273.24
KELLER	MARIANNE KELLER	CLASS 3	300,000.00	19,825.00	0.00	280,175.00
KELLER	PROV. TR GP-FBO ROBERT D KELLER IRA	CLASS 3	124,750.00	20,472.86	0.00	104,277.14
KELLER	RONALD E & CAROLYN J KELLER	CLASS 3	25,000.00	9,521.47	200.00	15,278.53

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KELLER	RONALD E & CAROLYN J KELLER	CLASS 5	100,000.00	38,085.90	800.00	61,114.10
KELLER	S&R KELLER FT	CLASS 3	140,000.00	3,986.09	0.00	136,013.91
KELLERSBERGER	KENT & BEVERLY KELLERSBERGER	CLASS 3	25,000.00	375.01	0.00	24,624.99
KELLERSBERGER	KENT KELLERSBERGER	CLASS 3	25,000.00	802.11	0.00	24,197.89
KELLERSBERGER	MAINSTAR-FBO KENT KELLERSBERGER T2177589	CLASS 3	73,024.01	1,054.79	0.00	71,969.22
KELLEY	DAVID KELLEY TR DTD 07/16/13	CLASS 3	210,000.00	30,754.38	0.00	179,245.62
KELLEY	ELIZABETH KELLEY	CLASS 3	35,000.00	5,363.75	0.00	29,636.25
KELLEY	MAINSTAR-FBO JACQUELYN KELLEY T2176953	CLASS 3	128,826.00	3,714.48	0.00	125,111.52
KELLEY	MICHAEL KELLEY	CLASS 3	25,000.00	3,831.25	1,000.00	20,168.75
KELLEY	MICHELE KELLEY	CLASS 3	30,000.00	4,140.00	0.00	25,860.00
KELLEY-WINDERS	ANNA FAYE KELLEY-WINDERS	CLASS 3	40,000.00	7,937.77	0.00	32,062.23
KELLEY-WINDERS	PROV. TR GP-FBO ANNA F KELLEY-WINDERS IRA	CLASS 5	149,000.00	38,781.39	0.00	110,218.61
KELLY	GERALD & ELIZABETH KELLY	CLASS 3	250,000.00	14,950.00	0.00	235,050.00
KELLY	GROVER O & WILMA J KELLY LT	CLASS 3	100,000.00	14,136.82	0.00	85,863.18
KELLY	JOHN K & SHEILA A KELLY	CLASS 5	60,000.00	27,146.85	0.00	32,853.15
KELLY	LIONEL KELLY	CLASS 3	80,000.00	5,739.98	0.00	74,260.02
KELLY	LORRAINE & WAYNE KELLY	CLASS 3	25,000.00	118.06	0.00	24,881.94
KELLY	PROV. TR GP-FBO JAMES A KELLY IRA	CLASS 3	25,000.00	1,967.02	0.00	23,032.98
KELLY	PROV. TR GP-FBO JOHN K KELLY IRA	CLASS 3	249,500.00	51,376.33	0.00	198,123.67
KELLY	PROV. TR GP-FBO SHARON P KELLY IRA	CLASS 3	125,000.00	13,252.89	0.00	111,747.11
KELLY	PROV. TR GP-FBO SHEILA S KELLY IRA	CLASS 3	201,286.52	19,021.57	0.00	182,264.95
KELLY	ROSEMARY KELLY	CLASS 3	250,000.00	3,308.33	0.00	246,691.67
KELSEY	JACQUE W & DONNA M KELSEY	CLASS 3	150,000.00	6,378.46	0.00	143,621.54
KEMP	CAROLE C KEMP	CLASS 3	125,000.00	6,093.71	0.00	118,906.29
KEMP	PROV. TR GP-FBO DAVID A KEMP IRA	CLASS 3	256,255.00	5,922.87	0.00	250,332.13
KEMPE	DELAINE KEMPE RT DTD 01/04/12	CLASS 3	150,000.00	18,777.70	0.00	131,222.30
KENADY	ALISON J KENADY	CLASS 3	100,000.00	11,361.01	422.54	88,216.45
KENADY	JASON KENADY	CLASS 5	100,000.00	15,811.70	422.54	83,765.76
KENDALL	INGE KENDALL	CLASS 3	500,000.00	347.22	0.00	499,652.78

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KENDALL	ROBERT J KENDALL	CLASS 3	500,000.00	30,601.98	0.00	469,398.02
KENNA	KAREN KENNA	CLASS 3	260,000.00	36,360.00	0.00	223,640.00
KENNAIR	ANNA KENNAIR	CLASS 3	100,000.00	22,450.00	0.00	77,550.00
KENNAIR	BARBARA KENNAIR	CLASS 3	75,000.00	11,612.50	0.00	63,387.50
KENNEDY	HORIZON TR CO-FBO PAUL C KENNEDY IRA	CLASS 3	78,283.54	9,011.30	0.00	69,272.24
KENNEDY	JACK I JR & MARNA G KENNEDY	CLASS 3	50,000.00	2,735.38	0.00	47,264.62
KENNEDY	JOHN KENNEDY	CLASS 3	50,000.00	534.72	0.00	49,465.28
KENNEDY	MAINSTAR-FBO BRIAN KENNEDY	CLASS 3	79,736.36	4,914.86	2,000.00	72,821.50
KENNEDY	PROV. TR GP-FBO JOAN E KENNEDY IRA	CLASS 3	55,000.00	12,411.10	0.00	42,588.90
KENNEY-PICKARD	PROV. TR GP-FBO C KENNEY-PICKARD IRA	CLASS 3	72,000.00	250.00	0.00	71,750.00
KENT	PHILIP & KAY KENT	CLASS 3	38,034.59	4,718.57	0.00	33,316.02
KENT	PROV. TR GP-FBO PHILIP KENT IRA	CLASS 3	58,342.88	9,703.52	0.00	48,639.36
KEOGH	ADELE F KEOGH FT	CLASS 3	25,000.00	2,327.54	0.00	22,672.46
KEOGH	JOHN & ADELE KEOGH FT DTD 09/22/88	CLASS 3	25,000.00	1,218.37	0.00	23,781.63
KEOWN	WILMA KEOWN	CLASS 3	192,854.78	0.00	0.00	192,854.78
KEPLER	PROV. TR GP-FBO LEAH F KEPLER IRA	CLASS 3	41,980.00	4,820.70	0.00	37,159.30
KEREN YESOMIM	KEREN YESOMIM INC	CLASS 3	50,000.00	3,000.00	0.00	47,000.00
KERNIER/NEBUS	HELENA KERNIER & LINDA NEBUS	CLASS 5	150,000.00	68,082.05	0.00	81,917.95
KERSTING	HORIZON TR CO-FBO MARK KERSTING IRA	CLASS 3	54,900.00	8,474.94	0.00	46,425.06
KERSTING	HORIZON TR CO-FBO MARK KERSTING IRA	CLASS 5	360,000.00	55,573.41	0.00	304,426.59
KERSTING	THE DIANNE KERSTING LT 02/03/00	CLASS 5	50,000.00	9,125.07	0.00	40,874.93
KERSTING	THE MARK KERSTING LT 02/03/00	CLASS 5	50,000.00	9,125.07	0.00	40,874.93
KESLING	PROV. TR GP-FBO JACKWAYS D KESLING INH IRA	CLASS 3	1,134,500.00	259,714.23	0.00	874,785.77
KESSEL	KURT KESSEL	CLASS 3	25,000.00	7,294.66	0.00	17,705.34
KESSLER	LORETTA & SYDNEY KESSLER	CLASS 3	75,000.00	862.50	0.00	74,137.50
KESSLER	MAINSTAR-FBO STEPHEN J KESSLER	CLASS 3	50,000.00	2,268.75	0.00	47,731.25
KESTER	THE JAMES & RHONDA KESTER LT DTD 12/15/03	CLASS 3	100,000.00	10,418.70	0.00	89,581.30
KESZLER	KESZLER FT	CLASS 3	100,000.00	4,550.00	0.00	95,450.00
KETCHAM	THE KETCHAM LT DTD 04/16/13	CLASS 3	70,000.00	4,095.00	0.00	65,905.00

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KETCHESON	ROGER & LINDA KETCHESON	CLASS 3	100,000.00	3,400.00	0.00	96,600.00
KEYSER	ARLENE J KEYSER	CLASS 3	225,000.00	16,362.50	0.00	208,637.50
KEYSER	SHIRLEY M KEYSER	CLASS 3	25,000.00	0.00	0.00	25,000.00
KHAN	MARIAMA R KHAN LT	CLASS 3	51,000.00	1,810.50	0.00	49,189.50
KICHERER	PROV. TR GP-FBO NANCY E KICHERER IRA	CLASS 3	606,900.00	9,353.50	0.00	597,546.50
KIHNEL	DANIEL P KIHNEL	CLASS 3	50,000.00	10,895.91	0.00	39,104.09
KILE	JACK L & ROSE ANN KILE	CLASS 3	225,000.00	2,850.00	0.00	222,150.00
KILLENS	THOMAS W KILLENS	CLASS 3	25,000.00	135.42	0.00	24,864.58
KIM	PROV. TR GP-FBO DANNY KIM IRA	CLASS 3	250,000.00	4,208.33	0.00	245,791.67
KIMBER	KATHRYN BEATRICE KIMBER	CLASS 3	30,000.00	1,300.00	0.00	28,700.00
KINARD	PROV. TR GP-FBO JOHN KINARD IRA	CLASS 5	174,000.00	42,982.22	0.00	131,017.78
KING	BRUCE E & LINDA K KING	CLASS 3	250,000.00	5,291.67	0.00	244,708.33
KING	CAROL R KING	CLASS 3	47,000.00	1,024.84	0.00	45,975.16
KING	DONNIE R & PAMELA P KING	CLASS 3	25,000.00	625.00	0.00	24,375.00
KING	EDWARD M & LUCY L KING	CLASS 3	60,000.00	4,390.00	0.00	55,610.00
KING	JOEL H & BARBARA KING	CLASS 3	25,000.00	375.00	0.00	24,625.00
KING	KENNETH KING	CLASS 3	50,000.00	6,861.00	0.00	43,139.00
KING	LINDA KING	CLASS 3	25,000.00	1,153.44	0.00	23,846.56
KING	MAINSTAR-FBO JOEL H KING T2178455	CLASS 3	275,000.00	740.28	0.00	274,259.72
KING	MAINSTAR-FBO JOHN KING	CLASS 3	36,000.00	1,782.00	0.00	34,218.00
KING	MAVIS L J KING	CLASS 3	25,000.00	1,264.20	0.00	23,735.80
KING	PROV. TR GP-FBO LARRY A KING IRA	CLASS 3	44,000.00	5,706.30	0.00	38,293.70
KING	PROV. TR GP-FBO LINDA KING IRA	CLASS 3	31,325.39	2,210.15	0.00	29,115.24
KING	PROV. TR GP-FBO MARY C KING IRA	CLASS 3	43,500.00	7,086.87	0.00	36,413.13
KING	WILLIAM B KING	CLASS 3	240,000.00	24,857.49	0.00	215,142.51
KING/DORFMAN	LINDA KING & HOWARD DORFMAN	CLASS 3	130,000.00	5,574.72	0.00	124,425.28
KINGREN	ANGELA KINGREN	CLASS 3	50,000.00	4,763.94	0.00	45,236.06
KINKEAD	JOSEPH C & VETA M KINKEAD	CLASS 3	26,000.00	534.63	0.00	25,465.37
KINLEY	JUDY KINLEY	CLASS 3	25,000.00	0.00	0.00	25,000.00

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KINZER	KEVIN KINZER	CLASS 3	33,500.00	384.32	0.00	33,115.68
KIPNIS	RONALD M KIPNIS	CLASS 3	50,000.00	5,289.52	0.00	44,710.48
KIRCHMAN	ROBERT J & PAMELA N KIRCHMAN	CLASS 3	75,000.00	2,069.96	0.00	72,930.04
KIRK	CARL E KIRK	CLASS 3	100,000.00	7,333.39	0.00	92,666.61
KIRK	RICHARD D KIRK RLT	CLASS 3	50,000.00	3,202.05	0.00	46,797.95
KIRK	SHARON WOLK KIRK RLT	CLASS 3	75,000.00	4,551.34	0.00	70,448.66
KIRKBRIDE	DAN R & LYNN T KIRKBRIDE	CLASS 3	375,000.00	70,184.20	8,808.01	296,007.79
KIRKBRIDE	JON H KIRKBRIDE	CLASS 3	200,000.00	33,290.15	0.00	166,709.85
KIRKENDALL	JAMES G & LINDA L KIRKENDALL	CLASS 3	100,000.00	7,351.20	0.00	92,648.80
KIRKENDALL	JOSEPH & ROSEMARY KIRKENDALL	CLASS 3	25,000.00	1,274.35	0.00	23,725.65
KIRKLAND	IRA SVCS TR CO-CFBO WILLIAM KIRKLAND IRA	CLASS 5	250,000.00	45,391.36	0.00	204,608.64
KIRKLAND	WILLIAM J KIRKLAND	CLASS 5	100,000.00	15,401.55	0.00	84,598.45
KIRKPATRICK	KEITH KIRKPATRICK	CLASS 3	25,000.00	3,677.57	0.00	21,322.43
KIRN	DOUGLAS J KIRN	CLASS 3	100,000.00	14,583.33	0.00	85,416.67
KIRRIE	CHRISTOPHER N KIRRIE	CLASS 3	400,000.00	6,833.37	0.00	393,166.63
KIRSCH	MAINSTAR-FBO NORMAN R KIRSCH T2178537	CLASS 3	50,000.00	162.74	0.00	49,837.26
KIRSCHENMANN	SUSAN A KIRSCHENMANN	CLASS 3	60,000.00	11,333.30	0.00	48,666.70
KIRSTEN	GORDON E KIRSTEN	CLASS 3	78,000.00	3,562.00	0.00	74,438.00
KIRSTEN	MAINSTAR-FBO GORDON E KIRSTEN	CLASS 3	65,000.00	2,665.00	0.00	62,335.00
KIRSTEN	SHIRLEY & GORDON KIRSTEN	CLASS 3	200,000.00	10,600.00	0.00	189,400.00
KIRSTEN	SHIRLEY KIRSTEN	CLASS 3	240,000.00	10,320.00	0.00	229,680.00
KISER	LORENA M KISER	CLASS 3	25,000.00	2,096.82	0.00	22,903.18
KISH	ELIZABETH KISH	CLASS 3	180,000.00	55,490.00	0.00	124,510.00
KISKO	FRANK KISKO	CLASS 3	25,000.00	8,043.78	0.00	16,956.22
KISS	STEPHEN & JUNE M KISS	CLASS 3	40,000.00	4,277.72	0.00	35,722.28
KISSIL	VICTOR KISSIL	CLASS 3	36,000.00	2,310.00	0.00	33,690.00
KISTENBERG	PROV. TR GP-FBO IRA KISTENBERG IRA	CLASS 3	184,500.00	10,486.13	0.00	174,013.87
KITOWSKI	MAINSTAR-FBO DAVID KITOWSKI TW003880	CLASS 3	58,574.00	1,386.25	0.00	57,187.75
KIVETT	JOYLEE KIVETT	CLASS 3	55,000.00	2,434.80	0.00	52,565.20

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KIZEL	MARIE KIZEL	CLASS 3	75,000.00	312.51	0.00	74,687.49
KLABACHA	MAINSTAR-FBO LINDA KLABACHA TW003784	CLASS 3	118,000.00	5,113.33	0.00	112,886.67
KLACKO	MYRA OLGA & WILLIAM G KLACKO	CLASS 3	50,000.00	2,032.13	0.00	47,967.87
KLAFFKE	MARIANNE & JOHANNES KLAFFKE	CLASS 3	25,000.00	0.00	0.00	25,000.00
KLAUSNER	CAROL KLAUSNER RLT/C KLAUSNER	CLASS 3	25,000.00	3,090.32	0.00	21,909.68
KLEIN	IRA SVCS TR CO-CFBO ABRAHAM KLEIN	CLASS 3	25,000.00	462.50	0.00	24,537.50
KLEIN	IRA SVCS TR CO-CFBO PESSY KLEIN	CLASS 3	25,000.00	462.50	0.00	24,537.50
KLEIN	SHELDON KLEIN	CLASS 3	25,000.00	3,758.33	0.00	21,241.67
KLEINPETER	IRA SVCS TR CO-CFBO LIONEL KLEINPETER IRA	CLASS 3	43,000.00	4,085.00	0.00	38,915.00
KLEPFER	PROV. TR GP-FBO STEPHEN D KLEPFER IRA	CLASS 5	500,000.00	41,805.56	0.00	458,194.44
KLIEBERT	ROY J & MARIE P KLIEBERT	CLASS 3	50,000.00	8,074.98	608.11	41,316.91
KLINE	JOYCE A KLINE	CLASS 3	70,000.00	1,470.16	0.00	68,529.84
KLINEMAN	MICHAEL S KLINEMAN	CLASS 3	50,000.00	476.39	0.00	49,523.61
KLIPHUIS	FRITZ L KLIPHUIS	CLASS 3	100,000.00	9,972.92	0.00	90,027.08
KLIPHUIS	FRITZ L KLIPHUIS	CLASS 5	100,000.00	9,972.92	0.00	90,027.08
KLIPHUIS	MAINSTAR-FBO FRITZ L KLIPHUIS T2177142	CLASS 3	125,000.00	5,754.63	0.00	119,245.37
KLJUNICH	KATHY KLJUNICH	CLASS 3	40,000.00	550.00	0.00	39,450.00
KLOPFENSTEIN	PROV. TR GP-FBO C A KLOPFENSTEIN IRA	CLASS 3	99,000.00	16,257.26	0.00	82,742.74
KLOPFENSTEIN	PROV. TR GP-FBO TODD L KLOPFENSTEIN IRA	CLASS 3	131,500.00	24,505.08	0.00	106,994.92
KLOPFENSTEIN	TODD L KLOPFENSTEIN	CLASS 5	100,000.00	32,683.28	0.00	67,316.72
KLOSTERMAN	SUNWEST TR CRAIG L KLOSTERMAN IRA	CLASS 3	165,000.00	880.00	0.00	164,120.00
KLOTZ	ELAINE G KLOTZ	CLASS 3	70,000.00	5,307.90	0.00	64,692.10
KLUG	JAMES L & RITA M KLUG TR	CLASS 3	45,000.00	225.00	0.00	44,775.00
KLUG	LEON J & LOIS L KLUG	CLASS 3	25,000.00	58.33	0.00	24,941.67
KLUSEK	JOSEPH M KLUSEK	CLASS 3	80,000.00	0.00	0.00	80,000.00
KNAPP	GEORGE & FERN KNAPP	CLASS 3	25,000.00	100.00	0.00	24,900.00
KNAPP	ROSALYN R KNAPP	CLASS 3	50,000.00	513.88	0.00	49,486.12
KNEE	HENRY C KNEE	CLASS 3	30,000.00	2,316.67	0.00	27,683.33
KNELL	MARLYS C KNELL	CLASS 3	50,000.00	3,606.98	0.00	46,393.02

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
KNIGHT	EMILY L KNIGHT	CLASS 3	100,000.00	16,350.05	1,000.00	82,649.95
KNIGHT	MAINSTAR-FBO PATRICIA KNIGHT	CLASS 5	194,000.00	18,079.65	0.00	175,920.35
KNIGHT	PROV. TR GP-FBO WILLIAM S KNIGHT IRA	CLASS 3	107,620.00	12,320.33	0.00	95,299.67
KNITTER	GAIL I KNITTER LT DTD 11/10/11	CLASS 3	75,000.00	2,715.79	0.00	72,284.21
KNOCHE	MAINSTAR-FBO DAVID KNOCHE T2177049	CLASS 3	42,000.00	1,148.00	0.00	40,852.00
KNOCHE	MAINSTAR-FBO RUTH KNOCHE T2177050	CLASS 3	60,000.00	1,630.00	0.00	58,370.00
KNOPKE	JANE M KNOPKE	CLASS 3	25,000.00	2,722.28	0.00	22,277.72
KNOWLES	MAINSTAR-FBO RONALD A KNOWLES TW004033	CLASS 3	30,000.00	586.67	0.00	29,413.33
KNOWLES	SALLY KNOWLES	CLASS 3	100,000.00	9,347.91	0.00	90,652.09
KNOWLSON	THE KNOWLSON FT	CLASS 3	75,000.00	5,825.00	0.00	69,175.00
KNUDSEN	KAREN KNUDSEN	CLASS 3	70,000.00	981.95	0.00	69,018.05
KNUPP	WILLIAM KNUPP	CLASS 3	150,000.00	21,972.14	0.00	128,027.86
KNUTH	PROV. TR GP-FBO DAVID N KNUTH IRA	CLASS 3	50,000.00	16,500.00	0.00	33,500.00
KNUTH	PROV. TR GP-FBO MARILYN J KNUTH IRA	CLASS 3	59,000.00	19,568.33	0.00	39,431.67
KNUTH	RALPH E KNUTH	CLASS 3	110,000.00	32,092.50	0.00	77,907.50
KNUTSON	PAUL W KNUTSON	CLASS 3	50,000.00	4,209.77	0.00	45,790.23
KNUTSON	SUNWEST TR AMY KNUTSON IRA	CLASS 3	29,500.00	3,495.75	0.00	26,004.25
KOBANE	PROV. TR GP-FBO KENNETH KOBANE IRA	CLASS 3	200,000.00	1,361.11	0.00	198,638.89
KOBETITSCH	LORI KOBETITSCH	CLASS 3	43,000.00	960.33	0.00	42,039.67
KOBETITSCH	PROV. TR GP-FBO LORI A KOBETITSCH IRA	CLASS 3	22,824.56	498.34	0.00	22,326.22
KOBETITSCH	ROBERT A & BARBARA A KOBETITSCH	CLASS 3	75,000.00	16,489.48	0.00	58,510.52
KOBIN	JENNY REPASS KOBIN	CLASS 3	25,000.00	524.99	0.00	24,475.01
KOBIN	PROV. TR GP-FBO JENNY REPASS KOBIN IRA	CLASS 3	30,000.00	402.50	0.00	29,597.50
KOBOBEL	PROV. TR GP-FBO RODNEY KOBABEL IRA	CLASS 5	62,775.00	11,439.00	0.00	51,336.00
KOCH	JOHN D KOCH	CLASS 3	50,000.00	0.00	0.00	50,000.00
KOCH	MAINSTAR-FBO SUSAN KOCH	CLASS 3	54,500.00	5,413.67	0.00	49,086.33
KOCHANSKI	PROV. TR GP-FBO DONALD KOCHANSKI ROTH IRA	CLASS 3	50,000.00	9,805.56	0.00	40,194.44
KOEHN	LARRY & SARAH KOEHN	CLASS 5	75,000.00	14,315.78	0.00	60,684.22
KOEHN	MAINSTAR-FBO SARAH KOEHN	CLASS 5	125,000.00	19,791.69	0.00	105,208.31

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KOELLER	PROV. TR GP-FBO ROBIN KOELLER IRA	CLASS 5	160,000.00	6,195.56	0.00	153,804.44
KOENCK	HORIZON TR CO-FBO LOWELL D KOENCK IRA	CLASS 3	76,000.00	4,350.94	0.00	71,649.06
KOEPP/BROWNING	AARON KOEPP & LAURA BROWNING	CLASS 3	50,000.00	884.04	0.00	49,115.96
KOERBER	JOAN KOERBER	CLASS 3	25,000.00	256.95	0.00	24,743.05
KOESTERER	HORIZON TR CO-FBO JOHN L KOESTERER IRA	CLASS 3	25,000.00	165.27	0.00	24,834.73
KOHL	GAIL KOHL	CLASS 3	25,000.00	658.33	0.00	24,341.67
KOHLER	RICHARD G KOHLER RLT	CLASS 3	150,000.00	2,875.00	0.00	147,125.00
KOLNIERZ	ABRAHAM KOLNIERZ 1999 TR	CLASS 3	25,000.00	586.82	0.00	24,413.18
KOMPROOD	RONALD M KOMPROOD	CLASS 3	25,000.00	100.69	0.00	24,899.31
KONCZEY	ALEXANDER C & MARGARET M KONCZEY	CLASS 5	70,000.00	13,638.92	0.00	56,361.08
KONCZEY	ALEXANDER C KONCZEY	CLASS 5	50,000.00	4,708.37	0.00	45,291.63
KONCZEY	PROV. TR GP-FBO CAROLINE KONCZEY IRA	CLASS 5	50,000.00	6,402.78	0.00	43,597.22
KONOV	MAINSTAR-FBO RAMONA KONOV T2178521	CLASS 3	50,000.00	0.00	0.00	50,000.00
KONRAD	DOUGLAS E & KATHLENE M KONRAD	CLASS 5	500,000.00	63,611.08	0.00	436,388.92
KONSTANTINIDIS	ELETERIOS P & SANDRA H KONSTANTINIDIS	CLASS 3	50,000.00	1,430.54	0.00	48,569.46
KOONS	KEVIN D & JULIE A KOONS	CLASS 5	100,000.00	5,151.41	0.00	94,848.59
KOONS	NATHAN & TRISTAN KOONS	CLASS 3	100,000.00	816.67	0.00	99,183.33
KOPP	LT OF WILLIAM S KOPP U/A DTD 05/12/05	CLASS 3	80,000.00	7,970.02	0.00	72,029.98
KORBITZ	MAINSTAR-FBO HOLLY M KORBITZ	CLASS 5	80,000.00	9,000.00	0.00	71,000.00
KORBITZ	MAINSTAR-FBO THOMAS A KORBITZ	CLASS 5	89,500.00	10,068.75	0.00	79,431.25
KORD	IRA SVCS TR CO-CFBO ERNESTINE KORD IRA	CLASS 3	24,000.00	1,440.00	0.00	22,560.00
KORETSKY	ROSEANNE KORETSKY	CLASS 3	102,178.08	15,869.97	0.00	86,308.11
KORNBLUM	DANIEL B KORNBLUM FT	CLASS 3	100,000.00	8,276.01	0.00	91,723.99
KORNBLUM	DANIEL B KORNBLUM FT	CLASS 5	650,000.00	53,794.04	0.00	596,205.96
KORNBLUM	ERIC D KORNBLUM	CLASS 5	100,000.00	10,116.63	0.00	89,883.37
KORNBLUM	SETH N KORNBLUM	CLASS 5	100,000.00	9,177.69	0.00	90,822.31
KORNFELD	MARILYN KORNFELD DECLAR OF TR 09/09/13	CLASS 3	100,000.00	17,612.51	2,936.01	79,451.48
KORNFELD	MARILYN KORNFELD DECLAR OF TR 09/09/13	CLASS 5	50,000.00	8,806.26	1,468.00	39,725.74
KORNRUMPF	RICHARD L KORNRUMPF	CLASS 3	40,000.00	2,246.67	0.00	37,753.33

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KORNUTH	CARLA D KORNUTH	CLASS 3	25,000.00	347.23	0.00	24,652.77
KORTAN	HORIZON TR CO-FBO SHELLIE W-KORTAN IRA	CLASS 3	50,000.00	805.11	0.00	49,194.89
KORTAN	KENNETH KORTAN & S WALKINGSHAW-KORTAN	CLASS 3	50,000.00	3,972.92	0.00	46,027.08
KOS	DENNIS A KOS	CLASS 3	107,458.98	20,594.44	0.00	86,864.54
KOS	DOLLY A KOS	CLASS 3	150,000.00	10,449.38	0.00	139,550.62
KOS	PROV. TR GP-FBO DENNIS A KOS IRA	CLASS 3	69,396.02	13,835.43	0.00	55,560.59
KOSARICK	FRANK E KOSARICK	CLASS 5	125,000.00	17,948.67	0.00	107,051.33
KOSS	PROV. TR GP-FBO LISA L KOSS IRA	CLASS 3	158,000.00	33,683.29	12,047.99	112,268.72
KOSS	PROV. TR GP-FBO LISA L KOSS IRA	CLASS 5	125,000.00	26,648.18	9,531.64	88,820.18
KOTLER	THEODORE C KOTLER	CLASS 3	30,000.00	1,072.82	0.00	28,927.18
KOVACS	IRA SVCS TR CO-CFBO BARBARA KOVACS IRA	CLASS 3	47,500.00	2,812.78	0.00	44,687.22
KOVACS	IRA SVCS TR CO-CFBO DENNIS KOVACS IRA	CLASS 3	37,500.00	1,438.06	0.00	36,061.94
KOVAL	TODD C & AMY L KOVAL	CLASS 3	50,000.00	4,488.58	0.00	45,511.42
KOWALCZYK	MAINSTAR-FBO MARIAN D KOWALCZYK TW003346	CLASS 3	100,000.00	8,850.00	0.00	91,150.00
KOZAK	BEN S KOZAK	CLASS 3	145,000.00	4,560.07	0.00	140,439.93
KOZAK	GEORGE H & LOIS M KOZAK	CLASS 3	105,000.00	1,769.38	0.00	103,230.62
KOZAK	JAMES D & LYNNE S KOZAK	CLASS 3	100,000.00	2,950.00	0.00	97,050.00
KOZAK	STEVEN G & SHARON A KOZAK	CLASS 3	127,000.00	3,189.08	0.00	123,810.92
KOZEMCHAK	PATRICIA ANN KOZEMCHAK 2013 TR	CLASS 5	500,200.00	46,916.48	0.00	453,283.52
KOZIN	THE EUGENE M KOZIN RT	CLASS 3	25,000.00	1,775.00	0.00	23,225.00
KOZLOWSKI	ELIZABETH A KOZLOWSKI RLT	CLASS 3	50,000.00	2,488.87	0.00	47,511.13
KOZLOWSKI	ELIZABETH KOZLOWSKI	CLASS 3	50,000.00	8,109.75	0.00	41,890.25
KOZLOWSKI	MAINSTAR-FBO ELIZABETH KOZLOWSKI	CLASS 3	23,500.00	2,391.13	0.00	21,108.87
KRABILL	ELIZABETH KRABILL	CLASS 3	33,000.00	25,722.01	0.00	7,277.99
KRABILL	IRA SVCS TR CO-CFBO ROBERT KRABILL IRA	CLASS 3	190,629.87	18,432.38	107.44	172,090.05
KRAEMER	GREGG A KRAEMER	CLASS 3	350,000.00	27,995.81	0.00	322,004.19
KRAFT	JUDITH A & RAYMOND A KRAFT	CLASS 3	100,000.00	13,522.57	0.00	86,477.43
KRAFT	JUDITH A & RAYMOND A KRAFT	CLASS 5	100,000.00	13,522.57	0.00	86,477.43
KRAHN	PATRICIA & DONALD KRAHN	CLASS 3	125,000.00	14,089.39	0.00	110,910.61

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KRALJIC	JOHN & SHARI KRALJIC	CLASS 3	100,000.00	13,389.00	0.00	86,611.00
KRALL	PROV. TR GP-FBO KENNETH R KRALL ROTH IRA	CLASS 3	50,000.00	4,137.50	0.00	45,862.50
KRALL	PROV. TR GP-FBO SHARON R KRALL ROTH IRA	CLASS 3	50,000.00	3,963.43	0.00	46,036.57
KRAMER	DARLENE KRAMER	CLASS 3	100,000.00	0.00	0.00	100,000.00
KRAMER	SANFORD & BEVERLY KRAMER	CLASS 3	200,000.00	28,832.43	0.00	171,167.57
KRANTZ	MAINSTAR-FBO MARK KRANTZ	CLASS 5	282,616.00	26,141.97	0.00	256,474.03
KRANTZ	MARK KRANTZ	CLASS 5	435,000.00	42,607.89	1,000.00	391,392.11
KRAUS	ROBERT & ZEDENA KRAUS	CLASS 3	100,000.00	10,377.71	0.00	89,622.29
KRAUS	SHANNON L & LORI KRAUS	CLASS 3	100,000.00	111.11	0.00	99,888.89
KRAUSE	LAWRENCE A & SHARON J KRAUSE	CLASS 3	30,000.00	275.00	0.00	29,725.00
KRAUSS	ALLISON KRAUSS	CLASS 3	50,000.00	1,545.85	0.00	48,454.15
KRAVITSKY	JOYCE D KRAVITSKY	CLASS 3	30,000.00	1,267.50	0.00	28,732.50
KRAWIEC	MARIA KRAWIEC	CLASS 3	385,000.00	34,392.48	1,629.50	348,978.02
KREMER	CHARLES E KREMER	CLASS 5	170,000.00	27,861.17	0.00	142,138.83
KRESS	SHIRLEY J KRESS	CLASS 3	36,000.00	0.00	0.00	36,000.00
KRICK	EDWARD & CAROL KRICK	CLASS 3	25,000.00	586.82	0.00	24,413.18
KRISCHBAUM	RICHARD D & BETTY L KRISCHBAUM	CLASS 3	100,000.00	12,583.33	1,000.00	86,416.67
KRISCHBAUM	ROBERT C KRISCHBAUM	CLASS 3	25,000.00	966.67	0.00	24,033.33
KROL	MAINSTAR-FBO STEVEN KROL	CLASS 3	525,000.00	36,881.25	0.00	488,118.75
KROL	PROV. TR GP-FBO STEVEN KROL IRA	CLASS 3	200,000.00	40,067.36	0.00	159,932.64
KROL	RICHARD KROL	CLASS 3	25,000.00	155.55	0.00	24,844.45
KROPP	BARBARA KROPP	CLASS 3	40,000.00	1,094.46	0.00	38,905.54
KRUEGER	FREDRICK W KRUEGER TR U/T/D 11/23/99	CLASS 3	100,000.00	4,676.42	0.00	95,323.58
KRUEGER	KRAIG KRUEGER	CLASS 3	25,000.00	11,061.48	0.00	13,938.52
KRUEGER	PROV. TR GP-FBO FREDRICK KRUEGER ROTH IRA	CLASS 5	79,271.32	4,205.79	0.00	75,065.53
KRUMWEIDE	GARY & PAT KRUMWEIDE	CLASS 3	50,000.00	743.05	0.00	49,256.95
KRUNING	SUSANA KRUNING	CLASS 3	135,000.00	3,457.50	0.00	131,542.50
KRUPKA	JAMES & TIANYI KRUPKA	CLASS 5	312,583.33	103,397.85	0.00	209,185.48
KRUPKA	PROV. TR GP-FBO JAMES KRUPKA IRA	CLASS 5	907,500.00	302,187.50	0.00	605,312.50

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KRUPKA	PROV. TR GP-FBO TIANYI KRUPKA IRA	CLASS 5	100,833.33	33,714.98	0.00	67,118.35
KRUSE	MAINSTAR-FBO NEIL R KRUSE	CLASS 3	188,587.00	12,258.16	0.00	176,328.84
KRZEMIEN	DAVID L KRZEMIEN	CLASS 3	30,000.00	816.67	0.00	29,183.33
KUBOTA	JOAN C KUBOTA	CLASS 3	50,000.00	1,275.00	0.00	48,725.00
KUBSH	THOMAS M KUBSH	CLASS 3	100,000.00	216.67	0.00	99,783.33
KUEHN	DUWAYNE J & BARBARA A KUEHN	CLASS 3	450,000.00	17,045.86	0.00	432,954.14
KUEHN	KEVIN J KUEHN	CLASS 3	100,000.00	4,218.07	0.00	95,781.93
KUEHNERT	STEVEN G KUEHNERT	CLASS 5	110,000.00	25,119.73	0.00	84,880.27
KUGELMAN	MORTON & FRANCYNE KUGELMAN	CLASS 3	160,000.00	19,443.37	0.00	140,556.63
KUGELMAN	PROV. TR GP-FBO MORTON KUGELMAN IRA	CLASS 3	259,500.00	1,311.92	0.00	258,188.08
KULASIK	JERRY E KULASIK	CLASS 3	60,061.44	5,325.47	0.00	54,735.97
KULIGOWSKI	MAINSTAR-FBO STEPHEN KULIGOWSKI T2178368	CLASS 3	114,600.00	318.33	0.00	114,281.67
KULKARNI	PROV. TR GP-FBO UPENDRA & S KULKARNI ICA	CLASS 3	200,000.00	17,611.11	0.00	182,388.89
KULP	WILLIS K KULP	CLASS 3	50,000.00	152.78	0.00	49,847.22
KUMERFIELD	CRAIG E KUMERFIELD	CLASS 3	25,000.00	1,115.25	0.00	23,884.75
KUNDERT	CORRIE KUNDERT	CLASS 3	200,000.00	13,608.31	0.00	186,391.69
KUNDERT	MAINSTAR-FBO CORRIE KUNDERT	CLASS 3	300,000.00	20,355.55	0.00	279,644.45
KUNKEL	DEBORAH KUNKEL	CLASS 3	25,000.00	1,500.00	0.00	23,500.00
KUNTZ	RUTH ANN KUNTZ	CLASS 3	25,000.00	836.83	0.00	24,163.17
KUO	JIMMY E & RACHEL JUICHEN KUO RT	CLASS 3	50,000.00	2,112.48	0.00	47,887.52
KUPCZYK	PROV. TR GP-FBO LAWRENCE KUPCZYK IRA	CLASS 3	63,253.08	5,411.65	0.00	57,841.43
KURASZ	RONALD J KURASZ	CLASS 3	30,000.00	3,801.00	0.00	26,199.00
KURIEN	PROV. TR GP-FBO MIRA A KURIEN ROTH IRA	CLASS 3	50,000.00	11,069.44	0.00	38,930.56
KURTZEBORN/WATSON	ADELAIDE KURTZEBORN & H WATSON-AUBUCHON	CLASS 3	100,000.00	1,000.00	0.00	99,000.00
KUSH	MAINSTAR-FBO MIKE KUSH	CLASS 5	50,000.00	8,333.36	0.00	41,666.64
KUYS	ANTHONY & VICKI KUYS	CLASS 3	200,000.00	8,283.36	0.00	191,716.64
KWAN	DANIEL KWAN	CLASS 3	110,000.00	8,888.33	0.00	101,111.67
KWAN	KIMBERLY KWAN	CLASS 3	60,000.00	4,725.00	0.00	55,275.00
KWAN	KRISTIN KWAN	CLASS 3	110,000.00	8,900.83	0.00	101,099.17

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KWAN	THE KWAN FT DTD 02/24/89	CLASS 5	800,000.00	57,683.31	0.00	742,316.69
KYLE	LESTER J JR & TERRI L KYLE	CLASS 3	20,000.00	338.88	0.00	19,661.12
KYOVSKY	ROLAND J & RITA M KYOVSKY	CLASS 3	170,000.00	16,653.30	0.00	153,346.70
KYPSON	GEORGE & IVA KYPSON	CLASS 3	175,000.00	6,729.16	0.00	168,270.84
KYZER	ARLIE & BARBARA KYZER	CLASS 3	75,000.00	8,232.30	0.00	66,767.70
L&L FORTNER	L&L FORTNER FT	CLASS 3	150,000.00	12,354.12	0.00	137,645.88
L2D2	L2D2 LLC	CLASS 3	175,000.00	27,603.31	3,425.34	143,971.35
L2D2	L2D2 LLC	CLASS 5	275,000.00	43,376.63	5,382.67	226,240.70
LA BARGE	THE LA BARGE RLT 04/30/86	CLASS 3	164,287.00	711.91	0.00	163,575.09
LA ROCHE	LINDA LA ROCHE LT DTD 07/05/06	CLASS 3	35,000.00	915.83	0.00	34,084.17
LA ROCHELLE	LISE LA ROCHELLE	CLASS 3	100,000.00	12,751.07	0.00	87,248.93
LACERRA	PROV. TR GP-FBO THOMAS LACERRA IRA	CLASS 3	100,000.00	5,002.78	0.00	94,997.22
LACHANCE	JASON & ELIZABETH LACHANCE	CLASS 3	50,000.00	4,075.00	0.00	45,925.00
LACLAIR	MONICA & LAWRENCE LACLAIR	CLASS 3	800,000.00	13,550.00	0.00	786,450.00
LADBURY	BRADLEY J & WANDA K LADBURY	CLASS 3	130,000.00	12,386.57	0.00	117,613.43
LADE	DOREEN L LADE	CLASS 3	100,000.00	9,116.63	1,000.00	89,883.37
LADWIG	LADWIG FT	CLASS 3	100,000.00	7,262.50	0.00	92,737.50
LAFFITE	CARLOS LAFFITE	CLASS 5	100,000.00	7,244.38	0.00	92,755.62
LAGRANGE	THE MYRON R & CAROL L LAGRANGE RLT	CLASS 3	150,000.00	6,550.00	0.00	143,450.00
LAGUD	BARBARA LAGUD	CLASS 3	25,000.00	333.34	0.00	24,666.66
LAHOOTI	PROV. TR GP-FBO ETTIE LAHOOTI IRA	CLASS 3	100,000.00	7,200.00	0.00	92,800.00
LAHR	JOHN M & MARY THERESE LAHR	CLASS 3	50,000.00	5,343.67	0.00	44,656.33
LAICHE	ARLENE F LAICHE	CLASS 3	25,000.00	7,416.67	0.00	17,583.33
LAICHE	KOLBY T LAICHE	CLASS 3	25,000.00	7,391.67	0.00	17,608.33
LAKAMP	MAINSTAR-FBO DONNA S LAKAMP	CLASS 3	35,000.00	1,705.77	0.00	33,294.23
LAKE	GREGORY LAKE	CLASS 3	65,000.00	2,325.58	0.00	62,674.42
LAKER	BRENT R & JANELLE R LAKER	CLASS 3	115,000.00	14,267.53	0.00	100,732.47
LAKER	CAMPBELL & IRIS LAKER	CLASS 5	100,000.00	37,888.77	0.00	62,111.23
LAKSHMINARAYANAN	V LAKSHMINARAYANAN & V AIYER BHARDWAJ	CLASS 3	100,000.00	6,375.00	0.00	93,625.00

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
LAM	ANDREW LAM	CLASS 3	25,000.00	114.59	0.00	24,885.41
LAM	MAINSTAR-FBO FLORENCE LAM T2176673	CLASS 3	100,000.00	4,958.34	0.00	95,041.66
LAM	MAINSTAR-FBO LEO LAM R2176713	CLASS 3	100,000.00	4,355.55	0.00	95,644.45
LAMBERT	MICHAEL LAMBERT	CLASS 3	50,000.00	1,388.90	0.00	48,611.10
LAMBERT/DARWENT	CAROL A LAMBERT & ANDREA F DARWENT	CLASS 3	100,000.00	2,760.40	0.00	97,239.60
LAMBERTZ	MAINSTAR-FBO TOM L LAMBERTZ T2176351	CLASS 3	194,713.00	6,679.73	0.00	188,033.27
LAMCHEK	JOAQUIN & ROSALINA TSEN LAMCHEK RLT	CLASS 3	50,000.00	218.75	0.00	49,781.25
LAMCHEK	MAINSTAR-FBO ROSALINA T LAMCHEK T2177286	CLASS 3	88,252.48	1,642.47	0.00	86,610.01
LAMKIE	THE RENEE J LAMKIE 1997 TR	CLASS 3	100,000.00	555.56	0.00	99,444.44
LAMONICA	FILOMENA LAMONICA	CLASS 3	40,329.36	5,237.24	0.00	35,092.12
LAMONTAGNE	GRACE LAMONTAGNE	CLASS 3	300,000.00	32,914.37	0.00	267,085.63
LAMONTAGNE	GRACE LAMONTAGNE	CLASS 5	100,000.00	10,971.46	0.00	89,028.54
LAMONTE	PETER W LAMONTE	CLASS 3	50,000.00	2,093.09	0.00	47,906.91
LAMPHIER	JACK & BARBARA LAMPHIER	CLASS 3	100,000.00	5,291.62	0.00	94,708.38
LANCASTER	PAMELA J LANCASTER	CLASS 3	301,000.00	39,662.43	705.88	260,631.69
LANDMAN	LLOYD & NANCY LANDMAN	CLASS 5	50,000.00	9,059.82	0.00	40,940.18
LANDMESSER	STEPHANIE LANDMESSER	CLASS 3	50,000.00	7,194.41	0.00	42,805.59
LANDMESSER	STEPHANIE LANDMESSER	CLASS 5	100,000.00	14,388.81	0.00	85,611.19
LANDRY	IRA SVCS TR CO-CFBO BLAIR LANDRY	CLASS 3	26,500.00	1,284.21	0.00	25,215.79
LANDRY	PATRICIA A LANDRY	CLASS 3	50,000.00	2,708.33	0.00	47,291.67
LANDSMAN	ROSALIND C LANDSMAN	CLASS 3	25,000.00	7,812.45	0.00	17,187.55
LANDSMAN/GLICK	ROSALIND C LANDSMAN & JOYCE H GLICK	CLASS 3	25,000.00	1,527.04	0.00	23,472.96
LANDUSKY	PAULA K LANDUSKY	CLASS 3	100,000.00	0.00	0.00	100,000.00
LANDWEHR	DAVID P & BRENDA K LANDWEHR	CLASS 3	170,000.00	11,863.29	0.00	158,136.71
LANDWEHR	MAINSTAR-FBO BRENDA LANDWEHR R2176543	CLASS 3	50,000.00	3,916.67	0.00	46,083.33
LANDWEHR	MAINSTAR-FBO DAVID P LANDWEHR R2176542	CLASS 3	55,000.00	3,483.33	0.00	51,516.67
LANE	JOHNNY L & CLAUDIA F LANE	CLASS 3	25,000.00	516.67	0.00	24,483.33
LANE	PROV. TR GP-FBO KATHY LANE IRA	CLASS 3	90,810.00	7,597.55	0.00	83,212.45
LANE	PROV. TR GP-FBO ROBERT LANE IRA	CLASS 3	28,400.00	2,357.52	0.00	26,042.48

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LANE	WILLIAM J & LINDA M CHISHOLM LANE	CLASS 3	75,000.00	8,026.08	0.00	66,973.92
LANG	EDNA LANG	CLASS 3	50,000.00	3,322.19	0.00	46,677.81
LANGDON	MAINSTAR-FBO NANCY LANGDON T2175830	CLASS 3	37,200.00	2,583.33	0.00	34,616.67
LANGDON	MAINSTAR-FBO ROBERT LANGDON T2175921	CLASS 3	116,800.00	8,111.11	0.00	108,688.89
LANGE	KELLY J LANGE	CLASS 3	400,000.00	65,431.77	0.00	334,568.23
LANGE	KENNETH W & SANDRA S LANGE	CLASS 3	50,000.00	0.00	0.00	50,000.00
LANGE	PROV. TR GP-FBO RICHARD H LANGE IRA	CLASS 5	100,000.00	20,500.00	0.00	79,500.00
LANGENFELD	MARYANN LANGENFELD	CLASS 3	25,000.00	381.95	0.00	24,618.05
LANGLAIS	ERNEST R & ESTELLA JUNE LANGLAIS	CLASS 3	49,750.00	6,873.82	0.00	42,876.18
LANGLEY	ALICE LANGLEY	CLASS 5	140,000.00	15,419.36	0.00	124,580.64
LANGSTON	IRA SVCS TR CO-CFBO KENT LANGSTON	CLASS 3	29,000.00	753.99	0.00	28,246.01
LANIVICH	JULIE LANIVICH	CLASS 3	25,000.00	246.53	0.00	24,753.47
LANNUM	LUCILLE M & KEITH R LANNUM	CLASS 3	148,000.00	0.00	0.00	148,000.00
LANSER	JERRY & RUBY LANSER	CLASS 3	30,000.00	3,187.06	0.00	26,812.94
LANSING	PROV. TR GP-FBO LISA C LANSING IRA	CLASS 3	25,000.00	1,040.27	0.00	23,959.73
LANZ	JEFFERSON LANZ	CLASS 3	25,000.00	4,098.56	0.00	20,901.44
LAPENSON	MAINSTAR-FBO RONNIE LAPENSON T2175865	CLASS 3	107,888.48	7,385.03	0.00	100,503.45
LAPLANTE	NELLIE LAPLANTE	CLASS 3	100,000.00	1,305.57	0.00	98,694.43
LAPPAS	ANDREA LAPPAS	CLASS 3	45,000.00	822.50	0.00	44,177.50
LAPPAS	VIRGINIA LAPPAS	CLASS 3	30,000.00	548.33	0.00	29,451.67
LARKINS	LAWRENCE A & JULIE LARKINS	CLASS 3	75,000.00	13,716.58	0.00	61,283.42
LARMER	ANDREW LARMER	CLASS 3	60,000.00	3,100.00	0.00	56,900.00
LAROCHELLE	RICHARD LAROCHELLE	CLASS 3	50,000.00	2,293.03	0.00	47,706.97
LARSEN	DORA P LARSEN	CLASS 3	60,000.00	2,600.00	0.00	57,400.00
LARSEN	JAMES C LARSEN	CLASS 3	60,000.00	3,770.00	1,000.00	55,230.00
LARSEN	SHIRLEY LARSEN	CLASS 3	550,000.00	42,202.08	0.00	507,797.92
LARSON	NANCY & DOUGLAS LARSON	CLASS 3	200,000.00	24,364.56	0.00	175,635.44
LARSON	PROV. TR GP-FBO KAREN LARSON IRA	CLASS 3	53,960.00	3,904.61	0.00	50,055.39
LARSON	THE LARSON FT DTD 05/21/10	CLASS 3	50,000.00	2,589.62	0.00	47,410.38

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LARWYN	THE LARWYN TR DTD 02/16/95	CLASS 3	200,000.00	8,233.33	0.00	191,766.67
LASHER	MAINSTAR-FBO BEVERLY LASHER T2178350	CLASS 3	76,500.00	428.19	0.00	76,071.81
LASHINE	CAROL N LASHINE	CLASS 3	70,000.00	13,113.45	0.00	56,886.55
LATHAM	RICHARD & FRANCIS LATHAM	CLASS 3	25,000.00	0.00	0.00	25,000.00
LATINI	ROBERT LATINI	CLASS 3	30,000.00	704.17	0.00	29,295.83
LATKA	JUDY LATKA	CLASS 3	50,000.00	856.50	0.00	49,143.50
LAURETANO	NICHOLAS LAURETANO	CLASS 3	75,000.00	3,953.13	0.00	71,046.87
LAUT	WAYNE & MARY LAUT	CLASS 3	150,000.00	3,150.00	0.00	146,850.00
LAUTEN	MAINSTAR-FBO RUSSELL JAMES LAUTEN	CLASS 3	200,000.00	10,450.00	0.00	189,550.00
LAUTEN	RUSSELL JAMES LAUTEN	CLASS 3	80,000.00	4,055.52	0.00	75,944.48
LAUTER	JOHN & PHYLLIS LAUTER	CLASS 5	50,000.00	7,472.28	0.00	42,527.72
LAVIN	MAINSTAR-FBO LAUREL A LAVIN	CLASS 3	250,000.00	21,815.82	1,000.00	227,184.18
LAWLESS	THE LAWLESS TR	CLASS 3	100,000.00	20,077.88	0.00	79,922.12
LAWRENCE	BRANDON LAWRENCE	CLASS 3	35,000.00	367.50	0.00	34,632.50
LAWRENCE	PROV. TR GP-FBO GARY H LAWRENCE IRA	CLASS 3	32,650.00	865.23	0.00	31,784.77
LAWRENCE	PROV. TR GP-FBO PAMELA F LAWRENCE IRA	CLASS 3	33,054.00	482.04	0.00	32,571.96
LAWRENCE	PROV. TR GP-FBO PAUL LAWRENCE IRA	CLASS 3	48,000.00	961.33	0.00	47,038.67
LAWRENCE	ROXANNE V LAWRENCE RT DTD 06/16/08	CLASS 3	50,000.00	986.10	0.00	49,013.90
LAWTON	MAINSTAR-FBO JOHN LAWTON R2176452	CLASS 3	50,000.00	1,924.66	0.00	48,075.34
LAXTON	MAINSTAR-FBO NEAL LAXTON	CLASS 3	45,850.50	5,578.44	0.00	40,272.06
LAY	SALLY A LAY	CLASS 3	50,000.00	3,104.18	0.00	46,895.82
LAYTON	ROBERT LAYTON	CLASS 3	50,000.00	2,433.33	0.00	47,566.67
LAZAR	GARY LAZAR	CLASS 3	216,000.00	11,952.00	0.00	204,048.00
LAZINSKI	HENRY R LAZINSKI RLT	CLASS 3	30,000.00	1,995.00	0.00	28,005.00
LE	PHAT TUAN LE	CLASS 5	100,000.00	19,891.56	0.00	80,108.44
LE PLATT	MAINSTAR-FBO RICHARD LE PLATT	CLASS 3	235,000.00	17,860.00	0.00	217,140.00
LEAKE	SANDRA A LEAKE TR DTD 06/08/93	CLASS 3	25,000.00	1,489.62	0.00	23,510.38
LEASURE	KEVIN & CHRISTINE LEASURE	CLASS 3	48,000.00	2,222.00	0.00	45,778.00
LEBLANC	ERNEST G LEBLANC	CLASS 3	25,000.00	5,531.25	0.00	19,468.75

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LEBLANC	FREDERICK WARREN LEBLANC	CLASS 5	230,000.00	21,565.32	0.00	208,434.68
LEBLANC	MAINSTAR-FBO ANNA N LEBLANC	CLASS 3	31,581.00	3,125.63	0.00	28,455.37
LEBLANC	MAINSTAR-FBO FREDERICK LEBLANC T2174435	CLASS 3	30,000.00	5,162.72	0.00	24,837.28
LEBLANC	MAINSTAR-FBO FREDERICK LEBLANC T2174435	CLASS 5	266,000.00	45,776.09	0.00	220,223.91
LEBLANC	MAINSTAR-FBO JASON A LEBLANC	CLASS 3	31,446.82	1,938.35	0.00	29,508.47
LEBLANC-RYAN	PROV. TR GP-FBO ROBERTA LEBLANC-RYAN IRA	CLASS 3	137,971.57	20,811.22	0.00	117,160.35
LEBOEUF	MAINSTAR-FBO DAVIN LEBOEUF T2178310	CLASS 3	200,000.00	155.56	0.00	199,844.44
LECHMAN	CAROL LYNN LECHMAN LT DTD 08/12/91	CLASS 3	900,000.00	35,784.68	0.00	864,215.32
LECHNER	JENNIFER L & THOMAS P LECHNER	CLASS 3	50,000.00	4,183.34	0.00	45,816.66
LECKLER	COURTNEY & MARILYN LECKLER	CLASS 3	80,000.00	7,142.08	0.00	72,857.92
L'ECLUSE	STEVEN D & LYNN L'ECLUSE TR 04/16/96	CLASS 3	50,000.00	3,658.33	0.00	46,341.67
LECONTE	MICHAEL & JANICE LECONTE	CLASS 3	100,000.00	3,188.87	0.00	96,811.13
LEDBETTER	DALE LEDBETTER TR	CLASS 3	25,000.00	1,625.00	0.00	23,375.00
LEE	ANITA T LEE	CLASS 3	25,000.00	232.65	0.00	24,767.35
LEE	BETTY & PAUL LEE	CLASS 3	125,000.00	6,627.04	0.00	118,372.96
LEE	CAROL C LEE	CLASS 3	100,000.00	14,014.00	0.00	85,986.00
LEE	CAROL L LEE	CLASS 3	60,000.00	18,899.86	0.00	41,100.14
LEE	JONG LEE	CLASS 3	200,000.00	9,666.31	0.00	190,333.69
LEE	MAINSTAR-FBO DAVID CHARLES LEE TW003939	CLASS 3	41,000.00	1,609.25	0.00	39,390.75
LEE	MAINSTAR-FBO JEAN LEE R2178053	CLASS 3	90,000.00	1,277.50	0.00	88,722.50
LEE	PROV. TR GP-FBO CAROL C LEE IRA	CLASS 3	137,450.00	2,291.52	0.00	135,158.48
LEE	REAGAN W LEE	CLASS 3	200,000.00	11,631.87	0.00	188,368.13
LEE	RICHARD Y LEE MD	CLASS 5	250,000.00	8,097.21	0.00	241,902.79
LEE	ROBERT E & BETTY J LEE	CLASS 3	63,000.00	13,184.50	0.00	49,815.50
LEE	ROSALINE T LEE	CLASS 3	100,000.00	6,255.02	1,200.00	92,544.98
LEE	ROSALINE T LEE	CLASS 5	150,000.00	9,382.53	1,800.00	138,817.47
LEE	WILLIAM & PATRICIA LEE TA 2009-1 08/06/09	CLASS 3	25,000.00	1,236.15	0.00	23,763.85
LEE-CARR	SHEILA LEE-CARR	CLASS 3	40,000.00	2,104.22	0.00	37,895.78
LEENAN	LEENAN LLC	CLASS 3	45,000.00	4,922.50	0.00	40,077.50

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LEFKOWITZ	MICHAEL D LEFKOWITZ LT	CLASS 3	100,000.00	8,399.95	0.00	91,600.05
LEGACY 1	LEGACY 1 LLC	CLASS 3	360,000.00	33,412.58	0.00	326,587.42
LEHMAN	GERALD R & BEVERLY S LEHMAN	CLASS 3	340,000.00	10,974.43	0.00	329,025.57
LEHMAN	THOMAS E LEHMAN	CLASS 5	200,000.00	45,291.75	0.00	154,708.25
LEHMAN	WILLIAM F LEHMAN	CLASS 5	50,000.00	16,250.13	0.00	33,749.87
LEHMANN	MONIQUE LEHMANN	CLASS 3	150,000.00	2,888.85	0.00	147,111.15
LEIBELSPERGER	DORENE K LEIBELSPERGER	CLASS 3	68,600.00	14,751.67	0.00	53,848.33
LEIBELSPERGER	MAINSTAR-FBO DORENE LEIBELSPERGER	CLASS 3	36,400.00	7,479.17	0.00	28,920.83
LEIBELSPERGER	MAINSTAR-FBO JOHN LEIBELSPERGER T2178266	CLASS 3	50,000.00	375.00	0.00	49,625.00
LEISURE	MAINSTAR-FBO EVERETT LEISURE T2176968	CLASS 3	57,000.00	2,139.08	0.00	54,860.92
LEITH	MAINSTAR-FBO CAROLE L LEITH R2178031	CLASS 3	40,005.01	455.61	0.00	39,549.40
LEMKE	VERNON A & RITA M LEMKE	CLASS 3	75,000.00	2,399.30	0.00	72,600.70
LEMOINE	RONALD LEMOINE	CLASS 3	25,000.00	5,750.00	0.00	19,250.00
LEMOINE	RONALD R & ALINE D LEMOINE	CLASS 3	25,000.00	8,212.50	235.29	16,552.21
LEMOINE/DEROCHE	ALINE LEMOINE & ROY J DEROCHÉ III	CLASS 3	25,000.00	4,312.50	0.00	20,687.50
LEMONS	W R LEMONS IRREV #2 LAURA A COPELAND	CLASS 3	50,000.00	841.67	0.00	49,158.33
LEMONS	W R LEMONS IRREV SUBTR #3 FBO L J ROGERS	CLASS 3	50,000.00	850.00	0.00	49,150.00
LEMPEREUR	KAREN M LEMPEREUR	CLASS 5	175,000.00	34,738.93	0.00	140,261.07
LEMPEREUR	PROV. TR GP-FBO KAREN M LEMPEREUR IRA	CLASS 5	469,084.00	85,826.27	0.00	383,257.73
LEMPEREUR/GEORGE	KAREN M LEMPEREUR & STEPHEN W GEORGE	CLASS 3	200,000.00	51,168.33	0.00	148,831.67
LEMPEREUR/GEORGE	KAREN M LEMPEREUR & STEPHEN W GEORGE	CLASS 5	185,000.00	47,330.71	0.00	137,669.29
LEMUS	MAINSTAR-FBO MOISES T LEMUS T2178008	CLASS 3	100,000.00	487.96	0.00	99,512.04
LENIHAN	MICHAEL J LENIHAN	CLASS 3	25,000.00	2,058.33	0.00	22,941.67
LENNARTZ	DONALD W & LINDA L LENNARTZ	CLASS 3	95,000.00	16,816.00	0.00	78,184.00
LENNARTZ	PROV. TR GP-FBO DANIEL R LENNARTZ IRA	CLASS 5	115,500.00	43,537.06	0.00	71,962.94
LENNARTZ	PROV. TR GP-FBO DONALD W LENNARTZ IRA	CLASS 3*	63,000.00	15,555.83	0.00	47,444.17
LENNARTZ	PROV. TR GP-FBO LINDA L LENNARTZ IRA	CLASS 3	79,500.00	18,544.72	0.00	60,955.28
LENNARTZ	PROV. TR GP-FBO THERESA L LENNARTZ IRA	CLASS 5	86,000.00	32,417.38	0.00	53,582.62
LENSKY	WILLIAM & PAULA LENSKY	CLASS 3	40,000.00	393.33	0.00	39,606.67

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LENT	PROV. TR GP-FBO DAVID & NANCY LENT ICA	CLASS 3	150,000.00	18,177.08	0.00	131,822.92
LENT	PROV. TR GP-FBO DAVID & NANCY LENT ICA	CLASS 5	50,000.00	6,059.03	0.00	43,940.97
LENTNER	ADAM LENTNER	CLASS 3	200,000.00	3,291.69	0.00	196,708.31
LENTZ	HORST K & MARIA F LENTZ	CLASS 3	50,000.00	3,508.34	0.00	46,491.66
LEON	PROV. TR GP-FBO DANIEL DE LEON JR IRA	CLASS 5	63,500.00	9,313.33	0.00	54,186.67
LEONARD	CARL LEONARD	CLASS 3	25,001.00	260.43	0.00	24,740.57
LEONARD	PROV. TR GP-FBO EDWIN C LEONARD JR IRA	CLASS 3	125,000.00	23,151.80	8,808.01	93,040.19
LEONG	MAE & KIN LEONG	CLASS 3	130,000.00	8,576.34	0.00	121,423.66
LEONG	PROV. TR GP-FBO JEFFREY R LEONG IRA	CLASS 3	44,000.00	1,093.89	0.00	42,906.11
LEPAGE	NORMAN J & CHERYL L LEPAGE	CLASS 3	200,000.00	4,200.01	0.00	195,799.99
LEPPERT	CYNTHIA M LEPPERT	CLASS 3	72,000.00	3,439.28	0.00	68,560.72
LERMAN	MARILYN & SAUL LERMAN	CLASS 3	80,000.00	9,885.01	1,000.00	69,114.99
LERNER	PROV. TR GP-FBO NAUM LERNER IRA	CLASS 3	126,500.00	16,445.89	0.00	110,054.11
LESSICK	HELEN M LESSICK	CLASS 3	25,000.00	253.48	0.00	24,746.52
LESTER	KENNETH LESTER	CLASS 3	25,000.00	0.00	0.00	25,000.00
LETHIECQ	JEAN & CORONA LETHIECQ TR/JEAN LETHIECQ	CLASS 3	300,000.00	29,440.27	0.00	270,559.73
LETNER	IRIS LETNER	CLASS 3	60,000.00	1,052.08	0.00	58,947.92
LETTS	LOEL K & BARBARA JO LETTS	CLASS 5	100,000.00	16,791.77	0.00	83,208.23
LEUNG/WONG	BARRY LEUNG & LILY WONG	CLASS 3	25,000.00	395.84	0.00	24,604.16
LEVIN	HARRIET & LANNY LEVIN TR	CLASS 3	50,000.00	6,474.71	0.00	43,525.29
LEVIN	HARRIET & LANNY LEVIN TR	CLASS 5	100,000.00	12,949.42	0.00	87,050.58
LEVINE	MIRIAM LEVINE RLT DTD 06/03/98	CLASS 3	35,000.00	3,970.37	0.00	31,029.63
LEVY	FRANK H LEVY	CLASS 5	370,000.00	16,462.80	0.00	353,537.20
LEVY	FRANK M LEVY	CLASS 3	75,000.00	2,941.67	0.00	72,058.33
LEVY	MAINSTAR-FBO PATRICIA LEVY	CLASS 3	90,000.00	4,702.50	0.00	85,297.50
LEVY	THE LEVY FT-RENE & PILAR LEVY TTES	CLASS 5	400,000.00	116,333.22	0.00	283,666.78
LEW	MAINSTAR-FBO JAMES LEW TW003770	CLASS 3	50,000.00	2,531.08	0.00	47,468.92
LEW	SANDRA LEW	CLASS 3	100,000.00	1,402.79	0.00	98,597.21
LEWAKOWSKI	PROV. TR GP-FBO KIM LEWAKOWSKI IRA	CLASS 3	42,500.00	15,440.49	0.00	27,059.51

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LEWINTER	HELEN & DANIEL LEWINTER	CLASS 3	240,000.00	7,919.50	0.00	232,080.50
LEWIS	LISA S LEWIS	CLASS 3	200,000.00	1,866.67	0.00	198,133.33
LEWIS	PROV. TR GP-FBO GERALD A LEWIS IRA	CLASS 3	222,400.00	27,641.63	0.00	194,758.37
LEWIS	PROV. TR GP-FBO GERALD A LEWIS IRA	CLASS 5	50,000.00	6,214.39	0.00	43,785.61
LEWIS	SHARI LEWIS	CLASS 3	50,000.00	3,687.44	0.00	46,312.56
LEWIS/DORSEY	JAMES M LEWIS & ELIZABETH A DORSEY	CLASS 3	200,000.00	4,933.33	0.00	195,066.67
L'HEUREUX	JEANNE JO L'HEUREUX	CLASS 3	50,000.00	2,475.03	0.00	47,524.97
L'HEUREUX	JEANNE JO L'HEUREUX RT	CLASS 3	50,000.00	1,926.36	0.00	48,073.64
LI	PING PING LI	CLASS 3	50,000.00	5,791.67	0.00	44,208.33
LI	PROV. TR GP-FBO BRUCE LI IRA	CLASS 3	74,000.00	402.89	0.00	73,597.11
LI	SILING LI	CLASS 3	25,000.00	1,949.26	0.00	23,050.74
LIAO	MAINSTAR-FBO YUEHMING LIAO T2177667	CLASS 3	53,000.00	999.64	0.00	52,000.36
LIAUTAUD	GEORGES LIAUTAUD	CLASS 3	50,000.00	1,300.00	0.00	48,700.00
LICHTLE	MARY & WILLIAM LICHTLE	CLASS 3	50,000.00	0.00	0.00	50,000.00
LICKING	STEVEN B & MEGAN LICKING	CLASS 3	50,000.00	1,963.91	0.00	48,036.09
LICKING	THE LICKING IRREV LIFE INSURANCE TR	CLASS 3	200,000.00	9,916.69	0.00	190,083.31
LIEBERT	THE KIM & BETTY LIEBERT LT DTD 02/04/15	CLASS 3	63,600.00	1,462.80	0.00	62,137.20
LIEBZEIT	GARY L & FLORINE E LIEBZEIT	CLASS 3	25,000.00	1,256.56	0.00	23,743.44
LIEOU	MONICA & ROBERT LIEOU	CLASS 3	50,000.00	5,822.17	0.00	44,177.83
LIESE	KEITH D LIESE	CLASS 3	50,000.00	3,615.25	0.00	46,384.75
LIFAVI	DANIEL J LIFAVI RT	CLASS 3	75,000.00	8,157.34	0.00	66,842.66
LIFAVI	DANIEL J LIFAVI RT	CLASS 3*	25,000.00	1,425.05	0.00	23,574.95
LIFAVI	JOHN LIFAVI	CLASS 3	50,000.00	10,416.41	0.00	39,583.59
LIGUORI	MARK LIGUORI	CLASS 3	25,000.00	5,055.46	0.00	19,944.54
LIKENS	MAINSTAR-FBO DEBBIE K LIKENS TW003786	CLASS 3	25,000.00	966.21	0.00	24,033.79
LILLARD	JAMES H & CAROL J LILLARD	CLASS 5	100,000.00	32,749.89	0.00	67,250.11
LILLARD	JANICE D LILLARD	CLASS 3	77,000.00	8,404.97	0.00	68,595.03
LILLIE/MAULIN	RANDEL RALPH LILLIE & JANET GAIL MAULIN	CLASS 3	80,000.00	4,475.00	0.00	75,525.00
LILLY	LYNDA K LILLY	CLASS 3	340,000.00	58,933.04	0.00	281,066.96

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
LIM	MAINSTAR-FBO NATHANIEL LIM T2175381	CLASS 3	50,000.00	2,076.39	0.00	47,923.61
LIMA	FT OF JOSEPH & CAROL A LIMA	CLASS 3	55,000.00	3,208.94	0.00	51,791.06
LIMATO	JAMESPAUL LIMATO	CLASS 3	185,000.00	2,440.96	0.00	182,559.04
LIME	PROV. TR GP-FBO DANNY A LIME IRA	CLASS 3	83,750.00	4,494.58	0.00	79,255.42
LIMP	JAMES R & SHIRLEY L LIMP	CLASS 3	100,000.00	2,583.33	0.00	97,416.67
LINCOLN	WALTER B LINCOLN	CLASS 3	25,000.00	1,317.67	0.00	23,682.33
LIND	DANIEL K & LISA M LIND	CLASS 3	200,000.00	29,066.67	0.00	170,933.33
LIND	MAINSTAR-FBO WILLIAM LIND T2178236	CLASS 3	22,704.19	52.98	0.00	22,651.21
LIND	WILLIAM LIND	CLASS 3	25,000.00	304.17	0.00	24,695.83
LINDE	MARILYN & JONAS LINDE	CLASS 3	185,000.00	35,814.51	0.00	149,185.49
LINDEMANN	PROV. TR GP-FBO TIMOTHY LINDEMANN IRA	CLASS 3	90,000.00	5,448.03	0.00	84,551.97
LINDEMANN	PROV. TR GP-FBO TIMOTHY LINDEMANN IRA	CLASS 5	100,000.00	6,053.36	0.00	93,946.64
LINDENWALD	ROGER J LINDENWALD	CLASS 3	150,000.00	26,677.73	0.00	123,322.27
LINDER	IRA SVCS TR CO-CFBO NORMAN LINDER	CLASS 3	50,000.00	4,116.67	0.00	45,883.33
LINDGREN	DUANE & ARLYS LINDGREN	CLASS 3	200,000.00	6,958.33	0.00	193,041.67
LINDSAY	JAMES & GERALDINE LINDSAY	CLASS 3	50,000.00	861.10	0.00	49,138.90
LINDSELL	PROV. TR GP-FBO CHARLES LINDSELL IRA	CLASS 3	98,467.00	8,613.45	0.00	89,853.55
LINDSEY	JUNE D LINDSEY	CLASS 3	1,000,000.00	77,500.00	0.00	922,500.00
LINDSEY	WILLIAM E LINDSEY	CLASS 3	1,000,000.00	140,000.00	0.00	860,000.00
LINDY & CINDY HLDGS.	LINDY & CINDY HOLDINGS LLC	CLASS 3	150,000.00	6,875.00	0.00	143,125.00
LINEBACK	FRANCIS M & PHYLLIS A LINEBACK	CLASS 3	50,000.00	1,539.58	0.00	48,460.42
LINES	BOBBY & RACHEL LINES	CLASS 3	100,000.00	9,514.32	0.00	90,485.68
LINGBLOOM	PROV. TR GP-FBO JACK D LINGBLOOM IRA	CLASS 3	70,000.00	7,383.06	0.00	62,616.94
LINK	CHRISTOPHER J LINK	CLASS 3	50,000.00	12,205.00	0.00	37,795.00
LINK	EDWARD J & SHARON E LINK	CLASS 3	25,000.00	5,224.81	1,000.00	18,775.19
LINK	MARILYN LINK	CLASS 3	50,000.00	456.95	0.00	49,543.05
LINK	NICHOLAS J LINK	CLASS 3	50,000.00	12,205.00	0.00	37,795.00
LINK	PROV. TR GP-FBO DELLA M LINK IRA	CLASS 3	131,000.00	29,566.78	1,000.00	100,433.22
LINTHIA MGMT	LINTHIA MGMT DEFINED BENEFIT PLAN	CLASS 3	75,000.00	5,489.58	0.00	69,510.42

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LINVILLE	KIMBERLEY LINVILLE	CLASS 3	130,000.00	14,760.06	0.00	115,239.94
LIPE	CAROL J LIPE	CLASS 3	110,089.34	568.80	0.00	109,520.54
LIPE	CURTIS R LIPE	CLASS 3	25,000.00	180.56	0.00	24,819.44
LIPPMAN	CAROLYN LIPPMAN	CLASS 3	120,000.00	2,520.83	0.00	117,479.17
LIPPMAN	DAVID MYRON LIPPMAN RLT	CLASS 3	100,000.00	0.00	0.00	100,000.00
LIPSITZ	IRA SVCS TR CO-CFBO MICHAEL LIPSITZ ROTH	CLASS 3	22,000.00	440.60	0.00	21,559.40
LIPSITZ	IRA SVCS TR CO-CFBO MICHAEL S LIPSITZ	CLASS 3	220,000.00	4,436.67	0.00	215,563.33
LIPSITZ	MICHAEL S LIPSITZ LT	CLASS 3	130,000.00	3,683.33	0.00	126,316.67
LIPSITZ	ROBERT LIPSITZ	CLASS 3	50,000.00	1,208.33	0.00	48,791.67
LISS	CAROLYN K & RAYMOND L LISS	CLASS 3	50,000.00	3,308.33	0.00	46,691.67
LITT	BRIAN LITT	CLASS 3	50,000.00	9,682.00	0.00	40,318.00
LITTLEFIELD	DAVID LITTLEFIELD	CLASS 5	60,000.00	9,027.46	0.00	50,972.54
LITTLEFIELD	PROV. TR GP-FBO DAVID A LITTLEFIELD ROTH IRA	CLASS 3	34,464.00	4,820.63	0.00	29,643.37
LITTLEFIELD	PROV. TR GP-FBO DAVID A LITTLEFIELD ROTH IRA	CLASS 5	136,763.00	19,129.63	0.00	117,633.37
LITZENBERGER	SHANE & KATHRYN LITZENBERGER	CLASS 3	50,000.00	641.67	0.00	49,358.33
LIU	YUAN LIU	CLASS 3	25,000.00	1,493.10	0.00	23,506.90
LIVINGSTON	CHRISTINE LIVINGSTON	CLASS 3	25,000.00	541.67	0.00	24,458.33
LIVINGSTON	MAINSTAR-FBO C LIVINGSTON TW003973	CLASS 3	71,870.00	1,329.60	0.00	70,540.40
LIVINGSTON ALUMNI	LIVINGSTON ALUMNI ASSOCIATION	CLASS 3	407,800.00	70,969.05	600.00	336,230.95
LLEWELLYN	JEFFREY B LLEWELLYN	CLASS 3	50,000.00	2,879.83	0.00	47,120.17
LLOYD	ALYSON LLOYD	CLASS 3	25,000.00	2,723.30	0.00	22,276.70
LLOYD	CHRISTINE C LLOYD	CLASS 3	150,000.00	2,833.33	0.00	147,166.67
LOCHTEFELD	JAMES A LOCHTEFELD	CLASS 3	2,000,000.00	480,593.41	0.00	1,519,406.59
LOCHTEFELD	JAMES A LOCHTEFELD	CLASS 5	500,000.00	120,148.35	0.00	379,851.65
LOCICERO	CAROL & JOHN LOCICERO	CLASS 3	45,000.00	4,909.55	0.00	40,090.45
LOE	HARVEY H & KAREN K LOE	CLASS 3	100,000.00	16,416.67	0.00	83,583.33
LOEWENSTEIN/RUSSELL	SHARONA LOEWENSTEIN & EDWARD RUSSELL	CLASS 3	25,000.00	0.00	0.00	25,000.00
LOFTUS	JOHN C & NANCY K LOFTUS	CLASS 5	100,000.00	6,527.75	0.00	93,472.25
LOGAN	JEFFREY R LOGAN	CLASS 3	25,000.00	1,284.76	0.00	23,715.24

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
LOGERO	BARBARA LOGERO	CLASS 3	500,000.00	26,825.00	0.00	473,175.00
LOGERO	LARRY LOGERO	CLASS 3	200,000.00	12,880.65	1,000.00	186,119.35
LOGERO	MAINSTAR-FBO BARBARA LOGERO T2177439	CLASS 3	31,000.00	1,721.55	0.00	29,278.45
LOGERO	PROV. TR GP-FBO BARBARA LOGERO IRA	CLASS 5	137,000.00	11,454.73	0.00	125,545.27
LOGERO	PROV. TR GP-FBO LARRY E LOGERO IRA	CLASS 3	130,000.00	9,894.44	0.00	120,105.56
LOGERO	PROV. TR GP-FBO LARRY LOGERO IRA	CLASS 5	2,250,000.00	189,375.00	0.00	2,060,625.00
LOHSE	MAINSTAR-FBO ROBERT LOHSE	CLASS 3	35,000.00	1,705.77	0.00	33,294.23
LO-HSUEH	MARGARET LO-HSUEH	CLASS 3	70,000.00	1,711.13	0.00	68,288.87
LOMBARDO	ELIZABETH LOMBARDO RT	CLASS 3	160,000.00	0.00	0.00	160,000.00
LOMBARDO	LYNN LOMBARDO	CLASS 3	140,000.00	17,325.63	0.00	122,674.37
LONG	BESSIE D LONG	CLASS 3	25,000.00	1,520.83	0.00	23,479.17
LONG	BETTY K LONG	CLASS 3	100,000.00	5,179.13	0.00	94,820.87
LONG	EUGENE A & LINDA L LONG	CLASS 3	150,000.00	3,604.17	0.00	146,395.83
LONG	GAIL M LONG SPEC NEEDS TR	CLASS 3	60,000.00	4,040.00	0.00	55,960.00
LONG	JACQUELINE R LONG	CLASS 5	50,000.00	7,038.82	0.00	42,961.18
LONG	JERRY C LONG	CLASS 3	25,000.00	1,520.83	0.00	23,479.17
LONG	JERRY LONG	CLASS 3	40,000.00	15,937.66	0.00	24,062.34
LONG	NORMAN G LONG	CLASS 3	100,000.00	12,593.73	0.00	87,406.27
LONGACRE	MAINSTAR-FBO DIANE LONGACRE SW003166	CLASS 3	34,700.00	3,686.91	0.00	31,013.09
LONGO	PROV. TR GP-FBO ANDREW S LONGO IRA	CLASS 3	56,000.00	12,620.37	0.00	43,379.63
LONGO	PROV. TR GP-FBO TERESA A LONGO IRA	CLASS 3	70,585.00	15,258.13	0.00	55,326.87
LONGS PEAK VFW	LONGS PEAK VFW POST 2601	CLASS 3	600,000.00	16,050.00	0.00	583,950.00
LONSWAY	JOSEPH O LONSWAY	CLASS 3	40,000.00	2,691.07	0.00	37,308.93
LONSWAY	LONSWAY FT	CLASS 3	270,000.00	21,790.34	0.00	248,209.66
LONTO	BENJAMIN LONTO	CLASS 3	25,000.00	25.00	0.00	24,975.00
LOO	RAYMOND & ROSE LOO	CLASS 3	50,000.00	2,360.45	0.00	47,639.55
LOONEY	RONALD D LOONEY	CLASS 3	125,000.00	11,960.02	0.00	113,039.98
LOPES	PROV. TR GP-FBO LISA LOPES IRA	CLASS 3	100,833.48	4,666.35	0.00	96,167.13
LOPEZ	MAINSTAR-FBO CARMELO S-LOPEZ T2178052	CLASS 3	300,000.00	4,750.00	0.00	295,250.00

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LOPEZ	MAINSTAR-FBO JESSICA J S-LOPEZ T2177840	CLASS 3	325,000.00	5,145.83	0.00	319,854.17
LOPEZ	PFL SOLO 401K TR FBO PABLO F LOPEZ	CLASS 3	25,000.00	437.49	0.00	24,562.51
LOPEZ	THE JUANITA S LOPEZ TR DTD 09/11/12	CLASS 3	25,000.00	1,256.56	0.00	23,743.44
LOPINTO	IRA SVCS TR CO-CFBO FRANK LOPINTO IRA	CLASS 3	200,000.00	5,300.00	0.00	194,700.00
LORE	CHRISTINE D LORE TR DTD 11/04/98	CLASS 3	70,000.00	11,441.13	0.00	58,558.87
LORIA/MAULEON	SAMSON LORIA & ERLINDA BLANCO MAULEON	CLASS 3	50,000.00	0.00	0.00	50,000.00
LORIDON	JOHANN LORIDON	CLASS 3	100,000.00	1,805.57	0.00	98,194.43
LORSHBOUGH	DAVID LORSHBOUGH	CLASS 3	100,000.00	14,716.67	0.00	85,283.33
LOSSNER	GEORGE LOSSNER	CLASS 3	25,000.00	572.93	0.00	24,427.07
LOUCK	KENNETH L LOUCK	CLASS 3	150,000.00	9,326.35	0.00	140,673.65
LOUGHLIN	FRANCIS LOUGHLIN	CLASS 3	25,000.00	768.04	0.00	24,231.96
LOUIS	FRED LOUIS	CLASS 3	175,000.00	1,118.06	0.00	173,881.94
LOUIS	MAINSTAR-FBO FRED LOUIS TW0004020	CLASS 3	100,000.00	1,250.00	0.00	98,750.00
LOVE	PROV. TR GP-FBO AIMEE L LOVE IRA	CLASS 5	141,320.50	38,627.72	0.00	102,692.78
LOVELAND	MAINSTAR-FBO DARREN LOVELAND T2177746	CLASS 3	161,300.00	1,097.74	0.00	160,202.26
LOVELESS	KATHLEEN WOOD LOVELESS	CLASS 3	500,000.00	68,230.49	0.00	431,769.51
LOVELESS	PROV. TR GP-FBO KATHY WOOD LOVELESS IRA	CLASS 3	30,000.00	3,073.33	0.00	26,926.67
LOVETRO	KATIE LOVETRO	CLASS 3	25,000.00	7,275.00	0.00	17,725.00
LOVINGS	JAMES W LOVINGS	CLASS 3	50,000.00	11,095.78	0.00	38,904.22
LOWE	DAVID F LOWE	CLASS 3	75,000.00	9,472.30	0.00	65,527.70
LOWE	ROBERT F LOWE	CLASS 3	220,000.00	9,151.12	0.00	210,848.88
LOWRY	JOSEPH A LOWRY	CLASS 3	50,000.00	683.33	0.00	49,316.67
LOZNEANU	DOREL & ELIZABETH V LOZNEANU	CLASS 3	46,000.00	2,094.25	0.00	43,905.75
LOZYNSKY	JOHN LOZYNSKY	CLASS 3	100,000.00	1,186.10	0.00	98,813.90
LT MUHLENKAMP ENT.	LT MUHLENKAMP ENTERPRISES INC	CLASS 3	150,000.00	15,845.04	0.00	134,154.96
LUBIN	HOWARD E LUBIN	CLASS 3	25,000.00	6,081.98	0.00	18,918.02
LUCAS	EARL LUCAS	CLASS 3	25,000.00	4,122.13	0.00	20,877.87
LUCAS	PROV. TR GP-FBO THOMAS J LUCAS IRA	CLASS 5	221,378.00	44,829.05	0.00	176,548.95
LUCAS	THOMAS J & BARBARA A LUCAS	CLASS 3	400,000.00	61,808.85	0.00	338,191.15

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LUCCA	EILEEN P LUCCA	CLASS 3	27,250.00	2,861.21	0.00	24,388.79
LUCE	MAINSTAR-FBO CATHERINE LUCE T2178459	CLASS 3	54,200.00	139.27	0.00	54,060.73
LUCERO	IRA SVCS TR CO-CFBO PHILLIP B LUCERO IRA	CLASS 3	25,000.00	855.53	0.00	24,144.47
LUEHMANN	JAMES R LUEHMANN	CLASS 3	50,000.00	7,689.78	0.00	42,310.22
LUEHMANN	JAMES R LUEHMANN	CLASS 5	201,557.62	30,998.65	0.00	170,558.97
LUENGO	OSCAR DANIEL LUENGO	CLASS 3	50,000.00	750.00	0.00	49,250.00
LUFT	JILL LUFT LT	CLASS 3	100,000.00	18,151.97	0.00	81,848.03
LUKASIK	PROV. TR GP-FBO LINDA LUKASIK IRA	CLASS 3	85,709.61	5,696.12	0.00	80,013.49
LUKE	ERIC LUKE	CLASS 3	50,000.00	2,148.59	0.00	47,851.41
LUKE	TREVOR ERIC LUKE	CLASS 3	50,000.00	870.84	0.00	49,129.16
LUMBARDY	STAN & DELILA LUMBARDY	CLASS 3	50,000.00	58.33	0.00	49,941.67
LUNA	JUAN T & GLORIA A LUNA	CLASS 5	50,000.00	9,987.59	0.00	40,012.41
LUND	MAINSTAR-FBO KENNETH LUND	CLASS 3	100,000.00	4,201.39	0.00	95,798.61
LUNDEEN	LUNDEEN FT DTD 12/09/98	CLASS 3	50,000.00	5,113.84	0.00	44,886.16
LUNSFORD	PROV. TR GP-FBO J LEIGH LUNSFORD INH IRA	CLASS 3	100,000.00	10,830.56	0.00	89,169.44
LUNSFORD	WILLIAM D & JUDITH D LUNSFORD	CLASS 3	45,000.00	21,945.77	0.00	23,054.23
LUPI	FRANK J LUPI	CLASS 3	25,000.00	1,245.11	0.00	23,754.89
LUPI	MAINSTAR-FBO KATHLEEN A LUPI	CLASS 3	131,000.00	11,877.33	0.00	119,122.67
LURGIO	JOSEPH LURGIO	CLASS 3	25,000.00	1,241.29	0.00	23,758.71
LUSK	SUSAN M & SCOTT W LUSK	CLASS 3	40,000.00	459.06	0.00	39,540.94
LUTER	CLARA F LUTER	CLASS 3	43,300.00	2,002.69	0.00	41,297.31
LUTTRELL	MAINSTAR-FBO ROBERT LUTTRELL	CLASS 3	49,014.11	2,029.32	0.00	46,984.79
LUTZ	LAWRENCE & JUDITH LUTZ	CLASS 3	50,000.00	1,383.33	0.00	48,616.67
LY	IRA SVCS TR CO-CFBO CHUC LY IRA	CLASS 3	80,000.00	6,493.33	0.00	73,506.67
LYDON	WILLIAM F LYDON	CLASS 3	25,000.00	975.00	0.00	24,025.00
LYLE	MAINSTAR-FBO JANET LYLE T2174650	CLASS 3	266,500.00	29,346.27	0.00	237,153.73
LYLE	PROV. TR GP-FBO KATHRYN LYLE IRA	CLASS 5	50,000.00	16,444.59	0.00	33,555.41
LYLE	RAYBOURNE E LYLE RLT	CLASS 3	25,000.00	875.03	0.00	24,124.97
LYNCH	ALBERT M & FRED A B LYNCH	CLASS 3	100,000.00	10,887.57	0.00	89,112.43

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LYNCH	FREDA B & ALBERT M LYNCH SR	CLASS 5	100,000.00	2,444.44	0.00	97,555.56
LYNCH	MARIANNE E LYNCH	CLASS 3	25,000.00	2,885.48	0.00	22,114.52
LYNUM	ELTON LYNUM	CLASS 3	50,000.00	641.67	0.00	49,358.33
LYON	LEE LYON	CLASS 3	31,000.00	355.64	0.00	30,644.36
LYONS	ANNELIESE LYONS	CLASS 3	30,000.00	3,497.26	0.00	26,502.74
LYONS	JOHN AND/OR ANNELIESE LYONS	CLASS 5	110,000.00	25,850.09	0.00	84,149.91
LYONS	KENNETH & THERESA LYONS	CLASS 3	100,000.00	11,800.00	0.00	88,200.00
LYONS	PROV. TR GP-FBO KENNETH LYONS IRA	CLASS 3	64,498.00	7,447.26	0.00	57,050.74
LYONS	PROV. TR GP-FBO THERESA LYONS IRA	CLASS 3	42,241.00	4,887.64	0.00	37,353.36
LYONS	ROBERT E LYONS	CLASS 3	46,000.00	2,035.90	0.00	43,964.10
LYTLE	PROV. TR GP-FBO LINDA L LYTLE IRA	CLASS 5	200,000.00	83,861.16	0.00	116,138.84
MA	GUANG M MA	CLASS 3	50,000.00	2,638.85	0.00	47,361.15
MA	MAINSTAR-FBO GUANG M MA TW003508	CLASS 3	73,921.25	3,798.74	0.00	70,122.51
MACALISTER	MAINSTAR-FBO GORDON MACALISTER T2178203	CLASS 3	60,000.00	645.83	0.00	59,354.17
MACDONALD	CYNTHIA MACDONALD	CLASS 3	25,000.00	225.00	0.00	24,775.00
MACDONALD	ROBERT J MACDONALD	CLASS 3	25,000.00	1,701.44	0.00	23,298.56
MACE	IRA SVCS TR CO-CFBO JAMES M MACE IRA	CLASS 3	145,500.00	10,170.83	0.00	135,329.17
MACE	JUNE MACE	CLASS 3	60,000.00	0.00	0.00	60,000.00
MACEAU	MAINSTAR-FBO GREGORY A MACEAU T2174866	CLASS 3	162,300.00	15,235.25	0.00	147,064.75
MACEY	PROV. TR GP-FBO CHERYL A MACEY IRA	CLASS 3	203,000.00	3,039.44	0.00	199,960.56
MACGUFFIN	MICHAEL H & LISA A MACGUFFIN	CLASS 3	50,000.00	1,604.16	0.00	48,395.84
MACHADO	BARBEE MACHADO	CLASS 5	100,000.00	16,388.85	0.00	83,611.15
MACIAS	HORIZON TR CO-FBO JUAN E MACIAS	CLASS 3	49,500.00	2,654.48	0.00	46,845.52
MACINNES	PROV. TR GP-FBO ANITA R MACINNES IRA	CLASS 3	79,235.00	2,284.61	0.00	76,950.39
MACKSON	MAINSTAR-FBO MURRAY MACKSON T2174257	CLASS 3	100,000.00	11,452.41	0.00	88,547.59
MACPHERSON	GARY S MACPHERSON	CLASS 3	60,000.00	610.00	0.00	59,390.00
MADDEN	CLAIRE C MADDEN	CLASS 5	200,000.00	55,833.44	0.00	144,166.56
MADDEN	THERESA MADDEN	CLASS 3	35,000.00	8,189.86	0.00	26,810.14
MADDOCKS	KATHERYN A MADDOCKS	CLASS 3	25,000.00	2,946.49	0.00	22,053.51

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
MADDOCKS	PROV. TR GP-FBO RALPH C MADDOCKS IRA	CLASS 3	27,000.00	922.62	0.00	26,077.38
MADDOCKS	RALPH C & KATHERYN A MADDOCKS	CLASS 3	100,000.00	11,922.67	0.00	88,077.33
MADDOCKS	RALPH MADDOCKS	CLASS 3	60,000.00	4,723.39	0.00	55,276.61
MADSEN	PROV. TR GP-FBO STERLING MADSEN ICA	CLASS 5	513,436.09	61,489.02	0.00	451,947.07
MADSEN-BUTTERS	PROV. TR GP-FBO DORI MADSEN-BUTTERS IRA	CLASS 5	100,000.00	22,722.22	0.00	77,277.78
MAENNER	JILL MAENNER	CLASS 3	100,000.00	16,097.29	0.00	83,902.71
MAGAGNA	JONE ELLE MAGAGNA	CLASS 3	50,000.00	2,490.31	0.00	47,509.69
MAGARO	ANTOINETTE MAGARO	CLASS 3	25,000.00	1,462.50	0.00	23,537.50
MAGARO	PROV. TR GP-FBO ANTOINETTE MAGARO IRA	CLASS 5	250,000.00	22,638.89	0.00	227,361.11
MAGEE,	PROV. TR GP-FBO ROBERT C MAGEE, JR IRA	CLASS 3	76,000.00	14,703.89	0.00	61,296.11
MAGIDOV CPA	MAGIDOV CPA FIRM AN ACCOUNTANCY CORP	CLASS 3	25,000.00	1,157.26	0.00	23,842.74
MAGLUTA	ALFREDO & MARIA MAGLUTA	CLASS 3	50,000.00	138.89	0.00	49,861.11
MAGNOTTI	MAINSTAR-FBO TERI L MAGNOTTI T2177864	CLASS 3	272,000.00	3,588.89	0.00	268,411.11
MAGRUM	DONNA MAGRUM	CLASS 3	140,000.00	11,955.56	0.00	128,044.44
MAGUIRE	ALFRED PAUL MAGUIRE	CLASS 3	25,000.00	445.83	0.00	24,554.17
MAHABIR	LYNETTE P & PAUL K MAHABIR	CLASS 5	200,000.00	10,744.80	0.00	189,255.20
MAHANA	PROV. TR GP-FBO JANET MAHANA IRA	CLASS 3	59,500.00	4,363.33	0.00	55,136.67
MAHLER	BRENDA S MAHLER	CLASS 3	130,000.00	15,660.71	0.00	114,339.29
MAICKI	ALAN & RUTH MAICKI	CLASS 3	40,000.00	922.24	0.00	39,077.76
MAICKI	ALAN D MAICKI	CLASS 3	50,000.00	3,999.94	0.00	46,000.06
MAICKI	MAINSTAR-FBO ALAN MAICKI BT177141	CLASS 3	32,728.12	718.20	0.00	32,009.92
MAICKI	MAINSTAR-FBO ALAN MAICKI T2178556	CLASS 3	221,000.00	0.00	0.00	221,000.00
MAIERHAFER	LEON F & CAROL S MAIERHAFER	CLASS 3	50,000.00	48.61	0.00	49,951.39
MAINE TSP HS DIST.	MAINE TSP HS DISTRICT EDU FOUNDATION	CLASS 3	100,000.00	12,908.33	1,000.00	86,091.67
MAJESKE	PROV. TR GP-FBO RONALD F MAJESKE IRA	CLASS 5	240,000.00	22,171.35	0.00	217,828.65
MAKELA	TIM & SHERRI MAKELA	CLASS 3	400,000.00	32,500.00	0.00	367,500.00
MAKSIMOV	ZHANA MAKSIMOV	CLASS 3	50,000.00	1,756.92	0.00	48,243.08
MALCOLM	YVONNE & MICHAEL MALCOLM	CLASS 3	50,000.00	302.08	0.00	49,697.92
MALIANNI	ALFRED S & GAIL E MALIANNI RLT 03/27/14	CLASS 5	1,500,000.00	728,633.55	0.00	771,366.45

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MALIG	MALIG FT	CLASS 3	125,000.00	6,043.42	0.00	118,956.58
MALINOWSKI	PROV. TR GP-FBO RICH/ELIZ. MALINOWSKI ICA	CLASS 5	50,000.00	25,968.20	0.00	24,031.80
MALINOWSKI	PROV. TR GP-FBO RICHARD MALINOWSKI IRA	CLASS 5	50,000.00	17,236.26	0.00	32,763.74
MALLAH	MARLENE & MAURICE MALLAH RLT	CLASS 3	1,000,000.00	104,870.28	0.00	895,129.72
MALLICK	SATYA MALLICK	CLASS 3	50,000.00	888.88	0.00	49,111.12
MALLOY	EDWARD F MALLOY	CLASS 3	25,000.00	93.75	0.00	24,906.25
MALONEY	JAMES J & CHERI MALONEY	CLASS 3	25,000.00	1,816.67	0.00	23,183.33
MALONEY	PROV. TR GP-FBO JOE L MALONEY IRA	CLASS 3	63,219.00	7,965.60	0.00	55,253.40
MALOOF	ROSE R MALOOF RLT DTD 09/23/99	CLASS 3	150,000.00	6,201.34	0.00	143,798.66
MALTBY	MAINSTAR-FBO CHARLES MALTBY	CLASS 3	25,000.00	1,900.69	0.00	23,099.31
MALTESE	PATRICK L MALTESE	CLASS 3	100,000.00	20,394.26	0.00	79,605.74
MALTZ	JUDITH M & ROBERT B MALTZ	CLASS 3	180,000.00	11,656.63	0.00	168,343.37
MAMO	THE MAMO FT DTD 11/18/02	CLASS 3	30,000.00	950.00	0.00	29,050.00
MANDEVILLE	EARL MANDEVILLE	CLASS 3	140,000.00	7,641.67	0.00	132,358.33
MANDEVILLE	MARK L & JENNIFER L MANDEVILLE	CLASS 3	100,000.00	14,746.63	0.00	85,253.37
MANDUJANO	VITALINA RUIZ MANDUJANO	CLASS 3	30,000.00	250.00	0.00	29,750.00
MANER	BUFORD ALONZO & GAIL T MANER	CLASS 3	100,000.00	11,788.94	0.00	88,211.06
MANGIA	ANTHONY J MANGIA	CLASS 3	100,000.00	1,069.44	0.00	98,930.56
MANLEY	DAVID S & JO ANN M MANLEY	CLASS 3	25,000.00	618.07	0.00	24,381.93
MANNABERG-GOLDMAN	MAINSTAR-FBO E MANNABERG-GOLDMAN T2175405	CLASS 3*	25,000.00	2,291.67	0.00	22,708.33
MANNING	D LEE & ELLEN MANNING	CLASS 3	25,000.00	1,489.62	0.00	23,510.38
MANNING	MAINSTAR-FBO DANNY C MANNING TW004202	CLASS 3	392,653.35	818.03	0.00	391,835.32
MANNING	PROV. TR GP-FBO SYLVIA D MANNING IRA	CLASS 3	99,000.00	14,102.00	0.00	84,898.00
MANNING	WILBER J JR & PHILLIS MANNING	CLASS 3	25,000.00	931.57	0.00	24,068.43
MANNING/PRYOR	PHILLIS MANNING & VERNA PRYOR	CLASS 3	100,000.00	7,684.15	0.00	92,315.85
MANNINO	JAMES & ELAINE MANNINO	CLASS 3	50,000.00	1,618.05	0.00	48,381.95
MANNION	MAINSTAR-FBO MICHAEL MANNION T2177366	CLASS 3	100,000.00	3,777.77	0.00	96,222.23
MANNION	MICHAEL MANNION	CLASS 3	50,000.00	366.66	0.00	49,633.34
MANUEL	LEIA A MANUEL	CLASS 3	60,000.00	1,525.83	0.00	58,474.17

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MANUEL	MANUEL FRLT DTD 02/07/03	CLASS 3	200,000.00	9,697.21	0.00	190,302.79
MANZO	RON MANZO	CLASS 3	100,000.00	1,833.33	0.00	98,166.67
MAR	MAINSTAR-FBO MAY L MAR T2176303	CLASS 3*	25,134.62	1,052.16	0.00	24,082.46
MARA	MAINSTAR-FBO THERON E MARA TW003751	CLASS 3	85,000.00	3,603.05	0.00	81,396.95
MARANO	ANTHONY MARANO	CLASS 3	50,000.00	2,799.99	0.00	47,200.01
MARANUK	FLORENCE MARANUK	CLASS 3	246,897.03	56,620.76	0.00	190,276.27
MARCHANTE	MARIE & JULIE M MARCHANTE	CLASS 3	50,000.00	8,374.30	0.00	41,625.70
MARCHANTE	THE MARIE MARCHANTE FT 08/21/00	CLASS 3	210,000.00	4,879.19	0.00	205,120.81
MARCOTTE	MICHAEL F MARCOTTE	CLASS 5	100,000.00	19,555.71	0.00	80,444.29
MARCOUX	IRA SVCS TR CO-CFBO JOHN L MARCOUX	CLASS 3	32,500.00	645.50	0.00	31,854.50
MARCOUX	JOHN L MARCOUX	CLASS 3	100,000.00	4,062.50	0.00	95,937.50
MARCOZZI	RENEE MARCOZZI	CLASS 3	25,000.00	239.59	0.00	24,760.41
MARCUS	IRA SVCS TR CO-CFBO SHELDON M MARCUS IRA	CLASS 3	50,000.00	1,534.70	0.00	48,465.30
MARCUS	SHELDON M MARCUS	CLASS 3	25,000.00	777.80	0.00	24,222.20
MARES	MARIA E & LUIS A MARES	CLASS 3	50,000.00	806.95	0.00	49,193.05
MARGITTAI	FRANK MARGITTAI	CLASS 3	100,000.00	2,291.68	0.00	97,708.32
MARGITTAI	MAINSTAR-FBO KATHRYN I MARGITTAI T175941	CLASS 3	300,000.00	11,479.16	0.00	288,520.84
MARIE	LEAH MARIE	CLASS 3	50,000.00	4,903.33	0.00	45,096.67
MARINE	MARINE 694373 LRT DTD 08/07/12	CLASS 3	85,000.00	2,470.19	0.00	82,529.81
MARION	JOYCE H MARION RLT	CLASS 3	60,000.00	5,455.11	0.00	54,544.89
MARKER	PROV. TR GP-FBO CONRAD MARKER IRA	CLASS 3	133,500.00	6,408.00	0.00	127,092.00
MARKERT	PROV. TR GP-FBO MICHAEL MARKERT IRA	CLASS 3	217,216.00	25,993.89	0.00	191,222.11
MARKET VENTURES	MARKET VENTURES LLLP	CLASS 3	147,150.00	13,157.51	0.00	133,992.49
MARKGRAF	FLORENCE G MARKGRAF RLT	CLASS 3	930,000.00	64,494.63	0.00	865,505.37
MARKGRAF	TERRENCE D MARKGRAF	CLASS 3	195,000.00	13,234.08	0.00	181,765.92
MARKOWITZ	PROV. TR GP-FBO MURRAY MARKOWITZ IRA	CLASS 3	120,000.00	21,340.00	0.00	98,660.00
MARKOWITZ	THE MURRAY & LINDA MARKOWITZ RT	CLASS 3	120,000.00	18,685.00	0.00	101,315.00
MARKS	NICOLE S MARKS	CLASS 3	25,000.00	1,647.88	0.00	23,352.12
MARKS	PROV. TR GP-FBO RICHARD B MARKS IRA	CLASS 3	89,821.92	21,156.72	0.00	68,665.20

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MARKUM	MAINSTAR-FBO PATRICIA JAN MARKUM BT176486	CLASS 3	58,230.00	2,148.44	0.00	56,081.56
MARNELL	MAINSTAR-FBO PAUL MARNELL	CLASS 3	100,440.00	6,905.25	0.00	93,534.75
MARQUAND	KERMIT W & NANCY R MARQUAND	CLASS 3	101,000.00	21,492.84	1,000.00	78,507.16
MARQUAND	PROV. TR GP-FBO NANCY R MARQUAND ROTH IRA	CLASS 3	25,000.00	4,286.47	0.00	20,713.53
MARS	JAMES MARS & ADRIENNE DRITZ-MARS	CLASS 3	60,000.00	3,141.67	0.00	56,858.33
MARS	PATRICIA MARS	CLASS 3	40,000.00	3,095.51	0.00	36,904.49
MARSH	JOHN ROBERT & LINDA MARSH	CLASS 3	25,000.00	909.00	0.00	24,091.00
MARSH	RONNIE E MARSH	CLASS 3	80,000.00	0.00	0.00	80,000.00
MARSHALL	ALVIN E MARSHALL	CLASS 3	50,000.00	150.00	0.00	49,850.00
MARSHALL	CHRISTIAN T MARSHALL	CLASS 3	50,000.00	583.34	0.00	49,416.66
MARSHALL	HAROLD C & PAMELA M MARSHALL	CLASS 5	75,000.00	24,500.04	0.00	50,499.96
MARSHALL	HORIZON TR CO-FBO SARA L MARSHALL IRA	CLASS 3	200,000.00	19,866.63	0.00	180,133.37
MARSHALL	MAINSTAR-FBO JOHN MARSHALL T2175753	CLASS 3	116,833.68	7,341.06	0.00	109,492.62
MARSHALL	MARILYN MARSHALL	CLASS 3	100,000.00	5,150.00	0.00	94,850.00
MARSHALL	MICHAEL MARSHALL	CLASS 3*	25,000.00	262.50	0.00	24,737.50
MARSHALL	PROV. TR GP-FBO BEVERLY A MARSHALL IRA	CLASS 3	30,350.00	2,440.65	0.00	27,909.35
MARSHALL	PROV. TR GP-FBO DENESE MARSHALL IRA	CLASS 3	40,000.00	9,573.22	0.00	30,426.78
MARSHALL	PROV. TR GP-FBO DENESE MARSHALL IRA	CLASS 5	116,000.00	27,762.34	0.00	88,237.66
MARSHALL	SARA L MARSHALL	CLASS 3	550,000.00	40,083.34	1,000.00	508,916.66
MARSHALL	STEPHEN MARSHALL	CLASS 3	50,000.00	2,383.37	0.00	47,616.63
MARSHALL	THE MARSHALL FRLT 03/26/15	CLASS 3	250,000.00	52,422.01	0.00	197,577.99
MARSHALL	THE MARSHALL FT UAD 05/26/14 CAM & CCM TT	CLASS 3	25,000.00	2,757.02	0.00	22,242.98
MARSHALL	TMICO-FBO JOHN E MARSHALL IRA	CLASS 5	150,000.00	51,416.74	0.00	98,583.26
MARSHALLS' RIVERBANK	MARSHALLS' RIVERBANK FARMS LTD	CLASS 3	30,000.00	3,433.33	0.00	26,566.67
MARSTON	CHRISTOPHER & DANA LEE MARSTON	CLASS 3	134,000.00	2,144.00	0.00	131,856.00
MARSTON	MAINSTAR-FBO BEATRICE MARSTON R2177236	CLASS 3	8,600.00	169.13	0.00	8,430.87
MARSTON	MAINSTAR-FBO LORRI BETH MARSTON T2177555	CLASS 3	92,500.00	1,233.33	0.00	91,266.67
MARSTON	MAINSTAR-FBO RICHARD MARSTON R2177237	CLASS 3	8,800.00	173.07	0.00	8,626.93
MARSTON	MAINSTAR-FBO RICHARD MARSTON T2176717	CLASS 3	75,300.00	2,209.28	0.00	73,090.72

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MARTIN	ANSEL EARL & BARBARA MARTIN	CLASS 3	50,000.00	541.68	0.00	49,458.32
MARTIN	BRIAN & ANITA MARTIN FT	CLASS 3	250,000.00	32,927.08	0.00	217,072.92
MARTIN	CAROL E MARTIN	CLASS 3	50,000.00	2,114.60	0.00	47,885.40
MARTIN	DONALD G & MARY ANN MARTIN	CLASS 3	100,000.00	1,402.79	0.00	98,597.21
MARTIN	ETHEL L MARTIN	CLASS 3	55,000.00	1,739.36	0.00	53,260.64
MARTIN	FRANCES & STEPHEN MARTIN	CLASS 3	30,000.00	1,684.58	0.00	28,315.42
MARTIN	GRACE D MARTIN	CLASS 3	60,000.00	898.33	0.00	59,101.67
MARTIN	GRAHAM MARTIN	CLASS 3	600,000.00	27,902.86	2,000.00	570,097.14
MARTIN	IRA SVCS TR CO-CFBO LINDA L MARTIN IRA	CLASS 3	27,500.00	710.40	0.00	26,789.60
MARTIN	IRA SVCS TR CO-CFBO RENEE MARTIN IRA	CLASS 3	29,500.00	2,109.25	0.00	27,390.75
MARTIN	JAMES THOMAS & TERRI DENISE MARTIN	CLASS 3	150,000.00	12,843.10	0.00	137,156.90
MARTIN	JERRY L & L JEAN MARTIN	CLASS 3	100,000.00	13,100.00	0.00	86,900.00
MARTIN	KEDRON MARTIN	CLASS 3	50,000.00	1,054.17	0.00	48,945.83
MARTIN	KEDRON MARTIN	CLASS 5	200,000.00	4,216.70	0.00	195,783.30
MARTIN	KENT MARTIN	CLASS 3	100,000.00	3,208.38	0.00	96,791.62
MARTIN	LINDA K MARTIN	CLASS 5	50,000.00	4,994.58	0.00	45,005.42
MARTIN	MAINSTAR-FBO M L MARTIN T2177836	CLASS 3	25,000.00	350.69	0.00	24,649.31
MARTIN	MAINSTAR-FBO ROSE MARTIN T2174928	CLASS 3	160,000.00	19,425.73	0.00	140,574.27
MARTIN	MAINSTAR-FBO ROSE MARTIN T2174928	CLASS 5	500,000.00	60,705.39	0.00	439,294.61
MARTIN	MARTIN FT DTD 01/21/11	CLASS 3	50,000.00	2,500.00	0.00	47,500.00
MARTIN	PROV. TR GP-FBO ANNE MARIE MARTIN IRA	CLASS 5	90,000.00	29,180.00	0.00	60,820.00
MARTIN	PROV. TR GP-FBO FRANCES MARTIN IRA	CLASS 3	58,453.01	2,575.18	0.00	55,877.83
MARTIN	PROV. TR GP-FBO RANDALL S MARTIN ROTH IRA	CLASS 3	78,000.00	7,400.22	0.00	70,599.78
MARTIN	PROV. TR GP-FBO RAYMOND C MARTIN IRA	CLASS 3	84,656.00	5,523.81	0.00	79,132.19
MARTIN	RICHARD & GRETA MARTIN LT 11/01/99	CLASS 3	81,464.13	205.92	0.00	81,258.21
MARTIN	SCOTT E MARTIN	CLASS 3	70,000.00	245.00	0.00	69,755.00
MARTIN	THOMAS PATRICK MARTIN	CLASS 3	50,000.00	7,377.76	0.00	42,622.24
MARTIN	VIRGINIA MARTIN	CLASS 3	50,000.00	3,879.21	0.00	46,120.79
MARTIN	W R MARTIN TTEE PRINCETON FINANCIAL 401K	CLASS 5	200,000.00	1,888.88	0.00	198,111.12

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MARTIN	ROSE MARTIN	CLASS 3	30,000.00	4,332.50	0.00	25,667.50
MARTINEAU	IRINA & NICOLE M MARTINEAU	CLASS 3	50,000.00	1,875.00	2,000.00	46,125.00
MARTINEZ	ERNEST A JR & STEPHANIE MARTINEZ JTWROS	CLASS 5	120,000.00	31,233.33	0.00	88,766.67
MARTINEZ	GARY STEVEN MARTINEZ	CLASS 3	30,000.00	1,359.58	0.00	28,640.42
MARTINEZ	GOLDSTAR TR CO-FBO PAUL H MARTINEZ IRA	CLASS 5	123,324.75	10,345.61	0.00	112,979.14
MARTINEZ	MAINSTAR-FBO VIDAL MARTINEZ T2175136	CLASS 3	153,875.00	16,057.09	0.00	137,817.91
MARTINEZ	PAUL H & MARY ANN MARTINEZ JTWROS	CLASS 5	120,000.00	31,233.33	0.00	88,766.67
MARTINEZ/BEUTLER	CYNTHIA S MARTINEZ & ROBERT JAY BEUTLER	CLASS 3	67,000.00	5,966.51	0.00	61,033.49
MARTINOVICH	ANTHONY M & ANNA MARIE MARTINOVICH	CLASS 3	50,000.00	2,293.03	0.00	47,706.97
MARTUZZO	JAMES M MARTUZZO	CLASS 3	25,000.00	166.67	0.00	24,833.33
MARX	CATHERINE A MARX	CLASS 3	25,000.00	663.21	0.00	24,336.79
MASBANJI	MASBANJI TR	CLASS 3	99,000.00	12,694.00	0.00	86,306.00
MASLANICH	PROV. TR GP-FBO DAVID W MASLANICH IRA	CLASS 3	168,000.00	27,736.89	0.00	140,263.11
MASON	GEORGE D & BARBARA A MASON	CLASS 3	50,000.00	10,612.56	0.00	39,387.44
MASON	GEORGE E & ELLEN H MASON	CLASS 3	40,000.00	272.22	0.00	39,727.78
MASON	MAINSTAR-FBO THOMAS MASON T2176814	CLASS 3	86,543.71	2,675.64	0.00	83,868.07
MASON	MARILYN L MASON	CLASS 3	400,000.00	10,815.25	0.00	389,184.75
MASON	MICHAEL J MASON RT DTD 11/25/14	CLASS 3	25,000.00	3,583.33	0.00	21,416.67
MASON	MICHAEL MASON	CLASS 5	250,000.00	61,000.17	0.00	188,999.83
MASON	PROV. TR GP-FBO MARILYN L MASON IRA	CLASS 3	50,500.00	5,244.98	0.00	45,255.02
MASONIC MEMORIAL	MASONIC MEMORIAL TEMPLE INC	CLASS 3	50,000.00	1,325.00	0.00	48,675.00
MASSARO	PAUL & SUSAN MASSARO	CLASS 3	30,000.00	2,892.32	0.00	27,107.68
MASSELLA	PROV. TR GP-FBO ELIZABETH W MASSELLA IRA	CLASS 3	61,000.00	7,096.08	0.00	53,903.92
MASSELLA	PROV. TR GP-FBO JOHN D MASSELLA IRA	CLASS 3	115,000.00	25,514.95	0.00	89,485.05
MASSELLA	PROV. TR GP-FBO THOMAS MASSELLA SEP IRA	CLASS 3	56,000.00	5,959.11	0.00	50,040.89
MASSEY	PROV. TR GP-FBO CHARLIE MASSEY IRA	CLASS 3	35,200.00	0.00	0.00	35,200.00
MASSON	JAMES & GERALDINE MASSON	CLASS 3	30,000.00	3,986.67	0.00	26,013.33
MASSON	PROV. TR GP-FBO JAMES H MASSON IRA	CLASS 3	53,349.00	10,794.16	0.00	42,554.84
MASTON	ROY E III & CYNTHIA L MASTON	CLASS 5	50,000.00	7,604.98	0.00	42,395.02

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MASTROBERTE	ROBERT & BEVERLY MASTROBERTE	CLASS 3*	40,000.00	4,255.00	0.00	35,745.00
MATA CBL INV.	MATA CBL INVESTMENTS LLC	CLASS 3	35,000.00	461.80	0.00	34,538.20
MATAALII	GLORIA MATAALII	CLASS 3	22,238.87	860.54	0.00	21,378.33
MATALLII	MAINSTAR-FBO GLORIA MATALLII T2176906	CLASS 3	56,000.00	0.00	0.00	56,000.00
MATARRESE	THE TR OF ANTONY F MATARRESE	CLASS 3	200,000.00	4,999.98	0.00	195,000.02
MATER	MAINSTAR-FBO CHRISTINE MATER T2175955	CLASS 3	144,565.74	7,991.28	0.00	136,574.46
MATHE	GAYLE & CHRISTOPHER MATHE	CLASS 3	25,000.00	741.67	0.00	24,258.33
MATHEN	LALITHA & SANTOSH MATHEN	CLASS 3	50,000.00	9,981.27	0.00	40,018.73
MATHEWS	JULIA MATHEWS	CLASS 3	70,000.00	1,438.90	0.00	68,561.10
MATHIS	MAINSTAR-FBO MICHAEL S MATHIS T2177065	CLASS 3	100,000.00	2,633.33	0.00	97,366.67
MATHIS	MAINSTAR-FBO ROXANE MATHIS T2176307	CLASS 3	56,000.00	1,814.92	0.00	54,185.08
MATLOCK	FAYE D MATLOCK	CLASS 3	50,000.00	0.00	0.00	50,000.00
MATOESIAN	DAVID H & JANET M MATOESIAN	CLASS 3	50,000.00	8,283.33	0.00	41,716.67
MATTE	ADRIANNE S MATTE TR	CLASS 3	200,000.00	3,805.54	0.00	196,194.46
MATTHEW	JAMES W MATTHEW	CLASS 3	100,000.00	725.00	4,000.00	95,275.00
MATTHEWS	JOHN K MATTHEWS	CLASS 5	100,000.00	13,416.61	0.00	86,583.39
MATTHEWS	PAUL E MATTHEWS DESCENDANTS TR	CLASS 3	80,000.00	770.01	0.00	79,229.99
MATTHEWS	SUNWEST TR DORIS B MATTHEWS IRA	CLASS 3	100,000.00	16,016.67	0.00	83,983.33
MATTHIES	JILL L MATTHIES	CLASS 3	100,000.00	14,920.34	0.00	85,079.66
MATTHIES	TODD MATTHIES	CLASS 3	150,000.00	34,080.64	0.00	115,919.36
MATTIS	DENNIS W & DIANE L MATTIS	CLASS 3	50,000.00	1,083.33	0.00	48,916.67
MATTOX	JODI MATTOX	CLASS 3	25,000.00	1,545.83	0.00	23,454.17
MATTOX	ROBERT F & BARBARA A MATTOX	CLASS 3	310,000.00	17,791.67	0.00	292,208.33
MATZ	JOHN B MATZ RLT 08/05/16	CLASS 3	80,000.00	14,445.04	0.00	65,554.96
MAUST	PROV. TR GP-FBO EVAN D MAUST IRA	CLASS 3	50,000.00	12,675.00	0.00	37,325.00
MAVITY	RITA J MAVITY	CLASS 3	75,000.00	2,028.11	0.00	72,971.89
MAVRIDES	PROV. TR GP-FBO ROBIN R MAVRIDES IRA	CLASS 3	150,000.00	4,475.00	0.00	145,525.00
MAXFIELD	WILLIAM R & NANCY L MAXFIELD	CLASS 3	100,000.00	24,354.01	0.00	75,645.99
MAXFIELD	WILLIAM R & NANCY L MAXFIELD	CLASS 5	100,000.00	24,354.01	0.00	75,645.99

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MAXIM INSURANCE	PROV. TR GP-FBO MAXIM INSURANCE GROUP ICA	CLASS 5	1,735,000.00	117,830.48	0.00	1,617,169.52
MAY	JOHN E MAY	CLASS 3	100,000.00	14,200.00	0.00	85,800.00
MAY	KARA H MAY	CLASS 3	300,000.00	17,000.01	0.00	282,999.99
MAY	MAY FRLT DTD 07/08/05	CLASS 3	50,000.00	6,415.74	0.00	43,584.26
MAY	PROV. TR GP-FBO GARY E MAY IRA	CLASS 3	121,250.00	17,349.94	0.00	103,900.06
MAY	PROV. TR GP-FBO JAMIE C MAY IRA	CLASS 3	30,000.00	2,560.83	0.00	27,439.17
MAY	RICHARD F MAY	CLASS 3	125,000.00	5,926.04	0.00	119,073.96
MAYE	PROV. TR GP-FBO RITA H MAYE IRA	CLASS 3	24,535.00	1,091.81	0.00	23,443.19
MAYEDA	ALAN MAYEDA	CLASS 3	150,000.00	7,508.33	0.00	142,491.67
MAYEDA	DAVID MASAO MAYEDA	CLASS 3	600,000.00	8,700.00	0.00	591,300.00
MAYER	EMILY MAYER	CLASS 3	50,000.00	722.21	0.00	49,277.79
MAYER	PROV. TR GP-FBO JILL MAYER IRA	CLASS 3	50,000.00	3,558.33	0.00	46,441.67
MAYFIELD	BRIAN MAYFIELD	CLASS 3	25,000.00	1,447.92	0.00	23,552.08
MAYFIELD	BRUCE & SUSAN MAYFIELD	CLASS 3	55,000.00	7,385.95	0.00	47,614.05
MAYFIELD	BURTON M & MARILYN M MAYFIELD	CLASS 3	165,000.00	14,399.01	0.00	150,600.99
MAYFIELD	BURTON W MAYFIELD	CLASS 3	50,000.00	10,077.68	1,000.00	38,922.32
MAYNER	GREGORY N & KATHLEEN M MAYNER	CLASS 3	100,000.00	6,041.67	0.00	93,958.33
MAYO	JAMES E & AUDREY MAYO	CLASS 3	25,000.00	1,688.92	0.00	23,311.08
MAYRAND	RODGER MAYRAND	CLASS 3	65,000.00	6,315.00	0.00	58,685.00
MAZMANIAN	GEORGE G MAZMANIAN	CLASS 3	25,000.00	2,699.71	0.00	22,300.29
MAZMANIAN	ROSE DESESA MAZMANIAN	CLASS 3	25,000.00	2,699.71	0.00	22,300.29
MAZZOCCO	ANTHONY R MAZZOCCO	CLASS 3	100,000.00	16,140.34	0.00	83,859.66
MAZZOLENI	EDWARD P & CLARICE MAZZOLENI TR	CLASS 3	50,000.00	1,720.85	0.00	48,279.15
MCAFFEE	CHRISTY MCAFFEE	CLASS 3	30,000.00	1,585.83	0.00	28,414.17
MCALLISTER	DIXIE L & JAMES E MCALLISTER	CLASS 3	600,000.00	24,861.10	0.00	575,138.90
MCALLISTER	MARY MCALLISTER	CLASS 3	25,000.00	329.87	0.00	24,670.13
MCANDREWS	THOMAS P MCANDREWS	CLASS 3	25,000.00	1,983.33	0.00	23,016.67
MCARTHUR	DANIEL & DOROTHY MCARTHUR	CLASS 3	50,000.00	2,627.81	0.00	47,372.19
MCARTHUR	MAINSTAR-FBO LINDA S MCARTHUR	CLASS 3	50,724.23	4,053.70	0.00	46,670.53

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MCAVOY	KRISTINE MCAVOY	CLASS 3	40,000.00	217.78	0.00	39,782.22
MCBRIDE	ROBIN A MCBRIDE	CLASS 3	90,000.00	5,962.50	0.00	84,037.50
MCCALL	MICHAEL & BOBBY SUE MCCALL	CLASS 3	302,000.00	33,663.62	0.00	268,336.38
MCCALL	MICHAEL MCCALL	CLASS 3	50,000.00	982.79	0.00	49,017.21
MCCALLUM	PROV. TR GP-FBO WILLIAM MCCALLUM IRA	CLASS 5	230,000.00	39,531.71	0.00	190,468.29
MCCALLUM	WILLIAM & DEBRA ANN MCCALLUM	CLASS 5	180,000.00	17,596.67	0.00	162,403.33
MCCANN	IRA SVCS TR CO-CFBO JOSEPH MCCANN IRA	CLASS 3	48,468.00	1,821.63	0.00	46,646.37
MCCANN	LORRAINE J MCCANN	CLASS 3	500,000.00	29,871.53	1,000.00	469,128.47
MCCANN	MARY MCCANN	CLASS 3	40,000.00	250.00	0.00	39,750.00
MCCANN	PROV. TR GP-FBO LORRAINE J MCCANN IRA	CLASS 3	242,606.94	39,834.72	0.00	202,772.22
MCCAREY	JAMES MCCAREY	CLASS 3	100,000.00	8,847.17	0.00	91,152.83
MCCARROLL	CHRISTOPHER SHANE MCCARROLL	CLASS 3	50,000.00	3,045.85	0.00	46,954.15
MCCARTHY	ALAN J MCCARTHY	CLASS 3	50,000.00	1,040.29	0.00	48,959.71
MCCARTHY	JAMES J MCCARTHY	CLASS 5	50,000.00	7,625.06	0.00	42,374.94
MCCARTHY	PROV. TR GP-FBO JAMES J MCCARTHY IRA	CLASS 5	200,111.12	39,459.99	0.00	160,651.13
MCCARTNEY	PROV. TR GP-FBO MICHAEL MCCARTNEY IRA	CLASS 5	56,000.00	16,162.23	0.00	39,837.77
MCCARTY	RICHARD & DOROTHY J MCCARTY	CLASS 3	25,000.00	2,830.28	0.00	22,169.72
MCCAULEY	DANIEL & GLENDA CHERYL MCCAULEY	CLASS 5	100,000.00	2,079.81	0.00	97,920.19
MCCAULEY	JOHN MCCAULEY	CLASS 5	50,000.00	12,083.43	0.00	37,916.57
MCCAULEY	MAINSTAR-FBO DANIEL MCCAULEY	CLASS 5	500,000.00	66,083.30	0.00	433,916.70
MCCAW	MAINSTAR-FBO SCOTT MCCAW T2178363	CLASS 3	75,000.00	468.75	0.00	74,531.25
MCCAW	SCOTT MCCAW	CLASS 3	25,000.00	343.75	0.00	24,656.25
MCCAW	SCOTT MCCAW	CLASS 3*	25,000.00	343.75	0.00	24,656.25
MCCAW	YING MCCAW	CLASS 3	25,000.00	468.75	0.00	24,531.25
MCCLAIN	PROV. TR GP-FBO MARY L MCCLAIN IRA	CLASS 3	100,000.00	22,667.52	0.00	77,332.48
MCCLAIN	PROV. TR GP-FBO MARY L MCCLAIN IRA	CLASS 5	55,000.00	12,467.13	0.00	42,532.87
McCLEAF	VIRGINIA McCLEAF RT	CLASS 5	100,000.00	34,014.17	0.00	65,985.83
MCCLELLAN	GLENN II & CONSTANCE MCCLELLAN	CLASS 3	110,000.00	16,040.03	0.00	93,959.97
MCCLELLAN	PROV. TR GP-FBO CONSTANCE MCCLELLAN IRA	CLASS 3	355,150.00	15,201.09	0.00	339,948.91

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MCCLELLAN	PROV. TR GP-FBO CONSTANCE MCCLELLAN ROTH IRA	CLASS 3	30,050.00	42,393.61	0.00	0.00 **
MCCLINTIC	DOUGLAS A MCCLINTIC	CLASS 3	50,000.00	534.73	0.00	49,465.27
MCCLOSKEY	BRYAN MCCLOSKEY	CLASS 3	25,000.00	1,175.00	0.00	23,825.00
MCCLURG	MAINSTAR-FBO JEFFREY MCCLURG TW003631	CLASS 3	90,000.00	3,286.25	0.00	86,713.75
MCCLUSKEY	THE MCCLUSKEY FT	CLASS 3	50,000.00	4,033.33	0.00	45,966.67
MCCOMAS	DAVID M MCCOMAS	CLASS 3	150,000.00	13,854.17	0.00	136,145.83
MCCOMAS	PROV. TR GP-FBO DAVID M MCCOMAS IRA	CLASS 3	100,000.00	12,430.55	0.00	87,569.45
MCCOMAS	PROV. TR GP-FBO DAVID M MCCOMAS IRA	CLASS 5	100,000.00	12,430.55	0.00	87,569.45
MCCOMSEY	DONALD MCCOMSEY	CLASS 3	30,000.00	283.33	0.00	29,716.67
MCCONNELL	JAMES M MCCONNELL	CLASS 3	250,000.00	36,958.43	0.00	213,041.57
MCCONNELL	MCCONNELL CRT 08/94 UA 08/26/94 351934803	CLASS 3	300,000.00	39,500.00	0.00	260,500.00
MCCORMICK	JOHN J MCCORMICK	CLASS 3	60,000.00	7,309.20	0.00	52,690.80
MCCORMICK	RAYFORD E MCCORMICK	CLASS 3	75,000.00	1,552.08	0.00	73,447.92
MCCOY	CARLENE MCCOY	CLASS 3	55,000.00	825.01	0.00	54,174.99
MCCOY	SUSAN RUPERT MCCOY	CLASS 3	28,000.00	497.79	0.00	27,502.21
MCCRACKEN	JENNIFER B MCCRACKEN	CLASS 3	130,000.00	7,198.22	0.00	122,801.78
MCCREADY	MAINSTAR-FBO KIM MCCREADY T2178044	CLASS 3	49,500.00	300.78	0.00	49,199.22
MCCREERY/LAMOND	GEORGIA MCCREERY & ANDREW LAMOND	CLASS 3	300,000.00	15,125.00	0.00	284,875.00
McCULLY	TMICO-FBO JAMES M McCULLY TRAD IRA	CLASS 5	50,000.00	15,764.04	0.00	34,235.96
MCCUTCHEON	PATRICIA E MCCUTCHEON	CLASS 3	50,000.00	4,816.47	0.00	45,183.53
MCDERMAND	CHARLES & MARY ANN MCDERMAND	CLASS 3	300,000.00	10,725.00	0.00	289,275.00
MCDERMOTT	PROV. TR GP-FBO MARK J MCDERMOTT IRA	CLASS 3	24,250.00	3,549.91	0.00	20,700.09
MCDOLE	JAMES K & MALLIE V MCDOLE	CLASS 3	26,000.00	268.67	0.00	25,731.33
MCDONALD	ALLAN MCDONALD	CLASS 3	50,000.00	1,374.98	0.00	48,625.02
MCDONALD	JAMES A MCDONALD	CLASS 3	225,000.00	14,720.20	0.00	210,279.80
MCDONALD	LARRY R MCDONALD	CLASS 5	200,000.00	27,111.16	0.00	172,888.84
MCDONALD	MAINSTAR-FBO BOBBY C MCDONALD T2177755	CLASS 3	119,903.54	151.54	0.00	119,752.00
MCDONALD	STANLEY C & HOMEIRA M MCDONALD	CLASS 5	800,000.00	168,472.08	0.00	631,527.92
MCDONALD	SUNWEST TR JAMES A MCDONALD ROTH IRA	CLASS 3	550,000.00	93,440.31	0.00	456,559.69

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MCDONALD	THE JAMES A MCDONALD RLT RST 08/01/10	CLASS 3	150,000.00	28,670.83	0.00	121,329.17
MCDONALD	VERONICA MCDONALD	CLASS 3	75,000.00	6,679.16	0.00	68,320.84
MCDONOUGH	MAINSTAR-FBO EILEEN MCDONOUGH TW003096	CLASS 3	25,000.00	3,313.14	0.00	21,686.86
MCELHANEY	MICHAEL MCELHANEY	CLASS 5	51,000.00	12,891.67	0.00	38,108.33
MCELHANEY	PROV. TR GP-FBO MICHAEL MCELHANEY IRA	CLASS 5	188,000.00	47,994.62	0.00	140,005.38
MCELROY	ROBERT & DOROTHY D MCELROY	CLASS 3	310,000.00	21,338.81	0.00	288,661.19
MCELROY	ROBERT ANTHONY & JACQUELINE P MCELROY	CLASS 3	25,000.00	2,258.33	0.00	22,741.67
MCELWEE	DORIS R MCELWEE LT	CLASS 3	25,000.00	715.30	0.00	24,284.70
MCFARLAND	PROV. TR GP-FBO CLAUDIA M MCFARLAND IRA	CLASS 3	46,000.00	7,687.11	0.00	38,312.89
MCFARLAND	PROV. TR GP-FBO DAVID G MCFARLAND IRA	CLASS 3	100,000.00	5,041.67	0.00	94,958.33
MCFOY	CRAIG A MCFOY	CLASS 3	700,000.00	90,766.68	0.00	609,233.32
MCFOY	CRAIG A MCFOY	CLASS 5	300,000.00	38,900.00	0.00	261,100.00
MCFOY	PROV. TR GP-FBO CRAIG A MCFOY IRA	CLASS 3	264,000.00	25,539.67	0.00	238,460.33
MCFOY	PROV. TR GP-FBO TODD A MCFOY IRA	CLASS 3	248,500.00	17,223.25	0.00	231,276.75
MCFOY	TODD A MCFOY	CLASS 3	500,000.00	102,814.88	0.00	397,185.12
MCFOY	TODD A MCFOY	CLASS 5	300,000.00	61,688.93	0.00	238,311.07
MCGAUGH	PAUL H & KRISTI C MCGAUGH	CLASS 3	100,000.00	11,311.16	0.00	88,688.84
MCGILL	PATRICIA MCGILL	CLASS 5	150,000.00	32,750.00	0.00	117,250.00
MCGINLEY	DAVID L & ALICE L MCGINLEY	CLASS 3	50,000.00	10,024.99	0.00	39,975.01
MCGOVERN	JACQUELINE MCGOVERN	CLASS 3	218,000.00	7,596.07	0.00	210,403.93
MCGOWAN	CAROLYN & JAMES MCGOWAN	CLASS 3	60,000.00	813.75	0.00	59,186.25
MCGOWAN	MAINSTAR-FBO PAMELA MCGOWAN TW003093	CLASS 3	198,000.00	21,708.52	0.00	176,291.48
MCGOWAN	MAINSTAR-FBO ROBERT MCGOWAN TW003091	CLASS 3	238,500.00	28,374.47	0.00	210,125.53
MCGOWAN	ROBERT MCGOWAN	CLASS 3	50,000.00	6,450.00	0.00	43,550.00
MCGRANN	JAMES P MCGRANN	CLASS 3	130,000.00	21,117.36	0.00	108,882.64
MCGRORY	SHAWN MCGRORY	CLASS 3	65,000.00	7,262.54	0.00	57,737.46
MCINNES	RONALD A & NANCY H MCINNES	CLASS 3	25,000.00	4,729.16	0.00	20,270.84
MCINTIRE	DALE A MCINTIRE TR UAD 01/20/11	CLASS 3	100,000.00	4,441.69	0.00	95,558.31
MCINTYRE	DONALD & ROCHELLE MCINTYRE FT 07/18/01	CLASS 3	400,000.00	55,555.65	0.00	344,444.35

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MCINTYRE	DONALD & ROCHELLE MCINTYRE FT 07/18/01	CLASS 5	200,000.00	27,777.82	0.00	172,222.18
MCINTYRE	IRA SVCS TR CO-CFBO TIMOTHY J MCINTYRE	CLASS 3	50,000.00	473.61	0.00	49,526.39
MCINTYRE	IRA SVCS TR CO-CFBO TIMOTHY MCINTYRE IRA	CLASS 5	200,000.00	35,611.18	0.00	164,388.82
MCINTYRE	THE JOHN F & GOLDA M MCINTYRE LT	CLASS 3	300,000.00	56,983.33	0.00	243,016.67
MCKAY	GEORGE & JEANNETTE McKAY	CLASS 5	200,000.00	81,920.38	0.00	118,079.62
MCKAY	PROV. TR GP-FBO MARK MCKAY IRA	CLASS 3	404,785.00	21,188.70	0.00	383,596.30
MCKEE	IRA SVCS TR CO-CFBO AGNES B MCKEE	CLASS 3	105,000.00	2,530.67	0.00	102,469.33
MCKEE	PROV. TR GP-FBO EVELYN M MCKEE IRA	CLASS 3	80,097.00	3,557.64	0.00	76,539.36
MCKEEVER	PROV. TR GP-FBO MARTIN E MCKEEVER IRA	CLASS 3	77,000.00	10,688.17	0.00	66,311.83
MCKELVEY	KATHERINE MCKELVEY	CLASS 3	77,000.00	3,362.33	0.00	73,637.67
MCKENZIE	BRUCE J MCKENZIE	CLASS 3	50,000.00	24,683.67	0.00	25,316.33
MCKENZIE	DARWIN K & LINDA S MCKENZIE LT	CLASS 3	25,000.00	358.80	0.00	24,641.20
MCKENZIE	IRA SVCS TR CO-CFBO DONALD L MCKENZIE IRA	CLASS 3	50,000.00	3,145.83	0.00	46,854.17
MCKENZIE	MAINSTAR-FBO GORDON R MCKENZIE	CLASS 3	400,000.00	20,166.67	0.00	379,833.33
MCKIBBEN	PROV. TR GP-FBO RICHARD E MCKIBBEN IRA	CLASS 3	113,585.00	12,390.32	0.00	101,194.68
MCKIBBEN	PROV. TR GP-FBO RICHARD E MCKIBBEN IRA	CLASS 5	118,000.00	12,871.93	0.00	105,128.07
MCKIBBEN/BINGAMAN	JORETTA MCKIBBEN & DODIE BINGAMAN	CLASS 3	330,000.00	770.00	0.00	329,230.00
MCKINNEY	LARRY H MCKINNEY	CLASS 3	30,000.00	416.67	0.00	29,583.33
MCKINNEY	MAINSTAR-FBO BILL M MCKINNEY T2176827	CLASS 3	270,000.00	17,730.00	0.00	252,270.00
MCKINNEY	PROV. TR GP-FBO ROBERT MCKINNEY IRA	CLASS 3	78,163.00	10,574.64	0.00	67,588.36
MCKINZIE	GARY L MCKINZIE RT 07/24/02	CLASS 3	150,000.00	18,966.67	0.00	131,033.33
MCKITRICK/SHURRUMB.	PAULINE MCKITRICK & LAUREN D SHURRUMBAUGH	CLASS 3	100,000.00	4,568.08	0.00	95,431.92
MCLAUGHLIN	MAINSTAR-FBO JESSICA MCLAUGHLIN BT176868	CLASS 3	64,000.00	1,575.37	0.00	62,424.63
MCLAUGHLIN	THEDA P MCLAUGHLIN	CLASS 3	45,000.00	1,562.49	0.00	43,437.51
MCLELLAN	MAINSTAR-FBO SHERRAY D MCLELLAN	CLASS 3	56,000.00	3,297.76	0.00	52,702.24
MCLEMORE	THOMAS W MCLEMORE JR	CLASS 3	225,000.00	13,576.02	0.00	211,423.98
MCLINDEN	MAINSTAR-FBO DANIEL J MCLINDEN T2176106	CLASS 3	170,737.85	9,421.77	0.00	161,316.08
MCLINDEN	MAINSTAR-FBO DANIEL J MCLINDEN T2176106	CLASS 5	200,000.00	11,036.53	0.00	188,963.47
MCLINDEN	MAINSTAR-FBO JEAN L MCLINDEN T2176544	CLASS 3	43,726.70	1,050.66	0.00	42,676.04

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MCMAHAN	ADA SUE MCMAHAN	CLASS 3	25,000.00	3,383.21	0.00	21,616.79
MCMAHON	PATRICK MCMAHON	CLASS 3	50,000.00	383.33	0.00	49,616.67
MCMAHON	PROV. TR GP-FBO STEPHEN J MCMAHON IRA	CLASS 3	446,690.00	60,551.08	0.00	386,138.92
MCMAHON	WILLIAM R & SANDY SUTER MCMAHON	CLASS 3	100,000.00	15,833.33	0.00	84,166.67
MCMEEKIN	MARGARET K MCMEEKIN	CLASS 3	25,000.00	1,458.38	0.00	23,541.62
MCMILLAN	PROV. TR GP-FBO WILLIAM J MCMILLAN IRA	CLASS 3	25,000.00	6,187.50	0.00	18,812.50
MCMILLAN	PROV. TR GP-FBO WM & J MCMILLAN RT IRA	CLASS 3	30,000.00	4,733.33	0.00	25,266.67
MCMILLIAN	GAYLE H MCMILLIAN	CLASS 3	30,000.00	1,946.67	0.00	28,053.33
MCMULLIN	MAINSTAR-FBO GERALD B MCMULLIN TW003649	CLASS 3	200,000.00	5,486.81	0.00	194,513.19
MCMULLIN	MAINSTAR-FBO KELLY MCMULLIN TW003929	CLASS 3	100,000.00	3,169.45	0.00	96,830.55
MCNEELY	ROBERT & SHEILA MCNEELY	CLASS 3	100,000.00	8,708.33	0.00	91,291.67
MCNINCH	WILLIAM MCNINCH	CLASS 3	25,000.00	4,562.50	0.00	20,437.50
MCPADDEN	MAINSTAR-FBO DANIEL MCPADDEN JR T2177855	CLASS 3	167,892.29	3,591.03	0.00	164,301.26
MCPHERSON	EDWARD MCPHERSON	CLASS 3	50,000.00	2,789.55	0.00	47,210.45
MCPHERSON	JENNIFER MCPHERSON	CLASS 3	95,000.00	11,343.12	0.00	83,656.88
MCQUILLAN	CAROLE MCQUILLAN	CLASS 3	60,000.00	1,885.92	0.00	58,114.08
MCQUISTON	TINA MCQUISTON	CLASS 5	100,000.00	21,166.58	0.00	78,833.42
MCSHANE	PAUL MCSHANE	CLASS 3	50,000.00	694.43	0.00	49,305.57
MCVEY	KRISTA MCVEY	CLASS 3	70,000.00	3,247.46	0.00	66,752.54
McWILLIAMS	TMICO-FBO DAVID C McWILLIAMS TR IRA	CLASS 5	100,000.00	48,751.27	0.00	51,248.73
MEAD	MARIBETH MEAD	CLASS 3	40,000.00	1,933.37	0.00	38,066.63
MEADOWS	PROV. TR GP-FBO WADE MEADOWS JR IRA	CLASS 3	100,500.00	7,269.50	0.00	93,230.50
MEADOWS-ROBERTS	MAINSTAR-FBO G MEADOWS-ROBERTS T2177009	CLASS 3	55,645.00	1,429.77	0.00	54,215.23
MEBANE	DORIS C MEBANE	CLASS 3	150,000.00	1,031.25	0.00	148,968.75
MEDEIROS	JOHN MEDEIROS TR DTD 05/05/16	CLASS 3	300,000.00	83,033.80	0.00	216,966.20
MEDIA PARTNERS	MEDIA PARTNERS WORLDWIDE LLC	CLASS 3	50,000.00	3,211.08	0.00	46,788.92
MEDINA	MAINSTAR-FBO CATHERINE MEDINA T2177884	CLASS 3	170,000.00	859.44	0.00	169,140.56
MEDINA	ROSA M MEDINA	CLASS 3	125,000.00	6,532.67	0.00	118,467.33
MEEHAN	BARBARA B & KEVIN B MEEHAN	CLASS 3	60,000.00	5,930.46	0.00	54,069.54

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MEEHAN	KEVIN B & BARBARA B MEEHAN	CLASS 5	50,000.00	4,333.37	0.00	45,666.63
MEHRHOFF	PROV. TR GP-FBO WILLIAM R MEHRHOFF IRA	CLASS 3	76,000.00	9,250.89	0.00	66,749.11
MEHTA	NAVIN & NEELAM K MEHTA	CLASS 3	100,000.00	7,301.39	0.00	92,698.61
MEIER	NORM MEIER	CLASS 3	400,000.00	11,567.62	0.00	388,432.38
MEIER	NORM MEIER	CLASS 5	200,000.00	5,783.81	0.00	194,216.19
MEINARDUS	PROV. TR GP-FBO PAUL R MEINARDUS IRA	CLASS 5	50,000.00	7,055.56	0.00	42,944.44
MEKUS	REBECA MEKUS	CLASS 3	50,000.00	4,682.30	0.00	45,317.70
MEKUS	THE MEKUS 2007 RT	CLASS 5	150,000.00	21,533.35	0.00	128,466.65
MELBY	SHELLY MELBY	CLASS 3	100,000.00	1,902.79	0.00	98,097.21
MELCHERT	THE MELCHERT FT DTD 03/18/05	CLASS 3	50,000.00	3,439.26	0.00	46,560.74
MELDRUM	MAINSTAR-FBO MICHAEL J MELDRUM T2178095	CLASS 3	54,500.00	561.66	0.00	53,938.34
MELLECKER	GEORGE & LYNNE MELLECKER	CLASS 3	75,000.00	4,635.42	0.00	70,364.58
MELLOR	CHARLES E MELLOR	CLASS 3	60,000.00	4,508.33	0.00	55,491.67
MELOGRANO	ALLISON & ANTHONY C MELOGRANO	CLASS 3	50,000.00	1,400.01	0.00	48,599.99
MELOGRANO	ANTHONY C & GAIL L MELOGRANO	CLASS 3	50,000.00	1,438.85	0.00	48,561.15
MELOSKY/TUCKER	JANICE F MELOSKY & THOMAS H TUCKER	CLASS 3	300,000.00	4,850.00	0.00	295,150.00
MELOY	DONNA MELOY	CLASS 3	192,000.00	28,208.53	0.00	163,791.47
MELOY	PROV. TR GP-FBO DONNA MELOY ROTH IRA	CLASS 3	123,000.00	15,053.00	0.00	107,947.00
MELTON	LIBERTY TR CO-FBO LAURA D MELTON IRA	CLASS 5	100,000.00	40,249.86	0.00	59,750.14
MENDONCA	THE 1993 RICHARD & GLORIA MENDONCA RT	CLASS 3	90,000.00	1,387.50	0.00	88,612.50
MENDONCA	THE MENDONCA IRREV TR	CLASS 3	110,000.00	275.00	0.00	109,725.00
MENDOZA	MAINSTAR-FBO ANGELO MENDOZA JR	CLASS 3	58,542.02	3,369.42	0.00	55,172.60
MENG	CHING-YU MENG	CLASS 3	50,000.00	2,467.39	0.00	47,532.61
MENOLD	BENJAMIN MENOLD CUST FOR MORGAN R MENOLD	CLASS 3	40,000.00	0.00	0.00	40,000.00
MENTZER	IRA SVCS TR CO-CFBO JOYCE MENTZER IRA	CLASS 3	144,077.04	6,933.70	0.00	137,143.34
MERCERUIO	JANICE MERCERUIO	CLASS 3	78,000.00	357.50	0.00	77,642.50
MERCIER	RONALD H MERCIER	CLASS 3	30,000.00	9,034.50	0.00	20,965.50
MERINO	THE CRIS B & CHUCHI E MERINO RLT	CLASS 3	50,000.00	279.86	0.00	49,720.14
MERKER	PROV. TR GP-FBO JOHN P MERKER IRA	CLASS 3	450,245.00	86,869.90	0.00	363,375.10

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MERRICK	LARITA KAY MERRICK	CLASS 3	705,000.00	76,903.69	0.00	628,096.31
MERRICK	LARITA KAY MERRICK	CLASS 5	80,000.00	8,726.66	0.00	71,273.34
MERRILL	CINDY M & ROBERT D MERRILL	CLASS 3	25,000.00	13,492.31	0.00	11,507.69
MERRILL	MAINSTAR-FBO DOROTHY MERRILL T2174478	CLASS 3	50,000.00	2,700.30	0.00	47,299.70
MERRION	RICHARD F MERRION LT	CLASS 3	25,000.00	1,237.50	0.00	23,762.50
MERRITT	HORIZON TR CO-FBO JAMES MERRITT III ROTH	CLASS 5	34,967.21	2,389.40	0.00	32,577.81
MERRITT	JAMES KING III & KATHY K MERRITT	CLASS 5	60,000.00	5,031.60	0.00	54,968.40
MERRITT	LAWRENCE & JO ANN MERRITT	CLASS 5	200,000.00	14,444.47	0.00	185,555.53
MERSON	BEVERLY J MERSON	CLASS 3	107,000.00	20,390.04	0.00	86,609.96
MERTZ	PROV. TR GP-FBO SUSAN M MERTZ IRA	CLASS 3	166,000.00	27,924.57	0.00	138,075.43
MESCHER	HAROLD J & PATRICIA V MESCHER	CLASS 3	50,000.00	10,877.67	1,764.71	37,357.62
MESCHER	STEPHEN L & MARY E MESCHER	CLASS 5	100,000.00	23,273.89	0.00	76,726.11
MESSINGER	PROV. TR GP-FBO KATHERINE MESSENGER IRA	CLASS 3	317,700.00	15,576.13	0.00	302,123.87
MESSIMER	ALVA WENDELL MESSIMER	CLASS 3	25,000.00	225.34	0.00	24,774.66
MESSIMER	MAINSTAR-FBO JOAN MESSIMER R2176129	CLASS 3	61,280.00	1,389.01	0.00	59,890.99
METTER	THE SALLI METTER LT 2016	CLASS 3	25,000.00	333.68	0.00	24,666.32
METZGER	DIANA F METZGER	CLASS 3	25,000.00	2,318.34	0.00	22,681.66
MEYER	DENNIS R & PATRICIA A MEYER	CLASS 3	50,000.00	777.77	0.00	49,222.23
MEYER	EDWARD G MEYER	CLASS 3	36,000.00	4,904.46	0.00	31,095.54
MEYER	MICHAEL R MEYER	CLASS 3	25,000.00	5,187.55	0.00	19,812.45
MEYERS	DON & PENNY MEYERS	CLASS 3	70,000.00	13,025.73	0.00	56,974.27
MEYERS	MELISSA J MEYERS	CLASS 3	25,000.00	1,303.83	0.00	23,696.17
MEYERS	MEYERS FT	CLASS 3	40,000.00	6.67	0.00	39,993.33
MEYERS	SUSAN D MEYERS	CLASS 3	85,000.00	2,611.37	0.00	82,388.63
MEYERSON	PAULA MEYERSON	CLASS 3	50,000.00	500.00	0.00	49,500.00
MEYKA	PROV. TR GP-FBO BRIANNA L MEYKA IRA	CLASS 3	34,000.00	799.00	0.00	33,201.00
MICELE	W MICHAEL & KAREN MICELE	CLASS 3	25,000.00	711.76	0.00	24,288.24
MICHAEL	MARGARET F MICHAEL	CLASS 3	30,000.00	480.00	0.00	29,520.00
MICHAELS	GREG & DEBBIE MICHAELS	CLASS 3	100,000.00	1,986.12	0.00	98,013.88

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MICHAELS	PROV. TR GP-FBO JANET MICHAELS IRA	CLASS 3	99,800.00	9,153.88	0.00	90,646.12
MICHAELS	REBECCA MICHAELS	CLASS 3	50,000.00	1,076.37	0.00	48,923.63
MICHAELS	WILLIAM D & DEBORAH L MICHAELS	CLASS 3	25,000.00	1,583.33	0.00	23,416.67
MICHALAK	BONNIE J MICHALAK	CLASS 3	30,000.00	2,316.67	0.00	27,683.33
MICHALSKI	JOHANNES MICHALSKI	CLASS 3	160,000.00	2,577.79	0.00	157,422.21
MICHEL	HILDA & RAYMOND MICHEL	CLASS 3	600,000.00	65,258.28	0.00	534,741.72
MICHEL	HILDA MICHEL	CLASS 3	100,000.00	6,770.83	0.00	93,229.17
MICHEL	ROBERT MICHEL IT	CLASS 3	150,000.00	15,659.77	0.00	134,340.23
MICHELS	DIANE & LARRY MICHELS	CLASS 5	100,000.00	28,209.25	0.00	71,790.75
MICHELSEN	GERARD MICHELSEN	CLASS 3	50,000.00	6,772.98	0.00	43,227.02
MICHELSON	PROV. TR GP-FBO GARY MICHELSON IRA	CLASS 5	250,000.00	50,625.00	0.00	199,375.00
MICHNA	RICHARD & MELISSA MICHNA	CLASS 3	50,000.00	0.00	0.00	50,000.00
MICHNA	RICHARD MICHNA	CLASS 3	50,000.00	11,365.38	0.00	38,634.62
MICHOLLE	JOHN MICHOLLE	CLASS 3	35,000.00	6,783.36	0.00	28,216.64
MICKELS	MAINSTAR-FBO SHAYNE MICKELS T2178362	CLASS 3	32,000.00	149.33	0.00	31,850.67
MICKSCH	MAINSTAR-FBO ALLAN MICKSCH	CLASS 5	195,000.00	31,362.50	0.00	163,637.50
MIDASH	IRA SVCS TR CO-CFBO SANDRA MIDASH IRA	CLASS 3	208,000.00	28,669.58	0.00	179,330.42
MIDASH	JOHN & SANDRA MIDASH	CLASS 5	200,000.00	44,222.06	0.00	155,777.94
MIDDENDORF	CHARLES J & JANET L MIDDENDORF	CLASS 3	25,000.00	527.07	0.00	24,472.93
MIDDENDORF	PROV. TR GP-FBO MIDDENDORF BLDRS-CMM IRA	CLASS 3	30,000.00	1,820.00	0.00	28,180.00
MIDDENDORF	PROV. TR GP-FBO MIDDENDORF BLDRS-MAA IRA	CLASS 3	50,000.00	3,033.33	0.00	46,966.67
MIDDENDORF	PROV. TR GP-FBO MITCHELL MIDDENDORF IRA	CLASS 3	93,000.00	13,682.54	0.00	79,317.46
MIDDLETON	PAMELA R MIDDLETON	CLASS 3	65,000.00	1,220.81	0.00	63,779.19
MIDDLETON	ROBERT L MIDDLETON JR	CLASS 3	25,000.00	1,422.19	0.00	23,577.81
MIDDLETON	WILLIAM T & CONNEE B MIDDLETON	CLASS 3	100,000.00	5,013.89	0.00	94,986.11
MIELKE	DEBORAH A MIELKE	CLASS 3	75,000.00	1,309.35	0.00	73,690.65
MIGLIORE	JAY MIGLIORE	CLASS 3	100,000.00	270.83	0.00	99,729.17
MIGNOSA	RICHARD & MARCELLA MIGNOSA	CLASS 5	50,000.00	4,822.39	0.00	45,177.61
MIHALAK	MIHALAK FT	CLASS 3	100,000.00	11,583.42	0.00	88,416.58

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MIHALCZO	STEPHANIE C MIHALCZO	CLASS 3	40,000.00	7,865.39	0.00	32,134.61
MIKHAIL	MIKHAIL TR DTD 11/05/91	CLASS 3	50,000.00	1,184.04	0.00	48,815.96
MIKKELSEN	NORMA J & JAMES N MIKKELSEN	CLASS 3	25,000.00	5,204.23	0.00	19,795.77
MILANO	JOSEPH MILANO LEGACY TR	CLASS 3	150,000.00	25,850.39	0.00	124,149.61
MILANO	PROV. TR GP-FBO ANTHONY J MILANO IRA	CLASS 3	107,256.00	13,703.46	0.00	93,552.54
MILBRAND	JANET MILBRAND	CLASS 3	150,000.00	3,825.00	0.00	146,175.00
RAN	ROBERT MILBRAND	CLASS 3	50,000.00	1,287.50	0.00	48,712.50
MILES	IRA SVCS TR CO-CFBO LISA J MILES	CLASS 3	68,000.00	3,953.58	0.00	64,046.42
MILES	LEE MILES	CLASS 3	25,000.00	0.00	0.00	25,000.00
MILES	WILLIAM MILES	CLASS 3	400,000.00	21,823.27	0.00	378,176.73
MILLER	BRUCE A & MAUREEN MILLER	CLASS 3	140,000.00	8,781.98	0.00	131,218.02
MILLER	CHARLES A & MARIE E MILLER	CLASS 3	25,000.00	267.36	0.00	24,732.64
MILLER	CHARLES H & JANELL J MILLER LT 03/12/12	CLASS 3	100,000.00	8,482.27	1,000.00	90,517.73
MILLER	DAVID & JOHNEE MILLER FT DTD 07/15/02	CLASS 3	150,000.00	1,251.39	0.00	148,748.61
MILLER	DUANE D MILLER	CLASS 5	100,000.00	33,666.56	0.00	66,333.44
MILLER	GEORGE L & ESTHER J MILLER	CLASS 3	90,000.00	16,155.44	0.00	73,844.56
MILLER	GERALD D & ELIZABETH M MILLER	CLASS 3	25,000.00	2,662.08	0.00	22,337.92
MILLER	GLENN C & FELICITY K MILLER	CLASS 5	350,000.00	48,180.40	0.00	301,819.60
MILLER	IRA SVCS TR CO-CFBO JOELLEN MILLER IRA	CLASS 3	50,000.00	3,965.21	0.00	46,034.79
MILLER	IRA SVCS TR CO-CFBO LARRY L MILLER IRA	CLASS 3	85,000.00	2,727.07	0.00	82,272.93
MILLER	IRA SVCS TR CO-CFBO WILLIAM J MILLER IRA	CLASS 3	54,000.00	1,530.00	0.00	52,470.00
MILLER	JANE A MILLER	CLASS 3	25,000.00	1,061.78	0.00	23,938.22
MILLER	JAY & ALYSE MILLER LT DTD 06/04/14	CLASS 3	100,000.00	35,511.27	0.00	64,488.73
MILLER	JEFFREY A & BRENDA G MILLER	CLASS 3	50,000.00	573.61	0.00	49,426.39
MILLER	JENNIFER MILLER	CLASS 3	40,000.00	2,850.00	0.00	37,150.00
MILLER	JOE & BRENDA MILLER	CLASS 3	25,000.00	45.14	0.00	24,954.86
MILLER	JOY MILLER	CLASS 3*	100,000.00	0.00	0.00	100,000.00
MILLER	LOUIS S MILLER	CLASS 3	50,000.00	20,984.37	0.00	29,015.63
MILLER	MAINSTAR-FBO DAVID R MILLER T2178374	CLASS 3	200,000.00	469.45	0.00	199,530.55

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MILLER	MARLENA K MILLER	CLASS 3	100,000.00	7,194.40	0.00	92,805.60
MILLER	MARY L MILLER	CLASS 3	106,000.00	6,312.86	0.00	99,687.14
MILLER	PAUL & LUCY MILLER FAMILY IRREV TR	CLASS 3	360,000.00	7,400.00	0.00	352,600.00
MILLER	PROV. TR GP-FBO CAROLYN S MILLER IRA	CLASS 3	123,000.00	21,315.67	0.00	101,684.33
MILLER	PROV. TR GP-FBO DARRELL L MILLER IRA	CLASS 5	50,000.00	13,097.23	0.00	36,902.77
MILLER	PROV. TR GP-FBO JOAN MILLER IRA	CLASS 3	128,058.00	7,196.15	0.00	120,861.85
MILLER	PROV. TR GP-FBO KATHY A MILLER IRA	CLASS 3	31,700.00	2,288.75	1,000.00	28,411.25
MILLER	PROV. TR GP-FBO MARLENA MILLER ROTH IRA	CLASS 3	131,000.00	9,144.53	0.00	121,855.47
MILLER	PROV. TR GP-FBO STEPHEN W MILLER IRA	CLASS 5	156,000.00	40,252.50	0.00	115,747.50
MILLER	PROV. TR GP-FBO STEVEN E MILLER IRA	CLASS 5	300,000.00	2,836.12	0.00	297,163.88
MILLER	R T MILLER	CLASS 3	100,000.00	14,983.33	0.00	85,016.67
MILLER	ROBERT D MILLER	CLASS 3	35,000.00	1,039.11	0.00	33,960.89
MILLER	RONALD & LAURA MILLER	CLASS 3	100,000.00	1,965.63	0.00	98,034.37
MILLER	SALLY MILLER	CLASS 3	150,000.00	1,200.00	0.00	148,800.00
MILLER	STEPHANIE MILLER	CLASS 3	250,000.00	16,510.42	0.00	233,489.58
MILLER	STEPHEN MILLER	CLASS 3	65,000.00	2,148.59	0.00	62,851.41
MILLER	TED J & JANET L MILLER	CLASS 3	25,000.00	1,596.48	0.00	23,403.52
MILLET	MAMIE W MILLET	CLASS 3	65,000.00	4,853.33	0.00	60,146.67
MILLIGAN	ALVIN/MARGARET MILLIGAN RLT DTD 02/27/97	CLASS 3	100,000.00	3,111.13	0.00	96,888.87
MILLS	IRA SVCS TR CO-CFBO GEORGE MILLS IRA	CLASS 3	38,700.00	1,128.75	0.00	37,571.25
MILLS	IRA SVCS TR CO-CFBO SHARI D MILLS IRA	CLASS 3	58,750.00	2,017.08	0.00	56,732.92
MILLS	JEFFREY C & MERI LU MILLS	CLASS 3	260,000.00	43,514.12	0.00	216,485.88
MILLS	MAINSTAR-FBO PAMELA JOY MILLS T2175634	CLASS 3	54,400.00	3,408.35	0.00	50,991.65
MILLSAP	KENNETH & JACQUELYN MILLSAP	CLASS 3	400,000.00	46,783.33	0.00	353,216.67
MILLSAPPS	KAREN MILLSAPPS	CLASS 3	25,000.00	304.17	0.00	24,695.83
MILLWARD	MAINSTAR-FBO KELLY A MILLWARD RW003655	CLASS 3	34,961.46	1,538.31	0.00	33,423.15
MILLWARD	MAINSTAR-FBO MICHAEL J MILLWARD RW003656	CLASS 3	32,343.00	971.64	0.00	31,371.36
MILLWARD	MICHAEL J & KELLY A MILLWARD	CLASS 3	25,660.00	1,317.19	0.00	24,342.81
MILLYARD	MAINSTAR-FBO BRIAN MILLYARD	CLASS 5	775,650.00	130,352.29	0.00	645,297.71

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 3 - Schedule of Principal Amounts and Prepetition Distributions**

Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
MILTON	ANDREW & ERIKA MILTON	CLASS 3	30,000.00	2,216.67	0.00	27,783.33
MINCEY	ARMOND S MINCEY	CLASS 3	25,000.00	277.78	0.00	24,722.22
MINETTI	LORRAINE J MINETTI RT DTD 06/02/97	CLASS 3	100,000.00	17,344.92	0.00	82,655.08
MINETTI	RICHARD H MINETTI RT DTD 06/02/97	CLASS 3	141,000.00	26,786.08	0.00	114,213.92
MINKUS	KATHLEEN M MINKUS	CLASS 3	350,000.00	6,368.04	0.00	343,631.96
MINNICK	MAINSTAR-FBO RONEE MINNICK T2175855	CLASS 3	383,200.00	13,722.33	0.00	369,477.67
MINOR	MAINSTAR-FBO LORI MINOR TW004183	CLASS 3	300,000.00	0.00	0.00	300,000.00
MINSKI	CHESTER J & IRENE C MINSKI	CLASS 3	250,000.00	15,833.33	0.00	234,166.67
MIRANDA	MICHAEL & MARY L MIRANDA	CLASS 3	200,000.00	26,404.18	0.00	173,595.82
MIRANDA	MICHAEL & MARY L MIRANDA	CLASS 5	200,000.00	26,404.18	0.00	173,595.82
MISHKIND	THE HOWARD D MISHKIND RT U/A/D 07/19/11	CLASS 3	75,000.00	5,437.50	0.00	69,562.50
MISHKIND	THE JANE R MISHKIND RT U/A/D 07/19/11	CLASS 3	175,000.00	14,504.21	0.00	160,495.79
MISNER	DOUGLAS A & LOIS A MISNER	CLASS 3	40,000.00	2,641.67	0.00	37,358.33
MISPAGEL	MISPAGEL FT	CLASS 3	25,000.00	679.17	0.00	24,320.83
MISPAGEL	WENDY A MISPAGEL	CLASS 3	50,000.00	1,191.67	0.00	48,808.33
MITCHELL	BRYAN MITCHELL	CLASS 3	185,000.00	12,794.51	0.00	172,205.49
MITCHELL	DELIA JUANITA MITCHELL	CLASS 5	200,000.00	14,583.28	0.00	185,416.72
MITCHELL	EVERETT MITCHELL TR	CLASS 5	150,000.00	75,013.90	0.00	74,986.10
MITCHELL	IRA SVCS TR CO-CFBO SCOTT E MITCHELL	CLASS 5	140,000.00	5,483.34	0.00	134,516.66
MITCHELL	LORETTA M MITCHELL	CLASS 3	127,000.00	6,422.16	0.00	120,577.84
MITCHELL	PROV. TR GP-FBO DEBORAH J MITCHELL IRA	CLASS 3	78,880.00	4,059.57	0.00	74,820.43
MITCHELL	PROV. TR GP-FBO THOMAS G MITCHELL IRA	CLASS 3	89,000.00	4,228.14	0.00	84,771.86
MITCHELL	PROV. TR GP-FBO WALTER E MITCHELL IRA	CLASS 3	312,500.00	4,947.92	0.00	307,552.08
MITCHELL	STEPHEN R MITCHELL	CLASS 5	200,000.00	58,889.01	0.00	141,110.99
MITCHELL	VIOLA MITCHELL TR	CLASS 5	150,000.00	75,013.90	0.00	74,986.10
MIZUUCHI	MAINSTAR-FBO GARY M MIZUUCHI T2174550	CLASS 3	310,000.00	28,888.64	0.00	281,111.36
MJOLSNESS/BECK	GARY L MJOLSNESS & LINDA L BECK	CLASS 3	30,000.00	5,384.17	0.00	24,615.83
MLG FARMS	MLG FARMS INC	CLASS 3	200,000.00	7,705.24	0.00	192,294.76
MLGW	MLGW LLC	CLASS 3	200,000.00	29,882.60	0.00	170,117.40

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
MOBLEY	PROV. TR GP-FBO DAVID W MOBLEY IRA	CLASS 3	100,000.00	14,608.33	0.00	85,391.67
MODICA	GUY A MODICA SR	CLASS 3	50,000.00	4,000.00	0.00	46,000.00
MOE	PROV. TR GP-FBO WILLIAM MOE IRA	CLASS 3	55,000.00	15,588.63	0.00	39,411.37
MOE	PROV. TR GP-FBO WILLIAM MOE IRA	CLASS 5	100,000.00	28,342.95	0.00	71,657.05
MOELLER	JOHN J MOELLER	CLASS 3	100,000.00	1,333.33	0.00	98,666.67
MOELLER	PATRICIA MOELLER	CLASS 3	161,700.00	966.67	0.00	160,733.33
MOELLER	PROV. TR GP-FBO MICHAEL E MOELLER IRA	CLASS 3	100,000.00	14,594.44	0.00	85,405.56
MOELLER	PROV. TR GP-FBO MICHAEL E MOELLER IRA	CLASS 5	100,000.00	14,594.44	0.00	85,405.56
MOFFATT	TERRY D MOFFATT	CLASS 3	25,000.00	1,112.50	0.00	23,887.50
MOFFITT	IRA SVCS TR CO-CFBO KELLY MOFFITT	CLASS 3	273,800.00	4,643.20	0.00	269,156.80
MOHAMED	AZIZA MOHAMED	CLASS 5	50,000.00	57,959.12	0.00	0.00 **
MOHAMMED	SHAHEED MOHAMMED LT	CLASS 3	275,000.00	3,439.58	0.00	271,560.42
MOHER	RICHARD MOHER	CLASS 3	50,000.00	3,749.94	0.00	46,250.06
MOHR	DALE & SHEREE MOHR	CLASS 3	30,000.00	780.00	0.00	29,220.00
MOHR	PROV. TR GP-FBO DUSTAN MOHR IRA	CLASS 3	93,000.00	12,042.85	0.00	80,957.15
MOHS/HEMME	KAMELA MOHS & SHANNON L HEMME	CLASS 3	50,000.00	840.26	0.00	49,159.74
MOJTABAI	MAINSTAR-FBO NADER MOJTABAI T2176167	CLASS 3	399,988.00	16,799.50	0.00	383,188.50
MOJTABAI	SHAHEEN MOJTABAI	CLASS 3	100,000.00	3,866.67	0.00	96,133.33
MOLACEK	PROV. TR GP-FBO MICHAEL MOLACEK IRA	CLASS 3	526,900.00	52,153.07	0.00	474,746.93
MOLINARI	THERESA MOLINARI	CLASS 3	55,000.00	1,090.82	0.00	53,909.18
MOLITERNO	VIRGINIA M MOLITERNO RLT	CLASS 3	50,000.00	2,352.81	0.00	47,647.19
MONACO	SUSAN L MONACO	CLASS 3	50,000.00	5,429.17	0.00	44,570.83
MONAGHAN HOLDINGS	MONAGHAN HOLDINGS LLC	CLASS 3	400,000.00	22,757.12	0.00	377,242.88
MONAGHAN HOLDINGS	MONAGHAN HOLDINGS LLC	CLASS 5	650,000.00	36,980.32	0.00	613,019.68
MONAHAN	MONAHAN LT	CLASS 5	200,000.00	33,005.56	0.00	166,994.44
MONAHAN	PROV. TR GP-FBO ANNE MONAHAN ROTH IRA	CLASS 5	50,000.00	13,522.55	0.00	36,477.45
MONAHAN	PROV. TR GP-FBO JOHN MONAHAN ROTH IRA	CLASS 5	50,000.00	13,734.76	0.00	36,265.24
MONARCA	JOSEPH S & DENISE B MONARCA	CLASS 3	25,000.00	871.20	0.00	24,128.80
MONDIK	CLEO E MONDIK	CLASS 3	25,000.00	5,275.02	0.00	19,724.98

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
MONEY	JOSEPH HAWLEY MONEY	CLASS 3	100,000.00	633.33	0.00	99,366.67
MONGE	MONGE FT DTD 02/25/10	CLASS 3	175,000.00	18,292.06	0.00	156,707.94
MONN	REBECCA MONN	CLASS 3	30,000.00	0.00	0.00	30,000.00
MONROE	JOHN & SUSAN MONROE	CLASS 3	150,000.00	2,004.17	0.00	147,995.83
MONROE	TERRI MONROE	CLASS 3	50,000.00	1,175.00	0.00	48,825.00
MONSON	ROBERT & JANICE MONSON	CLASS 3	125,000.00	7,770.83	0.00	117,229.17
MONTAGUE	KENNETH A & VICTORIA J MONTAGUE	CLASS 5	100,000.00	21,091.63	0.00	78,908.37
MONTERO	MAINSTAR-FBO MYRTA MONTERO	CLASS 3	35,750.00	5,375.80	0.00	30,374.20
MONTES	MAINSTAR-FBO JOHN F MONTES T2176897	CLASS 3	180,000.00	5,940.00	0.00	174,060.00
MONTESANO	PROV. TR GP-FBO RONALD A MONTESANO IRA	CLASS 3	95,200.00	9,881.66	0.00	85,318.34
MONTOYA	CONSUELO B OR JOHN MONTOYA	CLASS 3*	75,000.00	4,614.58	0.00	70,385.42
MONTREUIL	HAMILTON A MONTREUIL JR	CLASS 3	25,000.00	5,631.23	0.00	19,368.77
MOODY	ERNEST MOODY	CLASS 3	60,000.00	840.00	0.00	59,160.00
MOON	PROV. TR GP-FBO BARBARA A MOON IRA	CLASS 3	31,315.00	3,775.20	0.00	27,539.80
MOON	PROV. TR GP-FBO ROBERT F MOON IRA	CLASS 3	160,000.00	19,537.78	0.00	140,462.22
MOON	THE MOON RT	CLASS 3	225,000.00	27,220.63	0.00	197,779.37
MOON	THE MOON RT	CLASS 5	250,000.00	30,245.14	0.00	219,754.86
MOORE	ANN & BRUCE MOORE SR	CLASS 3	100,000.00	4,797.27	0.00	95,202.73
MOORE	BARBARA D MOORE	CLASS 3	119,000.00	17,954.62	0.00	101,045.38
MOORE	BOBBIE MOORE	CLASS 3	50,000.00	0.00	0.00	50,000.00
MOORE	BRIAN & MICHELLE MOORE	CLASS 3	65,000.00	4,553.08	0.00	60,446.92
MOORE	BRUCE MOORE	CLASS 5	125,000.00	6,597.24	0.00	118,402.76
MOORE	DELTIS D & JUDITH KAY MOORE	CLASS 3	150,000.00	12,154.20	0.00	137,845.80
MOORE	JOSEPH H & EDITH M MOORE	CLASS 3	25,000.00	1,194.48	0.00	23,805.52
MOORE	MAINSTAR-FBO MICHAEL B MOORE T2177149	CLASS 3	51,500.00	1,423.05	0.00	50,076.95
MOORE	MILLARD MOORE SR	CLASS 3	125,000.00	12,420.23	0.00	112,579.77
MOORE	PROV. TR GP-FBO DEREK R MOORE IRA	CLASS 3	25,000.00	2,863.04	0.00	22,136.96
MOORE	PROV. TR GP-FBO DEREK R MOORE IRA	CLASS 5	160,000.00	18,323.43	0.00	141,676.57
MOORE	PROV. TR GP-FBO DOROTHY A MOORE IRA	CLASS 5	55,000.00	8,402.78	0.00	46,597.22

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
MOORE	PROV. TR GP-FBO JUDI MOORE IRA	CLASS 3	200,000.00	33,165.99	0.00	166,834.01
MOORE	PROV. TR GP-FBO JUDI MOORE IRA	CLASS 5	200,000.00	33,165.99	0.00	166,834.01
MOORE	PROV. TR GP-FBO RONALD E MOORE IRA	CLASS 3	39,500.00	13,976.61	0.00	25,523.39
MOORE	PROV. TR GP-FBO RONALD E MOORE IRA	CLASS 5	50,000.00	17,691.91	0.00	32,308.09
MOORE	PROV. TR GP-FBO WILLIAM J MOORE IRA	CLASS 3	499,500.00	55,231.57	0.00	444,268.43
MOORE	RONALD H MOORE	CLASS 3	100,000.00	0.00	0.00	100,000.00
MOORE	THOMAS A & PATRICIA W MOORE	CLASS 3	110,000.00	19,229.02	0.00	90,770.98
MOORES	MERRY MOORES	CLASS 5	100,000.00	30,871.01	0.00	69,128.99
MOORES	MICHAEL W MOORES	CLASS 5	400,000.00	106,673.69	0.00	293,326.31
MOORES	TMICO-FBO MERRY MOORES IRA	CLASS 5	67,995.36	9,939.34	0.00	58,056.02
MOORES	TMICO-FBO MICHAEL MOORES IRA	CLASS 5	63,485.37	11,268.55	0.00	52,216.82
MOOS	GARY L MOOS	CLASS 3	50,000.00	7,863.34	0.00	42,136.66
MOOSBRUGGER	CONNIE MOOSBRUGGER	CLASS 3	100,000.00	11,083.42	0.00	88,916.58
MORALES	MAINSTAR-FBO MICHAEL R MORALES	CLASS 3	100,000.00	5,454.17	0.00	94,545.83
MORAN	MAINSTAR-FBO MARILYN J MORAN	CLASS 3	30,000.00	1,825.00	0.00	28,175.00
MORAN	MARY MORAN	CLASS 5	200,000.00	63,111.35	0.00	136,888.65
MORANO	MONICA MORANO IRREV TR	CLASS 3	80,000.00	4,622.22	0.00	75,377.78
MOREHOUSE	BERNADETTE MOREHOUSE	CLASS 3	80,000.00	1,626.67	0.00	78,373.33
MORENO	JOSE MORENO RT	CLASS 3	100,000.00	4,965.24	0.00	95,034.76
MORGAN	ALICE M MORGAN	CLASS 3	170,000.00	23,978.83	0.00	146,021.17
MORGAN	BARBARA M MORGAN	CLASS 3	30,000.00	4,015.93	0.00	25,984.07
MORGAN	DAVID MORGAN	CLASS 3	50,000.00	4,150.00	0.00	45,850.00
MORGAN	LARRY MORGAN	CLASS 3	25,000.00	262.50	0.00	24,737.50
MORGAN	MAINSTAR-FBO MICHAEL C MORGAN	CLASS 3	115,000.00	7,666.67	0.00	107,333.33
MORGAN	MORGAN FT 08/17/95 HAROLD LEE MORGAN	CLASS 3	100,000.00	4,450.00	0.00	95,550.00
MORGAN	THE DON MORGAN TR UTD 03/25/17	CLASS 3	25,000.00	454.87	0.00	24,545.13
MORGAN	ALAN M MORGAN	CLASS 3	350,000.00	11,982.68	0.00	338,017.32
MORICE	IRA SVCS TR CO-CFBO ANTHONY P MORICE IRA	CLASS 3	34,000.00	1,671.67	0.00	32,328.33
MORICE	IRA SVCS TR CO-CFBO TRUDY E MORICE IRA	CLASS 3	34,500.00	1,696.25	0.00	32,803.75

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
MORONGO BASIN	MORONGO BASIN HUMANE SOCIETY	CLASS 3	150,000.00	14,055.63	0.00	135,944.37
MOROSAN-PENZA	LAUNA MOROSAN-PENZA TR	CLASS 3	165,292.00	1,489.93	0.00	163,802.07
MOROZOV	MIKHAIL MOROZOV TR	CLASS 3	400,000.00	10,613.90	0.00	389,386.10
MORRILL	THE MORRILL FT	CLASS 3	25,000.00	20,166.57	0.00	4,833.43
MORRIS	CHRISTEL MORRIS LT	CLASS 3	100,000.00	21,606.95	0.00	78,393.05
MORRIS	DAVID E & SUSAN L MORRIS	CLASS 3	50,000.00	11,541.67	0.00	38,458.33
MORRIS	IRA SVCS TR CO-CFBO JAMES D MORRIS IRA	CLASS 3	40,000.00	4,180.00	0.00	35,820.00
MORRIS	MARGARET F MORRIS	CLASS 3	25,000.00	333.34	0.00	24,666.66
MORRIS	ROSS K MORRIS	CLASS 3	50,000.00	3,375.00	0.00	46,625.00
MORRIS	GEORGE & ELIZABETH MORRIS	CLASS 3	70,000.00	1,584.74	0.00	68,415.26
MORRISSEY	MAINSTAR-FBO WILLIAM MORRISSEY T2177992	CLASS 3	40,000.00	715.27	0.00	39,284.73
MORRISSEY	MICHAEL J & VICKIE M MORRISSEY	CLASS 3	475,000.00	48,047.49	0.00	426,952.51
MORRISSEY	PROV. TR GP-FBO MICHAEL J MORRISSEY IRA	CLASS 3	300,000.00	28,758.33	0.00	271,241.67
MORROW	LOUIS & MURIEL MORROW FT	CLASS 3	30,000.00	607.50	0.00	29,392.50
MORSCH	JEFFREY & MARY MORSCH LT 08/26/10	CLASS 3	285,525.75	38,166.09	0.00	247,359.66
MORTENSEN	GAYLYNN L MORTENSEN	CLASS 3	80,864.00	1,381.41	0.00	79,482.59
MORTENSEN	MAINSTAR-FBO GAYLYNN L MORTENSEN T2177490	CLASS 3	111,017.40	1,603.59	0.00	109,413.81
MORTON	EDWIN MORTON	CLASS 3	100,000.00	15,930.98	0.00	84,069.02
MOSCOVITCH	THE MOSCOVITCH FAMILY IRREV TR	CLASS 3	250,000.00	6,961.08	0.00	243,038.92
MOSCOVITCH	THE MOSCOVITCH FAMILY IRREV TR	CLASS 3*	100,000.00	0.00	0.00	100,000.00
MOSELEY	WILLIAM MOSELEY	CLASS 3*	100,000.00	3,590.25	0.00	96,409.75
MOSHEIM	MARK J MOSHEIM	CLASS 3	100,000.00	5,283.33	0.00	94,716.67
MOSHER	PROV. TR GP-FBO ROBERT R MOSHER IRA	CLASS 3	34,000.00	8,284.31	0.00	25,715.69
MOSHER	PROV. TR GP-FBO ROBERT R MOSHER IRA	CLASS 5	160,000.00	38,985.01	0.00	121,014.99
MOSHER	PROV. TR GP-FBO SUE M MOSHER IRA	CLASS 3	195,000.00	43,921.01	0.00	151,078.99
MOSHER	PROV. TR GP-FBO SUE M MOSHER IRA	CLASS 5	259,000.00	58,336.10	0.00	200,663.90
MOSHER	SUSAN M MOSHER	CLASS 3	89,300.00	10,304.58	0.00	78,995.42
MOSIER	LINDA & TOM MOSIER	CLASS 3	66,000.00	3,707.82	0.00	62,292.18
MOSLEY	MAINSTAR-FBO RUSSELL MOSLEY T2177192	CLASS 3	37,315.95	1,400.39	0.00	35,915.56

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MOSSONI	MARK L & JODELL J MOSSONI	CLASS 3	75,000.00	5,687.45	0.00	69,312.55
MOTES	KEVIN R & LORI A MOTES	CLASS 3	175,000.00	34,588.13	0.00	140,411.87
MOTTA	PROV. TR GP-FBO LORI MOTTA IRA	CLASS 3	86,500.00	4,162.81	0.00	82,337.19
MOTUS	PROV. TR GP-FBO GREGORY MOTUS IRA	CLASS 3	102,000.00	18,109.92	0.00	83,890.08
MOULDER	MAINSTAR-FBO JOANNE MOULDER T2174578	CLASS 3	32,000.00	3,191.98	0.00	28,808.02
MOUW	DARLENE MOUW	CLASS 3	25,000.00	2,958.43	0.00	22,041.57
MOWBRAY	THOMAS B MOWBRAY	CLASS 3	30,000.00	1,121.46	0.00	28,878.54
MOWEN	BEVERLY J MOWEN	CLASS 3	25,000.00	659.74	0.00	24,340.26
MOWEN	DONALD T MOWEN JR	CLASS 3	25,000.00	659.74	0.00	24,340.26
MOWER	PROV. TR GP-FBO JUDITH D MOWER IRA	CLASS 3	88,000.00	4,972.00	0.00	83,028.00
MOWERY	DEBORAH K MOWERY RT 09/17/04	CLASS 3	100,000.00	16,246.46	0.00	83,753.54
MOWERY	RICHARD & SANDRA MOWERY	CLASS 3	325,000.00	16,464.57	0.00	308,535.43
MOYER	MAINSTAR-FBO DESIREE MOYER	CLASS 3	69,000.00	5,711.67	0.00	63,288.33
MOYERS	MAINSTAR-FBO CAROL MOYERS	CLASS 3	100,000.00	4,965.27	0.00	95,034.73
MPO INVESTMENT	MPO INVESTMENT TR	CLASS 5	100,000.00	29,244.36	0.00	70,755.64
MRAZ	DENNIS E MRAZ RT	CLASS 3	250,000.00	39,563.81	0.00	210,436.19
MROZ	MAINSTAR-FBO SHARON L MROZ T2177399	CLASS 3	52,430.13	902.97	0.00	51,527.16
MSDROTHIRACD	MSDROTHIRACD LLC	CLASS 3	50,000.00	1,599.27	0.00	48,400.73
MSDROTHIRAJI	MSDROTHIRAJI LLC	CLASS 3	25,000.00	0.00	0.00	25,000.00
MSDROTHIRAL	MSDROTHIRAL LLC	CLASS 3	25,000.00	1,599.27	0.00	23,400.73
MSDROTHIRARE	MSDROTHIRARE LLC	CLASS 3	33,000.00	0.00	0.00	33,000.00
MT CARMEL BAPTIST	MT CARMEL BAPTIST CHURCH	CLASS 3	33,396.04	2,744.04	0.00	30,652.00
MUCKOM	JOSEPH MUCKOM	CLASS 3	50,000.00	5,124.45	0.00	44,875.55
MUCKOM	MUCKOM TR DTD 08/08/16	CLASS 3	50,000.00	525.00	0.00	49,475.00
MUDREZOW	JENNIFER MUDREZOW	CLASS 3	25,000.00	1,331.63	0.00	23,668.37
MUEHL	ROBERT H & ADAM R MUEHL	CLASS 3	100,000.00	4,155.53	0.00	95,844.47
MUELLER	PATRICIA A MUELLER	CLASS 5	100,000.00	30,666.55	0.00	69,333.45
MUENTER	PROV. TR GP-FBO CRAIG MUENTER IRA	CLASS 3	75,000.00	2,830.21	0.00	72,169.79
MUFFYS	MUFFYS FRT	CLASS 3	50,000.00	1,183.33	0.00	48,816.67

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
MUKHERJEE	AVIJIT & JASSY R MUKHERJEE	CLASS 3	100,000.00	5,225.66	0.00	94,774.34
MULBERRY	PAMELA A MULBERRY	CLASS 3	100,000.00	1,583.34	0.00	98,416.66
MULLEN	ADV. IRA SVC-FBO DEBORAH D MULLEN IRA	CLASS 3	150,000.00	5,133.33	0.00	144,866.67
MULLEN	ROSEMARY T MULLEN	CLASS 3	250,000.00	3,090.27	0.00	246,909.73
MULLIN	SANDRA MULLIN	CLASS 3	50,000.00	904.18	0.00	49,095.82
MULLIN	THE MELANIE ANN MULLIN TR	CLASS 3	25,000.00	1,600.00	0.00	23,400.00
MULLIN	TIMOTHY P MULLIN	CLASS 3	80,000.00	1,446.68	0.00	78,553.32
MULLINS	LAURI K MULLINS	CLASS 5	50,000.00	10,986.20	0.00	39,013.80
MULLINS	LIBERTY TR CO-FBO LAURI MULLINS IRA	CLASS 5	38,000.00	6,586.73	0.00	31,413.27
MUMMERT	CLAIRE M MUMMERT	CLASS 3	50,000.00	3,166.67	0.00	46,833.33
MUMMERT	GERALD E MUMMERT	CLASS 3	50,000.00	3,166.67	0.00	46,833.33
MUNK	ELIZABETH K F MUNK	CLASS 3	200,000.00	12,199.97	0.00	187,800.03
MUNOZ	GERSON MUNOZ	CLASS 3	60,000.00	966.67	0.00	59,033.33
MUNOZ	PROV. TR GP-FBO ALBERT R MUNOZ IRA	CLASS 5	125,000.00	36,145.84	0.00	88,854.16
MUNTON	PAMELA MUNTON	CLASS 3	70,000.00	5,238.33	0.00	64,761.67
MURAD	ALBERT & ARLINE MURAD	CLASS 3	25,000.00	1,083.36	0.00	23,916.64
MURDOCK	PROV. TR GP-FBO ROBERT L MURDOCK IRA	CLASS 3	130,000.00	2,065.56	0.00	127,934.44
MURDOCK	ROBERT MURDOCK	CLASS 3	100,000.00	1,741.66	0.00	98,258.34
MURILLO	JAKE MURILLO	CLASS 3	25,000.00	0.00	0.00	25,000.00
MURPHY	FRANCIS PATRICK & PATRICIA J MURPHY	CLASS 3	200,000.00	11,883.33	0.00	188,116.67
MURPHY	JAMES G & ROMA M MURPHY	CLASS 3	50,000.00	3,140.31	0.00	46,859.69
MURPHY	JOHN T & JOAN F MURPHY LT	CLASS 3	50,000.00	9,816.85	0.00	40,183.15
MURPHY	MAINSTAR-FBO DENNIS MICHAEL MURPHY	CLASS 3	339,000.00	16,469.75	0.00	322,530.25
MURPHY	MAINSTAR-FBO KATHI MURPHY	CLASS 3	100,000.00	4,644.44	0.00	95,355.56
MURPHY	MICHAEL T MURPHY	CLASS 3	200,000.00	12,933.33	0.00	187,066.67
MURPHY	SUNWEST TR JAMES E MURPHY IRA	CLASS 3	550,000.00	62,364.01	0.00	487,635.99
MURRAY	BRUCE A & SHERRY K MURRAY	CLASS 3	50,000.00	2,475.00	0.00	47,525.00
MURRAY	IVAN J MURRAY	CLASS 3	65,000.00	3,162.77	0.00	61,837.23
MURRAY	MAINSTAR-FBO CHRISTOPHER MURRAY	CLASS 3	34,000.00	3,720.12	0.00	30,279.88

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MURRAY	MAINSTAR-FBO WANZA MURRAY T2178227	CLASS 3	26,852.45	143.21	0.00	26,709.24
MURRAY	MARIA MURRAY	CLASS 3	95,000.00	9,803.39	0.00	85,196.61
MURRAY	MARIA R MURRAY SECOND IT C MURRAY TTEE	CLASS 3	380,000.00	39,786.03	0.00	340,213.97
MURRAY	PAUL P & NOLA T MURRAY	CLASS 3	100,000.00	1,065.28	0.00	98,934.72
MURRAY	PROV. TR GP-FBO NOEL C MURRAY ROTH IRA	CLASS 5	53,683.00	11,005.02	0.00	42,677.98
MURRAY	PROV. TR GP-FBO REGINALD C MURRAY IRA	CLASS 3	389,000.00	14,868.45	0.00	374,131.55
MURRAY	REGINALD C & NANCY A MURRAY	CLASS 3	100,000.00	4,133.35	0.00	95,866.65
MUSUMECI	JOSEPH & ELIZABETH MUSUMECI	CLASS 3	50,000.00	3,194.39	0.00	46,805.61
MUTHU	PROV. TR GP-FBO PRIYA MUTHU IRA	CLASS 3	25,000.00	3,485.42	0.00	21,514.58
MYERS	CHARLES & PATRICIA MYERS	CLASS 3	90,000.00	2,802.50	0.00	87,197.50
MYERS	GARY L & SHIRLEY A MYERS	CLASS 3	150,000.00	150.00	0.00	149,850.00
MYERS	IRA SVCS TR CO-CFBO DEBRA G MYERS IRA	CLASS 3	325,000.00	8,576.41	0.00	316,423.59
MYERS	IRA SVCS TR CO-CFBO DOUGLAS W MYERS IRA	CLASS 3	440,000.00	17,025.58	0.00	422,974.42
MYERS	KAREN LEE MYERS	CLASS 3	50,000.00	6,104.07	0.00	43,895.93
MYERS	MAINSTAR-FBO ALVIE E MYERS JR T2176649	CLASS 3	102,784.44	1,670.25	0.00	101,114.19
MYERS	NANCY L MYERS	CLASS 3	100,000.00	13,633.32	0.00	86,366.68
MYERS	NELDA F MYERS	CLASS 3	100,000.00	5,331.91	0.00	94,668.09
MYERS	PROV. TR GP-FBO CHERYL MYERS IRA	CLASS 5	70,000.00	9,631.25	0.00	60,368.75
MYERS	PROV. TR GP-FBO DR CARL O MYERS IRA	CLASS 3	93,000.00	13,706.16	0.00	79,293.84
MYERS	R LARRY & BONNIE L MYERS	CLASS 3	30,000.00	450.00	0.00	29,550.00
MYRICK	MIDLAND-FBO RONALD MYRICK IRA #7445926	CLASS 3	100,000.00	14,102.75	0.00	85,897.25
MYRICK	THE ANDREW D MYRICK RT 2017 A MYRICK TTEE	CLASS 3	250,000.00	3,305.57	0.00	246,694.43
MYRICK	THE RONALD E MYRICK SR RLT DTD 02/12/07	CLASS 3	800,000.00	108,174.99	0.00	691,825.01
NACHSIN	SYLVIA NACHSIN TR 12/24/97	CLASS 3	350,000.00	16,362.48	0.00	333,637.52
NADEY	MARGARET NADEY	CLASS 3	50,000.00	3,208.38	0.00	46,791.62
NADZAN	MAINSTAR-FBO ELEANOR M NADZAN T2176206	CLASS 3	131,500.00	6,248.07	0.00	125,251.93
NAGA	KRANTHI KUMARI NAGA	CLASS 3	50,000.00	1,764.61	0.00	48,235.39
NAGEL	PROV. TR GP-FBO TERRY NAGEL SEP IRA	CLASS 3	44,800.00	7,728.46	0.00	37,071.54
NAGY	CATHERINE L NAGY	CLASS 3	50,000.00	3,472.17	0.00	46,527.83

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
NAI	ALFRED NAI	CLASS 3	110,000.00	970.00	0.00	109,030.00
NAIMAN	PROV. TR GP-FBO BERNARD A NAIMAN IRA	CLASS 3	300,000.00	83,997.23	0.00	216,002.77
NAJAFI	SUNWEST TR ALI NAJAFI ROTH IRA	CLASS 3	57,143.00	4,499.99	0.00	52,643.01
NAKATSUKA	PROV. TR GP-FBO JORDAN NAKATSUKA IRA	CLASS 3	367,000.00	15,258.03	0.00	351,741.97
NANAVATY	HEMANT & MAMTA NANAVATY	CLASS 3	100,000.00	8,125.38	0.00	91,874.62
NANTISTA	FRANK L & BARBARA A NANTISTA	CLASS 3	50,000.00	2,490.31	0.00	47,509.69
NAPPI	FRANK & MARY NAPPI	CLASS 3	200,000.00	350.00	0.00	199,650.00
NARKATES	PETER NARKATES	CLASS 3	75,000.00	7,437.50	1,000.00	66,562.50
NASH	THE NASH FT DTD 09/15/14	CLASS 3	50,000.00	986.10	0.00	49,013.90
NASHAWATY	JOHN NASHAWATY	CLASS 3	50,000.00	2,536.15	0.00	47,463.85
NATALE	JAMES K & GEORGIA A NATALE	CLASS 3	170,000.00	16,137.14	0.00	153,862.86
NATE	GAYLEN & PAMALA NATE	CLASS 3	25,000.00	1,099.97	0.00	23,900.03
NATIVIDAD	ED NATIVIDAD	CLASS 5	100,000.00	19,361.03	0.00	80,638.97
NATIVIDAD	QUEST IRA FBO EDGARDO NATIVIDAD IR1398411	CLASS 5	99,530.00	33,370.35	0.00	66,159.65
NATTRESS	MARIANN NATTRESS	CLASS 3	25,000.00	9,002.83	0.00	15,997.17
NATTRESS	MARY NATTRESS	CLASS 3	100,000.00	17,277.89	0.00	82,722.11
NAUGHTON	PROV. TR GP-FBO GEORGE NAUGHTON IRA	CLASS 3	223,500.00	23,884.95	0.00	199,615.05
NAY	LINDA NAY	CLASS 3	25,000.00	538.21	0.00	24,461.79
NEAL	IRA SVCS TR CO-CFBO SUZANNE NEAL IRA	CLASS 3	123,000.00	10,728.34	0.00	112,271.66
NEAL	LISA K NEAL	CLASS 3	50,000.00	1,633.33	0.00	48,366.67
NEAL	MAINSTAR-FBO ANN M NEAL R2176839	CLASS 3	100,000.00	2,736.11	0.00	97,263.89
NEAL	MAINSTAR-FBO STEVEN A NEAL R2176834	CLASS 3	100,000.00	2,736.11	0.00	97,263.89
NEAL	SUNWEST TR SCOTT NEAL IRA	CLASS 3	50,000.00	4,826.31	0.00	45,173.69
NEDBALEK	ROBERT L & ELIZABETH D NEDBALEK	CLASS 5	50,000.00	2,500.02	0.00	47,499.98
NEDBALEK	ROBERT L NEDBALEK	CLASS 3	40,000.00	8,178.68	0.00	31,821.32
NEEDHAM	AARON NEEDHAM	CLASS 3	250,000.00	4,025.00	0.00	245,975.00
NEEDHAM	MAINSTAR-FBO PAUL B NEEDHAM T2178354	CLASS 3	50,000.00	236.11	0.00	49,763.89
NEELAKANTIAH	BANGALORE P NEELAKANTIAH	CLASS 3	50,000.00	6,708.41	0.00	43,291.59
NEGRONI	ANA NEGRONI	CLASS 3	106,847.42	9,816.66	0.00	97,030.76

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NEJMAN	GARY R NEJMAN	CLASS 3	25,000.00	385.43	0.00	24,614.57
NELSON	CHAD & STACIA NELSON	CLASS 3	50,000.00	4,319.48	0.00	45,680.52
NELSON	CHAD NELSON - IN TR FOR BRADEN NELSON	CLASS 3	25,000.00	3,062.50	0.00	21,937.50
NELSON	JEFFREY L NELSON	CLASS 3	50,000.00	2,673.57	0.00	47,326.43
NELSON	KARL NELSON	CLASS 3	150,000.00	17,550.07	0.00	132,449.93
NELSON	MAINSTAR-FBO GREGORY D NELSON	CLASS 3	100,000.00	5,911.11	0.00	94,088.89
NELSON	MAINSTAR-FBO MARY ELLEN NELSON R2177888	CLASS 3	31,750.00	506.24	0.00	31,243.76
NELSON	MAINSTAR-FBO TERRY NELSON T2178336	CLASS 3	500,000.00	97.22	0.00	499,902.78
NELSON	MAURICE E & THELMA L NELSON	CLASS 3	100,000.00	2,934.01	0.00	97,065.99
NELSON	NELSON FLP	CLASS 5	2,375,000.00	455,643.48	0.00	1,919,356.52
NELSON	PROV. TR GP-FBO HARRIET NELSON IRA	CLASS 5	75,000.00	24,229.09	0.00	50,770.91
NELSON	PROV. TR GP-FBO THOMAS NELSON IRA	CLASS 5	75,000.00	24,229.09	0.00	50,770.91
NELSON	RODGER NELSON	CLASS 3	50,000.00	902.76	0.00	49,097.24
NELSON	VALENTINE R & MARC NELSON	CLASS 3	200,000.00	7,333.32	0.00	192,666.68
NEMECEK	LOIS J & BARBARA J NEMECEK	CLASS 3	50,000.00	4,033.36	0.00	45,966.64
NEMERGUT	JOHN & MARY ANNE NEMERGUT	CLASS 3	25,000.00	650.00	0.00	24,350.00
NEPTUNES NET	NEPTUNES NET SEAFOOD INC PENSION PLAN TR	CLASS 3	189,000.00	2,152.50	0.00	186,847.50
NERIL	MICHAEL NERIL	CLASS 3	300,000.00	43,605.19	0.00	256,394.81
NERO	WILLIAM NERO	CLASS 3	50,000.00	3,200.00	0.00	46,800.00
NESAW	FLORENCE & DOUGLAS H NESAW	CLASS 3	100,000.00	5,908.34	2,000.00	92,091.66
NESENOFF	BERNARD & ELAINE NESENOFF	CLASS 3	50,000.00	9,198.05	0.00	40,801.95
NESTO	WILLIAM NESTO	CLASS 3	384,021.85	10,807.74	0.00	373,214.11
NETTO	CARLOS NETTO	CLASS 3	25,000.00	500.01	0.00	24,499.99
NEUBAUER	RONALD NEUBAUER	CLASS 3	25,000.00	2,368.75	0.00	22,631.25
NEUMANN	DIETER NEUMANN	CLASS 3	75,000.00	10,122.91	0.00	64,877.09
NEUMANN	NEUMANN RT	CLASS 3	100,000.00	13,884.81	0.00	86,115.19
NEUMANN	PETER L & DOROTHY NEUMANN	CLASS 3	25,000.00	2,916.67	0.00	22,083.33
NEUROTH	EUGENE L NEUROTH	CLASS 3	42,000.00	4,341.46	125.00	37,533.54
NEUROTH	EUGENE L NEUROTH	CLASS 5	294,000.00	30,390.20	875.00	262,734.80

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NEUROTH	IRA SVCS TR CO-CFBO BRAD E NEUROTH IRA	CLASS 3	200,000.00	14,703.17	0.00	185,296.83
NEUROTH	IRA SVCS TR CO-CFBO BRAD E NEUROTH IRA	CLASS 5	500,000.00	36,757.94	0.00	463,242.06
NEVADOMSKI	JAMES NEVADOMSKI	CLASS 5	100,000.00	24,611.01	0.00	75,388.99
NEW CASTLE REALTORS	THE NEW CASTLE CNTY BOARD OF REALTORS	CLASS 3	200,000.00	12,632.65	2,000.00	185,367.35
NEW HOPE COMMUNITY	NEW HOPE COMMUNITY CHURCH	CLASS 3	75,000.00	6,944.68	0.00	68,055.32
NEWELL	ELISABETH NEWELL	CLASS 3	110,000.00	4,455.00	0.00	105,545.00
NEWELL	TERRY & JO ANN NEWELL	CLASS 3	335,000.00	0.00	0.00	335,000.00
NEWLON	MAINSTAR-FBO JOHN NEWLON	CLASS 3	39,000.00	3,049.58	0.00	35,950.42
NEWMAN	PROV. TR GP-FBO DONNA L NEWMAN IRA	CLASS 3	60,000.00	8,728.33	0.00	51,271.67
NEWMARK	EVELYN & CARL NEWMARK TR	CLASS 3*	100,000.00	6,822.87	0.00	93,177.13
NEWTON	PROV. TR GP-FBO CHARLES A NEWTON IRA	CLASS 3	50,000.00	8,441.67	0.00	41,558.33
NEWTON	PROV. TR GP-FBO DEBRA C NEWTON IRA	CLASS 3	25,000.00	4,220.83	0.00	20,779.17
NGO	YEN NGO	CLASS 3	50,000.00	2,933.99	0.00	47,066.01
NGUYEN	MAINSTAR-FBO KEN VAN NGUYEN R2177502	CLASS 3	21,032.53	560.28	0.00	20,472.25
NGUYEN	PROV. TR GP-FBO KEITH NGUYEN IRA	CLASS 3	210,000.00	35,650.06	0.00	174,349.94
NIBLEY	VALYRIE R NIBLEY FT	CLASS 3	25,000.00	281.26	0.00	24,718.74
NICHOLAS	VIRGINIA A NICHOLAS LT	CLASS 3	50,000.00	694.43	0.00	49,305.57
NICHOLS	GALEN & SHIRLEY NICHOLS	CLASS 3	340,000.00	5,751.66	0.00	334,248.34
NICHOLS	GEORGE E & NANNIE E NICHOLS	CLASS 3	25,000.00	24.31	0.00	24,975.69
NICHOLS	JAMES A NICHOLS	CLASS 3	100,000.00	0.00	0.00	100,000.00
NICHOLS	JOHN H & ZERALDA A NICHOLS	CLASS 3	250,000.00	11,998.11	0.00	238,001.89
NICHOLS	MAINSTAR-FBO JODI NICHOLS	CLASS 3	44,500.00	2,922.17	0.00	41,577.83
NICHOLS	MONICA NICHOLS	CLASS 3	397,400.00	27,232.47	0.00	370,167.53
NICHOLS/BAILEY	KARL NICHOLS & BETTY ANN BAILEY	CLASS 3	100,000.00	15,233.33	0.00	84,766.67
NICKOLS	MAINSTAR-FBO DEE A NICKOLS T2176339	CLASS 3	90,300.00	2,382.92	0.00	87,917.08
NICOLAY	THE HARRIET S NICOLAY SEPARATE PROP TR	CLASS 3	146,700.00	4,006.33	0.00	142,693.67
NICOLE	JOYCE & PHIL NICOLE	CLASS 3	25,000.00	0.00	0.00	25,000.00
NIEDBALSKI	BENJAMIN J & AARON NIEDBALSKI	CLASS 3	100,000.00	2,133.33	0.00	97,866.67
NIELSEN	GLORIA NIELSEN	CLASS 3	25,000.00	406.26	0.00	24,593.74

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NIELSEN	JUSTIN NIELSEN	CLASS 3	25,000.00	1,020.81	0.00	23,979.19
NIELSEN	LAURIE J NIELSEN	CLASS 5	400,000.00	109,350.03	0.00	290,649.97
NIELSEN	VELMA NIELSEN	CLASS 3	50,000.00	944.43	0.00	49,055.57
NIELSON	MAINSTAR-FBO DANIEL NIELSON	CLASS 3	27,582.92	3,070.92	0.00	24,512.00
NIELSON	THE NIELSON FT	CLASS 5	50,000.00	8,333.40	0.00	41,666.60
NIETFELD	CLETUS NIETFELD	CLASS 3	215,000.00	2,203.75	0.00	212,796.25
NIETFELD	JOSEPH & MERDELLA NIETFELD RLT 07/19/94	CLASS 3	50,000.00	388.89	0.00	49,611.11
NIEVA	DIANA G NIEVA RLT	CLASS 3	25,000.00	2,316.67	0.00	22,683.33
NIEVES	MARTA H NIEVES	CLASS 3	100,000.00	7,200.00	0.00	92,800.00
NIEVES	MARTA H NIEVES	CLASS 5	100,000.00	7,200.00	0.00	92,800.00
NILSEN	JEANNE H NILSEN	CLASS 3	125,000.00	32,404.21	0.00	92,595.79
NIMMOW	EDMUND & VIRGINIA NIMMOW	CLASS 3	40,000.00	3,788.82	9,000.00	27,211.18
NISHIZU	CLARENCE & HELEN NISHIZU TR DTD 06/01/74	CLASS 3	50,000.00	2,663.16	0.00	47,336.84
NISHIZU-SHIKATA	THE JEAN NISHIZU-SHIKATA TR DTD 05/18/05	CLASS 3	100,000.00	3,275.67	0.00	96,724.33
NITSCH	NORBERT C & WANDA B NITSCH	CLASS 3	100,000.00	2,516.67	0.00	97,483.33
NITTMANN	MARY NITTMANN	CLASS 3	25,000.00	2,191.58	0.00	22,808.42
NOBLE	CHARLES W & SUSAN M NOBLE	CLASS 3	25,000.00	2,062.47	0.00	22,937.53
NOBLES	PROV. TR GP-FBO DONALD P NOBLES IRA	CLASS 3	88,400.00	12,818.00	0.00	75,582.00
NOEL	RUBEN W JR & RITA A NOEL	CLASS 3	100,000.00	1,700.00	0.00	98,300.00
NOFFSINGER/ROCHA	GARY JOSEPH NOFFSINGER & TAMERA ROCHA	CLASS 3	100,000.00	233.33	0.00	99,766.67
NOGA	MICHAEL NOGA	CLASS 3	100,000.00	5,909.75	0.00	94,090.25
NOGA	MICHAEL NOGA	CLASS 5	100,000.00	5,909.75	0.00	94,090.25
NOLAN	LOGAN & SARRAH NOLAN	CLASS 3	40,000.00	1,138.91	0.00	38,861.09
NOLL	MAINSTAR-FBO MARITA J NOLL R2175833	CLASS 3	61,015.00	4,000.59	0.00	57,014.41
NONNENMACHER	JOHN J & JENNIFER NONNENMACHER	CLASS 3	50,000.00	1,600.74	0.00	48,399.26
NORDMAN	LINDA V & TIMOTHY NORDMAN	CLASS 3	100,000.00	3,316.67	0.00	96,683.33
NORDMAN	PROV. TR GP-FBO LINDA V NORDMAN IRA	CLASS 3	139,000.00	4,587.00	0.00	134,413.00
NORDSTROM	MARY LOUISE NORDSTROM RLT UTD 05/09/03	CLASS 3	45,000.00	5,947.50	0.00	39,052.50
NORKEEN	PROV. TR GP-FBO ALICE S NORKEEN IRA	CLASS 3	287,039.00	43,559.18	0.00	243,479.82

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
NORKEEN	PROV. TR GP-FBO ALICE S NORKEEN IRA	CLASS 5	154,200.00	23,400.40	0.00	130,799.60
NORMAN	MAINSTAR-FBO DAVID C NORMAN	CLASS 3	84,000.00	9,520.00	0.00	74,480.00
NORMAN E. TAPLIN	NORMAN E TAPLIN & ASSOC PA DEF BEN PLAN	CLASS 3	25,000.00	2,929.17	0.00	22,070.83
NORMANDIN	PROV. TR GP-FBO SHARON C NORMANDIN IRA	CLASS 3	187,500.00	29,418.44	0.00	158,081.56
NORRIS	ALBERT DAVID NORRIS	CLASS 3	100,000.00	7,088.91	0.00	92,911.09
NORRIS	MAINSTAR-FBO RICHARD W NORRIS T2175920	CLASS 3	145,900.00	10,091.42	0.00	135,808.58
NORRIS	MAINSTAR-FBO SUZANNE N NORRIS	CLASS 3	40,100.00	2,472.83	0.00	37,627.17
NORRIS	RICHARD W & SUZANNE N NORRIS	CLASS 3	254,000.00	18,235.06	0.00	235,764.94
NORTHROP	NORTHROP FAMILY IRREV TR	CLASS 3	200,000.00	3,083.32	0.00	196,916.68
NORTON	JOHN & TORRIE NORTON	CLASS 3	100,000.00	1,205.56	0.00	98,794.44
NORTON	JOHN & TORRIE NORTON	CLASS 5	100,000.00	1,205.56	0.00	98,794.44
NORTON	PROV. TR GP-FBO RENEE NORTON IRA	CLASS 3	60,000.00	3,660.83	0.00	56,339.17
NOVAK	CONSTANCE ROSE NOVAK	CLASS 3	25,000.00	1,833.80	0.00	23,166.20
NOVAK	MICHAEL G NOVAK	CLASS 3	65,000.00	2,268.13	0.00	62,731.87
NOVAK	PROV. TR GP-FBO BOBBIE MARLENE NOVAK IRA	CLASS 5	275,000.00	87,821.54	0.00	187,178.46
NOWACKI	JOHANNES A NOWACKI	CLASS 3	100,000.00	3,917.33	0.00	96,082.67
NOWAK	HORIZON TR CO-FBO KENNETH J NOWAK IRA	CLASS 3	235,000.00	8,459.17	0.00	226,540.83
NUFFER	PROV. TR GP-FBO GEORGE NUFFER IRA	CLASS 3	177,000.00	24,141.08	0.00	152,858.92
NUFFER	PROV. TR GP-FBO VIRGINIA A NUFFER IRA	CLASS 3	73,000.00	10,006.72	0.00	62,993.28
NUGENT	WILLIAM R & KAREN NUGENT	CLASS 3	300,000.00	29,583.33	0.00	270,416.67
NUHN	JEFFREY L & WENDIE F PARSONS NUHN	CLASS 3	25,000.00	0.00	0.00	25,000.00
NUNEZ	DANIEL NUNEZ	CLASS 3	26,388.00	236.03	0.00	26,151.97
NUNEZ	ROGER A & STEPHANIE A NUNEZ	CLASS 3	25,000.00	1,141.67	0.00	23,858.33
NUNEZ	THE NUNEZ TR DTD 06/15/96	CLASS 3	30,000.00	550.00	0.00	29,450.00
NUNLEY	JERRY ANN NUNLEY	CLASS 3	30,000.00	4,660.00	0.00	25,340.00
NUSE	JUDITH NUSE	CLASS 3	25,000.00	336.82	0.00	24,663.18
NUSZER	PHYLLIS J NUSZER	CLASS 3	50,000.00	4,621.59	0.00	45,378.41
NUYTS	MICHAEL NUYTS	CLASS 3	175,000.00	31,485.33	0.00	143,514.67
NUYTS	THE MICHAEL NUYTS RT	CLASS 5	100,000.00	26,777.67	0.00	73,222.33

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NYE	MAINSTAR-FBO BEN NYE TW004050	CLASS 3	34,185.96	684.66	0.00	33,501.30
OASIS LODGE	OASIS LODGE NO 41 F&AM	CLASS 3	30,000.00	2,361.67	0.00	27,638.33
O BENHAUS	DENISE KARLA O BENHAUS	CLASS 3	170,000.00	1,308.33	0.00	168,691.67
OBERAITIS	RICHARD OBERAITIS	CLASS 3	65,000.00	9,480.12	0.00	55,519.88
OBERG	KAREN W, BRUCE & DAVID W OBERG	CLASS 3	25,000.00	1,485.10	0.00	23,514.90
OBERG	MAINSTAR-FBO WAYNE OBERG T2176471	CLASS 3	145,000.00	7,401.04	0.00	137,598.96
O'BRIEN	DAVID H & EUGENA M O'BRIEN	CLASS 3	200,000.00	33,540.35	0.00	166,459.65
O'BRIEN	GREGORY JAMES O'BRIEN	CLASS 3	30,000.00	3,090.00	0.00	26,910.00
O'BRIEN	MARIE F O'BRIEN	CLASS 3*	50,000.00	573.61	1,000.00	48,426.39
O'BRIEN	PATRICK W & DENISE L O'BRIEN	CLASS 3	450,000.00	64,933.33	0.00	385,066.67
O'BRIEN	PROV. TR GP-FBO JAMES O'BRIEN IRA	CLASS 3	63,113.96	5,986.69	0.00	57,127.27
O'BRIEN	SANDRA & JAMES J O'BRIEN	CLASS 3	100,000.00	7,829.12	0.00	92,170.88
O'BRIEN	THE MARIE ELIZABETH O'BRIEN TR	CLASS 3	550,000.00	66,383.27	1,000.00	482,616.73
OCHS	ALBERT OCHS	CLASS 3	80,000.00	6,400.00	0.00	73,600.00
O'CONNELL	ROSEMARY O'CONNELL	CLASS 3	25,000.00	3,621.64	0.00	21,378.36
O'CONNOR-CERAVOLO	MAINSTAR-FBO ELIZ O'CONNOR-CERAVOLO	CLASS 3	30,000.00	2,655.00	0.00	27,345.00
O DEGARD	DUANE D O DEGARD TR DTD 03/21/02	CLASS 5	950,000.00	286,183.25	0.00	663,816.75
O DEGARD	LOREN M O DEGARD	CLASS 5	50,000.00	18,180.72	0.00	31,819.28
O DEGARD	MARY K O DEGARD TR	CLASS 5	250,000.00	95,999.86	0.00	154,000.14
O DEGARD	MICHAEL D O DEGARD	CLASS 5	50,000.00	17,972.37	0.00	32,027.63
O DEGARD	PROV. TR GP-FBO MICHAEL D O DEGARD IRA	CLASS 5	53,000.00	17,328.24	0.00	35,671.76
ODOM	ODOM TR DTD 10/27/15	CLASS 3	38,000.00	2,264.12	0.00	35,735.88
O'DONNELL	O'DONNELL R/A TR	CLASS 5	100,000.00	9,645.77	0.00	90,354.23
OGAR	PROV. TR GP-FBO DENNISE OGAR IRA	CLASS 3	148,500.00	7,270.31	0.00	141,229.69
OGBURN	SHIRLEY DAVIS OGBURN	CLASS 5	50,000.00	18,861.27	0.00	31,138.73
OGBURN	WAYNE B OGBURN	CLASS 5	100,000.00	32,611.38	0.00	67,388.62
OGDEN	MAINSTAR-FBO JOLENE OGDEN TW004198	CLASS 3	54,788.13	152.19	0.00	54,635.94
OGDEN	MAINSTAR-FBO MARSHALL D OGDEN TW004199	CLASS 3	588,780.92	1,635.50	0.00	587,145.42
OGDEN	MARSHALL D OGDEN	CLASS 3	70,936.00	933.91	0.00	70,002.09

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OHLER	PROV. TR GP-FBO MILDRED E OHLER IRA	CLASS 3	53,177.00	3,459.52	0.00	49,717.48
OHLSSON	JOHN & ALICIA OHLSSON	CLASS 3	75,000.00	1,830.52	0.00	73,169.48
OIEN	MAINSTAR-FBO ANDREA L OIEN RW004163	CLASS 3	55,000.00	426.90	0.00	54,573.10
OIEN	MAINSTAR-FBO ANDREA L OIEN RW004163	CLASS 5	50,000.00	388.10	0.00	49,611.90
OLDENBURGH	ROGER OLDENBURGH	CLASS 3	50,000.00	3,569.39	0.00	46,430.61
OLDHAM	ALICE OLDHAM	CLASS 3	25,000.00	762.86	0.00	24,237.14
OLESEN	GARLAND E OLESEN	CLASS 3	25,000.00	451.40	0.00	24,548.60
OLESEK	GERALD OLESEK	CLASS 3	450,000.00	11,916.63	0.00	438,083.37
OLGUIN	JAMES OLGUIN	CLASS 3	30,000.00	745.83	0.00	29,254.17
OLIN	IRENE OLIN TR DTD 02/25/98	CLASS 3	135,000.00	11,474.12	0.00	123,525.88
OLIN	PROV. TR GP-FBO IRENE OLIN IRA	CLASS 3	196,131.00	17,085.18	0.00	179,045.82
OLIN	RODERICK S & JUDITH A OLIN	CLASS 3	25,000.00	991.67	0.00	24,008.33
OLITO	PROV. TR GP-FBO GARY B OLITO IRA	CLASS 3	251,000.00	31,113.56	0.00	219,886.44
OLIVARES	ROBERT T & JEAN A OLIVARES TR	CLASS 3	50,000.00	2,616.25	0.00	47,383.75
OLIVER	THE OLIVER FT DTD 07/13/06	CLASS 3	100,000.00	1,147.22	0.00	98,852.78
OLIVERA	PROV. TR GP-FBO RAULIN OLIVERA IRA	CLASS 3	50,000.00	11,775.00	0.00	38,225.00
OLIVEROS	CARLOS A OLIVEROS	CLASS 3	60,000.00	1,125.00	0.00	58,875.00
OLKER	OLKER FT DONALD & THERESE TTEES 06/11/86	CLASS 3	50,000.00	3,083.33	0.00	46,916.67
OLLIGES	WILLIAM E OLLIGES RT UA 01/04/02	CLASS 3	100,000.00	5,974.99	0.00	94,025.01
OLSEN	DONALD M & LINDA K OLSEN	CLASS 3	100,000.00	1,739.36	0.00	98,260.64
OLSEN	ODDBJORG OLSEN	CLASS 3	54,618.82	3,541.14	0.00	51,077.68
OLSEN	ROBERT H & LUCENA J OLSEN	CLASS 3	200,000.00	8,934.31	0.00	191,065.69
OLSON	AUDREY OLSON	CLASS 3	50,000.00	7,875.00	0.00	42,125.00
OLSON	KAREN R & WILFORD O OLSON	CLASS 3	50,000.00	2,716.67	0.00	47,283.33
OLSON	LENORE & WILLIAM OLSON	CLASS 3	500,000.00	82,487.44	1,000.00	416,512.56
OLSON	LISA OLSON	CLASS 3	160,000.00	1,533.34	0.00	158,466.66
O'MALLEY	MARGARET O'MALLEY	CLASS 3	40,000.00	3,480.00	0.00	36,520.00
OMAN	PROV. TR GP-FBO MICHAEL OMAN IRA	CLASS 3	79,000.00	9,401.00	0.00	69,599.00
O'MELIA	CULLEY O'MELIA TR	CLASS 3	33,538.06	1,830.59	0.00	31,707.47

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OMG HOLDING	OMG HOLDING LLC	CLASS 3	50,000.00	1,787.50	0.00	48,212.50
O'NEAL-POOLE	DEBORAH O'NEAL-POOLE	CLASS 3	25,000.00	0.00	0.00	25,000.00
O'NEILL	JOHN J & JOAN E O'NEILL	CLASS 3	690,000.00	31,005.23	0.00	658,994.77
ONESKO	MICHAEL & PATRICIA A ONESKO	CLASS 3	76,000.00	9,061.71	0.00	66,938.29
ONESKO	PROV. TR GP-FBO DOUG E ONESKO IRA	CLASS 3	1,351,076.21	200,217.16	1,000.00	1,149,859.05
ONESKO	PROV. TR GP-FBO KIM M ONESKO IRA	CLASS 3	895,000.00	108,995.40	0.00	786,004.60
ONESKO	PROV. TR GP-FBO MICHAEL ONESKO IRA	CLASS 3	52,400.00	3,314.30	0.00	49,085.70
ONESKO	PROV. TR GP-FBO PATRICIA A ONESKO IRA	CLASS 3	151,000.00	9,550.75	0.00	141,449.25
ONLEY	TIMOTHY ONLEY	CLASS 3	30,000.00	503.77	0.00	29,496.23
ONNINK	PATRICIA ONNINK	CLASS 3	150,000.00	7,131.94	0.00	142,868.06
ONNINK	PAUL A ONNINK LT DTD 09/26/07	CLASS 3	200,000.00	6,019.46	666.67	193,313.87
ONNINK	PAUL A ONNINK LT DTD 09/26/07	CLASS 5	100,000.00	3,009.73	333.33	96,656.94
OPDENAKER	DAVID OPDENAKER	CLASS 3	50,000.00	659.71	0.00	49,340.29
OPIELA	PROV. TR GP-FBO JOAN D OPIELA IRA	CLASS 3	223,300.00	19,166.58	0.00	204,133.42
ORCHARD	BRUCE B ORCHARD	CLASS 3	42,000.00	2,059.17	0.00	39,940.83
O'REILLY	LEO J & NORMA A O'REILLY	CLASS 3	25,000.00	430.57	0.00	24,569.43
ORLINO	ELMO & RECHILDA ORLINO	CLASS 3	25,000.00	371.86	0.00	24,628.14
ORMSBY	KEITH & BARBARA ORMSBY	CLASS 3	100,000.00	758.33	0.00	99,241.67
O'ROURKE	LINDA O'ROURKE	CLASS 3	125,000.00	12,159.65	0.00	112,840.35
ORRICK	ELIZABETH ORRICK	CLASS 3	105,000.00	9,852.50	0.00	95,147.50
ORTA	MAINSTAR-FBO ENRIQUE ORTA T2177911	CLASS 3	72,302.13	1,122.71	0.00	71,179.42
ORTENZO	ALFRED J ORTENZO RT	CLASS 3	500,000.00	37,673.38	0.00	462,326.62
ORTIZ	ISRAEL & ALBERTA ORTIZ	CLASS 5	100,000.00	15,930.48	0.00	84,069.52
ORTIZ	MAINSTAR-FBO FRAIDELIAS ORTIZ T2177326	CLASS 3	103,500.00	4,393.63	0.00	99,106.37
OSAKI	JASON I OSAKI	CLASS 3	25,000.00	575.00	0.00	24,425.00
OSBORNE	CRAIG OSBORNE	CLASS 3	30,000.00	128.33	0.00	29,871.67
OSBORNE	EDWARD W OSBORNE	CLASS 3	100,000.00	3,309.68	0.00	96,690.32
OSHIDAR	JAMIE OSHIDAR	CLASS 3	374,964.00	49,927.64	0.00	325,036.36
OSIKA	JAMES E OSIKA	CLASS 3	35,000.00	880.83	0.00	34,119.17

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OSMUS	DORIS OSMUS TR 1	CLASS 3	80,000.00	10,366.69	0.00	69,633.31
OSMUS	PHIL D OSMUS TR 1	CLASS 3	50,000.00	10,358.20	0.00	39,641.80
OSMUS LAND	OSMUS LAND COMPANY LLC	CLASS 3	100,000.00	14,683.33	0.00	85,316.67
OSTENDORFF/COOPER	ROBERT OSTENDORFF JR & SHIRLEY L COOPER	CLASS 3	100,000.00	1,361.12	0.00	98,638.88
OSTERBAUER	ALAN OSTERBAUER	CLASS 3	350,000.00	2,041.67	0.00	347,958.33
OSTERBAUER	RALPH F OSTERBAUER RT	CLASS 3	85,000.00	27,826.47	0.00	57,173.53
OSTERHOLT	JEROME C & PATRICIA M OSTERHOLT	CLASS 3	40,000.00	3,406.65	0.00	36,593.35
OSTERHOLT	MARIE T OSTERHOLT	CLASS 3	25,000.00	3,503.18	0.00	21,496.82
OSTOYA	PROV. TR GP-FBO SOPHIA M OSTOYA IRA	CLASS 3	24,500.00	1,708.19	0.00	22,791.81
O'SULLIVAN	PROV. TR GP-FBO TIMOTHY O'SULLIVAN ROTH	CLASS 3	57,000.00	8,547.00	0.00	48,453.00
OTA	MAINSTAR-FBO MAY OTA	CLASS 3	27,900.00	1,376.79	0.00	26,523.21
OTOLSKI	SUSAN OTOLSKI	CLASS 3	98,484.86	1,983.36	0.00	96,501.50
O'TOOLE	JEAN O'TOOLE	CLASS 3	100,000.00	15,167.75	0.00	84,832.25
O'TOOLE	JEAN O'TOOLE	CLASS 5	60,000.00	9,100.65	0.00	50,899.35
OTT	IRA SVCS TR CO-CFBO ROBERT P OTT IRA	CLASS 3	39,000.00	1,508.00	0.00	37,492.00
OTT	PROV. TR GP-FBO BARRY C OTT IRA	CLASS 5	200,000.00	32,333.33	0.00	167,666.67
OTTAVIANO	OTTAVIANO LT DTD 05/16/13	CLASS 3	150,000.00	12,625.00	0.00	137,375.00
OTTERNESS	PROV. TR GP-FBO CARL A OTTERNESS IRA	CLASS 3	236,000.00	22,498.66	0.00	213,501.34
OUELLETTE	DAVID P & CERICE M OUELLETTE	CLASS 3	125,000.00	3,568.05	0.00	121,431.95
OURN	SARIM OURN	CLASS 3	25,000.00	83.33	0.00	24,916.67
OWDEH	ORLAGH & MUHEEB OWDEH	CLASS 3	50,000.00	1,541.67	0.00	48,458.33
OWEN	ROGER OWEN	CLASS 3	100,000.00	2,480.56	0.00	97,519.44
OWEN	WILLIAM BRYAN OWEN	CLASS 3	25,000.00	322.93	0.00	24,677.07
OWEN/TIBBETS	PHYLLIS OWEN & DANIEL C TIBBETS	CLASS 3	40,000.00	683.35	0.00	39,316.65
OXLEY	MAINSTAR-FBO BRUCE OXLEY	CLASS 3	79,000.00	5,178.89	0.00	73,821.11
OYLER	MEL OYLER	CLASS 3	25,000.00	962.50	0.00	24,037.50
OZERSKY	MAINSTAR-FBO ALLAN OZERSKY T2175217	CLASS 3	305,000.00	10,774.77	0.00	294,225.23
OZERSKY	MYRA OZERSKY	CLASS 3	70,000.00	5,076.47	0.00	64,923.53
OZINGA	JOAN & ROGER L OZINGA	CLASS 3	25,000.00	3,227.44	0.00	21,772.56

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OZINGA	JOAN & ROGER L OZINGA	CLASS 5	100,000.00	12,909.77	0.00	87,090.23
PACAK	PACAK FT 11/22/03 VOJTECH & E PACAK TTEE	CLASS 3	52,000.00	14,574.63	0.00	37,425.37
PACAK	PACAK FT 11/22/03 VOJTECH & E PACAK TTEE	CLASS 3*	50,000.00	7,045.15	0.00	42,954.85
PACAK	PACAK FT 11/22/03 VOJTECH & E PACAK TTEE	CLASS 5	50,000.00	14,014.07	0.00	35,985.93
PACHECO	MAINSTAR-FBO EDWARD PACHECO RW003751	CLASS 3	41,000.00	1,081.94	0.00	39,918.06
PACHECO	MARY N & EDWARD PACHECO	CLASS 3	32,000.00	1,525.37	0.00	30,474.63
PACKER	SALLY & MARVIN PACKER LT APRIL 2007	CLASS 3	50,000.00	8,047.85	0.00	41,952.15
PACLEBAR	PROV. TR GP-FBO JOSEPH J PACLEBAR IRA	CLASS 5	300,000.00	63,055.56	0.00	236,944.44
PACLEBAR	PROV. TR GP-FBO SUSANNE M PACLEBAR IRA	CLASS 5	300,000.00	63,055.56	0.00	236,944.44
PACOLT	MARGARET A PACOLT	CLASS 3	25,000.00	1,250.04	0.00	23,749.96
PADALECKI	JOYCE F PADALECKI	CLASS 5	150,000.00	16,250.00	0.00	133,750.00
PADDOCK	KEN PADDOCK FT DATE 2001	CLASS 3	35,000.00	707.79	0.00	34,292.21
PADILLA	MAINSTAR-FBO GEORGE PADILLA T2175160	CLASS 3	250,000.00	19,270.85	0.00	230,729.15
PAGE-PRUDENTE	MAINSTAR-FBO J PAGE-PRUDENTE T2177937	CLASS 3	41,000.00	512.50	0.00	40,487.50
PAGOR	MAINSTAR-FBO RAYMOND J PAGOR T2176142	CLASS 3	80,000.00	4,586.67	0.00	75,413.33
PAJEVSKI	MAINSTAR-FBO MARTHA M PAJEVSKI	CLASS 3	94,000.00	4,446.72	0.00	89,553.28
PAK	BYONG & SONY PAK	CLASS 3	50,000.00	6,652.04	0.00	43,347.96
PAK	MAINSTAR-FBO BYONG PAK SW003367	CLASS 3	160,000.00	10,713.31	0.00	149,286.69
PALMER	BERTHA J PALMER	CLASS 3	75,000.00	9,591.60	0.00	65,408.40
PALMER	CHARLES J PALMER	CLASS 3	46,000.00	9,828.90	0.00	36,171.10
PALMER	PROV. TR GP-FBO CHARLES J PALMER IRA	CLASS 3	11,000.00	2,715.04	0.00	8,284.96
PALMER	QUINTON PALMER	CLASS 3	50,000.00	1,888.87	0.00	48,111.13
PALMINTERI	JOSEPH PALMINTERI	CLASS 3	25,000.00	2,668.69	0.00	22,331.31
PALSHA	MAINSTAR-FBO AGNARDA D PALSHA T2176022	CLASS 3	72,917.28	3,483.82	0.00	69,433.46
PALSHA	MAINSTAR-FBO JOHN PALSHA T2176902	CLASS 3	66,459.45	2,012.24	0.00	64,447.21
PALTZER	JAMES A & HELEN L PALTZER	CLASS 3	400,000.00	11,208.33	0.00	388,791.67
PANCARO	PROV. TR GP-FBO DEBRA L PANCARO IRA	CLASS 3	212,446.00	23,283.49	1,000.00	188,162.51
PANCIS	JEFFREY PANCIS	CLASS 3	345,000.00	5,970.42	0.00	339,029.58
PANKONIEN	KENNETH N PANKONIEN	CLASS 3	50,000.00	8,800.00	0.00	41,200.00

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
PANORAMA VILLAGE	PANORAMA VILLAGE OF HEMET INC	CLASS 3	200,000.00	9,066.65	0.00	190,933.35
PAPINI	EARL R PAPINI	CLASS 3	95,000.00	5,121.40	0.00	89,878.60
PAQUIN	ROBERT M PAQUIN	CLASS 3	25,000.00	225.34	0.00	24,774.66
PARADAY	ROGER K & ANITA M PARADAY	CLASS 3	50,000.00	1,091.67	0.00	48,908.33
PARENT	DORIS R PARENT	CLASS 3	92,044.35	8,161.34	0.00	83,883.01
PARENT	IRA SVCS TR CO-CFBO CHARMAINE PARENT	CLASS 3	29,000.00	2,692.17	0.00	26,307.83
PARETS	EUGENE & ELEANOR PARETS LT DTD 12/12/91	CLASS 3	25,000.00	931.92	0.00	24,068.08
PARGAS	PROV. TR GP-FBO MARYANN PARGAS ICA	CLASS 3	223,000.00	30,228.89	0.00	192,771.11
PARKER	BRUCE & GLORIA PARKER	CLASS 3	125,000.00	6,708.33	0.00	118,291.67
PARKER	DOUG & EMMA PARKER	CLASS 3	21,200.00	2,696.47	0.00	18,503.53
PARKER	ELLEN PARKER	CLASS 3	215,000.00	20,574.23	0.00	194,425.77
PARKER	JAY GORDON & MARJORIE A PARKER	CLASS 3	300,000.00	24,256.96	0.00	275,743.04
PARKER	JERRY L & MARY M PARKER	CLASS 5	150,000.00	25,819.45	0.00	124,180.55
PARKER	MAINSTAR-FBO JACKIE D PARKER	CLASS 3	200,000.00	9,266.67	0.00	190,733.33
PARKER	PARKER FT DTD 04/11/08	CLASS 3	140,000.00	16,002.69	0.00	123,997.31
PARKER	PHYLLIS A PARKER	CLASS 3	25,000.00	1,287.50	0.00	23,712.50
PARKER	PROV. TR GP-FBO DOUGLAS PARKER IRA	CLASS 5	162,000.00	38,700.00	0.00	123,300.00
PARKER	PROV. TR GP-FBO ROBYN R PARKER IRA	CLASS 3	87,000.00	3,277.00	0.00	83,723.00
PARKINS	PROV. TR GP-FBO DOUGLAS W PARKINS IRA	CLASS 3	74,750.00	1,523.19	0.00	73,226.81
PARKS	ANDREW J & MICHELLE E PARKS	CLASS 3	225,000.00	0.00	0.00	225,000.00
PARKS	PROV. TR GP-FBO GREGORY T PARKS IRA	CLASS 3	54,000.00	3,591.00	0.00	50,409.00
PARKS	WILLIAM & LINDA PARKS	CLASS 3	50,000.00	9,659.52	0.00	40,340.48
PARMANTIER	LINDA S PARMANTIER	CLASS 3	100,000.00	6,611.16	0.00	93,388.84
PARR	ERWIN S & KAREN P PARR	CLASS 3	60,000.00	4,400.00	0.00	55,600.00
PARRINO	MAINSTAR-FBO SUSAN PARRINO T2177717	CLASS 3	49,500.00	1,058.75	0.00	48,441.25
PARRIS	THE PARRIS TR	CLASS 3	105,000.00	2,070.83	0.00	102,929.17
PARROTT	PROV. TR GP-FBO DONALD PARROTT JR IRA	CLASS 3	155,000.00	21,318.74	1,000.00	132,681.26
PARROTT	STANLEY & SOPHIA PARROTT	CLASS 3	75,000.00	3,805.19	0.00	71,194.81
PARSLEY	BONNIE M PARSLEY	CLASS 3	50,000.00	1,764.61	0.00	48,235.39

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PARSONS	MAINSTAR-FBO JOHN PARSONS	CLASS 3	100,000.00	5,344.44	0.00	94,655.56
PARSONS	RICHARD & MARCIA PARSONS JLT DTD 03/18/98	CLASS 3	25,000.00	1,584.69	0.00	23,415.31
PARTIN	PROV. TR GP-FBO ERIC J PARTIN IRA	CLASS 3	25,000.00	3,663.19	0.00	21,336.81
PARULAN	CARLOS G PARULAN	CLASS 3	50,000.00	4,763.93	0.00	45,236.07
PARVIN	STEVEN PARVIN	CLASS 3	30,000.00	580.00	0.00	29,420.00
PASSIGLIA	CHRISTINE PASSIGLIA	CLASS 3	250,000.00	2,055.54	0.00	247,944.46
PASSUT	IRA SVCS TR CO-CFBO BARBARA A PASSUT IRA	CLASS 3	100,000.00	16,391.69	0.00	83,608.31
PASSUT	ROBERT C PASSUT	CLASS 3	40,000.00	5,427.88	0.00	34,572.12
PASTER	KIMBERLY & BRADLEY PASTER	CLASS 5	300,000.00	33,666.67	0.00	266,333.33
PASWATER	JAMES P PASWATER	CLASS 3	100,000.00	10,138.85	0.00	89,861.15
PATE	CLAUDINE L PATE	CLASS 3	450,000.00	67,444.48	13,212.02	369,343.50
PATE	DEAN R PATE	CLASS 3	275,000.00	7,104.17	0.00	267,895.83
PATE	LOLITA M PATE	CLASS 3	15,000.00	815.00	0.00	14,185.00
PATE	MAINSTAR-FBO LOLITA M PATE T2176233	CLASS 3	42,000.00	3,227.14	0.00	38,772.86
PATE	MAINSTAR-FBO LOLITA M PATE T2176233	CLASS 5	100,000.00	7,683.67	0.00	92,316.33
PATEL	C R PATEL	CLASS 3	25,000.00	1,465.32	0.00	23,534.68
PATEL	CHINTAN & RUPAL PATEL	CLASS 3	25,000.00	506.96	0.00	24,493.04
PATEL	INDRA & BHARATI PATEL	CLASS 3	400,000.00	59,898.29	0.00	340,101.71
PATEL	INDRA PATEL	CLASS 3	50,000.00	4,080.51	0.00	45,919.49
PATEL	JAYANTI M & SHOBHANA J PATEL	CLASS 5	100,000.00	29,858.23	0.00	70,141.77
PATEL	MAHENDRA & NIRMALA PATEL	CLASS 3	125,000.00	9,315.26	0.00	115,684.74
PATEL	MAHENDRA & NIRMALA PATEL	CLASS 5	125,000.00	9,315.26	0.00	115,684.74
PATEL	MAINSTAR-FBO C R PATEL T2177656	CLASS 3	100,000.00	1,947.92	0.00	98,052.08
PATEL	MAINSTAR-FBO VIKRAM PATEL TW003472	CLASS 3	86,000.00	6,612.68	0.00	79,387.32
PATEL	MAINSTAR-FBO VIKRAM PATEL TW003472	CLASS 5	650,000.00	49,979.58	0.00	600,020.42
PATEL	PROV. TR GP-FBO BHARATI PATEL IRA	CLASS 3	93,000.00	15,658.86	0.00	77,341.14
PATEL	PROV. TR GP-FBO INDRA PATEL IRA	CLASS 3	40,000.00	6,453.33	0.00	33,546.67
PATEL	SHIVAM PATEL	CLASS 3	336,000.00	34,553.34	0.00	301,446.66
PATEL	SUDHAKER & JYOTIKA PATEL	CLASS 3	150,000.00	2,799.94	0.00	147,200.06

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
PATEL	VIKRAM PATEL	CLASS 3	300,000.00	38,359.04	0.00	261,640.96
PATEL	VIKRAM PATEL	CLASS 5	900,000.00	115,077.11	0.00	784,922.89
PATON	RICHARD & LINDA PATON	CLASS 3	30,000.00	3,400.00	0.00	26,600.00
PATRIZIO	ANDREW J PATRIZIO SR	CLASS 3	33,000.00	1,960.29	0.00	31,039.71
PATRY	MAINSTAR-FBO ELENA PATRY T2178292	CLASS 3	107,000.00	856.00	0.00	106,144.00
PATRY	MAINSTAR-FBO WILLIAM PATRY T2178291	CLASS 3	60,000.00	520.00	0.00	59,480.00
PATRY	WILLIAM & ELENA PATRY JRT DTD 08/19/09	CLASS 3	230,000.00	2,261.67	0.00	227,738.33
PATTEN	DENNIS C & KATHRYN M PATTEN	CLASS 3	250,000.00	35,360.58	0.00	214,639.42
PATTERSON	ILENE G PATTERSON	CLASS 3	25,000.00	1,640.21	0.00	23,359.79
PATTERSON	LARRY & JANICE PATTERSON LT	CLASS 3	25,000.00	2,099.95	0.00	22,900.05
PATTON	CLIFFORD & BETTY PATTON	CLASS 3	25,000.00	1,936.12	0.00	23,063.88
PATTON	THOMAS D & LINDA E PATTON	CLASS 3	70,000.00	2,338.68	0.00	67,661.32
PAUL	PAUL, JOHN F RLT	CLASS 3	35,000.00	4,263.54	0.00	30,736.46
PAUL	PROV. TR GP-FBO MICHAEL K PAUL IRA	CLASS 5	400,000.00	77,611.11	0.00	322,388.89
PAUL	ROLF H G & ANITA M PAUL	CLASS 3	50,000.00	283.33	0.00	49,716.67
PAVLICK	MAINSTAR-FBO CAROL PAVLICK T2176621	CLASS 3	100,000.00	1,650.00	0.00	98,350.00
PAVLOVSKY	VLADIMIR P & JANA PAVLOVSKY	CLASS 3	50,000.00	15,761.58	0.00	34,238.42
PAYLO	MAINSTAR-FBO FRANCES PAYLO	CLASS 3	88,250.00	4,044.79	0.00	84,205.21
PAYMER	GAIL P PAYMER RT DTD 02/23/01	CLASS 3	85,000.00	10,781.28	0.00	74,218.72
PAYNE	BARBARA O PAYNE	CLASS 3	95,000.00	7,175.63	0.00	87,824.37
PAYNE	JOAN M PAYNE	CLASS 3	20,000.00	0.00	0.00	20,000.00
PAYNE	THE KAREN JOY PAYNE LT DTD 12/28/06	CLASS 3	50,000.00	909.71	0.00	49,090.29
PAYTON	MAINSTAR-FBO MICHAEL C PAYTON TW003177	CLASS 3	109,538.00	9,506.99	0.00	100,031.01
PAZOUREK	MAINSTAR-FBO ANITA G PAZOUREK	CLASS 3	60,000.00	2,566.67	0.00	57,433.33
PEACE	JAMES PEACE	CLASS 3	90,000.00	5,111.18	0.00	84,888.82
PEACE	JAMES PEACE	CLASS 5	100,000.00	5,679.08	0.00	94,320.92
PEACH	MAINSTAR-FBO ELAINE R PEACH BT175837	CLASS 3	199,880.00	12,020.59	0.00	187,859.41
PEACHEY	PROV. TR GP-FBO NORMAN R PEACHEY IRA	CLASS 5	100,000.00	6,911.11	0.00	93,088.89
PEARCE	PROV. TR GP-FBO SHARON L PEARCE IRA	CLASS 3	30,000.00	503.75	0.00	29,496.25

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PEARSALL	CRAIG K PEARSALL	CLASS 3	225,000.00	20,281.25	0.00	204,718.75
PEARSALL	PROV. TR GP-FBO CRAIG K PEARSALL IRA	CLASS 3	220,000.00	21,236.11	0.00	198,763.89
PEARSON	LINDA M PEARSON	CLASS 3	170,000.00	46,355.81	0.00	123,644.19
PEARSON	PROV. TR GP-FBO SANDRA M PEARSON IRA	CLASS 3	45,000.00	90.00	0.00	44,910.00
PEASE	WILLIAM JR & JOYCE L PEASE	CLASS 3	25,000.00	4,805.53	0.00	20,194.47
PEAVEY	MAINSTAR-FBO ABIGAIL PEAVEY T2177150	CLASS 3	38,000.00	1,095.67	0.00	36,904.33
PEAVEY	MAINSTAR-FBO WILLIAM PEAVEY T2177057	CLASS 3	70,000.00	2,578.33	0.00	67,421.67
PECK	GLORIA PECK	CLASS 3	60,000.00	4,270.00	0.00	55,730.00
PECK-ZIRPOLO	SUSAN PECK-ZIRPOLO	CLASS 3	730,000.00	124,875.00	0.00	605,125.00
PECO	VAL & TAMARA PECO	CLASS 3	150,000.00	4,456.27	0.00	145,543.73
PECO	VAL PECO	CLASS 3	25,000.00	1,963.59	0.00	23,036.41
PEDLER	JAMES S PEDLER	CLASS 3	25,000.00	114.59	0.00	24,885.41
PEDRIN	SUZANNE A PEDRIN	CLASS 3	100,000.00	7,425.31	2,000.00	90,574.69
PEICHEL	GILBERT & CHARLENE PEICHEL	CLASS 3	25,000.00	916.64	0.00	24,083.36
PEICHEL	MAINSTAR-FBO GILBERT PEICHEL T2176648	CLASS 3	116,000.00	3,786.11	0.00	112,213.89
PEIFER	MAINSTAR-FBO DAVID M PEIFER SR	CLASS 3	61,700.00	4,490.39	0.00	57,209.61
PEIGLER	IRENE A PEIGLER	CLASS 3	60,000.00	6,565.58	0.00	53,434.42
PELL	MAINSTAR-FBO PENELOPE PELL TW004124	CLASS 3	300,000.00	3,033.33	0.00	296,966.67
PELTON	SHARON S PELTON	CLASS 3	166,476.68	27,212.97	0.00	139,263.71
PELTON	TERRANCE LEE PELTON	CLASS 3	100,000.00	3,618.07	0.00	96,381.93
PELTZ-PETOW	LILIAN PELTZ-PETOW	CLASS 3	25,000.00	2,066.71	0.00	22,933.29
PELTZ-PETOW	PROV. TR GP-FBO LILIAN PELTZ-PETOW IRA	CLASS 3	25,215.00	710.78	0.00	24,504.22
PELZ	KEVIN J PELZ	CLASS 3	43,000.00	38,197.71	0.00	4,802.29
PELZ	PROV. TR GP-FBO STEVEN C PELZ IRA	CLASS 3	120,000.00	18,783.33	0.00	101,216.67
PELZ	STEVEN PELZ	CLASS 3	275,000.00	56,502.02	0.00	218,497.98
PELZMAN	EDNA M PELZMAN	CLASS 3	100,000.00	19,883.41	3,523.49	76,593.10
PEMBERTON	PATRICIA PEMBERTON	CLASS 3	50,000.00	3,933.33	0.00	46,066.67
PENCA	WILLIAM & NANCY PENCA	CLASS 3	25,000.00	1,361.35	0.00	23,638.65
PENDAGAST	PROV. TR GP-FBO DONALD PENDAGAST IRA	CLASS 3	146,015.00	37,022.71	0.00	108,992.29

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PENDAGAST	PROV. TR GP-FBO DONALD PENDAGAST IRA	CLASS 5	100,000.00	25,355.42	0.00	74,644.58
PENICK	DAVID L & MARGARET H PENICK	CLASS 3	100,000.00	23,237.93	0.00	76,762.07
PENNINGTON	BOBBY PENNINGTON	CLASS 3	50,000.00	9,233.24	0.00	40,766.76
PEPER	DARRELL E & SUSAN E PEPER	CLASS 3	200,000.00	24,366.67	0.00	175,633.33
PEPPER	PROV. TR GP-FBO JOAN PEPPER IRA	CLASS 3	25,500.00	1,455.63	0.00	24,044.37
PEPPERS	LEILA S & JEFFREY A PEPPERS	CLASS 3	25,000.00	737.80	0.00	24,262.20
PERAGINE	SALVATORE PERAGINE	CLASS 3	50,000.00	104.17	0.00	49,895.83
PERAGO	PROV. TR GP-FBO LARRY G PERAGO IRA	CLASS 3	83,000.00	9,550.14	0.00	73,449.86
PEREA	PEREA LT DTD 10/11/94	CLASS 3	100,000.00	6,786.07	0.00	93,213.93
PEREIRA	ROBIN & NINA U PEREIRA	CLASS 3	200,000.00	5,722.22	0.00	194,277.78
PERELLA	ANNE L PERELLA	CLASS 3	166,590.00	37,046.04	0.00	129,543.96
PERELLA	PROV. TR GP-FBO ANNE L PERELLA INH IRA	CLASS 5	89,000.00	20,123.89	0.00	68,876.11
PERELLA	PROV. TR GP-FBO ANNE L PERELLA IRA	CLASS 5	50,000.00	4,902.78	0.00	45,097.22
PERERA	PROV. TR GP-FBO SWARNA PERERA IRA	CLASS 3	600,000.00	0.00	0.00	600,000.00
PEREZ	IRA SVCS TR CO-CFBO CHRISTINE PEREZ ROTH	CLASS 3	25,000.00	1,385.42	0.00	23,614.58
PEREZ	IRA SVCS TR CO-CFBO WILLIAM J PEREZ IRA	CLASS 3	50,000.00	2,770.83	0.00	47,229.17
PEREZ-LIZANO	SUDY PEREZ-LIZANO	CLASS 3	40,000.00	1,634.89	0.00	38,365.11
PERFETTI	PROV. TR GP-FBO THOMAS J PERFETTI IRA	CLASS 5	50,000.00	19,716.24	0.00	30,283.76
PERFETTO	JOSEPH PERFETTO	CLASS 3	100,000.00	2,233.33	0.00	97,766.67
PERKINS	SUSAN B & EDWIN H PERKINS	CLASS 3	100,000.00	13,416.67	0.00	86,583.33
PERKO	COLLEEN M PERKO	CLASS 3	100,000.00	4,988.89	0.00	95,011.11
PERKO	MARGARET L PERKO LT DTD 02/09/98	CLASS 3	200,000.00	15,160.27	0.00	184,839.73
PERLIN	PHYLLIS F PERLIN RT	CLASS 3	120,000.00	22,783.93	0.00	97,216.07
PERLIN	PHYLLIS F PERLIN RT	CLASS 5	100,000.00	18,986.60	0.00	81,013.40
PERLIN	THE LEON H PERLIN RTA DTD 12/12/06	CLASS 3	261,558.00	92,812.93	0.00	168,745.07
PERLIN	THE LEON H PERLIN RTA DTD 12/12/06	CLASS 5	50,000.00	17,742.32	0.00	32,257.68
PERNICK	MAINSTAR-FBO WARREN JAY PERNICK	CLASS 3	65,000.00	3,661.67	0.00	61,338.33
PERRAS	SARAH F PERRAS	CLASS 3	25,000.00	1,566.02	0.00	23,433.98
PERRETTA	ELEANOR PERRETTA	CLASS 3	75,000.00	10,023.66	0.00	64,976.34

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PERRONE	NICOLA PERRONE	CLASS 3	50,000.00	1,441.67	0.00	48,558.33
PERRY	DOROTHY PERRY	CLASS 3	132,923.00	1,550.78	0.00	131,372.22
PERRY	LEROY PERRY	CLASS 3	200,000.00	6,884.76	0.00	193,115.24
PERRY	MAINSTAR-FBO LINDA D PERRY T2177544	CLASS 3	25,500.00	461.13	0.00	25,038.87
PERRY	MAINSTAR-FBO SAMUEL A PERRY SR T2177545	CLASS 3	25,500.00	461.13	0.00	25,038.87
PERRY	PHILIP J & MARY C PERRY	CLASS 3	50,000.00	188.43	0.00	49,811.57
PERRY	RALPH R & ANN S PERRY	CLASS 3	100,000.00	5,561.14	0.00	94,438.86
PERRY/WEAVER	VIVIAN PERRY TR & B P WEAVER TR 05/09/12	CLASS 3	100,000.00	272.22	0.00	99,727.78
PERSING	JENNIFER I PERSING	CLASS 3	50,000.00	5,305.47	0.00	44,694.53
PERSING	MAINSTAR-FBO JENNIFER PERSING	CLASS 5	50,000.00	3,944.44	0.00	46,055.56
PERSSON	SVEN A PERSSON	CLASS 3	33,900.00	649.75	0.00	33,250.25
PESATO	ELIO PESATO	CLASS 3	240,000.00	39,895.76	0.00	200,104.24
PESATO	PROV. TR GP-FBO ELIO PESATO IRA	CLASS 3	155,000.00	24,012.18	0.00	130,987.82
PETAJA	REGEE & LAUREN PETAJA	CLASS 5	250,000.00	23,611.18	0.00	226,388.82
PETAJA	TOM PETAJA	CLASS 5	50,000.00	4,095.85	0.00	45,904.15
PETER	PROV. TR GP-FBO BARBARA ST PETER IRA	CLASS 5	50,000.00	17,319.60	0.00	32,680.40
PETERS	BEVERLY BERNEDENE PETERS TR	CLASS 3	50,000.00	3,254.15	0.00	46,745.85
PETERS	CLIVE & MAXINE PETERS	CLASS 3	50,000.00	3,076.34	0.00	46,923.66
PETERS	JAMES K & JOY N PETERS	CLASS 3	300,000.00	18,579.17	0.00	281,420.83
PETERS	JANET PETERS TR	CLASS 3	25,000.00	2,337.43	0.00	22,662.57
PETERS	MAINSTAR-FBO JAMES K PETERS T2175989	CLASS 3	232,939.55	12,844.02	0.00	220,095.53
PETERSEN	ARTHUR V & GERALDINE L PETERSEN	CLASS 5	100,000.00	19,743.08	0.00	80,256.92
PETERSEN	BRADLEY W PETERSEN	CLASS 3	200,000.00	1,643.07	0.00	198,356.93
PETERSEN	MAINSTAR-FBO DEREK R PETERSEN	CLASS 5	99,929.76	7,883.35	0.00	92,046.41
PETERSEN	PROV. TR GP-FBO MICHAEL PETERSEN IRA	CLASS 3	100,000.00	10,400.00	0.00	89,600.00
PETERSEN	TALLENE M PETERSEN	CLASS 3	70,000.00	2,138.91	0.00	67,861.09
PETERSEN	THE PETERSEN FT	CLASS 3	240,000.00	17,086.25	0.00	222,913.75
PETERSEN	THE PETERSEN FT	CLASS 5	100,000.00	7,119.27	0.00	92,880.73
PETERSON	A GERALD PETERSON	CLASS 3	300,000.00	43,104.08	0.00	256,895.92

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 3 - Schedule of Principal Amounts and Prepetition Distributions**

Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
PETERSON	GAIL F PETERSON	CLASS 3	50,000.00	3,720.52	0.00	46,279.48
PETERSON	KERRY C & SUSAN V PETERSON	CLASS 3	100,000.00	1,233.33	0.00	98,766.67
PETERSON	LOWELL S PETERSON	CLASS 3	700,000.00	99,928.17	0.00	600,071.83
PETERSON	LOWELL S PETERSON	CLASS 5	200,000.00	28,550.90	0.00	171,449.10
PETERSON	PROV. TR GP-FBO DAVID A PETERSON IRA	CLASS 3	50,000.00	4,675.00	0.00	45,325.00
PETERSON	PROV. TR GP-FBO RON PETERSON IRA	CLASS 3	99,750.00	23,447.00	0.00	76,303.00
PETERSON	PROV. TR GP-FBO RON PETERSON IRA	CLASS 5	200,000.00	47,011.53	0.00	152,988.47
PETERSON	THOMAS M PETERSON	CLASS 3	25,000.00	534.71	0.00	24,465.29
PETERSON	WAUNET A PETERSON	CLASS 3	25,000.00	1,229.83	0.00	23,770.17
PETERSON-CUNNINGHAM	DEBORAH ANN PETERSON-CUNNINGHAM	CLASS 3	100,000.00	2,800.70	0.00	97,199.30
PETRE	LANITA & SAMUEL A PETRE	CLASS 3	50,000.00	0.00	0.00	50,000.00
PETRE	NELSON J & LORENDA J PETRE	CLASS 3	50,000.00	388.89	0.00	49,611.11
PETRE	SAMUEL A & LOIS E PETRE	CLASS 3	300,000.00	1,166.66	0.00	298,833.34
PETRI	RICHARD M PETRI RLT	CLASS 5	115,314.09	23,895.30	0.00	91,418.79
PETRI/FRINK	RICHARD PETRI & DELORES FRINK	CLASS 5	150,000.00	22,861.30	0.00	127,138.70
PETRIE	LARRY E & CHARLOTTE M PETRIE	CLASS 5	50,000.00	12,878.60	0.00	37,121.40
PETROZELLA	PROV. TR GP-FBO OLGA C PETROZELLA IRA	CLASS 3	504,000.00	56,023.50	0.00	447,976.50
PETSCH	RILEY T PETSCH	CLASS 3	25,000.00	0.00	0.00	25,000.00
PETTY	KEITH A & ANNE S PETTY	CLASS 3	171,428.58	14,433.33	0.00	156,995.25
PETTYJOHN	PROV. TR GP-FBO RANDAL PETTYJOHN IRA	CLASS 3	200,000.00	13,933.33	0.00	186,066.67
PEVLER	LT OF BETTY JEAN PEVLER TR 12/23/16	CLASS 5	50,000.00	3,708.36	0.00	46,291.64
PEZZOLA	JOHN L & KATHY J PEZZOLA	CLASS 3	25,000.00	1,161.08	0.00	23,838.92
PFEIFFER	ARNOLD D PFEIFFER	CLASS 3	50,000.00	3,437.50	0.00	46,562.50
PFEIFFER	HELEN E PFEIFFER RLT	CLASS 3	150,000.00	0.00	0.00	150,000.00
PFEIFFER	PROV. TR GP-FBO MARK PFEIFFER IRA	CLASS 3	100,000.00	11,897.96	0.00	88,102.04
PHAM	PHAM FT DTD 05/09/02	CLASS 3	25,000.00	1,625.05	0.00	23,374.95
PHAM/NGUYEN	TRONG B PHAM & HOA K NGUYEN	CLASS 3	100,000.00	1,722.24	0.00	98,277.76
PHILLIPS	CASIE PHILLIPS	CLASS 3	25,000.00	370.15	0.00	24,629.85
PHILLIPS	CHAD A & KIM PHILLIPS	CLASS 3	200,000.00	7,902.80	0.00	192,097.20

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
PHILLIPS	MAINSTAR-FBO MELANEE PHILLIPS TW004101	CLASS 3	40,000.00	320.00	0.00	39,680.00
PHILLIPS	MARILYN PHILLIPS	CLASS 3	50,000.00	2,916.62	0.00	47,083.38
PHILLIPS	MARY L PHILLIPS	CLASS 3	84,328.58	955.72	0.00	83,372.86
PHILLIPS	PROV. TR GP-FBO CHAD A PHILLIPS IRA	CLASS 3	109,000.00	5,843.61	0.00	103,156.39
PHILLIPS	PROV. TR GP-FBO KIM PHILLIPS IRA	CLASS 3*	92,000.00	4,740.56	0.00	87,259.44
PHILLIPS/FORMAN	KIM PHILLIPS & DOROTHY MARIE FORMAN	CLASS 3	75,000.00	1,427.08	0.00	73,572.92
PHILLIPS-TINGLE	BRENDA PHILLIPS-TINGLE	CLASS 3	100,000.00	27,783.40	0.00	72,216.60
PIANFETTI	PAMELA K & RONALD O PIANFETTI	CLASS 3	90,000.00	6,205.60	0.00	83,794.40
PIAZZA	PROV. TR GP-FBO DEBORAH A PIAZZA IRA	CLASS 5	100,000.00	833.33	0.00	99,166.67
PIBURN	PIBURN LT 06/17/11	CLASS 3	200,000.00	43,659.43	0.00	156,340.57
PICK	JUDY C PICK	CLASS 3	100,000.00	3,544.42	0.00	96,455.58
PICKETT	PICKETT FT	CLASS 5	100,000.00	12,489.94	0.00	87,510.06
PIECHULE/NATTRESS	JOHN S PIECHULE & JUDITH A NATTRESS	CLASS 3	25,000.00	429.17	0.00	24,570.83
PIEDE	MAINSTAR-FBO MARY JANE PIEDE T2177265	CLASS 3	336,000.00	16,655.83	0.00	319,344.17
PIERCE	DAVID M PIERCE	CLASS 5	355,000.00	102,224.71	0.00	252,775.29
PIERCE	DEBORAH M PIERCE	CLASS 3	60,000.00	9,418.32	0.00	50,581.68
PIERCE	EARL PIERCE	CLASS 3	25,000.00	2,785.41	0.00	22,214.59
PIERCE	JANET PIERCE	CLASS 3	120,000.00	13,733.33	0.00	106,266.67
PIERCE	MAINSTAR-FBO DONALD E PIERCE T2178129	CLASS 3	85,900.00	114.53	0.00	85,785.47
PIERCE	PROV. TR GP-FBO JAMES J PIERCE IRA	CLASS 5	100,000.00	21,833.34	0.00	78,166.66
PIERCE	THE DEBORAH M PIERCE LT DTD 04/18/15	CLASS 5	140,000.00	17,422.27	0.00	122,577.73
PIERRE	THE MARC & DENISE PIERRE FT	CLASS 3	650,000.00	4,343.75	0.00	645,656.25
PIERSON	HENRY PIERSON	CLASS 3	25,000.00	2,029.17	0.00	22,970.83
PIETZ	PROV. TR GP-FBO CAROL L PIETZ ROTH IRA	CLASS 3	86,200.00	5,366.00	0.00	80,834.00
PIETZ	PROV. TR GP-FBO ROGER PIETZ ROTH IRA	CLASS 3	85,600.00	5,635.37	0.00	79,964.63
PIFER	MARY PIFER	CLASS 3	25,000.00	1,430.60	0.00	23,569.40
PIIRA	RAY PIIRA	CLASS 3	190,000.00	38,129.38	0.00	151,870.62
PILGRIM	KENNETH L & KELLEY A PILGRIM	CLASS 3	350,000.00	32,132.78	0.00	317,867.22
PILKINGTON	SANDRA PILKINGTON	CLASS 3	50,000.00	4,530.60	0.00	45,469.40

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
PILUT	VICTORIA A PILUT TR AGRMNT UTA 08/31/98	CLASS 3	50,000.00	6,866.67	0.00	43,133.33
PIMENTEL	MAINSTAR-FBO THELMA PIMENTEL T2177206	CLASS 3	126,374.00	2,738.10	0.00	123,635.90
PINCOUS	RON PINCOUS	CLASS 3	100,000.00	16,232.06	0.00	83,767.94
PINCOUS	RONALD PINCOUS RT	CLASS 3	150,000.00	4,519.42	0.00	145,480.58
PINEDA	PROV. TR GP-FBO MARIA PINEDA IRA	CLASS 3	97,500.00	4,409.17	0.00	93,090.83
PINEDO	DIADDY M PINEDO	CLASS 3	100,000.00	0.00	0.00	100,000.00
PINNEY	CT PINNEY FLP	CLASS 5	100,000.00	5,425.12	0.00	94,574.88
PINTER	DEBORAH PINTER	CLASS 3	50,000.00	2,624.96	0.00	47,375.04
PIPPENGER	PROV. TR GP-FBO CHAD E PIPPENGER IRA	CLASS 3	47,700.00	4,521.15	0.00	43,178.85
PIRAINO	PIRAINO FT	CLASS 3	100,000.00	7,450.00	0.00	92,550.00
PIRANIO	RICHARD L PIRANIO	CLASS 3	60,000.00	0.00	0.00	60,000.00
PIRTLE	IRA SVCS TR CO-CFBO CHERYL PIRTLE IRA	CLASS 3	42,000.00	1,155.00	0.00	40,845.00
PITCAIRN	PROV. TR GP-FBO JENNIFER L PITCAIRN IRA	CLASS 3	19,000.00	1,725.31	0.00	17,274.69
PITCHER	MAINSTAR-FBO LOUISE PITCHER T2177819	CLASS 3	25,000.00	500.00	0.00	24,500.00
PITCHER	MAINSTAR-FBO MICHAEL PITCHER T2177820	CLASS 3	25,000.00	500.00	0.00	24,500.00
PITCHER	MICHAEL & LOUISE PITCHER	CLASS 3	25,000.00	1,786.46	0.00	23,213.54
PITMAN	GREGORY D PITMAN	CLASS 3	70,000.00	5,327.84	0.00	64,672.16
PITMAN	MAINSTAR-FBO DONNA PITMAN T2174982	CLASS 3	100,000.00	11,141.64	0.00	88,858.36
PITMAN	MAINSTAR-FBO GREGORY PITMAN T2174983	CLASS 3	325,963.00	33,144.08	0.00	292,818.92
PITRIZZI	PAUL P PITRIZZI	CLASS 3	40,000.00	3,616.73	0.00	36,383.27
PITT	PROV. TR GP-FBO DARIN PITT IRA	CLASS 3	100,000.00	2,733.34	0.00	97,266.66
PITTERLE	PROV. TR GP-FBO JENNIFER PITTERLE SEP IRA	CLASS 3	30,000.00	2,346.67	0.00	27,653.33
PITTSENBARGAR	PROV. TR GP-FBO HILLARRY PITTSENBARGAR	CLASS 5	50,000.00	8,888.89	0.00	41,111.11
PITZNER	MARY ANN PITZNER RT 03/13/07	CLASS 3	100,000.00	20,772.17	0.00	79,227.83
PITZNER	MARY ANN PITZNER RT 03/13/07	CLASS 5	100,000.00	20,772.17	0.00	79,227.83
PIXLEY	GORDON & JOYCE PIXLEY	CLASS 3	60,000.00	5,050.00	0.00	54,950.00
PIXLEY	PROV. TR GP-FBO GORDON PIXLEY IRA	CLASS 3	110,000.00	16,429.17	0.00	93,570.83
PLAISTED	IRA SVCS TR CO-CFBO JOHN PLAISTED	CLASS 3	100,000.00	10,561.67	0.00	89,438.33
PLAISTED	IRA SVCS TR CO-CFBO JOHN PLAISTED	CLASS 5	150,000.00	15,842.50	0.00	134,157.50

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
PLANK	ELLEN E PLANK	CLASS 3	30,000.00	5,629.17	0.00	24,370.83
PLANK	IRA SVCS TR CO-CFBO ELLEN E PLANK IRA	CLASS 5	72,000.00	5,320.00	0.00	66,680.00
PLANK	IRA SVCS TR CO-CFBO JOHN H PLANK	CLASS 5	150,000.00	2,583.33	0.00	147,416.67
PLANK	JOHN H & ELLEN E PLANK	CLASS 3	50,000.00	14,627.51	0.00	35,372.49
PLANK	JOHN H & ELLEN E PLANK	CLASS 5	145,000.00	42,419.79	0.00	102,580.21
PLANTE	ARTHUR PLANTE	CLASS 3	25,000.00	1,138.16	0.00	23,861.84
PLATT	JAMES E PLATT	CLASS 3	25,000.00	975.00	0.00	24,025.00
PLATT	STEPHEN J PLATT	CLASS 3	200,000.00	2,500.00	0.00	197,500.00
PLATT/HEGARTY	NORMAN T PLATT & DOROTHEA HEGARTY	CLASS 3	70,000.00	81.67	0.00	69,918.33
PLEIMAN	JAMES R PLEIMAN	CLASS 3	100,000.00	10,607.04	0.00	89,392.96
PLEIMAN	JAMES R PLEIMAN	CLASS 5	50,000.00	5,303.52	0.00	44,696.48
PLEIMAN	PROV. TR GP-FBO JAMES R PLEIMAN IRA	CLASS 3	100,000.00	8,964.41	0.00	91,035.59
PLEIMAN	PROV. TR GP-FBO JAMES R PLEIMAN IRA	CLASS 5	50,000.00	4,482.20	0.00	45,517.80
PLETKA	JOANN E PLETKA	CLASS 3	200,000.00	14,693.09	0.00	185,306.91
PLETKA	PROV. TR GP-FBO JOANN PLETKA IRA	CLASS 3	46,204.00	1,804.82	0.00	44,399.18
PLOFSKY	HERBERT PLOFSKY	CLASS 3	35,000.00	2,400.00	0.00	32,600.00
PLOTICA	PROV. TR GP-FBO LAURA J PLOTICA IRA	CLASS 5	50,000.00	13,166.67	0.00	36,833.33
PLOTNICK	MAINSTAR-FBO HARVEY PLOTNICK T2178457	CLASS 3	105,650.00	58.69	0.00	105,591.31
PLUIM	DENNIS D PLUIM	CLASS 3	300,000.00	68,283.49	0.00	231,716.51
PLUSKA	TR UNDER THE WILL OF EUGENIA PLUSKA	CLASS 5	75,000.00	9,375.00	0.00	65,625.00
PLZAK	RICK L & JEANETTE K PLZAK	CLASS 3	100,000.00	2,766.67	0.00	97,233.33
POCHE	MAY M POCHE BY JUDY P BABIN ATTY IN FACT	CLASS 3	50,000.00	8,158.75	0.00	41,841.25
POCHE	MAY M POCHE BY JUDY P BABIN ATTY IN FACT	CLASS 5	50,000.00	8,158.75	0.00	41,841.25
PODKOWINSKI	MAINSTAR-FBO DAVID PODKOWINSKI T2174530	CLASS 3	294,000.00	28,138.34	0.00	265,861.66
POE	GARY & SALLY POE	CLASS 3	96,000.00	1,826.67	0.00	94,173.33
POEHLER	JOSEPH G POEHLER	CLASS 5	1,200,000.00	69,222.32	0.00	1,130,777.68
POEHLER	LAURIE POEHLER	CLASS 3	100,000.00	6,727.74	0.00	93,272.26
POFFEL	CHRISTOPHER J POFFEL	CLASS 3	250,000.00	13,386.11	0.00	236,613.89
POFFENBERGER	LAMOILLE E POFFENBERGER	CLASS 3	40,000.00	0.00	0.00	40,000.00

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POGUE	IRA SVCS TR CO-CFBO BETTY J POGUE	CLASS 3	110,500.00	1,353.62	0.00	109,146.38
POHL	LUCIE L POHL	CLASS 3	105,000.00	8,660.63	0.00	96,339.37
POHLMAN	FRED W & LUCIA D POHLMAN	CLASS 3	75,000.00	14,778.29	0.00	60,221.71
POKORNY	BELINDA & DONALD J POKORNY	CLASS 3	300,000.00	32,435.99	0.00	267,564.01
POKORNY	LAURA POKORNY	CLASS 3	50,000.00	1,922.89	0.00	48,077.11
POLAND	PROV. TR GP-FBO DIANA L POLAND IRA	CLASS 3	260,000.00	38,289.17	0.00	221,710.83
POLCE	LAURA POLCE	CLASS 3	40,000.00	2,205.60	0.00	37,794.40
POLCYN	BARBARA J POLCYN	CLASS 3	125,000.00	7,031.21	0.00	117,968.79
POLEY	PROV. TR GP-FBO JUDITH A POLEY IRA	CLASS 3	70,000.00	2,128.19	0.00	67,871.81
POLING	ROY & EMMA POLING	CLASS 3	75,000.00	2,363.87	0.00	72,636.13
POLITI	HEIDI POLITI	CLASS 3	850,000.00	99,416.42	0.00	750,583.58
POLITI	HEIDI POLITI	CLASS 5	100,000.00	11,696.05	0.00	88,303.95
POLITI	LEONARD P POLITI	CLASS 3	300,000.00	33,394.44	0.00	266,605.56
POLK	JOYCE A POLK	CLASS 3	100,000.00	433.33	0.00	99,566.67
POLLARD	PATRICIA HARFIELD POLLARD	CLASS 3	155,000.00	4,460.58	0.00	150,539.42
POLLICITO	PROV. TR GP-FBO PATRICIA A POLLICITO IRA	CLASS 3	115,000.00	19,417.30	0.00	95,582.70
POLLICITO	PROV. TR GP-FBO SALVATORE J POLLICITO IRA	CLASS 3	115,000.00	19,669.66	0.00	95,330.34
POLSTER	JEFFREY G & CHERYL A POLSTER	CLASS 3	50,000.00	1,244.46	0.00	48,755.54
POMA	MARIA POMA	CLASS 3	50,000.00	965.09	0.00	49,034.91
POMPEI	MAINSTAR-FBO GERALD D POMPEI T2178094	CLASS 3	59,000.00	998.08	0.00	58,001.92
POMROY	LEONA M POMROY	CLASS 3	50,000.00	925.00	0.00	49,075.00
PONTIUS	PROV. TR GP-FBO KEVIN L PONTIUS IRA	CLASS 3	25,021.00	823.96	0.00	24,197.04
POOLE	RONALD E POOLE	CLASS 3	175,000.00	19,218.73	0.00	155,781.27
POON/NIE	ROBERT POON & YAN JUAN NIE	CLASS 5	50,000.00	9,652.85	0.00	40,347.15
POPE	CYNTHIA POPE	CLASS 3	100,000.00	1,555.55	0.00	98,444.45
POPOLIZIO	LAURENCE POPOLIZIO	CLASS 3	105,000.00	10,974.23	0.00	94,025.77
POPOLIZIO/GROSS	LAURENCE POPOLIZIO & LAUREN G GROSS	CLASS 3	30,000.00	0.00	0.00	30,000.00
POPP	HEINZ POPP	CLASS 3	100,000.00	13,062.07	0.00	86,937.93
PORTALE	MAINSTAR-FBO NICHOLAS PORTALE T2175803	CLASS 3	181,440.65	8,151.46	0.00	173,289.19

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PORTALE	MAINSTAR-FBO PATTI PORTALE T2177463	CLASS 3	44,000.00	880.00	0.00	43,120.00
PORTALE	NICHOLAS PORTALE	CLASS 3	100,000.00	2,983.33	0.00	97,016.67
PORTEOUS	JUDITH PORTEOUS	CLASS 3	53,850.48	98.73	0.00	53,751.75
PORTEOUS	THE PORTEOUS 1999 TR UA 04/09/99	CLASS 3	59,822.29	179.47	0.00	59,642.82
PORTER	HORIZON TR CO-FBO MARK D PORTER IRA	CLASS 3	50,000.00	5,926.85	0.00	44,073.15
PORTER	IRA SVCS TR CO-CFBO MICHAEL PORTER	CLASS 3	42,500.00	0.00	0.00	42,500.00
PORTER	IRA SVCS TR CO-CFBO ROSE PORTER	CLASS 3	39,250.00	0.00	0.00	39,250.00
PORTER	JOHN F & LUCILLE T PORTER	CLASS 3	100,000.00	1,513.90	0.00	98,486.10
PORTER	RAYMOND WADE PORTER RL T	CLASS 3	300,000.00	8,843.10	0.00	291,156.90
PORTER	ROBERT JR & SUSAN PORTER	CLASS 3	100,000.00	21,583.25	0.00	78,416.75
PORTER	THE PORTER FT	CLASS 3	50,000.00	783.34	0.00	49,216.66
PORTER	TOMMY & JUDY PORTER	CLASS 3	25,000.00	4,670.28	0.00	20,329.72
POSSLEY	GARY W POSSLEY TR	CLASS 5	100,000.00	13,022.06	0.00	86,977.94
POST	GARY O & PATRICIA M POST	CLASS 3	500,000.00	36,222.19	0.00	463,777.81
POST	GARY POST	CLASS 3	200,000.00	1,594.45	0.00	198,405.55
POTTER	PROV. TR GP-FBO CHERYL POTTER IRA	CLASS 3	86,000.00	1,060.67	0.00	84,939.33
POTTER	PROV. TR GP-FBO THE POTTER RIVT IRA	CLASS 3	50,000.00	13,903.47	0.00	36,096.53
POTTER	PROV. TR GP-FBO THOMAS M POTTER III IRA	CLASS 3	50,000.00	1,672.22	0.00	48,327.78
POTTER	PROV. TR GP-FBO WILLIAM C POTTER IRA	CLASS 3	300,000.00	30,725.00	0.00	269,275.00
POTTERTON	POTTERTON IRREV TR	CLASS 3	400,000.00	5,888.90	0.00	394,111.10
POTTS	HARRY R POTTS	CLASS 3	45,000.00	7,210.00	0.00	37,790.00
POTTS	JAMES K POTTS LT DTD 04/20/00	CLASS 3	50,000.00	5,800.00	1,000.00	43,200.00
POTTS	MARY ANNE POTTS TR DTD 04/20/00	CLASS 3	50,000.00	5,333.33	0.00	44,666.67
POULAN METHODIST	POULAN UNITED METHODIST CHURCH	CLASS 3	50,000.00	1,076.37	0.00	48,923.63
POULIN	ROBERTA & TOM POULIN	CLASS 3	50,000.00	902.76	0.00	49,097.24
POULIOT	STEPHEN L POULIOT TR DTD 04/01/11	CLASS 3	50,000.00	2,121.50	0.00	47,878.50
POULIOT	STEPHEN L POULIOT TR DTD 04/01/11	CLASS 3*	100,000.00	1,186.10	0.00	98,813.90
POULSON	LISA POULSON	CLASS 5	65,000.00	848.61	0.00	64,151.39
POULSON	MAINSTAR-FBO MARK POULSON T2178357	CLASS 3	850,000.00	5,123.61	0.00	844,876.39

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
POULSON	MARK & LISA POULSON	CLASS 5	165,000.00	14,848.56	0.00	150,151.44
POULSON	PERRY & NORMA POULSON	CLASS 3	100,000.00	6,124.97	0.00	93,875.03
POWELL	MAINSTAR-FBO PHILLIP POWELL TW003639	CLASS 3	50,000.00	2,612.50	0.00	47,387.50
POWER	LAURENCE POWER	CLASS 3	25,000.00	1,015.65	0.00	23,984.35
POWERS	CAROLYN POWERS TTEE C POWERS TR 04/01/85	CLASS 3	30,000.00	0.00	0.00	30,000.00
POWERS	DOLORES POWERS	CLASS 3	55,000.00	6,566.45	0.00	48,433.55
POWERS	JANIS R POWERS	CLASS 3	50,000.00	0.00	0.00	50,000.00
POWERS	POWERS FT DTD 10/09/12	CLASS 3	100,000.00	2,833.33	0.00	97,166.67
PRATEKTO	IMELDA PRATEKTO	CLASS 3	50,000.00	1,975.00	0.00	48,025.00
PRATT	DONALD L PRATT	CLASS 3	52,000.00	5,858.67	0.00	46,141.33
PRATT	LYN PRATT	CLASS 3	25,000.00	93.75	0.00	24,906.25
PRATT	PRATT FAMILY CABIN TR	CLASS 3	200,000.00	20,755.51	0.00	179,244.49
PRATT	PROV. TR GP-FBO STEPHANIE PRATT INH IRA	CLASS 3	28,320.00	1,939.13	0.00	26,380.87
PREBYL	GARY PREBYL	CLASS 5	240,000.00	20,039.94	0.00	219,960.06
PREGLER	BRUCE PREGLER	CLASS 3	125,000.00	18,649.33	0.00	106,350.67
PRENGER	MAINSTAR-FBO RONALD F PRENGER T2178324	CLASS 3	111,500.00	1,127.39	0.00	110,372.61
PRESLEY	GOLDSTAR TR CO-FBO RICHARD W PRESLEY INH	CLASS 5	21,000.00	1,726.67	0.00	19,273.33
PRESLEY	GOLDSTAR TR CO-FBO RICHARD W PRESLEY IRA	CLASS 5	19,000.00	1,604.41	0.00	17,395.59
PRESLEY	RICHARD W PRESLEY	CLASS 3	30,000.00	1,989.14	0.00	28,010.86
PRESLEY	RICHARD W PRESLEY	CLASS 5	10,000.00	663.05	0.00	9,336.95
PRESSON	E WYNN & ANDREA L PRESSON	CLASS 5	600,000.00	190,833.35	0.00	409,166.65
PRESSON	PROV. TR GP-FBO ANDREA PRESSON ROTH IRA	CLASS 5	25,500.00	5,978.33	0.00	19,521.67
PRESSON	PROV. TR GP-FBO ELLIS W PRESSON IRA	CLASS 5	1,040,500.00	314,858.93	0.00	725,641.07
PREUSCHL	LEROY PREUSCHL	CLASS 3	25,000.00	361.12	0.00	24,638.88
PREUSS	JERE PREUSS	CLASS 3	75,000.00	2,500.66	0.00	72,499.34
PRICE	ADRIENNE M & SHELDON PRICE	CLASS 3	115,000.00	13,323.95	2,000.00	99,676.05
PRICE	BARBARA PRICE	CLASS 3	100,000.00	5,669.48	0.00	94,330.52
PRICE	IRA SVCS TR CO-CFBO LYNDA PRICE	CLASS 3	41,000.00	996.79	0.00	40,003.21
PRICE	PROV. TR GP-FBO ADRIENNE PRICE IRA	CLASS 5	112,573.35	10,887.65	0.00	101,685.70

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PRICE	PROV. TR GP-FBO MARCELLA PRICE IRA	CLASS 3	51,000.00	824.50	0.00	50,175.50
PRICE	PROV. TR GP-FBO SHELDON PRICE IRA	CLASS 5	209,515.13	20,449.31	0.00	189,065.82
PRICE	RICHARD PRICE	CLASS 3	50,000.00	456.95	0.00	49,543.05
PRICE	ROBERT D & MARGARET J PRICE	CLASS 3	100,000.00	16,750.00	0.00	83,250.00
PRICE	STEPHEN PRICE	CLASS 3	160,000.00	8,808.53	0.00	151,191.47
PRICHARD	ROY L PRICHARD JR	CLASS 3	50,000.00	2,700.00	0.00	47,300.00
PRIDY	WILLIAM L & GAIL L PRIDY	CLASS 3	200,000.00	13,841.72	0.00	186,158.28
PRIDE	JAMES G & YVONNE C PRIDE	CLASS 3	50,000.00	4,290.28	0.00	45,709.72
PRIDE	JAMES G & YVONNE C PRIDE	CLASS 5	100,000.00	8,580.56	0.00	91,419.44
PRIM	MAINSTAR-FBO RICK J PRIM SR #T2175253	CLASS 3	35,000.00	3,537.70	0.00	31,462.30
PRINCE	GLEN D & DIANE M PRINCE	CLASS 3	25,000.00	1,916.67	0.00	23,083.33
PRINCE	JOHN W PRINCE	CLASS 3	50,000.00	2,656.25	0.00	47,343.75
PRINCE	ROBERT J PRINCE	CLASS 5	820,000.00	205,159.17	0.00	614,840.83
PRIOLETTI	MAINSTAR-FBO JOHN J PRIOLETTI T2176004	CLASS 3	290,301.54	12,998.26	0.00	277,303.28
PRISCO	IRA SVCS TR CO-CFBO RONALD J PRISCO IRA	CLASS 3	846,800.00	142,286.21	17,100.01	687,413.78
PRISCO	IRA SVCS TR CO-CFBO RONALD J PRISCO IRA	CLASS 5	61,000.00	10,249.71	1,231.81	49,518.48
PRISCO	PROV. TR GP-FBO LISA A PRISCO IRA	CLASS 5	134,000.00	38,673.89	0.00	95,326.11
PRISCO	PROV. TR GP-FBO LISA PRISCO IRA	CLASS 3	25,100.00	2,179.17	0.00	22,920.83
PRISCO	RONALD J PRISCO PA	CLASS 3	26,507.00	7,029.62	0.00	19,477.38
PRISCO	RONALD J PRISCO PA	CLASS 5	55,851.00	14,811.60	0.00	41,039.40
PRIYADARSINI	S PRIYADARSINI	CLASS 3	50,000.00	5,332.62	0.00	44,667.38
PROCHASKA	THOMAS D PROCHASKA	CLASS 3	100,000.00	23,783.27	0.00	76,216.73
PROCOPIO	MARK J PROCOPIO	CLASS 3	75,000.00	13,389.54	0.00	61,610.46
PROCOPIO	SHARI L PROCOPIO	CLASS 3	50,000.00	466.67	0.00	49,533.33
PROCTOR	EDGAR PROCTOR	CLASS 3	200,000.00	38,149.92	0.00	161,850.08
PROCTOR	LISA PROCTOR	CLASS 3	60,000.00	9,944.16	0.00	50,055.84
PROCTOR/BEVISS	ROBERT H PROCTOR & FAY C BEVISS	CLASS 3	93,000.00	4,929.00	0.00	88,071.00
PROGRESS TOOL	PROGRESS TOOL & STAMPING INC	CLASS 3	200,000.00	47,740.34	0.00	152,259.66
PROPP	LIBERTY TR CO-FBO WILLIAM D PROPP IRA	CLASS 5	185,000.00	35,818.13	0.00	149,181.87

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PROPP	WILLIAM D PROPP	CLASS 5	50,000.00	9,833.41	0.00	40,166.59
PROUT	BASIL J PROUT	CLASS 3	200,000.00	2,900.00	0.00	197,100.00
PRUDENTE	GENEROSO J PRUDENTE	CLASS 3	70,000.00	738.90	0.00	69,261.10
PRUIS	DAVID A & RUTH I PRUIS	CLASS 3	50,000.00	3,538.93	0.00	46,461.07
PRUZANSKY	JOEL PRUZANSKY	CLASS 5	50,000.00	5,883.34	0.00	44,116.66
PRYMAK	PROV. TR GP-FBO JOHN PRYMAK IRA	CLASS 5	100,000.00	26,722.23	0.00	73,277.77
PSCHEIDT	BRADLEY A PSCHIEDT	CLASS 3	25,000.00	538.21	0.00	24,461.79
PUCCI	BARBARA E & VINCENT J PUCCI	CLASS 3	25,000.00	1,789.20	0.00	23,210.80
PUCKETT	THURMAN & BIENVENIDA PUCKETT	CLASS 3	100,000.00	55.56	0.00	99,944.44
PUGH	DAVID L PUGH	CLASS 3	100,000.00	4,613.86	0.00	95,386.14
PUGSLEY	A L JR & CAROLE PUGSLEY RLT DTD 06/24/91	CLASS 3	25,000.00	525.02	0.00	24,474.98
PULLMAN	MARSHA PULLMAN	CLASS 3	40,000.00	653.33	0.00	39,346.67
PULSONE-SMITH	MAINSTAR-FBO D PULSONE-SMITH T2177697	CLASS 3	154,000.00	2,331.39	0.00	151,668.61
PUNCH	NORMAN A & VERNICE F PUNCH	CLASS 3	35,650.00	609.01	0.00	35,040.99
PUNJABI	RAJKUMAR N PUNJABI	CLASS 3	50,000.00	1,726.41	0.00	48,273.59
PUNKE	JAMES R & CAROL J PUNKE	CLASS 3	25,000.00	0.00	0.00	25,000.00
PURINO	ALBERT T PURINO	CLASS 3	90,000.00	3,745.00	0.00	86,255.00
PURINO	ALBERT T PURINO RT DTD 11/03/05	CLASS 5	200,000.00	11,561.09	0.00	188,438.91
PURINO	MAINSTAR-FBO ALBERT T PURINO T2176645	CLASS 5	52,860.00	3,891.08	0.00	48,968.92
PURNELL	STANLEY E PURNELL	CLASS 3	40,000.00	1,061.13	0.00	38,938.87
PURVIS	IRA SVCS TR CO-CFBO CHARLES R PURVIS IRA	CLASS 5	300,000.00	48,216.66	0.00	251,783.34
PUTHOFF	BETTY L & NICK A PUTHOFF	CLASS 3	205,000.00	31,864.79	0.00	173,135.21
PUTHOFF	PROV. TR GP-FBO BETTY L PUTHOFF IRA	CLASS 3	40,000.00	2,527.78	0.00	37,472.22
PUTHOFF	PROV. TR GP-FBO NICHOLAS PUTHOFF IRA	CLASS 3	30,000.00	1,854.17	0.00	28,145.83
PUTMAN	KIMBERLY H PUTMAN TESTAMENTARY TR	CLASS 3	25,000.00	5,941.62	281.69	18,776.69
PUTNAM	MAINSTAR-FBO TRACY J PUTNAM T2177216	CLASS 3	49,650.00	937.83	0.00	48,712.17
PYLE	VERLE F & NORMA S PYLE TR DTD 07/11/83	CLASS 3	100,000.00	2,819.46	0.00	97,180.54
PYLES	BRYAN & DANETTE PYLES	CLASS 3	200,000.00	30,863.81	0.00	169,136.19
PYLES	DEBORAH J PYLES	CLASS 5	100,000.00	82,698.58	0.00	17,301.42

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PYNES	THE ESTATE OF PATRICIA PYNES	CLASS 5	100,000.00	46,527.65	0.00	53,472.35
QUAN	LOUIS & ROSE QUAN	CLASS 3	25,000.00	86.81	0.00	24,913.19
QUARVE	LIBERTY TR CO-FBO GARY LEE QUARVE IRA	CLASS 5	100,000.00	26,777.67	0.00	73,222.33
QUE	DANTE A QUE	CLASS 3	50,000.00	11,100.04	0.00	38,899.96
QUEZADA	JOHNNY & AURORA QUEZADA	CLASS 3	25,000.00	559.04	0.00	24,440.96
QUICK	PATRICIA N QUICK	CLASS 3	200,000.00	10,305.52	0.00	189,694.48
QUINE	DEANA C QUINE	CLASS 3	120,000.00	20,251.57	0.00	99,748.43
QUINLAN	MICHAEL J & REBEKAH M QUINLAN	CLASS 3	25,000.00	5,300.80	0.00	19,699.20
QUINN	EDWARD C QUINN	CLASS 3	60,000.00	1,116.67	0.00	58,883.33
QUINN	JOSEPH W & CHERYLE R QUINN	CLASS 3	100,000.00	6,492.34	0.00	93,507.66
QUINN	JOSEPH W & CHERYLE R QUINN	CLASS 5	100,000.00	6,492.34	0.00	93,507.66
QUINTAS	ALICE P QUINTAS TA	CLASS 3	80,000.00	9,852.81	0.00	70,147.19
QUIRING	HOWARD B QUIRING EST TR	CLASS 3	80,000.00	19,975.55	0.00	60,024.45
RABAN	MAINSTAR-FBO DENNIS R RABAN T2177169	CLASS 3	126,900.00	5,009.03	0.00	121,890.97
RACHMELL	ANDREW RACHMELL	CLASS 3	50,000.00	3,845.79	0.00	46,154.21
RACHMELL	LEWIS & RUTH RACHMELL RLT	CLASS 3	150,000.00	8,961.77	0.00	141,038.23
RACHMELL	PROV. TR GP-FBO ANDREW RACHMELL IRA	CLASS 3	32,056.34	2,416.04	0.00	29,640.30
RACHMELL	PROV. TR GP-FBO ANDREW RACHMELL IRA	CLASS 5	102,000.00	7,687.58	0.00	94,312.42
RACHT	FRIEDA RACHT	CLASS 3	125,000.00	6,388.50	0.00	118,611.50
RACINE	LINDA K RACINE RT 10/23/14	CLASS 3	25,000.00	1,119.44	0.00	23,880.56
RADER	PROV. TR GP-FBO BETTE J RADER IRA	CLASS 3	24,875.00	1,820.54	0.00	23,054.46
RADOSEVIC	GOLDSTAR TR CO-FBO RICHARD RADOSEVIC	CLASS 5	100,000.00	14,361.05	0.00	85,638.95
RADOSEVIC	GOLDSTAR TR CO-FBO RICHARD RADOSEVIC IRA	CLASS 5	20,000.00	2,444.49	0.00	17,555.51
RADOSEVIC	THE RADOSEVIC FT	CLASS 5	60,000.00	11,650.70	0.00	48,349.30
RADZINSKI	MAINSTAR-FBO DEBRA RADZINSKI T2176484	CLASS 3	28,125.00	1,406.25	0.00	26,718.75
RAGAN	KIMBAL H & JULIE B RAGAN	CLASS 3	100,000.00	8,616.69	0.00	91,383.31
RAGAN	PROV. TR GP-FBO ARLENE RAGAN IRA	CLASS 3	171,184.14	8,901.58	0.00	162,282.56
RAGAN	PROV. TR GP-FBO KIMBAL H RAGAN IRA	CLASS 3	200,000.00	8,555.56	0.00	191,444.44
RAHALSKI	MAINSTAR-FBO MATTHEW J RAHALSKI	CLASS 5	100,000.00	15,527.76	0.00	84,472.24

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RAHKE	ROBERT C RAHKE	CLASS 3	100,000.00	13,559.15	0.00	86,440.85
RAHMAN	PROV. TR GP-FBO MUHAMMAD A RAHMAN IRA	CLASS 3	100,000.00	2,133.33	0.00	97,866.67
RAIDER	MAINSTAR-FBO SHARRON RAIDER	CLASS 3	293,500.00	15,938.68	0.00	277,561.32
RAIDER	SHARRON RAIDER	CLASS 3	118,700.00	8,879.91	0.00	109,820.09
RAILSBACK	LANCE RAILSBACK	CLASS 3	100,000.00	9,666.71	1,000.00	89,333.29
RAILSBACK	NADINE & LANCE E RAILSBACK	CLASS 3	100,000.00	7,020.83	0.00	92,979.17
RAINALDI	FRANCES JOANNE RAINALDI	CLASS 3	50,000.00	388.89	0.00	49,611.11
RAINES	PROV. TR GP-FBO DR MARCUS E RAINES IRA	CLASS 5	90,000.00	20,700.00	0.00	69,300.00
RAINES	PROV. TR GP-FBO MARCUS E RAINES IRA	CLASS 3	102,000.00	15,468.21	0.00	86,531.79
RAINS	STEVEN M & DIANA L RAINS	CLASS 3	50,000.00	2,575.00	0.00	47,425.00
RAJABALI	HABIB RAJABALI	CLASS 3	50,000.00	2,958.33	0.00	47,041.67
RAMAH NAVAJO	RAMAH NAVAJO CHAPTER	CLASS 5	1,000,000.00	0.00	0.00	1,000,000.00
RAMEY	PROV. TR GP-FBO DAVID L RAMEY IRA	CLASS 3	200,000.00	56,232.38	4,582.75	139,184.87
RAMION	RAMION INC	CLASS 5	100,000.00	20,527.70	0.00	79,472.30
RAMIREZ	GUILLERMO RAMIREZ	CLASS 3	25,000.00	117.36	0.00	24,882.64
RAMMEL	KENNETH J & SHIRLEY M RAMMEL	CLASS 3	25,000.00	3,428.13	0.00	21,571.87
RAMOS	LEOPOLDO RAMOS	CLASS 3	100,000.00	2,411.10	0.00	97,588.90
RAMOS	THE EDWARD & JACQUELINE RAMOS FT 03/09/95	CLASS 3	50,000.00	2,150.00	0.00	47,850.00
RANCK	PROV. TR GP-FBO BIBBIE-ANN RANCK IRA	CLASS 3	140,000.00	18,021.11	0.00	121,978.89
RANDALL	MAINSTAR-FBO BRIAN RANDALL T2176020	CLASS 3	40,750.00	2,875.20	0.00	37,874.80
RANDALL	MAINSTAR-FBO DARREN RANDALL T2176819	CLASS 3	299,000.00	12,767.35	0.00	286,232.65
RANDALL	MAINSTAR-FBO DARREN RANDALL T2176819	CLASS 5	400,000.00	17,080.07	0.00	382,919.93
RANDALL	PAMELA RANDALL	CLASS 3	25,000.00	1,250.04	0.00	23,749.96
RANDALL	PROV. TR GP-FBO DEWEY D RANDALL IRA	CLASS 3	75,000.00	11,123.75	0.00	63,876.25
RANDASH	DEAN & ARLETTE RANDASH JTROS	CLASS 5	400,000.00	161,087.77	0.00	238,912.23
RANDASH	PROV. TR GP-FBO ARLETTE M RANDASH IRA	CLASS 3	111,600.00	17,526.90	0.00	94,073.10
RANDASH	PROV. TR GP-FBO ARLETTE M RANDASH IRA	CLASS 5	55,800.00	8,763.45	0.00	47,036.55
RANDASH	PROV. TR GP-FBO DEAN M RANDASH IRA	CLASS 3	175,000.00	27,967.06	0.00	147,032.94
RANDASH	PROV. TR GP-FBO DEAN M RANDASH IRA	CLASS 5	90,000.00	14,383.06	0.00	75,616.94

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RANDOLPH	MAINSTAR-FBO CEDRIC RANDOLPH	CLASS 3	25,664.19	1,226.18	0.00	24,438.01
RANDOLPH	MAINSTAR-FBO ERIC RANDOLPH TW003680	CLASS 3	112,300.00	2,979.07	0.00	109,320.93
RANIERI	KEVIN WILLIAM & MARYBETH ANN RANIERI	CLASS 5	100,000.00	16,833.27	0.00	83,166.73
RANIERI	PATRICK T RANIERI	CLASS 3	50,000.00	4,411.10	0.00	45,588.90
RAO	PROV. TR GP-FBO SURESH & ANITA RAO ICA	CLASS 3	50,000.00	11,725.91	0.00	38,274.09
RAO	PROV. TR GP-FBO SURESH & ANITA RAO ICA	CLASS 5	50,000.00	11,725.91	0.00	38,274.09
RAPIEN	JAMES RAPIEN	CLASS 5	118,500.00	16,030.42	0.00	102,469.58
RAPP	AMERICAN EST&TR FBO KENNETH E RAPP	CLASS 5	50,000.00	27,742.42	0.00	22,257.58
RAPPA	KAREN M RAPPA	CLASS 3	75,000.00	7,916.67	0.00	67,083.33
RAPPA	MAINSTAR-FBO JOHN A RAPPA	CLASS 3	50,500.00	2,996.33	0.00	47,503.67
RAPPA	MICHAEL RAPPA	CLASS 3	30,000.00	5,162.08	0.00	24,837.92
RAPPA	SAMUEL & DIANA RAPPA	CLASS 3	50,000.00	3,250.00	0.00	46,750.00
RASBACH	CHUCK RASBACH	CLASS 3	100,000.00	160.42	0.00	99,839.58
RASHEED	PROV. TR GP-FBO IDRIS RASHEED IRA	CLASS 3	40,500.00	275.63	0.00	40,224.37
RASMUSSEN	JOHN & JANET RASMUSSEN	CLASS 3	125,000.00	29,198.71	0.00	95,801.29
RASMUSSEN	JOHN & JANET RASMUSSEN	CLASS 5	100,000.00	23,358.97	0.00	76,641.03
RASMUSSEN	VELIA & KEVIN RASMUSSEN	CLASS 3	124,800.00	4,665.27	0.00	120,134.73
RATGEN	PROV. TR GP-FBO CLIFFORD G RATGEN IRA	CLASS 3	315,000.00	42,742.78	0.00	272,257.22
RAUPP	IRA SVCS TR CO-CFBO MARYPATRIECE RAUPP	CLASS 3	27,400.00	536.60	0.00	26,863.40
RAVE	MARCELLA RAVE	CLASS 3	25,000.00	309.03	0.00	24,690.97
RAY	BRENDA K RAY	CLASS 5	204,000.00	34,680.00	0.00	169,320.00
RAY	MAINSTAR-FBO DIANNA L RAY	CLASS 3	27,529.91	1,621.21	0.00	25,908.70
RAYMOND	MAINSTAR-FBO RAYMOND BORNER	CLASS 3	50,000.00	3,104.16	0.00	46,895.84
REAL ESTATE PLUS	REAL ESTATE PLUS INC	CLASS 3	175,000.00	13,930.49	0.00	161,069.51
REAMS	PROV. TR GP-FBO JAMES W REAMS IRA	CLASS 3	75,000.00	10,350.00	0.00	64,650.00
REANEY	JOSEPH J REANEY	CLASS 3	25,000.00	425.00	0.00	24,575.00
REBMAN	ROBERT J & SARAH L REBMAN	CLASS 3	50,000.00	8,916.67	0.00	41,083.33
REBUCK	JOHN L & WILMA L REBUCK	CLASS 3	388,000.00	6,837.62	0.00	381,162.38
RECINE	MARIA RECINE	CLASS 3	200,000.00	26,943.20	0.00	173,056.80

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
REDDICK	PROV. TR GP-FBO ALAN D REDDICK IRA	CLASS 3	59,700.00	10,004.83	0.00	49,695.17
REDMOND	BARBARA REDMOND	CLASS 3	43,160.35	1,480.67	0.00	41,679.68
REDMOND	WILLIAM T REDMOND	CLASS 3	80,000.00	1,822.21	0.00	78,177.79
REDSTONE	MICHAEL REDSTONE	CLASS 3	30,000.00	5,300.56	0.00	24,699.44
REDSTONE	MICHAEL REDSTONE	CLASS 5	50,000.00	8,834.27	0.00	41,165.73
REED	CURTIS D REED	CLASS 3	25,000.00	29.17	0.00	24,970.83
REED	MICHAEL R REED	CLASS 3	225,000.00	11,779.16	0.00	213,220.84
REED	PROV. TR GP-FBO DAVID W REED IRA	CLASS 5	339,800.00	69,038.44	0.00	270,761.56
REED	STANLEY H REED	CLASS 3	50,000.00	6,316.67	0.00	43,683.33
REED	SUNWEST TR SUSAN A REED IRA #1712901	CLASS 3	100,000.00	2,350.00	0.00	97,650.00
REED	THE REED FTA	CLASS 5	100,000.00	32,441.04	0.00	67,558.96
REED	TMICO-FBO BONNIE S REED IRA	CLASS 5	102,689.95	19,737.42	0.00	82,952.53
REED	TMICO-FBO THOMAS K REED TRAD IRA	CLASS 5	50,000.00	17,333.49	0.00	32,666.51
REED/FLARITY	DAVID W REED & KATHLEEN M FLARITY	CLASS 5	100,000.00	18,599.95	0.00	81,400.05
REEDER	ROBERT L & J AILEEN REEDER	CLASS 3	75,000.00	2,056.25	0.00	72,943.75
REESE	CLAUDE T REESE SR	CLASS 5	300,000.00	44,888.91	0.00	255,111.09
REESE	DOROTHY E REESE	CLASS 5	200,000.00	21,083.37	0.00	178,916.63
REEVES	GERALD C REEVES	CLASS 3	265,000.00	12,565.30	1,000.00	251,434.70
REEVES	MAINSTAR-FBO GERALD REEVES BT176600	CLASS 3	89,394.00	3,873.74	0.00	85,520.26
REEVES	THE REEVES FT DTD 01/13/17	CLASS 3	33,000.00	128.33	0.00	32,871.67
REGNER	PROV. TR GP-FBO ROBERT P REGNER IRA	CLASS 3	78,250.00	8,905.65	0.00	69,344.35
REGNER	PROV. TR GP-FBO ROBERT P REGNER IRA	CLASS 5	794,862.00	90,463.44	0.00	704,398.56
REGNER	ROBERT P REGNER	CLASS 3	300,000.00	26,216.64	0.00	273,783.36
REGNER	ROBERT P REGNER	CLASS 5	100,000.00	8,738.88	0.00	91,261.12
REHM	ROBERT S & DOROTHY K REHM	CLASS 5	50,000.00	10,305.63	0.00	39,694.37
REICH	BEVERLY REICH	CLASS 3	25,000.00	2,789.65	0.00	22,210.35
REICH	FRANCES REICH	CLASS 3	25,000.00	344.45	0.00	24,655.55
REICHWALD-HIRANAN.	REICHWALD-HIRANANDANI LT	CLASS 3	50,000.00	2,166.64	0.00	47,833.36
REID	DR JOHN R & BARBARA REID	CLASS 3	50,000.00	10,726.32	0.00	39,273.68

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REID	DR JOHN R & BARBARA REID	CLASS 5	50,000.00	10,726.32	0.00	39,273.68
REID	RICHARD H REID	CLASS 5	100,000.00	37,798.22	0.00	62,201.78
REID	TMICO-FBO RICHARD H REID TRAD IRA	CLASS 5	100,000.00	29,930.03	0.00	70,069.97
REID	TMICO-FBO SHERRY A REID IRA	CLASS 5	88,250.00	25,862.27	0.00	62,387.73
REIDHEAD	IRA SVCS TR CO-CFBO GLEN ALLEN REIDHEAD	CLASS 3	62,500.00	631.94	0.00	61,868.06
REIFFER	PROV. TR GP-FBO MONICA T REIFFER IRA	CLASS 3	53,000.00	4,320.10	0.00	48,679.90
REILY	JONATHAN D REILY	CLASS 5	150,000.00	19,166.67	0.00	130,833.33
REIMER	ERVIN C REIMER	CLASS 3	50,000.00	2,743.45	0.00	47,256.55
REIMER	VELMA D REIMER	CLASS 3	100,000.00	3,836.38	0.00	96,163.62
REINER	PROV. TR GP-FBO DOUG REINER IRA	CLASS 3	80,000.00	9,641.96	625.50	69,732.54
REINHARDT	IRA SVCS TR CO-CFBO MELVIN REINHARDT IRA	CLASS 3	25,000.00	3,484.95	0.00	21,515.05
REINHARDT	IRA SVCS TR CO-CFBO MELVIN REINHARDT IRA	CLASS 5	53,000.00	7,388.09	0.00	45,611.91
REIS	MAINSTAR-FBO FRANKLIN D REIS TW004094	CLASS 3	50,000.00	808.33	0.00	49,191.67
REISIG	MONA REISIG	CLASS 3	65,000.00	974.99	0.00	64,025.01
REITTER	GEORGE REITTER	CLASS 3	60,000.00	325.00	0.00	59,675.00
REITTER	SILVIA REITTER	CLASS 3	100,000.00	638.89	0.00	99,361.11
REITZEL	JACK D & PATRICIA T REITZEL	CLASS 3	25,000.00	2,743.14	0.00	22,256.86
REKART	IRA SVCS TR CO-CFBO THEODORE REKART IRA	CLASS 3	100,000.00	9,083.27	0.00	90,916.73
REMIS	LAURENCE REMIS	CLASS 3	25,000.00	2,644.38	0.00	22,355.62
REMSING	THE VERA REMSING RT	CLASS 3	150,000.00	26,425.00	15,012.02	108,562.98
RENO	GEORGE & ELIZABETH P RENO	CLASS 3	100,000.00	6,343.13	0.00	93,656.87
RENSHAW	PROV. TR GP-FBO ANTONETTE RENSHAW IRA	CLASS 3	295,000.00	59,588.44	0.00	235,411.56
RENSHAW	PROV. TR GP-FBO ANTONETTE RENSHAW IRA	CLASS 5	100,000.00	20,199.47	0.00	79,800.53
RENSHAW	PROV. TR GP-FBO JUDITH RENSHAW IRA	CLASS 3	100,000.00	14,137.50	0.00	85,862.50
RENTERIA	ADELA RENTERIA	CLASS 3*	25,000.00	208.34	0.00	24,791.66
REPASKY	PROV. TR GP-FBO WILLIAM P REPASKY IRA	CLASS 3	50,000.00	3,103.68	0.00	46,896.32
REPASKY	PROV. TR GP-FBO WILLIAM REPASKY IRA	CLASS 5	100,000.00	10,388.89	0.00	89,611.11
REPASKY	WILLIAM P REPASKY	CLASS 3	75,000.00	5,443.77	0.00	69,556.23
REQUEJO	ADOLFO & XIOMARA REQUEJO	CLASS 3	400,000.00	19,800.02	0.00	380,199.98

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REQUEJO	PROV. TR GP-FBO ADOLFO REQUEJO IRA	CLASS 5	120,000.00	4,916.67	0.00	115,083.33
REQUEJO	PROV. TR GP-FBO XIOMARA REQUEJO IRA	CLASS 5	120,000.00	5,916.67	0.00	114,083.33
RESNICK	SHARON G RESNICK	CLASS 3	50,000.00	3,847.16	0.00	46,152.84
RESSEGUIE	ROBERT RESSEGUIE	CLASS 5	50,000.00	10,166.75	0.00	39,833.25
REUBER	JAMES L REUBER	CLASS 3	50,000.00	3,000.00	0.00	47,000.00
REUNING	DANIEL & BARBARA REUNING	CLASS 3	58,000.00	3,496.08	0.00	54,503.92
REVILL	HARRY REVILL SURV SP TR AMND 2009	CLASS 3	501,000.00	47,928.40	0.00	453,071.60
REVILL	TR OF JANNEKE & HARRY REVILL RLT 11/22/97	CLASS 3	200,000.00	17,927.82	0.00	182,072.18
REYNOLDS	CURTIS REYNOLDS	CLASS 3	100,000.00	7,107.68	0.00	92,892.32
REYNOLDS	DEBORAH REYNOLDS	CLASS 3	25,000.00	1,715.25	0.00	23,284.75
REYNOLDS	DON C REYNOLDS	CLASS 3	21,433.29	44.65	0.00	21,388.64
REYNOLDS	MAINSTAR-FBO BARBARA REYNOLDS	CLASS 3	26,000.00	1,956.50	0.00	24,043.50
REYNOLDS	MAINSTAR-FBO DON REYNOLDS T2178318	CLASS 3	21,888.00	39.52	0.00	21,848.48
REYNOLDS	PHYLLIS J REYNOLDS	CLASS 3	100,000.00	2,725.00	0.00	97,275.00
REYNOLDS	PROV. TR GP-FBO EVELYN REYNOLDS IRA	CLASS 3	26,250.00	2,391.67	0.00	23,858.33
REYNOLDS	REBECCA B REYNOLDS	CLASS 3	400,000.00	8,288.19	0.00	391,711.81
REYNOLDS	ROBERT & JACQUELINE REYNOLDS RLT 06/05/03	CLASS 3	30,000.00	2,615.82	0.00	27,384.18
RHOADES	DANIEL & CASSANDRA RHOADES	CLASS 3	80,000.00	8,213.39	0.00	71,786.61
RHODA	DONALD C & MICHAEL J RHODA	CLASS 3	75,000.00	12,558.35	1,000.00	61,441.65
RHODEN	REBEKAH N RHODEN	CLASS 3	60,000.00	6,893.00	0.00	53,107.00
RHODES	DR MICHAEL RHODES	CLASS 3	120,000.00	30,683.25	0.00	89,316.75
RHODES	THE NANCY A RHODES LT DTD 01/29/15	CLASS 3	100,000.00	7,736.17	0.00	92,263.83
RIBBECK/SLUYTERS	NOLA RIBBECK & ELIZABETH A SLUYTERS	CLASS 3	25,000.00	1,149.62	0.00	23,850.38
RICCINTO	DOREEN RICCINTO	CLASS 3	48,000.00	4,598.00	0.00	43,402.00
RICCINTO	MAINSTAR-FBO DOREEN RICCINTO T2174785	CLASS 3	733,000.00	73,580.04	0.00	659,419.96
RICCINTO	MAINSTAR-FBO DOREEN RICCINTO T2174785	CLASS 5	100,000.00	10,038.21	0.00	89,961.79
RICE	BONNIE & TRACY RICE	CLASS 3	40,000.00	600.00	0.00	39,400.00
RICE	JAMES R RICE	CLASS 3	150,000.00	12,175.00	0.00	137,825.00
RICE	MAINSTAR-FBO CLIFFORD A RICE	CLASS 3	99,950.00	5,989.04	0.00	93,960.96

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RICE	SALLIE R RICE	CLASS 3	700,000.00	53,733.34	0.00	646,266.66
RICH	DAVID & YONG-OK RICH	CLASS 3	177,500.00	13,070.42	0.00	164,429.58
RICH	HORIZON TR CO-FBO DAVID RICH SEP IRA	CLASS 3	74,400.00	1,525.20	0.00	72,874.80
RICHARD	TIMOTHY LEE & DIANNE B RICHARD	CLASS 3	100,000.00	15,616.67	1,000.00	83,383.33
RICHARDS	THOMAS M & KATHLEEN V RICHARDS	CLASS 3	50,000.00	2,570.84	0.00	47,429.16
RICHARDSON COMPANY	THE RICHARDSON COMPANY	CLASS 3	300,000.00	0.00	0.00	300,000.00
RICHINS	ROGER RICHINS FT	CLASS 3	25,000.00	586.82	0.00	24,413.18
RICHTER	IRA SVCS TR CO-CFBO DENISE A RICHTER IRA	CLASS 3	25,000.00	1,711.14	0.00	23,288.86
RICHTER	IRA SVCS TR CO-CFBO PETER RICHTER IRA	CLASS 3	25,000.00	1,572.92	0.00	23,427.08
RICHTER	PROV. TR GP-FBO THOMAS RICHTER IRA	CLASS 3	109,000.00	5,970.38	0.00	103,029.62
RICHTER	RON RICHTER	CLASS 3	80,000.00	9,169.20	0.00	70,830.80
RICHTIGER	ISAAC RICHTIGER	CLASS 3	100,000.00	5,327.75	0.00	94,672.25
RICHTIGER	MAINSTAR-FBO ISAAC RICHTIGER T2176237	CLASS 3	149,954.00	8,769.31	0.00	141,184.69
RIDGWAY	WALTER RIDGWAY	CLASS 3	100,000.00	3,733.33	0.00	96,266.67
RIEGELSBERGER	MAINSTAR-FBO KEITH A RIEGELSBERGER	CLASS 3	25,000.00	1,145.83	0.00	23,854.17
RIETMANN	MAINSTAR-FBO THOMAS RIETMANN	CLASS 3	150,000.00	10,062.50	0.00	139,937.50
RIFFLE	JIM & SHIRLEY RIFFLE	CLASS 3	37,000.00	411.12	0.00	36,588.88
RIGHETTI	AUBREY RIGHETTI	CLASS 3	25,000.00	1,829.17	0.00	23,170.83
RIKER	THE THOMAS G & HELEN M RIKER FT	CLASS 3	50,000.00	2,483.33	0.00	47,516.67
RILEY	JOHN M & JOAN ANN RILEY RT DTD 11/07/94	CLASS 3	75,000.00	1,870.28	0.00	73,129.72
RILEY	MAINSTAR-FBO JOHN RILEY TW003976	CLASS 3	78,000.00	1,922.38	0.00	76,077.62
RILEY	MAINSTAR-FBO MARTIN RILEY T2177343	CLASS 3	82,500.00	1,780.63	0.00	80,719.37
RILEY	PROV. TR GP-FBO CATHERINE M RILEY IRA	CLASS 3	120,000.00	10,940.81	0.00	109,059.19
RIMMINGTON	IRA SVCS TR CO-CFBO PATRICIA RIMMINGTON	CLASS 3	15,000.00	1,898.25	0.00	13,101.75
RIMMINGTON	IRA SVCS TR CO-CFBO SIDNEY T RIMMINGTON	CLASS 3	60,000.00	7,593.00	0.00	52,407.00
RIMSHAW	IRA SVCS TR CO-CFBO LINDA RIMSHAW IRA	CLASS 3	50,000.00	21,334.90	0.00	28,665.10
RINCHKO	CHARLES RINCHKO	CLASS 3	200,000.00	0.00	0.00	200,000.00
RING	ALVIN RING	CLASS 3	50,000.00	2,211.78	0.00	47,788.22
RINGSDORF	GARY G RINGSDORF	CLASS 3	100,000.00	5,488.92	0.00	94,511.08

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RINKER	DAVID & JANICE RINKER	CLASS 3	75,000.00	0.00	0.00	75,000.00
RIOUX/LAMEW	JANINE RIOUX & REX LAMEW	CLASS 3	50,000.00	1,430.54	0.00	48,569.46
RIPP	DEAN E & DEBRA S RIPP	CLASS 3	150,000.00	19,255.45	0.00	130,744.55
RISPOLI	ELIZABETH & VINCENT RISPOLI	CLASS 3	90,000.00	14,506.98	0.00	75,493.02
RISSE	MAINSTAR-FBO DAVID RISSE TW003097	CLASS 3	180,000.00	8,576.62	0.00	171,423.38
RISSE	MAINSTAR-FBO LYNNE RISSE T2177438	CLASS 3	228,000.00	8,056.00	0.00	219,944.00
RITA	MICHAEL & CHERYL RITA	CLASS 3	26,000.00	1,285.52	0.00	24,714.48
RITCHEY	SHERYL L & EDWARD D RITCHEY	CLASS 3	50,000.00	13,508.32	0.00	36,491.68
RITCHEY	SHERYL L & EDWARD D RITCHEY	CLASS 5	50,000.00	13,508.32	0.00	36,491.68
RITCHIE-HALLADA	CONNIE RITCHIE-HALLADA	CLASS 3	100,000.00	12,488.95	0.00	87,511.05
RITTENHOUSE	MAINSTAR-FBO RICK A RITTENHOUSE T2176997	CLASS 3	507,889.97	23,188.58	0.00	484,701.39
RITTER	KURT W & ELFRIEDE M RITTER	CLASS 3	55,000.00	4,017.18	0.00	50,982.82
RIVENBURG	PROV. TR GP-FBO JAMES W RIVENBURG IRA	CLASS 3	38,600.00	533.97	0.00	38,066.03
RIVERA-BAEZ	MAINSTAR-FBO W RIVERA-BAEZ T2177731	CLASS 3	71,000.00	1,029.50	0.00	69,970.50
RIVERO	MAINSTAR-FBO GEORGE G RIVERO T2174523	CLASS 3	185,000.00	18,701.69	0.00	166,298.31
RIVES-WOLTOMATH	DONNA S RIVES-WOLTOMATH	CLASS 5	100,000.00	9,316.62	0.00	90,683.38
RIZER	RONALD L RIZER	CLASS 3	90,000.00	4,696.25	0.00	85,303.75
RIZZO	MAINSTAR-FBO JACK S RIZZO	CLASS 3	300,000.00	47,493.04	0.00	252,506.96
RMM INVESTMENT	RMM INVESTMENT TR SOLO 401K	CLASS 3	200,000.00	5,033.33	0.00	194,966.67
ROACH	MARY T ROACH SURVIVORS TR UTD 11/21/05	CLASS 3	100,000.00	6,008.30	0.00	93,991.70
ROACH	MICHAEL S ROACH TTEE MICHAEL SHANE TR	CLASS 3	50,000.00	5,050.00	0.00	44,950.00
ROACH	PROV. TR GP-FBO MARY T ROACH IRA	CLASS 3	198,000.00	19,599.25	0.00	178,400.75
ROBB	JAMES D ROBB	CLASS 3	50,000.00	1,380.57	0.00	48,619.43
ROBB	KIM R ROBB	CLASS 3	50,000.00	6,344.44	1,000.00	42,655.56
ROBB	PROV. TR GP-FBO KIM R ROBB IRA	CLASS 3	25,000.00	1,166.67	0.00	23,833.33
ROBBE	ROBERT ROBBE	CLASS 3	75,000.00	6,445.06	0.00	68,554.94
ROBBINS	MAINSTAR-FBO GLADE J ROBBINS	CLASS 3	176,600.00	21,780.65	0.00	154,819.35
ROBBINS	RICHARD S & MARIAN P ROBBINS	CLASS 3	100,000.00	1,336.12	0.00	98,663.88
ROBERSON	PROV. TR GP-FBO JOHN L ROBERSON IRA	CLASS 3	125,000.00	19,652.63	0.00	105,347.37

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ROBERTS	ARTHUR W ROBERTS JR EXEMPT TR 11/05/97	CLASS 3	250,000.00	43,250.18	0.00	206,749.82
ROBERTS	ARTHUR W ROBERTS JR LT 11/14/03	CLASS 3	125,000.00	18,958.37	0.00	106,041.63
ROBERTS	CHERYL ROBERTS	CLASS 3	50,000.00	381.94	0.00	49,618.06
ROBERTS	PROV. TR GP-FBO DONNA M ROBERTS IRA	CLASS 3	407,000.00	32,831.75	0.00	374,168.25
ROBERTS	THE ROBERTS RLT	CLASS 3	40,000.00	888.90	0.00	39,111.10
ROBERTS	TMICO-FBO JOHN V ROBERTS TR IRA	CLASS 5	144,000.00	60,880.00	0.00	83,120.00
ROBERTS & COMPANY	ROBERTS & COMPANY INC 401K PLAN	CLASS 5	250,000.00	35,944.43	0.00	214,055.57
ROBERTSON	HARRY N ROBERTSON JR	CLASS 3	50,000.00	1,229.84	0.00	48,770.16
ROBERTSON	PROV. TR GP-FBO CONRAD ROBERTSON IRA	CLASS 5	421,680.00	108,934.00	0.00	312,746.00
ROBERTSON	PROV. TR GP-FBO KIMBERLY ROBERTSON IRA	CLASS 5	159,500.00	30,605.30	0.00	128,894.70
ROBERTSON	PROV. TR GP-FBO VIVIAN L ROBERTSON IRA	CLASS 3	148,950.00	9,019.75	0.00	139,930.25
ROBERTSON	ROBERTSON FT DTD 12/23/92	CLASS 5	50,000.00	15,883.35	0.00	34,116.65
ROBEY	HORIZON TR CO-FBO DAVID ROBEY JR TRAD IRA	CLASS 3	105,000.00	1,596.66	1,000.00	102,403.34
ROBINSON	ADV. IRA SVC-FBO ANGELA ROBINSON IRA	CLASS 3	95,000.00	7,981.25	0.00	87,018.75
ROBINSON	DAVID S ROBINSON	CLASS 3	50,000.00	5,201.35	0.00	44,798.65
ROBINSON	IRA SVCS TR CO-CFBO GUILFORD A ROBINSON	CLASS 5	100,000.00	5,536.16	0.00	94,463.84
ROBINSON	JAY WILFRED & SUSAN H ROBINSON	CLASS 3	50,000.00	11,116.67	0.00	38,883.33
ROBINSON	MAINSTAR-FBO RAMONA ROBINSON T2177643	CLASS 3	60,000.00	1,075.00	0.00	58,925.00
ROBINSON	PROV. TR GP-FBO BRUCE A ROBINSON IRA	CLASS 3	50,000.00	4,481.94	0.00	45,518.06
ROBINSON	PROV. TR GP-FBO SANDRA R ROBINSON IRA	CLASS 3	90,547.00	19,104.73	0.00	71,442.27
ROBISON	SHIRLEY L ROBISON IRREV TR	CLASS 3	50,000.00	4,005.60	0.00	45,994.40
ROCKS	MICHAEL ROCKS	CLASS 3	70,000.00	7,775.86	0.00	62,224.14
ROCKWELL	PROV. TR GP-FBO KIRBY ROCKWELL IRA	CLASS 3	46,118.04	1,898.53	0.00	44,219.51
RODRIGUEZ	BENJAMIN JR & FRANCESCA M RODRIGUEZ	CLASS 5	100,000.00	3,763.89	0.00	96,236.11
RODRIGUEZ	DANIEL E RODRIGUEZ	CLASS 3	50,000.00	505.56	0.00	49,494.44
RODRIGUEZ	DIANE RODRIGUEZ	CLASS 3	50,000.00	340.28	0.00	49,659.72
RODRIGUEZ	JOHN RODRIGUEZ	CLASS 3	50,000.00	340.28	0.00	49,659.72
RODRIGUEZ	MAINSTAR-FBO GILBERT RODRIGUEZ T2175925	CLASS 3	94,600.00	7,087.12	0.00	87,512.88
RODRIGUEZ	RODRIGO S & FLORA M RODRIGUEZ	CLASS 5	300,000.00	99,069.19	0.00	200,930.81

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
ROE	MAINSTAR-FBO TODD C ROE T2177088	CLASS 3	35,000.00	1,256.30	0.00	33,743.70
ROEKL	ALAN J ROEKL	CLASS 3	120,000.00	1,050.00	0.00	118,950.00
ROESSNER	DEBRA R ROESSNER	CLASS 3	300,000.00	13,781.29	0.00	286,218.71
ROESSNER	JEFF D ROESSNER	CLASS 3	350,000.00	35,133.76	0.00	314,866.24
ROETHLE	GERALD J ROETHLE JR	CLASS 3	150,000.00	8,754.19	0.00	141,245.81
ROETHLE	PROV. TR GP-FBO GERALD J ROETHLE JR IRA	CLASS 3	48,000.00	1,742.45	0.00	46,257.55
ROETHLE	PROV. TR GP-FBO GERALD J ROETHLE JR IRA	CLASS 5	200,000.00	7,260.22	0.00	192,739.78
ROETHLE	PROV. TR GP-FBO SUZANNE ROETHLE ROTH IRA	CLASS 3	23,000.00	1,159.58	0.00	21,840.42
ROETTGER/HENRY	MARJORIE L ROETTGER & CAROL L HENRY	CLASS 3	25,000.00	1,283.33	0.00	23,716.67
ROGERS	CHRISTOPHER ROGERS	CLASS 5	50,000.00	6,086.68	0.00	43,913.32
ROGERS	DAVID & JUDY ROGERS	CLASS 3	25,000.00	2,261.05	0.00	22,738.95
ROGERS	GAYLE G ROGERS	CLASS 3	165,000.00	15,200.63	0.00	149,799.37
ROGERS	GEORGE R & LYNDAL ROGERS	CLASS 3	100,000.00	305.56	0.00	99,694.44
ROGERS	MICAELA ROGERS	CLASS 3	200,000.00	31,866.71	0.00	168,133.29
ROGERS	MICAELA ROGERS	CLASS 5	200,000.00	31,866.71	0.00	168,133.29
ROGERS	PROV. TR GP-FBO CYNTHIA M ROGERS IRA	CLASS 3	200,000.00	30,569.44	0.00	169,430.56
ROGERS	PROV. TR GP-FBO GAYLE G ROGERS IRA	CLASS 5	99,000.00	20,075.00	0.00	78,925.00
ROGERS	RONDA L ROGERS	CLASS 3	25,000.00	0.00	0.00	25,000.00
ROGERS	WILLIAM M & ROBIN P ROGERS	CLASS 3	100,000.00	6,879.21	0.00	93,120.79
ROGGENKAMP	JOYCE ROGGENKAMP	CLASS 3	50,000.00	2,761.14	0.00	47,238.86
ROGOSHESKE	MAINSTAR-FBO STEVEN ROGOSHESKE	CLASS 3	60,000.00	2,780.00	0.00	57,220.00
ROGUSKY	ALLEN L & SUSAN E ROGUSKY	CLASS 3	80,000.00	346.67	0.00	79,653.33
ROHRER	MAINSTAR-FBO THOMAS ROHRER T2176641	CLASS 3	92,000.00	4,060.78	0.00	87,939.22
ROHRER	RON & DONNA ROHRER	CLASS 3	200,000.00	9,441.70	0.00	190,558.30
ROJO	ANGELINA ROJO	CLASS 3	84,300.00	10,636.31	0.00	73,663.69
ROJO	PROV. TR GP-FBO ANGELINA ROJO IRA	CLASS 3	15,850.00	2,091.98	0.00	13,758.02
ROLLERSON	MARY D & WALTER E ROLLERSON	CLASS 3	250,000.00	3,621.79	0.00	246,378.21
ROLLINS	PHILLIP II & SHARON ROLLINS	CLASS 3	232,000.00	30,887.34	0.00	201,112.66
ROMAIN	GERARD ROMAIN MD IRREV TR	CLASS 5	500,000.00	74,152.83	0.00	425,847.17

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ROMANICK	MAINSTAR-FBO PAUL ROMANICK T2176744	CLASS 3	50,000.00	2,040.27	0.00	47,959.73
ROMANICK	MAINSTAR-FBO RITA ROMANICK T2176745	CLASS 3	25,000.00	1,020.14	0.00	23,979.86
ROMANO	GINA E ROMANO	CLASS 3	100,000.00	1,450.00	0.00	98,550.00
ROMERO	MAINSTAR-FBO VIRGINIA ROMERO T2175739	CLASS 3	100,000.00	3,216.67	0.00	96,783.33
ROMERO	ROBERT & HALLIE ROMERO	CLASS 3	132,143.00	3,371.50	0.00	128,771.50
ROMINGER	KENT & MARY SUE ROMINGER	CLASS 3	200,000.00	4,627.79	0.00	195,372.21
ROMINGER	KENT ROMINGER	CLASS 3	200,000.00	15,738.94	0.00	184,261.06
ROMINGER	PROV. TR GP-FBO KENT ROMINGER IRA	CLASS 3	398,000.00	27,240.89	0.00	370,759.11
RONDEAU	J HAWKEYE RONDEAU	CLASS 3	25,000.00	1,306.21	0.00	23,693.79
ROOD	ROBERT L ROOD	CLASS 3	47,000.00	3,869.67	0.00	43,130.33
ROON	SUZANNE ROON	CLASS 3	33,000.00	4,350.00	0.00	28,650.00
ROONEY	WILLIAM ROONEY	CLASS 3	25,000.00	1,497.19	0.00	23,502.81
ROOSE	PROV. TR GP-FBO SHIRLEY ROOSE IRA	CLASS 3	103,000.00	22,351.84	0.00	80,648.16
ROSBOROUGH	LINDA S & JAMES M ROSBOROUGH	CLASS 3	50,000.00	9,541.59	0.00	40,458.41
ROSCOE-GUSTAFSON	ELDA JUNE ROSCOE-GUSTAFSON	CLASS 3	25,000.00	371.54	0.00	24,628.46
ROSE	FERNANDE ROSE	CLASS 3	25,000.00	3,242.46	0.00	21,757.54
ROSE	THOMAS A ROSE	CLASS 3	200,000.00	26,724.91	0.00	173,275.09
ROSEN	EDITH & SAM ROSEN	CLASS 3	40,000.00	12,416.10	0.00	27,583.90
ROSENBERG	RICHARD & DOLORES ROSENBERG RLT 08/29/16	CLASS 3	50,000.00	7,585.37	0.00	42,414.63
ROSENBLATT	ANNA ROSENBLATT	CLASS 3	110,500.00	6,164.17	0.00	104,335.83
ROSENBLATT	ANNA ROSENBLATT RLT	CLASS 3	115,000.00	9,541.00	0.00	105,459.00
ROSENBLATT	RONALD K ROSENBLATT	CLASS 5	100,000.00	38,549.92	0.00	61,450.08
ROSENTHAL	LEWIS ROSENTHAL	CLASS 5	202,000.00	18,723.51	0.00	183,276.49
ROSER	JOHN & KRISTINA ROSER	CLASS 3	100,000.00	3,249.33	0.00	96,750.67
ROSETTA	JIM E & SUSAN L ROSETTA	CLASS 3	25,000.00	781.27	0.00	24,218.73
ROSEWOOD CAPITAL	ROSEWOOD CAPITAL INVESTMENTS INC	CLASS 3	2,726,777.81	49,456.31	0.00	2,677,321.50
ROSEWOOD CAPITAL	ROSEWOOD CAPITAL INVESTMENTS INC	CLASS 3*	711,500.00	21,345.00	0.00	690,155.00
ROSIKIEWICZ	JOSEPHINE ROSIKIEWICZ	CLASS 3	125,000.00	17,028.16	0.00	107,971.84
ROSIKIEWICZ	JOSEPHINE ROSIKIEWICZ	CLASS 5	60,000.00	8,173.51	0.00	51,826.49

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ROSIKIEWICZ	JOSEPHINE ROSIKIEWICZ RT DTD 09/01/16	CLASS 5	63,000.00	6,349.98	0.00	56,650.02
ROSS	IRA SVCS TR CO-CFBO RONALD K ROSS IRA	CLASS 3	30,000.00	1,508.33	0.00	28,491.67
ROSS	PROV. TR GP-FBO N EDWARD ROSS IRA	CLASS 3	70,000.00	9,730.00	0.00	60,270.00
ROSS	PROV. TR GP-FBO ROBERT S ROSS IRA	CLASS 3	30,535.00	1,598.85	0.00	28,936.15
ROSS	ROSS RT	CLASS 3	116,350.00	3,829.86	0.00	112,520.14
ROSSOW	PROV. TR GP-FBO DOYLE L ROSSOW IRA	CLASS 3	50,000.00	12,383.17	0.00	37,616.83
ROSTANT	DEREK MALCOLM ROSTANT	CLASS 3	50,000.00	505.56	0.00	49,494.44
ROSTANT	KENNETH J ROSTANT	CLASS 3	50,000.00	476.39	0.00	49,523.61
ROTH	ARNOLD ROTH	CLASS 3	25,000.00	1,203.09	0.00	23,796.91
ROTH	HORIZON TR CO-FBO WILLIAM B ROTH IRA	CLASS 3	48,482.54	197.97	0.00	48,284.57
ROTH	SUNWEST TR CHERYL D ROTH IRA	CLASS 5	26,421.98	4,137.83	0.00	22,284.15
ROTH	SUNWEST TR RANDAL L ROTH IRA	CLASS 5	81,969.67	12,375.00	0.00	69,594.67
ROTH	WILLIAM B & JOAN M ROTH	CLASS 3	60,000.00	6,550.00	0.00	53,450.00
ROTHENGASS	PAUL J ROTHENGASS JR	CLASS 5	130,000.00	16,827.73	0.00	113,172.27
ROTHWELL	DANNY B ROTHWELL	CLASS 3	50,000.00	3,593.75	0.00	46,406.25
ROTTENSTEIN	AARON ROTTENSTEIN	CLASS 5	100,000.00	3,627.77	0.00	96,372.23
ROULAND	THE ROULAND FLRT DTD 03/20/15	CLASS 3	100,000.00	5,897.92	0.00	94,102.08
ROUND	PROV. TR GP-FBO JANE C ROUND IRA	CLASS 3	231,000.00	22,327.58	0.00	208,672.42
ROUND	PROV. TR GP-FBO RICK J ROUND IRA	CLASS 3	240,000.00	15,880.00	0.00	224,120.00
ROUNDS	THE GORDON E & PHYLLIS B ROUNDS RLIT	CLASS 3	25,000.00	414.33	0.00	24,585.67
ROUSE	JIM ROUSE	CLASS 5	50,000.00	2,600.06	0.00	47,399.94
ROUTZAHN	JUDITH A ROUTZAHN	CLASS 3	75,000.00	3,062.50	0.00	71,937.50
ROVARINO	THE ROVARINO TR DTD 07/24/89	CLASS 3	25,000.00	425.52	0.00	24,574.48
ROWE	MARY K ROWE	CLASS 3	100,000.00	6,683.30	0.00	93,316.70
ROWE	PROV. TR GP-FBO AUDREE ROWE IRA	CLASS 3	49,265.00	1,116.67	0.00	48,148.33
ROWE	ROBERT E & NORMA J ROWE	CLASS 3	2,000,000.00	132,944.47	1,000.00	1,866,055.53
ROWE	ROBERT M & LEANN M ROWE	CLASS 3	500,000.00	40,750.00	0.00	459,250.00
ROY	GERALD ROY	CLASS 3	420,000.00	40,266.05	0.00	379,733.95
RUBACHA	MAINSTAR-FBO NATALIE RUBACHA	CLASS 3	25,000.00	973.96	0.00	24,026.04

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RUBECK	HILDA RUBECK	CLASS 3	30,000.00	268.33	0.00	29,731.67
RUBECKS	HILDA RUBECKS SUPPLEMENTAL NEEDS TR	CLASS 3	50,000.00	291.67	0.00	49,708.33
RUBEL/VALENTINO	SOPHIA RUBEL & LINDA VALENTINO	CLASS 3	50,000.00	3,059.38	0.00	46,940.62
RUBENSTEIN	BARBARA A & TODD RUBENSTEIN	CLASS 3	25,000.00	1,125.04	0.00	23,874.96
RUBENSTEIN	VALERIE RUBENSTEIN	CLASS 3	30,000.00	595.83	0.00	29,404.17
RUBIN	FRAN & MARK RUBIN	CLASS 3	30,000.00	13,008.34	0.00	16,991.66
RUBIN	HOWARD D & CINDY M RUBIN	CLASS 3	30,000.00	365.00	0.00	29,635.00
RUBIN	HOWARD RUBIN	CLASS 3	140,000.00	24,044.67	0.00	115,955.33
RUBY	DIANE RUBY	CLASS 3	30,000.00	129.17	0.00	29,870.83
RUDGE	SONIA RUDGE RT DTD 12/15/09	CLASS 3	350,000.00	53,009.49	0.00	296,990.51
RUDOWSKI	RONALD S RUDOWSKI	CLASS 3	25,000.00	913.22	0.00	24,086.78
RUECKERT	HAROLD M RUECKERT	CLASS 3	25,000.00	1,394.83	0.00	23,605.17
RUELOS	NELLIE T RUELOS	CLASS 3	33,000.00	1,732.50	0.00	31,267.50
RUELOS	PROV. TR GP-FBO NELLIE T RUELOS IRA	CLASS 3	53,000.00	4,920.22	0.00	48,079.78
RUGGIERO	SYLVIA & RICHARD RUGGIERO	CLASS 3	170,000.00	28,965.28	0.00	141,034.72
RUHLAND	HORIZON TR CO-FBO KENNETH RUHLAND	CLASS 3	91,100.00	8,043.90	0.00	83,056.10
RUHLAND	KENNETH RUHLAND	CLASS 3	52,000.00	2,414.95	0.00	49,585.05
RUHLMAN	SUSAN L RUHLMAN	CLASS 3	50,000.00	6,725.00	0.00	43,275.00
RUIZ	JUAN B RUIZ	CLASS 3	58,500.00	901.88	0.00	57,598.12
RULAND	ANGELA RULAND	CLASS 3	100,000.00	20,845.25	0.00	79,154.75
RUMSEY	DOYLE & MARCIA RUMSEY	CLASS 3	50,000.00	2,590.24	0.00	47,409.76
RUND	PROV. TR GP-FBO RHONDA RUND IRA	CLASS 3	28,000.00	1,649.66	0.00	26,350.34
RUND	PROV. TR GP-FBO ROGER RUND IRA	CLASS 3	44,750.00	2,666.35	0.00	42,083.65
RUNKLE	JOHN & SUSAN RUNKLE	CLASS 3	100,000.00	11,598.74	0.00	88,401.26
RUPPEL	PROV. TR GP-FBO WILLIAM J RUPPEL IRA	CLASS 3	100,000.00	6,916.67	0.00	93,083.33
RUPPERT	ROSLYN RUPPERT	CLASS 3	50,000.00	1,847.65	0.00	48,152.35
RUSCHE	MYLES DAVID RUSCHE	CLASS 3	50,000.00	1,651.43	0.00	48,348.57
RUSH	JARRET RUSH	CLASS 5	100,000.00	6,642.34	0.00	93,357.66
RUSHING	ALFRED E & GERALDINE F RUSHING TA	CLASS 5	250,000.00	70,021.99	0.00	179,978.01

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RUSHTON	DIANE E RUSHTON	CLASS 5	400,000.00	140,027.80	0.00	259,972.20
RUSSELL	EDWIN H & RUTHE J RUSSELL	CLASS 3	50,000.00	4,183.33	0.00	45,816.67
RUSSELL	PROV. TR GP-FBO ERNEST R RUSSELL IRA	CLASS 3	102,850.00	15,699.68	0.00	87,150.32
RUSSELL	SUSAN RUSSELL	CLASS 3	70,000.00	1,728.60	0.00	68,271.40
RUSSELL	THE JEFFREY S RUSSELL TR 4TH A/R 05/03/00	CLASS 3	50,000.00	1,950.00	0.00	48,050.00
RUSSELL	YVETTE RUSSELL LT	CLASS 3	200,000.00	461.11	0.00	199,538.89
RUSSI	PROV. TR GP-FBO JOHN RUSSI IRA	CLASS 3	75,000.00	3,609.38	0.00	71,390.62
RUSTER	MAINSTAR-FBO DOUGLAS RUSTER T2175975	CLASS 3	46,000.00	2,191.39	0.00	43,808.61
RUTHERFORD	MAINSTAR-FBO MARY D RUTHERFORD T2175745	CLASS 3	42,000.00	3,038.00	0.00	38,962.00
RUTKOWSKI	IRA SVCS TR CO-CFBO THOMAS J RUTKOWSKI	CLASS 5	50,000.00	861.12	0.00	49,138.88
RUTZ	KENNETH D & BERNICE J RUTZ	CLASS 5	600,000.00	64,183.34	0.00	535,816.66
RYALS	THE RYALS FT DTD 02/01/07	CLASS 3	150,000.00	9,762.51	0.00	140,237.49
RYAN	DENNIS J & CAROLE S RYAN	CLASS 3	150,000.00	34,500.61	0.00	115,499.39
RYAN	DENNIS J & CAROLE S RYAN	CLASS 5	300,000.00	69,001.21	0.00	230,998.79
RYAN	JOHN M RYAN JR	CLASS 5	200,000.00	61,927.64	0.00	138,072.36
RYAN	KATHLEEN A RYAN	CLASS 3	100,000.00	11,682.08	0.00	88,317.92
RYBAK	MAINSTAR-FBO ANNA RYBAK	CLASS 3	113,606.30	7,400.19	0.00	106,206.11
RYE-MYERS	MAINSTAR-FBO MYRA RYE-MYERS TW003963	CLASS 3	37,000.00	911.87	0.00	36,088.13
S BAR Z FARMS	S BAR Z FARMS LLC	CLASS 3	100,000.00	6,233.33	0.00	93,766.67
SABAGH	ESSAM SABAGH	CLASS 5	250,000.00	42,459.52	0.00	207,540.48
SABINE/PFEIFFER	ROBERT M SABINE & ARNOLD D PFEIFFER	CLASS 3	101,000.00	6,161.00	0.00	94,839.00
SABOT	DAVID D & LANA K SABOT	CLASS 3	150,000.00	11,679.18	0.00	138,320.82
SACKER	ALVIN R & DEANNA K SACKER	CLASS 3	25,000.00	1,665.96	0.00	23,334.04
SAEID	ALI HEIDARI SAEID	CLASS 3	150,000.00	1,537.50	0.00	148,462.50
SAIA	IRA SVCS TR CO-CFBO CAROLYN J SAIA IRA	CLASS 3	25,000.00	1,151.07	0.00	23,848.93
SAIGER	RICHARD SAIGER	CLASS 3	50,000.00	2,534.68	0.00	47,465.32
SAILERS	HORIZON TR CO-FBO KINDRA SUE SAILERS IRA	CLASS 3	47,015.00	1,867.51	0.00	45,147.49
SAINSBURY	LYLE SAINSBURY	CLASS 3	75,000.00	31,215.40	0.00	43,784.60
SAINSBURY	PROV. TR GP-FBO LYLE SAINSBURY IRA	CLASS 3	56,000.00	6,757.33	0.00	49,242.67

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SAINT VINCENT	HORIZON TR CO-FBO VERNE R SAINT VINCENT	CLASS 3	75,000.00	5,516.18	0.00	69,483.82
SAINT VINCENT	THE SAINT VINCENT FT	CLASS 3	150,000.00	46,892.25	2,688.38	100,419.37
SAITO	YOSHIYUKI SAITO	CLASS 3	200,000.00	719.45	0.00	199,280.55
SALADYGA	MAINSTAR-FBO MICHELE D SALADYGA T2177549	CLASS 3	60,000.00	2,106.67	0.00	57,893.33
SALADYGA	MAINSTAR-FBO THOMAS M SALADYGA R2177576	CLASS 3	291,000.00	24,056.36	0.00	266,943.64
SALANGA	IRA SVCS TR CO-CFBO JOSEFINA SALANGA IRA	CLASS 3	100,000.00	9,487.51	0.00	90,512.49
SALBER	RICHARD L & KELLEY R SALBER	CLASS 3	110,000.00	13,420.00	0.00	96,580.00
SALCIDO	ISIDRO SALCIDO	CLASS 3	50,000.00	2,404.17	0.00	47,595.83
SALDONA/KINDLER	BARBARA J SALDONA & WENDY L KINDLER	CLASS 3	25,000.00	1,119.06	0.00	23,880.94
SALINARO	ANTHONY SALINARO	CLASS 3	25,000.00	375.01	0.00	24,624.99
SALINAS	MAGDALENA L & DELARDO G SALINAS	CLASS 3	65,000.00	2,315.21	0.00	62,684.79
SALSEDO	2000 SALSEDO FT	CLASS 3	30,000.00	1,843.75	0.00	28,156.25
SALVESTRINI	PROV. TR GP-FBO THOMAS J SALVESTRINI IRA	CLASS 3	99,510.00	7,830.20	0.00	91,679.80
SALVUCCI	GERALD & CARMELLA C SALVUCCI TR	CLASS 3	150,000.00	16,516.15	0.00	133,483.85
SAM	LYNN SAM	CLASS 3	30,000.00	2,154.17	0.00	27,845.83
SAMPLE	PROV. TR GP-FBO WILLIAM SAMPLE IRA	CLASS 5	50,000.00	12,751.89	0.00	37,248.11
SAMUELS	EMILY & MARTIN SAMUELS	CLASS 3	100,000.00	5,749.60	0.00	94,250.40
SAMUELS	JULIUS J SAMUELS	CLASS 3	140,000.00	11,660.48	2,000.00	126,339.52
SAN DIEGO	MAINSTAR-FBO ANNA L SAN DIEGO T2178327	CLASS 3	77,000.00	419.22	0.00	76,580.78
SAN MIGUEL	OLIVIA G & LUIS G SAN MIGUEL	CLASS 5	600,000.00	81,333.33	0.00	518,666.67
SAN MIGUEL	PROV. TR GP-FBO LUIS G SAN MIGUEL IRA	CLASS 5	427,950.00	68,466.55	0.00	359,483.45
SAN MIGUEL	PROV. TR GP-FBO SHANNON SAN MIGUEL IRA	CLASS 5	115,583.00	20,387.56	0.00	95,195.44
SANCHEZ	HAIDEE & ADRIAN JAMES M SANCHEZ	CLASS 3	200,000.00	5,166.67	0.00	194,833.33
SANCHEZ	MARCOS G SANCHEZ	CLASS 3	25,000.00	0.00	0.00	25,000.00
SANCHEZ	MARGARITA SANCHEZ	CLASS 3	25,000.00	1,458.33	0.00	23,541.67
SANCHEZ	PROV. TR GP-FBO CORRINE SANCHEZ IRA	CLASS 3	199,295.04	7,656.25	0.00	191,638.79
SANCTUARY HOLDINGS	SANCTUARY HOLDINGS LLC	CLASS 3	25,000.00	1,166.64	0.00	23,833.36
SANDERS	BOBBY N SANDERS FT	CLASS 3	195,000.00	3,128.07	0.00	191,871.93
SANDERS	EDDIE WAYNE SANDERS	CLASS 3	100,000.00	333.33	0.00	99,666.67

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
SANDERS	GEORGE E SANDERS	CLASS 3	80,000.00	2,187.79	0.00	77,812.21
SANDERS	JOHN SANDERS	CLASS 3	30,000.00	3,015.00	0.00	26,985.00
SANDERS	MAINSTAR-FBO JEROME SANDERS T2175689	CLASS 3	141,000.00	10,679.58	0.00	130,320.42
SANDERS	MAINSTAR-FBO JOYCE SANDERS	CLASS 3	21,000.00	1,590.58	0.00	19,409.42
SANDERS	MAINSTAR-FBO RAYMOND SANDERS	CLASS 3	50,000.00	2,994.45	0.00	47,005.55
SANDERS	PROV. TR GP-FBO JANE A SANDERS ICA	CLASS 3	114,000.00	5,918.99	0.00	108,081.01
SANDERS	RAYMOND SANDERS	CLASS 3	100,000.00	8,336.10	0.00	91,663.90
SANDERSON	JUDITH B SANDERSON	CLASS 3	398,000.00	0.00	0.00	398,000.00
SANDGREN	JULIETTE SANDGREN	CLASS 3	100,000.00	2,490.26	0.00	97,509.74
SANDHOFF	RONALD & PATRICIA SANDHOFF	CLASS 3	150,000.00	13,387.96	0.00	136,612.04
SANDQUIST	PROV. TR GP-FBO RUSSELL J SANDQUIST IRA	CLASS 3	67,106.12	10,468.56	0.00	56,637.56
SANDS	JACK SANDS	CLASS 5	50,000.00	15,916.68	0.00	34,083.32
SANDY	JAMES SANDY	CLASS 3	100,000.00	1,250.01	0.00	98,749.99
SANDY	PROV. TR GP-FBO JAMES E SANDY IRA	CLASS 3	157,480.28	1,968.50	0.00	155,511.78
SANNER/ROSE	BERNARD F SANNER & SHARON S ROSE	CLASS 3	200,000.00	1,722.22	0.00	198,277.78
SANTHANAM	VATSA SANTHANAM	CLASS 3	500,000.00	30,833.33	0.00	469,166.67
SANTIAGO	REMIGIO & JANET SANTIAGO	CLASS 3	25,000.00	1,180.18	0.00	23,819.82
SANTON	MAINSTAR-FBO LAUREN SANTON BT176994	CLASS 3	30,000.00	1,035.00	0.00	28,965.00
SANTOS	MAINSTAR-FBO ROBERTA B SANTOS TW003461	CLASS 3	285,000.00	22,388.33	0.00	262,611.67
SAPONE	THE SAPONE RT DTD 02/23/10	CLASS 3	100,000.00	12,656.17	0.00	87,343.83
SARICA	PROV. TR GP-FBO EILEEN M SARICA IRA	CLASS 3	28,576.59	5,009.74	0.00	23,566.85
SARNOV	JOSEF & ALLA SARNOV	CLASS 3	50,000.00	3,000.66	0.00	46,999.34
SARNOV	SARRA & YAKOV SARNOV	CLASS 3	75,000.00	6,431.67	1,000.00	67,568.33
SASSER	ABE & PAULETTE SASSER	CLASS 5	100,000.00	18,555.48	0.00	81,444.52
SASSER	ABE SASSER	CLASS 5	50,000.00	8,511.80	0.00	41,488.20
SASSER	SASSER TESTAMENTARY TR FOR KENDYL CATHERS	CLASS 3*	27,000.00	1,953.00	0.00	25,047.00
SASSER	SASSER TESTAMENTARY TR FOR SABLE SASSER	CLASS 3	25,000.00	1,808.29	0.00	23,191.71
SASSER	SASSER TS TR FOR VALERIE CATHERS 11/02/15	CLASS 3	130,000.00	13,832.71	0.00	116,167.29
SATTERFIELD	JESSICA SATTERFIELD	CLASS 5	70,000.00	13,630.48	0.00	56,369.52

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SATTERFIELD	MARCIA P SATTERFIELD	CLASS 3	100,000.00	21,496.51	0.00	78,503.49
SATTLER	KENNETH & EMMA SATTLER	CLASS 3	100,000.00	3,316.67	0.00	96,683.33
SAUNDERS	ROBERT T SAUNDERS	CLASS 3	153,000.00	19,074.37	0.00	133,925.63
SAUTBINE	PROV. TR GP-FBO GARY L SAUTBINE IRA	CLASS 3	209,250.00	19,913.63	0.00	189,336.37
SAUVE	BRADLEY S SAUVE	CLASS 3	50,000.00	7,800.00	0.00	42,200.00
SAVAGE	MAINSTAR-FBO DAWN SAVAGE TW003747	CLASS 3	81,316.68	4,899.33	0.00	76,417.35
SAVAGE	PROV. TR GP-FBO BRENT SAVAGE IRA	CLASS 3	45,000.00	1,222.50	0.00	43,777.50
SAVIO	MAINSTAR-FBO CAROL SAVIO	CLASS 3	48,000.00	2,608.67	0.00	45,391.33
SAVOIE	WILLIAM T & JANET SAVOIE	CLASS 3	150,000.00	4,400.00	0.00	145,600.00
SAVOLD	MAINSTAR-FBO SHANE SAVOLD T2178306	CLASS 3	98,000.00	892.89	0.00	97,107.11
SAWICKI	TERRENCE L & MITCHELL D SAWICKI	CLASS 3	175,000.00	0.00	0.00	175,000.00
SAWYER	THE SANDRA SAWYER RT UAD AMND 06/13/08	CLASS 3	343,452.50	30,423.00	0.00	313,029.50
SAYER	DAVID & HARRIET SAYER	CLASS 3	50,000.00	1,925.00	0.00	48,075.00
SAYNE	AMY B SAYNE	CLASS 3	60,000.00	411.11	0.00	59,588.89
SCARBOROUGH	ELAINE SCARBOROUGH	CLASS 3	25,000.00	659.74	0.00	24,340.26
SCARBROUGH	MIDLAND-FBO STAN SCARBROUGH IRA#7446697	CLASS 5	50,000.00	9,576.47	0.00	40,423.53
SCARBROUGH	STAN & JOYCE SCARBROUGH	CLASS 5	50,000.00	6,972.28	0.00	43,027.72
SCARBROUGH	STAN SCARBROUGH	CLASS 5	150,000.00	18,041.67	0.00	131,958.33
SCARDINE	DOLORES J SCARDINE	CLASS 3	25,000.00	621.54	0.00	24,378.46
SCARLETT	PROV. TR GP-FBO NORMA SCARLETT IRA	CLASS 3	397,800.00	40,840.80	0.00	356,959.20
SCARNECCHIA	PROV. TR GP-FBO VITO C SCARNECCHIA IRA	CLASS 3	42,500.00	1,603.78	0.00	40,896.22
SCAROFIE	MAINSTAR-FBO RONALD SCAROFIE	CLASS 3	155,000.00	15,037.18	0.00	139,962.82
SCARPA	JOYCE SCARPA	CLASS 3	25,000.00	350.70	0.00	24,649.30
SCHABO	CLARK H SCHABO	CLASS 3	25,000.00	381.95	0.00	24,618.05
SCHABO	MARK H SCHABO	CLASS 3	25,000.00	347.23	0.00	24,652.77
SCHACKOW	PROV. TR GP-FBO TERRY L SCHACKOW IRA	CLASS 3	205,500.00	30,478.48	0.00	175,021.52
SCHACKOW	PROV. TR GP-FBO TERRY L SCHACKOW IRA	CLASS 5	200,000.00	29,662.76	0.00	170,337.24
SCHACKOW	TERRY L SCHACKOW	CLASS 3	50,000.00	7,982.03	0.00	42,017.97
SCHADE	PROV. TR GP-FBO DAVID N SCHADE IRA	CLASS 3	90,000.00	332.50	0.00	89,667.50

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
SCHAECHTELE	DAVID SCHAECHTELE	CLASS 3	50,000.00	3,626.43	0.00	46,373.57
SCHAECHTELE	MAINSTAR-FBO DAVID SCHAECHTELE	CLASS 3	22,350.95	2,371.69	0.00	19,979.26
SCHAFER	JOHN & LORRAINE SCHAFER	CLASS 3	60,000.00	1,380.00	0.00	58,620.00
SCHAFER	PROV. TR GP-FBO BETSY P SCHAFER IRA	CLASS 3	244,500.00	6,118.78	0.00	238,381.22
SCHAIBLE	LES SCHAIBLE	CLASS 3	25,000.00	1,103.79	0.00	23,896.21
SCHAIBLE	MARY J & ROGER D SCHAIBLE	CLASS 3	25,000.00	1,103.79	0.00	23,896.21
SCHARKLET	MAINSTAR-FBO JEWELDEAN SCHARKLET TW003645	CLASS 3	200,000.00	9,877.77	0.00	190,122.23
SCHATTNER	PROV. TR GP-FBO ROBERT L SCHATTNER IRA	CLASS 3	519,500.00	40,151.60	0.00	479,348.40
SCHATTNER	ROBERT L SCHATTNER TR	CLASS 3	900,000.00	102,646.79	0.00	797,353.21
SCHATTNER	ROBERT L SCHATTNER TR	CLASS 5	100,000.00	11,405.20	0.00	88,594.80
SCHEEHLE	MAINSTAR-FBO BRUCE A SCHEEHLE T2176124	CLASS 3	76,200.00	3,752.09	0.00	72,447.91
SCHEID	PROV. TR GP-FBO STEPHEN D SCHEID IRA	CLASS 3	631,000.00	83,463.70	0.00	547,536.30
SCHEID	PROV. TR GP-FBO STEPHEN D SCHEID IRA	CLASS 5	313,039.12	41,406.34	0.00	271,632.78
SCHEINER	MORRIS & SYLVIA SCHEINER	CLASS 3*	100,000.00	6,321.88	0.00	93,678.12
SCHELINSKI	PROV. TR GP-FBO JEFFERY P SCHELINSKI IRA	CLASS 3	55,000.00	1,700.42	0.00	53,299.58
SCHEMAN	ADV. IRA SVC-FBO DONALD R SCHEMAN IRA	CLASS 3	40,000.00	8,020.01	0.00	31,979.99
SCHERER	EMANUEL SCHERER RT	CLASS 3	50,000.00	2,208.33	0.00	47,791.67
SCHERER	PAUL M SCHERER	CLASS 3	50,000.00	8,227.70	0.00	41,772.30
SCHEUERMAN	ROBERT W & JOYCE E SCHEUERMAN	CLASS 3	25,000.00	0.00	0.00	25,000.00
SCHIEL	JOHN T SCHIEL	CLASS 3	125,000.00	20,027.82	0.00	104,972.18
SCHIFF	MAINSTAR-FBO SHERRIE SCHIFF	CLASS 5	200,000.00	20,966.71	0.00	179,033.29
SCHINDLER	RICHARD E & LESLIE A SCHINDLER	CLASS 3	50,000.00	2,100.72	0.00	47,899.28
SCHINZING	PROV. TR GP-FBO DONALD F SCHINZING IRA	CLASS 3	200,000.00	48,068.22	0.00	151,931.78
SCHIPPERS	PROV. TR GP-FBO ESTHER M SCHIPPERS IRA	CLASS 3	75,000.00	875.00	0.00	74,125.00
SCHLAGE	ROBERT & CHERYL SCHLAGE	CLASS 3	200,000.00	2,362.50	0.00	197,637.50
SCHLAHT	PROV. TR GP-FBO JOHN H SCHLAHT IRA	CLASS 3	153,098.55	27,938.36	0.00	125,160.19
SCHLATER	MAINSTAR-FBO STANLEY R SCHLATER T2177813	CLASS 3	42,900.35	792.47	0.00	42,107.88
SCHLATER	SCHLATER FRLT	CLASS 3	200,000.00	1,438.90	0.00	198,561.10
SCHLICHTING	ROBERT A SCHLICHTING	CLASS 3	315,000.00	131,529.94	0.00	183,470.06

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SCHLICHTING	ROBERT A SCHLICHTING	CLASS 5	100,000.00	41,755.53	0.00	58,244.47
SCHLICHTING	SCHLICHTING TR DTD 04/03/17	CLASS 3	25,000.00	312.51	0.00	24,687.49
SCHLICKAU	DONALD & NANCY SCHLICKAU	CLASS 5	100,000.00	5,983.31	0.00	94,016.69
SCHLIES	MICHAEL J & LYNN D SCHLIES	CLASS 3	25,000.00	371.54	0.00	24,628.46
SCHMEHLING	KIM SCHMEHLING	CLASS 3	150,000.00	16,150.00	0.00	133,850.00
SCHMELZ	BERNICE A & GARY W SCHMELZ	CLASS 5	100,000.00	11,812.38	0.00	88,187.62
SCHMICK	WALTER R & MARGARET A SCHMICK	CLASS 3	115,000.00	2,101.67	0.00	112,898.33
SCHMIDT	DALE M SCHMIDT	CLASS 3	150,000.00	12,995.88	0.00	137,004.12
SCHMIDT	ELIZABETH & HOWARD SCHMIDT	CLASS 3	25,000.00	2,602.92	0.00	22,397.08
SCHMIDT	IRENE SCHMIDT	CLASS 3	100,000.00	8,708.40	0.00	91,291.60
SCHMIDT	PROV. TR GP-FBO ELIZABETH SCHMIDT IRA	CLASS 3	52,613.48	5,652.67	0.00	46,960.81
SCHMIDT	PROV. TR GP-FBO HOWARD SCHMIDT IRA	CLASS 3	93,282.10	10,505.90	0.00	82,776.20
SCHMIDT	PROV. TR GP-FBO JERRY W SCHMIDT IRA	CLASS 3	104,500.00	24,744.29	0.00	79,755.71
SCHMIDT	SANDRA SCHMIDT	CLASS 3	100,000.00	1,715.29	0.00	98,284.71
SCHMIDT	SIEGFRIED SCHMIDT	CLASS 3	250,000.00	26,028.42	0.00	223,971.58
SCHMIDT	THE SCHMIDT FT	CLASS 3	250,000.00	6,840.30	0.00	243,159.70
SCHMIDT	WAYNE & TONI SCHMIDT	CLASS 3	210,000.00	6,294.17	0.00	203,705.83
SCHMIEDICKE	MAINSTAR-FBO PAMELA SCHMIEDICKE T2175264	CLASS 3	74,500.00	7,099.22	0.00	67,400.78
SCHMITS	PROV. TR GP-FBO LARRY F SCHMITS IRA	CLASS 3	258,500.00	28,155.33	0.00	230,344.67
SCHMITT	DOLORES S SCHMITT	CLASS 5	50,000.00	11,611.14	0.00	38,388.86
SCHMITT	PROV. TR GP-FBO DONNA SCHMITT IRA	CLASS 3	103,000.00	16,903.44	0.00	86,096.56
SCHNECK	ROBERT SCHNECK	CLASS 3	50,000.00	715.27	0.00	49,284.73
SCHNEEKLOTH	GARY & BETH SCHNEEKLOTH	CLASS 3	25,000.00	284.73	0.00	24,715.27
SCHNEIDER	HORIZON TR CO-FBO ERIN A SCHNEIDER IRA	CLASS 3	71,499.00	7,316.79	0.00	64,182.21
SCHNEIDER	LEON SCHNEIDER	CLASS 3	150,000.00	5,520.41	0.00	144,479.59
SCHNEIDER	STEVEN SCHNEIDER	CLASS 3	25,000.00	4,249.00	0.00	20,751.00
SCHNOTALA	IRA SVCS TR CO-CFBO DONALD SCHNOTALA IRA	CLASS 5	203,000.00	25,572.38	0.00	177,427.62
SCHNULLE	DALE B SCHNULLE	CLASS 3	20,000.00	1,474.94	0.00	18,525.06
SCHOCKET	LORRAINE M SCHOCKET LT DTD 01/21/16	CLASS 3	200,000.00	11,449.99	0.00	188,550.01

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SCHOCKET	PROV. TR GP-FBO LORRAINE SCHOCKET IRA	CLASS 3	299,500.00	7,862.44	0.00	291,637.56
SCHOEN	ALAN F & ANDREA SCHOEN RT	CLASS 3	70,000.00	3,926.91	0.00	66,073.09
SCHOEN	PROV. TR GP-FBO ALAN F SCHOEN IRA	CLASS 3	49,500.00	3,539.25	0.00	45,960.75
SCHOENBERG	CAROLE & PAUL SCHOENBERG	CLASS 3	90,000.00	14,261.25	0.00	75,738.75
SCHOENFELD	CAROL E & CHAZZ SCHOENFELD	CLASS 3	100,000.00	4,757.63	0.00	95,242.37
SCHOENHERR	THOMAS L SCHOENHERR	CLASS 3	150,000.00	15,525.00	0.00	134,475.00
SCHOENLEIN	ERNEST L & ELIZABETH A SCHOENLEIN	CLASS 5	100,000.00	17,123.26	0.00	82,876.74
SCHOENLEIN	MARCIA E SCHOENLEIN	CLASS 3	51,000.00	6,584.58	0.00	44,415.42
SCHOENLEIN	PROV. TR GP-FBO ELIZABETH A SCHOENLEIN IRA	CLASS 3	68,000.00	8,840.00	0.00	59,160.00
SCHOLZ	STEVEN SCHOLZ	CLASS 3	25,000.00	354.17	0.00	24,645.83
SCHONE	CHARLES W SCHONE	CLASS 3	80,000.00	16,799.91	1,000.00	62,200.09
SCHOOFF	BONNIE SCHOOFF	CLASS 3	26,985.69	1,002.99	0.00	25,982.70
SCHOOLS	IRA SVCS TR CO-CFBO EUGENE J SCHOOLS	CLASS 3	35,000.00	1,228.48	0.00	33,771.52
SCHORTGEN	PROV. TR GP-FBO LAWRENCE A SCHORTGEN IRA	CLASS 3	122,000.00	21,594.00	0.00	100,406.00
SCHOUMACHER	ROGER A SCHOUMACHER	CLASS 3	75,000.00	10,827.95	0.00	64,172.05
SCHOUTEN	NEAL R SCHOUTEN	CLASS 5	400,000.00	76,927.75	0.00	323,072.25
SCHOUTEN	SHERRILL & CAROL SCHOUTEN	CLASS 3	50,000.00	2,520.87	0.00	47,479.13
SCHRAG	ELDON D & RUTH M SCHRAG FT	CLASS 3	60,000.00	3,091.67	0.00	56,908.33
SCHREFFLER	RANDY & ESTER SCHREFFLER	CLASS 3	1,000,000.00	67,188.00	0.00	932,812.00
SCHREFFLER	RANDY & ESTER SCHREFFLER	CLASS 5	300,000.00	20,156.40	0.00	279,843.60
SCHREINER	JOHN SCHREINER	CLASS 3	25,000.00	0.00	0.00	25,000.00
SCHREYER	CLAYTON SCHREYER	CLASS 3	211,300.00	22,980.93	0.00	188,319.07
SCHREYER	MAINSTAR-FBO CLAYTON SCHREYER RW003352	CLASS 3	57,100.00	5,056.61	0.00	52,043.39
SCHREYER	MAINSTAR-FBO MICHELLE SCHREYER RW00390	CLASS 3	50,000.00	2,050.00	0.00	47,950.00
SCHREYER	PROV. TR GP-FBO SCOTT SCHREYER IRA	CLASS 3	77,000.00	3,399.76	0.00	73,600.24
SCHRIER	JEFFREY SCHRIER	CLASS 5	150,000.00	20,052.20	0.00	129,947.80
SCHROEDER	RONALD G & BETTY S SCHROEDER	CLASS 3	25,000.00	825.00	0.00	24,175.00
SCHROEDL	JAMES S & BARBARA H SCHROEDL	CLASS 3	100,000.00	13,722.89	0.00	86,277.11
SCHROER	ROBERT E & KAREN A SCHROER	CLASS 3	200,000.00	1,909.73	0.00	198,090.27

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SCHROYER	DARLA SCHROYER	CLASS 3	26,000.00	104.72	0.00	25,895.28
SCHULER	ROBERT & NANCY SCHULER	CLASS 3	50,000.00	6,127.16	0.00	43,872.84
SCHULTE	PROV. TR GP-FBO RITA A SCHULTE IRA	CLASS 3	127,250.00	9,048.90	0.00	118,201.10
SCHULTE	RITA A SCHULTE	CLASS 3	115,000.00	7,043.75	0.00	107,956.25
SCHULTZ	ELIZABETH SCHULTZ	CLASS 3	125,000.00	3,395.83	0.00	121,604.17
SCHULTZ	GERALD K & CERESSE D SCHULTZ	CLASS 3	50,000.00	6,122.16	0.00	43,877.84
SCHULTZ	GERALD K SCHULTZ	CLASS 3	75,000.00	6,168.83	0.00	68,831.17
SCHULTZ	HORIZON TR CO-FBO RUSSELL SCHULTZ	CLASS 3	100,000.00	1,186.10	0.00	98,813.90
SCHULTZ	PROV. TR GP-FBO STEVEN G SCHULTZ ROTH IRA	CLASS 3	184,000.00	8,719.28	0.00	175,280.72
SCHULTZ	PROV. TR GP-FBO STEVEN G SCHULTZ ROTH IRA	CLASS 3*	42,000.00	1,288.00	0.00	40,712.00
SCHULTZ	RICHARD R & DARLENE L SCHULTZ	CLASS 3	50,000.00	673.60	0.00	49,326.40
SCHULZ	PROV. TR GP-FBO ALAN SCHULZ IRA	CLASS 3	23,382.01	2,638.27	0.00	20,743.74
SCHULZE	CHAD A & JODY L SCHULZE	CLASS 3	30,000.00	291.67	0.00	29,708.33
SCHULZE	JAY A SCHULZE	CLASS 3	25,000.00	899.33	0.00	24,100.67
SCHULZE	MAINSTAR-FBO JERALD SCHULZE BT178358	CLASS 3	61,000.00	213.50	0.00	60,786.50
SCHULZE	MAINSTAR-FBO JERALD SCHULZE T2178340	CLASS 3	100,000.00	350.00	0.00	99,650.00
SCHULZE	MAINSTAR-FBO VICTORIA A SCHULZE T2178169	CLASS 3	309,800.00	3,201.27	0.00	306,598.73
SCHULZE	MICHAEL A SCHULZE RT DTD 08/15/98	CLASS 3	75,000.00	15,944.00	0.00	59,056.00
SCHUMACHER	LILLIAN J SCHUMACHER	CLASS 3	20,000.00	591.64	0.00	19,408.36
SCHUSTER	MARILYN G SCHUSTER	CLASS 3	120,000.00	2,800.00	0.00	117,200.00
SCHUTZ	PIERRE SCHUTZ	CLASS 3	50,000.00	6,108.40	0.00	43,891.60
SCHUYLER	JIMMIE L SCHUYLER	CLASS 3	120,000.00	8,420.00	0.00	111,580.00
SCHVETZ	JOHN J & ELLEN M SCHVETZ	CLASS 3	100,000.00	18,233.33	0.00	81,766.67
SCHWABISH	MAINSTAR-FBO JUNE SCHWABISH TW003431	CLASS 3	410,000.00	32,069.74	0.00	377,930.26
SCHWABISH	SCHWABISH LT DTD 01/14/10	CLASS 3	150,000.00	14,615.78	0.00	135,384.22
SCHWARTZ	BRUCE SCHWARTZ	CLASS 5	100,000.00	18,805.48	0.00	81,194.52
SCHWARTZ	JOHN SCHWARTZ	CLASS 3	20,000.00	1,337.81	0.00	18,662.19
SCHWARTZ	LINDA SCHWARTZ	CLASS 3	25,000.00	27.78	0.00	24,972.22
SCHWARTZ	MAINSTAR-FBO JONATHAN SCHWARTZ T2176783	CLASS 3	46,000.00	1,225.39	0.00	44,774.61

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 3 - Schedule of Principal Amounts and Prepetition Distributions**

Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
SCHWARTZ	MAINSTAR-FBO WILLIAM SCHWARTZ	CLASS 3	250,000.00	17,854.10	0.00	232,145.90
SCHWARTZ	PROV. TR GP-FBO SEYMOUR SCHWARTZ IRA	CLASS 3	139,011.33	6,036.29	0.00	132,975.04
SCHWARZ	BERTHOLD & ANITA SCHWARZ	CLASS 3	150,000.00	12,850.67	0.00	137,149.33
SCHWEGEL	ERNST L & BIRGIT SCHWEGEL	CLASS 3	30,000.00	2,620.00	0.00	27,380.00
SCHWEIGER	WENDELL H SCHWEIGER	CLASS 3	40,000.00	7,360.04	0.00	32,639.96
SCHWICHTENBERG	GERALD SCHWICHTENBERG	CLASS 3	25,000.00	410.59	0.00	24,589.41
SCLATER	JERRY & DARLENE SCLATER	CLASS 3	25,000.00	1,538.24	0.00	23,461.76
SCOFIELD	RANDALL SCOFIELD	CLASS 3	150,000.00	24,659.74	0.00	125,340.26
SCOTT	JOANMARIE M SCOTT	CLASS 3	50,000.00	4,490.29	0.00	45,509.71
SCOTT	LAURA SCOTT	CLASS 3	130,000.00	6,070.00	0.00	123,930.00
SCOTT	PHILLIP O SCOTT	CLASS 3	50,000.00	7,550.00	0.00	42,450.00
SCOTT	PROV. TR GP-FBO GEORGE ALAN SCOTT IRA	CLASS 3	161,000.00	20,497.95	0.00	140,502.05
SCOTT	PROV. TR GP-FBO STEPHEN T SCOTT IRA	CLASS 3	240,000.00	34,607.57	0.00	205,392.43
SCOTT	PROV. TR GP-FBO STEPHEN T SCOTT IRA	CLASS 5	300,000.00	43,259.47	0.00	256,740.53
SCOTT	RUTH E SCOTT	CLASS 3	30,000.00	4,283.33	0.00	25,716.67
SCOTT	STEPHEN T SCOTT	CLASS 3	1,100,000.00	142,688.74	0.00	957,311.26
SCOTT	SUZANNE W SCOTT	CLASS 3	100,000.00	17,431.04	0.00	82,568.96
SCOTT	KARIN V SCOTT TTEE THE KARIN V SCOTT TA	CLASS 3	100,000.00	1,147.22	0.00	98,852.78
SCURTI	PROV. TR GP-FBO VINCENT SCURTI JR IRA	CLASS 3	34,000.00	606.33	0.00	33,393.67
SEALEY	MAINSTAR-FBO DENNIS G SEALEY TW003435	CLASS 3	562,945.81	39,655.34	0.00	523,290.47
SEAY	HOWARD K & DELORES M SEAY	CLASS 5	487,000.00	172,132.53	0.00	314,867.47
SEAY	PROV. TR GP-FBO DELORES M SEAY IRA	CLASS 5	54,000.00	11,460.00	0.00	42,540.00
SEAY	PROV. TR GP-FBO HOWARD K SEAY IRA	CLASS 3	47,143.00	8,383.61	0.00	38,759.39
SEAY	PROV. TR GP-FBO HOWARD K SEAY IRA	CLASS 5	50,000.00	8,891.69	0.00	41,108.31
SEDBERRY	LYLE SEDBERRY	CLASS 5	50,000.00	16,375.14	0.00	33,624.86
SEELIG	FLORENCE ANN SEELIG RLT	CLASS 3	25,000.00	867.01	0.00	24,132.99
SEELY	MAINSTAR-FBO MICHAEL J SEELY	CLASS 3	200,000.00	36,088.87	0.00	163,911.13
SEGER	EUGENE G SEGER IRREV TR DTD 07/18/11	CLASS 3	50,000.00	5,608.33	0.00	44,391.67
SEGER	JOAN E & ELIZABETH A SEGER	CLASS 3	100,000.00	23,622.34	0.00	76,377.66

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
SEGER	JOHN R SEGER TR DTD 11/18/08	CLASS 3	353,000.00	9,818.75	0.00	343,181.25
SEGER	TIM S & MARY K SEGER	CLASS 3	100,000.00	10,466.67	0.00	89,533.33
SEIBEL	ELEANOR & CLIFFORD SEIBEL TTEES 04/11/91	CLASS 3	40,000.00	2,788.94	0.00	37,211.06
SELF	SHARON K SELF	CLASS 3	37,000.00	3,075.00	0.00	33,925.00
SELLERS	PROV. TR GP-FBO SUSAN I SELLERS IRA	CLASS 3	71,000.00	1,601.44	0.00	69,398.56
SELLMEYER	KURT & MICHELLE SELLMEYER	CLASS 3	55,000.00	3,355.00	0.00	51,645.00
SEMERIA	BRUCE SEMERIA	CLASS 3	80,000.00	2,933.32	1,000.00	76,066.68
SEMERIA	MAINSTAR-FBO BRUCE SEMERIA TW003685	CLASS 3	1,174,500.00	57,833.59	0.00	1,116,666.41
SEMON	IRA SVCS TR CO-CFBO JOHN K SEMON IRA	CLASS 3	42,000.00	5,629.17	0.00	36,370.83
SERAFANO	MAINSTAR-FBO MARY BETH SERAFANO T2177816	CLASS 3	1,000,000.00	17,333.33	0.00	982,666.67
SERGI	PAUL & ROSEMARIE SERGI	CLASS 5	50,000.00	26,307.25	0.00	23,692.75
SERIO	FRANCIS XAVIER SERIO TR DTD 04/25/01	CLASS 5	400,000.00	20,888.88	0.00	379,111.12
SERMAN	THE MIRIAM L SERMAN 2010 TR	CLASS 3	300,000.00	5,916.64	0.00	294,083.36
SERMON	BRADLEY SERMON	CLASS 3	30,000.00	485.00	0.00	29,515.00
SERNA-ARAGOZA	MAINSTAR-FBO M T SERNA-ARAGOZA T2177190	CLASS 3	121,250.00	4,963.22	0.00	116,286.78
SERRANO	MAINSTAR-FBO DANIEL SERRANO T2177387	CLASS 3	149,924.90	2,439.93	0.00	147,484.97
SERRANO	MAINSTAR-FBO LEROY SERRANO T2177076	CLASS 5	600,000.00	26,750.00	0.00	573,250.00
SERY	MAINSTAR-FBO STEVEN SERY T2175498	CLASS 3	250,000.00	13,663.89	0.00	236,336.11
SERY	STEVEN J & SUZAN C SERY	CLASS 3	150,000.00	30,716.67	0.00	119,283.33
SESHADRI/SADAGOPAN	SADAGOPAN SESHADRI & R SADAGOPAN	CLASS 5	50,000.00	8,236.17	0.00	41,763.83
SESSOMS	HIRAM J JR & ANNA M SESSOMS	CLASS 3	50,000.00	1,180.54	0.00	48,819.46
SETIAN	PETER SETIAN	CLASS 5	150,000.00	35,825.00	0.00	114,175.00
SETO	FOON LUN SETO	CLASS 3	100,000.00	12,377.84	0.00	87,622.16
SETO	FOON LUN SETO & MEE KIU CHAN-SETO RLTT	CLASS 5	450,000.00	164,652.73	0.00	285,347.27
SETO	SUNWEST TR FOON LUN SETO IRA	CLASS 3	35,000.00	13,153.71	0.00	21,846.29
SETO	SUNWEST TR FOON LUN SETO IRA	CLASS 5	181,000.00	68,023.46	0.00	112,976.54
SETTERLOF	MAINSTAR-FBO DONALD G SETTERLOF	CLASS 3	142,000.00	10,421.07	0.00	131,578.93
SETTERLOF	MAINSTAR-FBO DONALD G SETTERLOF	CLASS 5	118,000.00	8,659.77	0.00	109,340.23
SETTERLOF	MAINSTAR-FBO MARGARET A SETTERLOF	CLASS 3	85,500.00	5,078.94	0.00	80,421.06

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Schedule 3 - Schedule of Principal Amounts and Prepetition Distributions**

Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
SETTLEMIRE	SANDRA SETTLEMIRE	CLASS 3	95,000.00	12,246.67	0.00	82,753.33
SEURER	CAROL SEURER	CLASS 3	50,000.00	2,300.01	0.00	47,699.99
SEWALD	JAMES R & SUSAN L SEWALD	CLASS 3	25,000.00	753.50	0.00	24,246.50
SEXTON	MAINSTAR-FBO JAMES SEXTON T2178254	CLASS 3	100,000.00	531.01	0.00	99,468.99
SEXTON	SEXTON FT	CLASS 3	40,000.00	2,519.15	0.00	37,480.85
SEYMOUR	PROV. TR GP-FBO JAMES R SEYMOUR IRA	CLASS 3	104,200.00	10,593.67	0.00	93,606.33
SHAFFER	TIMOTHY G SHAFFER	CLASS 3	38,000.00	3,295.79	0.00	34,704.21
SHAFFER	VIKI L SHAFFER	CLASS 3	50,000.00	8,985.95	0.00	41,014.05
SHAFTER	RICHARD SHAFTER	CLASS 3	175,000.00	0.00	0.00	175,000.00
SHAH	O J SHAH	CLASS 3	25,000.00	357.65	0.00	24,642.35
SHAH	SNEHAL M & NIPA S SHAH	CLASS 3	100,000.00	2,347.23	0.00	97,652.77
SHAH	SONAL SHAH	CLASS 3	100,000.00	1,430.57	0.00	98,569.43
SHAKET	ALEXANDER & JANNA SHAKET	CLASS 3	250,000.00	12,951.43	0.00	237,048.57
SHANK	ISAAC DAVID SHANK	CLASS 3	90,000.00	2,607.50	0.00	87,392.50
SHANK	LOIS C SHANK	CLASS 3	53,000.00	662.77	0.00	52,337.23
SHAO	WEIWEI SHAO	CLASS 3	300,000.00	9,726.67	0.00	290,273.33
SHAPIRO	CAROLE & ROBERT SHAPIRO	CLASS 3	25,000.00	1,466.67	0.00	23,533.33
SHAPIRO	MAINSTAR-FBO CARRIE SHAPIRO RW003801	CLASS 3	19,000.00	823.33	0.00	18,176.67
SHAPIRO	NANCY & JERRY SHAPIRO	CLASS 3	200,000.00	24,616.52	0.00	175,383.48
SHARKEY	PROV. TR GP-FBO DAWN SHARKEY IRA	CLASS 3	163,500.00	14,213.14	0.00	149,286.86
SHARKEY	PROV. TR GP-FBO ROBERT SHARKEY IRA	CLASS 3	99,000.00	9,702.00	0.00	89,298.00
SHARKEY	ROBERT & DAWN SHARKEY	CLASS 3	175,000.00	16,703.84	0.00	158,296.16
SHARMA	SHREE & ANU SHARMA	CLASS 3	168,000.00	33,351.80	0.00	134,648.20
SHARPE	FRAN S SHARPE	CLASS 3	93,402.09	1,775.11	0.00	91,626.98
SHARPE	FRAN S SHARPE	CLASS 5	141,030.21	2,680.28	0.00	138,349.93
SHARPE	MAINSTAR-FBO PHILIP SHARPE	CLASS 3	112,000.00	6,794.67	0.00	105,205.33
SHARPE/STEWART	HUBERT M SHARPE & JOSEPHINE M STEWART	CLASS 3	50,000.00	791.66	0.00	49,208.34
SHASHA	MAINSTAR-FBO KATHY SHASHA T2175101	CLASS 3	58,000.00	4,333.91	0.00	53,666.09
SHAUGHNESSY	MARGARET A SHAUGHNESSY	CLASS 3	34,654.00	1,489.17	0.00	33,164.83

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Schedule 3 - Schedule of Principal Amounts and Prepetition Distributions**

Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
SHAVER	ANNA SHAVER	CLASS 3	180,000.00	21,617.50	0.00	158,382.50
SHAVER	MAINSTAR-FBO ANNA SHAVER T2174691	CLASS 3	180,000.00	16,152.50	0.00	163,847.50
SHAW	DENNIS D SHAW TR DTD 08/07/97	CLASS 3	270,000.00	10,931.25	0.00	259,068.75
SHAW	JEFFREY V SHAW	CLASS 3	50,000.00	3,908.33	0.00	46,091.67
SHAW	MAINSTAR-FBO DAWN M SHAW	CLASS 3	59,000.00	4,208.67	0.00	54,791.33
SHAW	PHILIP H & CAROL L SHAW	CLASS 3	25,000.00	1,153.44	0.00	23,846.56
SHAW	PROV. TR GP-FBO SUSAN N SHAW ROTH IRA	CLASS 3	74,750.00	4,406.53	0.00	70,343.47
SHAW	PROV. TR GP-FBO VIVIAN F SHAW IRA	CLASS 3	224,050.00	4,070.24	0.00	219,979.76
SHAW	THE VIVIAN F SHAW RT DTD 07/23/09	CLASS 3	100,000.00	6,316.67	0.00	93,683.33
SHEAR	VIVIANNE SHEAR	CLASS 3	90,000.00	7,036.70	0.00	82,963.30
SHEARER	VIRGINIA A SHEARER	CLASS 3	50,000.00	7,118.82	0.00	42,881.18
SHEDLOCK	DAVID A SHEDLOCK	CLASS 3	100,000.00	350.00	0.00	99,650.00
SHEEHAN	MAINSTAR-FBO JEANETTE M SHEEHAN	CLASS 3	75,040.50	5,534.25	0.00	69,506.25
SHEETZ	ROBERT C & LINDA E SHEETZ	CLASS 3	25,000.00	2,291.67	0.00	22,708.33
SHEFFIELD	SCOTT N & VIKI C SHEFFIELD	CLASS 3	250,000.00	20,134.05	0.00	229,865.95
SHEIN	ANJE SHEIN RT	CLASS 3	300,000.00	34,738.07	0.00	265,261.93
SHEIN	ANJE SHEIN RT	CLASS 5	400,000.00	46,317.43	0.00	353,682.57
SHELLEY	LISA M SHELLEY	CLASS 3	900,000.00	172,339.11	0.00	727,660.89
SHELLEY	LISA M SHELLEY	CLASS 5	250,000.00	47,871.98	0.00	202,128.02
SHELLY	LYLE SHELLEY	CLASS 3	330,000.00	50,679.27	0.00	279,320.73
SHELLY	LYLE SHELLEY	CLASS 5	100,000.00	15,357.35	0.00	84,642.65
SHELTER	PETS AND PALS SHELTER	CLASS 3	450,000.00	21,812.50	0.00	428,187.50
SHELTON	IRA SVCS TR CO-CFBO MICHAEL S SHELTON IRA	CLASS 3	27,000.00	733.75	0.00	26,266.25
SHEMTOB	DAHLIA SHEMTOB	CLASS 3*	85,000.00	13,231.67	0.00	71,768.33
SHEN	DARREN SHEN-KAO & PEGGY SHEN	CLASS 3	25,000.00	636.79	0.00	24,363.21
SHEN	REAGAN SHEN-KAO & PEGGY SHEN	CLASS 3	100,000.00	2,547.21	0.00	97,452.79
SHEN-KAO	TYLER SHEN-KAO & PEGGY SHEN	CLASS 3	50,000.00	1,273.62	0.00	48,726.38
SHEPARD	DIANE SHEPARD	CLASS 3	50,000.00	1,475.71	0.00	48,524.29
SHEPARD	PROV. TR GP-FBO JOHN SHEPARD IRA	CLASS 3	45,000.00	1,710.00	0.00	43,290.00

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
SHEPHERD	THOMAS & LORETTA SHEPHERD	CLASS 3	250,000.00	18,487.80	0.00	231,512.20
SHEPPARD	PROV. TR GP-FBO DALE E SHEPPARD IRA	CLASS 3	76,170.00	5,835.47	0.00	70,334.53
SHERBY	LINDA SHERBY TR	CLASS 5	100,000.00	18,098.37	0.00	81,901.63
SHERIDAN	DIANA LLYN SHERIDAN LT DTD 02/10/10	CLASS 3	50,000.00	3,130.21	0.00	46,869.79
SHERIDAN	DIANA LLYN SHERIDAN LT DTD 02/10/10	CLASS 5	50,000.00	3,130.21	0.00	46,869.79
SHERIDAN	HUGH T SHERIDAN	CLASS 3	150,000.00	33,154.51	0.00	116,845.49
SHERIDAN	HUGH T SHERIDAN	CLASS 5	100,000.00	22,103.00	0.00	77,897.00
SHERIDAN	JOAN E SHERIDAN	CLASS 3	225,000.00	50,522.01	0.00	174,477.99
SHERIDAN	JOAN E SHERIDAN	CLASS 5	100,000.00	22,454.22	0.00	77,545.78
SHERIDAN	THE DIANA LLYN SHERIDAN CHAR REMAINDER TR	CLASS 5	150,000.00	12,541.67	0.00	137,458.33
SHERMAN	LEONARD & DONNA SHERMAN	CLASS 3	75,000.00	4,947.10	448.06	69,604.84
SHERMAN	MAINSTAR-FBO JUDITH SHERMAN R2176404	CLASS 3	37,187.00	738.58	0.00	36,448.42
SHERMAN	MAINSTAR-FBO JUDITH SHERMAN T2176403	CLASS 3	40,431.00	1,167.44	0.00	39,263.56
SHERMAN	THE STANLEY SHERMAN IRREV TR	CLASS 3	100,000.00	5,125.04	0.00	94,874.96
SHERROW	SHERRY SHERROW	CLASS 3	400,000.00	30,866.67	0.00	369,133.33
SHERWOOD	JEFFREY & YVONNE SHERWOOD	CLASS 3	50,000.00	1,779.19	0.00	48,220.81
SHI/DIWU	XIAOLIN SHI & LAN DIWU	CLASS 3	25,000.00	687.50	0.00	24,312.50
SHIGEMATSU	GEORGE & JANICE SHIGEMATSU	CLASS 3	30,000.00	745.83	0.00	29,254.17
SHIMANOVICH	MAINSTAR-FBO IZA SHIMANOVICH	CLASS 3	25,000.00	2,711.82	0.00	22,288.18
SHIMANOVICH	MAINSTAR-FBO RITA SHIMANOVICH	CLASS 3	25,000.00	1,565.98	0.00	23,434.02
SHIMKIN	PROV. TR GP-FBO ROSA SHIMKIN IRA	CLASS 3	34,101.50	5,733.39	0.00	28,368.11
SHIMKIN	ROSA & LOUIS SHIMKIN	CLASS 3	60,000.00	5,805.83	0.00	54,194.17
SHIMP	GEORGE P SHIMP	CLASS 3	50,000.00	0.00	0.00	50,000.00
SHINABERRY	NOLA SHINABERRY	CLASS 3	25,000.00	2,257.01	0.00	22,742.99
SHINABERY	LELAND K SHINABERY	CLASS 3	33,171.00	393.45	0.00	32,777.55
SHINDLER	JAMES W & LORRAINE M SHINDLER	CLASS 3	100,000.00	5,912.51	0.00	94,087.49
SHIPLEY	MAINSTAR-FBO LINDA R SHIPLEY	CLASS 5	177,500.00	16,823.14	0.00	160,676.86
SHIPLEY	MAINSTAR-FBO STEPHEN D SHIPLEY	CLASS 5	540,500.00	51,227.45	0.00	489,272.55
SHIRLEY	LILLY A SHIRLEY	CLASS 3	260,000.00	3,247.93	0.00	256,752.07

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SHIRLEY	MAINSTAR-FBO LILLY A SHIRLEY TW004155	CLASS 3	269,510.00	356.35	0.00	269,153.65
SHKRABOV/KORABELN.	SEMEN SHKRABOV & ELENA KORABELNIKOVA	CLASS 3	75,000.00	5,650.69	1,000.00	68,349.31
SHOEMAKER	ALLEN SHOEMAKER	CLASS 3	100,000.00	2,934.01	0.00	97,065.99
SHOEMAKER	ROGER & LAURIE SHOEMAKER	CLASS 3	55,000.00	1,358.18	0.00	53,641.82
SHOFFNER	CLAUDIA B SHOFFNER	CLASS 3	25,000.00	1,210.73	0.00	23,789.27
SHOTZBERGER	CATHY SHOTZBERGER	CLASS 3	25,000.00	322.93	0.00	24,677.07
SHOVER	JAMES & JOYCE C SHOVER	CLASS 5	150,000.00	11,264.21	0.00	138,735.79
SHOWALTER	IRA SVCS TR CO-CFBO D JEAN SHOWALTER	CLASS 3	49,400.00	1,325.58	0.00	48,074.42
SHRECK	HORIZON TR CO-FBO REBECCA SHRECK SEP IRA	CLASS 3	92,600.00	1,602.50	0.00	90,997.50
SHRIVER	LORRAINE SHRIVER	CLASS 3	50,000.00	6,145.85	0.00	43,854.15
SHUBAT	THOMAS M & CAROLYN A SHUBAT	CLASS 3	40,000.00	21,343.43	0.00	18,656.57
SHUDRA	MIKE SHUDRA	CLASS 3	30,000.00	402.50	0.00	29,597.50
SHULTZ	DR EDWIN B SHULTZ	CLASS 3	100,000.00	9,059.66	0.00	90,940.34
SHULTZ	IRA SVCS TR CO-CFBO REBECCA D SHULTZ IRA	CLASS 3	143,000.00	4,390.14	0.00	138,609.86
SHUMAN	ED SHUMAN	CLASS 3	25,000.00	1,483.33	0.00	23,516.67
SHUR	MICHAEL & KIMBERLY SHUR	CLASS 3	25,000.00	4,386.16	2,202.00	18,411.84
SHURDEN	LOLA SHURDEN	CLASS 3	150,000.00	668.06	0.00	149,331.94
SHURET	PROV. TR GP-FBO EDWARD E SHURET IRA	CLASS 3	100,000.00	7,233.33	0.00	92,766.67
SHUSTER	J MORGAN & THERESA C SHUSTER	CLASS 3	200,000.00	6,400.69	1,000.00	192,599.31
SHUSTOWSKI	PROV. TR GP-FBO WILLIAM J SHUSTOWSKI IRA	CLASS 3	110,000.00	20,113.33	0.00	89,886.67
SICKLES	ENTRUST GRP FBO JACQUELINE T-SICKLES	CLASS 5	250,000.00	20,833.30	0.00	229,166.70
SICURELLA	SANDRA L SICURELLA	CLASS 3	100,000.00	6,226.43	0.00	93,773.57
SIDEBOTTOM	SIDEBOTTOM FAMILY IRREV TR	CLASS 3	90,000.00	1,100.00	0.00	88,900.00
SIDMAN	MICHAEL SIDMAN	CLASS 3	25,000.00	125.00	0.00	24,875.00
SIDWELL	ALAN SIDWELL	CLASS 3	100,000.00	15,849.81	0.00	84,150.19
SIDWELL	ALAN SIDWELL	CLASS 5	700,000.00	110,948.64	0.00	589,051.36
SIEBE	MAINSTAR-FBO LINDA SIEBE TW003810	CLASS 3	75,800.00	2,033.97	0.00	73,766.03
SIEFKEN	PROV. TR GP-FBO SUSAN SIEFKEN IRA	CLASS 3	25,000.00	2,465.95	0.00	22,534.05
SIEFRING	CHARLES F & JEAN A SIEFRING	CLASS 5	200,000.00	26,993.99	0.00	173,006.01

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
SIEFRING	PAUL A & SONJA K SIEFRING	CLASS 3	25,000.00	524.32	0.00	24,475.68
SIEGEL	AMANDA & LINDA SIEGEL	CLASS 3	85,000.00	6,108.62	0.00	78,891.38
SIEGEL	MARK & LINDA SIEGEL	CLASS 3	75,000.00	6,272.53	0.00	68,727.47
SIEGEL	PROV. TR GP-FBO MARK SIEGEL IRA	CLASS 3	95,000.00	1,202.48	0.00	93,797.52
SIEGEL	PROV. TR GP-FBO MARK SIEGEL IRA	CLASS 5	150,000.00	1,898.66	0.00	148,101.34
SIEGLER	JOHN SIEGLER JR	CLASS 3	100,000.00	4,030.48	0.00	95,969.52
SIEGLER	PROV. TR GP-FBO JOHN SIEGLER JR IRA	CLASS 3	65,500.00	1,887.70	0.00	63,612.30
SIEVERS	PROV. TR GP-FBO MARTA G SIEVERS IRA	CLASS 3	25,000.00	1,232.18	0.00	23,767.82
SIFFERMANN	KAREN SIFFERMANN	CLASS 3	25,000.00	5,511.94	0.00	19,488.06
SIFFERMANN	PROV. TR GP-FBO KAREN SIFFERMANN IRA	CLASS 3	76,315.15	6,461.35	0.00	69,853.80
SIGL	JOHN SIGL	CLASS 3	33,000.00	550.00	0.00	32,450.00
SIGLER	HUGH & BARBARA SIGLER RT MAY 2015	CLASS 5	100,000.00	9,891.64	0.00	90,108.36
SIGLER	MAINSTAR-FBO DEBRA L SIGLER T2176301	CLASS 3	70,500.00	3,188.17	0.00	67,311.83
SIGNER	NEIL H & NANCY M SIGNER	CLASS 3	25,000.00	1,364.63	0.00	23,635.37
SIGNER	THE SIGNER FT	CLASS 3	200,000.00	1,500.00	0.00	198,500.00
SIGSWAY	MAREL J & RONALD SIGSWAY	CLASS 3	335,000.00	42,382.64	0.00	292,617.36
SIGSWAY	PROV. TR GP-FBO MAREL J SIGSWAY IRA	CLASS 3	145,000.00	24,461.83	0.00	120,538.17
SIGSWAY	PROV. TR GP-FBO MAREL J SIGSWAY IRA	CLASS 5	234,718.00	39,597.47	0.00	195,120.53
SIGSWAY	PROV. TR GP-FBO RONALD SIGSWAY IRA	CLASS 3	140,000.00	22,357.61	0.00	117,642.39
SIGSWAY	PROV. TR GP-FBO RONALD SIGSWAY IRA	CLASS 5	113,267.00	18,088.42	0.00	95,178.58
SILBERZAHN	PROV. TR GP-FBO S K SILBERZAHN ROTH IRA	CLASS 3	63,000.00	8,820.00	0.00	54,180.00
SILER	SILER FAMILY IRREV TR	CLASS 3	70,000.00	0.00	0.00	70,000.00
SILLOWAY	MAINSTAR-FBO CHRISTINE SILLOWAY RW003799	CLASS 3	80,000.00	2,816.67	0.00	77,183.33
SILVA	JOSEPH SILVA	CLASS 3	50,000.00	861.10	0.00	49,138.90
SILVA	PROV. TR GP-FBO EDMUND DE SILVA ROTH IRA	CLASS 3	204,578.00	12,965.13	1,000.00	190,612.87
SILVA	RICHARD & GENITA SILVA	CLASS 3	40,000.00	1,050.02	0.00	38,949.98
SILVER	HOWARD SILVER	CLASS 5	100,000.00	57,206.11	0.00	42,793.89
SILVER	PROV. TR GP-FBO HOWARD SILVER IRA	CLASS 5	186,750.00	41,544.48	0.00	145,205.52
SILVER	PROV. TR GP-FBO SHARON SILVER IRA	CLASS 3	50,000.00	5,567.41	0.00	44,432.59

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SILVER	PROV. TR GP-FBO SHARON SILVER IRA	CLASS 5	232,500.00	25,888.43	0.00	206,611.57
SILVER	WILLIAM & KAREN SILVER	CLASS 5	300,000.00	63,605.52	0.00	236,394.48
SILVERBERG	AMANDA SILVERBERG	CLASS 3	25,000.00	1,489.62	0.00	23,510.38
SILVERBERG	STANLEY J & HAZEL SILVERBERG	CLASS 3	25,000.00	1,153.17	0.00	23,846.83
SILVERMAN	ELLEN J SILVERMAN	CLASS 3	25,000.00	3,113.20	0.00	21,886.80
SIMMERMAN	JAMES KYLE & BONNIE SIMMERMAN	CLASS 3	25,000.00	935.74	0.00	24,064.26
SIMMONS	CHARLIE & LORA KIM SIMMONS	CLASS 5	325,000.00	66,541.52	0.00	258,458.48
SIMMONS	CHARLIE SIMMONS	CLASS 5	50,000.00	17,389.05	0.00	32,610.95
SIMMONS	HORIZON TR CO-FBO ROBERT A SIMMONS IRA	CLASS 5	232,000.00	30,160.04	0.00	201,839.96
SIMMONS	IRA SVCS TR CO-CFBO SANDIE I SIMMONS IRA	CLASS 3	279,000.00	41,392.75	0.00	237,607.25
SIMMONS	LIBERTY TR CO-FBO CHARLIE J SIMMONS IR	CLASS 5	150,000.00	68,291.73	0.00	81,708.27
SIMMONS	LIBERTY TR CO-FBO JAMES E SIMMONS IRA	CLASS 5	200,000.00	48,138.70	0.00	151,861.30
SIMMONS	MAINSTAR-FBO JOAN SIMMONS T2176397	CLASS 3	178,914.00	3,669.72	0.00	175,244.28
SIMMONS	ROBERT A & FAITH L SIMMONS	CLASS 5	141,897.00	19,756.43	0.00	122,140.57
SIMMONS/ROCHELLE	MARY SIMMONS & RACHEL ROCHELLE	CLASS 3	40,000.00	2,172.27	0.00	37,827.73
SIMON	THE ARLENE M SIMON RT	CLASS 3	100,000.00	5,312.50	0.00	94,687.50
SIMON	THE KARSE J SIMON RT	CLASS 3	100,000.00	4,614.58	0.00	95,385.42
SIMON	THE KARSE J SIMON RT	CLASS 5	100,000.00	4,614.58	0.00	95,385.42
SIMONEAU	ANNE MARIE SIMONEAU	CLASS 3	29,000.00	1,160.83	0.00	27,839.17
SIMONS	EDWIN A SIMONS	CLASS 3	100,000.00	12,297.74	0.00	87,702.26
SIMONS	MYRA K & LEONARD M SIMONS	CLASS 3	95,000.00	16,205.75	0.00	78,794.25
SIMONS	PROV. TR GP-FBO LEONARD SIMONS IRA	CLASS 3	85,247.00	10,429.07	0.00	74,817.93
SIMONS	PROV. TR GP-FBO MYRA SIMONS IRA	CLASS 3	48,674.00	5,954.82	0.00	42,719.18
SIMPSON	BRUCE SIMPSON	CLASS 3	50,000.00	5,725.00	0.00	44,275.00
SIMPSON	JULIA SIMPSON	CLASS 3	25,000.00	900.69	0.00	24,099.31
SIMPSON	LAURA J SIMPSON	CLASS 3	250,597.00	11,121.00	0.00	239,476.00
SIMPSON	MAINSTAR-FBO LAURA SIMPSON TW003755	CLASS 3	95,900.00	4,172.99	0.00	91,727.01
SIMPSON	MAINSTAR-FBO LORNA SIMPSON	CLASS 3	67,500.00	3,960.94	0.00	63,539.06
SIMPSON	SHERYL SIMPSON	CLASS 3	100,000.00	8,705.42	0.00	91,294.58

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SIMPSON	SHERYL SIMPSON	CLASS 5	100,000.00	8,705.42	0.00	91,294.58
SIMS	GEORGE L JR & LINDA C SIMS	CLASS 3	100,000.00	19,741.04	0.00	80,258.96
SIMS	MAINSTAR-FBO VICTORIA G SIMS	CLASS 3	34,000.00	4,237.69	0.00	29,762.31
SINGH	KARNAIL SINGH	CLASS 3	150,000.00	14,409.69	0.00	135,590.31
SINGLETON	CONNIE FELDICK SINGLETON	CLASS 3	25,000.00	724.29	0.00	24,275.71
SINGLETON	PROV. TR GP-FBO WARREN G SINGLETON IRA	CLASS 3	89,000.00	15,629.58	0.00	73,370.42
SINGLETON	THE CAROL SINGLETON ET DTD 12/22/12	CLASS 3	225,000.00	27,450.00	0.00	197,550.00
SINGLETON	WARREN G & CAROL A SINGLETON	CLASS 3	25,000.00	4,776.49	0.00	20,223.51
SIPES	IRA SVCS TR CO-CFBO DUANE E SIPES	CLASS 3	77,000.00	2,111.10	0.00	74,888.90
SIPES	IRA SVCS TR CO-CFBO SUZANNE G SIPES	CLASS 3	75,000.00	2,056.25	0.00	72,943.75
SIRACUSA	MARGARET SIRACUSA IT	CLASS 3	65,000.00	5,217.99	0.00	59,782.01
SIRIANNI	JOSEPH V SIRIANNI FRLT	CLASS 3	50,000.00	675.00	0.00	49,325.00
SIROTA/NORTON	ARLYNE SIROTA & CARRIE NORTON	CLASS 3	70,000.00	4,993.33	0.00	65,006.67
SIEMORE	MAINSTAR-FBO RICKIE SIEMORE	CLASS 3	51,000.00	1,947.92	0.00	49,052.08
SITES	CARL R & ANNA L SITES	CLASS 3	50,000.00	1,643.07	0.00	48,356.93
SJAASTAD	BARBARA L SJAASTAD	CLASS 3	350,000.00	10,425.00	0.00	339,575.00
SJAASTAD	DAVID C & BETH A SJAASTAD	CLASS 3	300,000.00	10,172.23	0.00	289,827.77
SJAASTAD	EMMA L SJAASTAD	CLASS 3	50,000.00	573.61	0.00	49,426.39
SJAASTAD	GERALD D & ELIZABETH J SJAASTAD	CLASS 3	2,150,000.00	179,720.09	1,000.00	1,969,279.91
SJAASTAD	GERALD D SJAASTAD TR 04/27/98	CLASS 3	190,000.00	13,331.67	0.00	176,668.33
SJAASTAD	PROV. TR GP-FBO DAVID C SJAASTAD IRA	CLASS 3	204,367.00	13,794.78	0.00	190,572.22
SJAASTAD	PROV. TR GP-FBO ELIZABETH J SJAASTAD IRA	CLASS 3	174,238.00	21,264.53	0.00	152,973.47
SJAASTAD	PROV. TR GP-FBO GERALD D SJAASTAD IRA	CLASS 3	354,078.00	43,180.22	0.00	310,897.78
SJE FLORIDA	SJE FLORIDA ENTERPRISES LLC	CLASS 3	100,000.00	0.00	0.00	100,000.00
SKARET	MAINSTAR-FBO LINDA SKARET RW003741	CLASS 3	40,000.00	1,332.22	0.00	38,667.78
SKARYD	JERRY & MELANIE SKARYD	CLASS 3	450,000.00	20,729.16	0.00	429,270.84
SKEEN	RICH SKEEN	CLASS 3*	50,000.00	505.56	0.00	49,494.44
SKILLMAN	MARGARET M SKILLMAN	CLASS 3	50,000.00	476.39	0.00	49,523.61
SKIMINA	VIVIAN SKIMINA	CLASS 3	25,000.00	1,618.11	0.00	23,381.89

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SKOGSBERG	GREG SKOGSBERG	CLASS 3	25,000.00	2,187.50	0.00	22,812.50
SKUDERA	MICHAEL J SKUDERA	CLASS 3	50,000.00	2,333.31	0.00	47,666.69
SKUDERA/KINAHAN	RAYMOND R SKUDERA & PATRICIA KINAHAN	CLASS 3	30,000.00	2,830.00	1,000.00	26,170.00
SKVARCH	THE WILFRED & BERNICE SKVARCH TR DTD 08/04/05	CLASS 3	200,000.00	26,550.16	0.00	173,449.84
SKYLIGHT RESOURCES	SKYLIGHT RESOURCES LLC	CLASS 3	200,000.00	10,572.26	0.00	189,427.74
SLATER	DAVID J SLATER	CLASS 3	30,000.00	3,249.15	0.00	26,750.85
SLATER	HORIZON TR CO-FBO THELMA M SLATER IRA	CLASS 3	73,000.00	8,922.28	0.00	64,077.72
SLATER	IRENE S SLATER	CLASS 3	25,000.00	2,812.50	0.00	22,187.50
SLATER	JAMES T SLATER	CLASS 3	25,000.00	2,812.50	0.00	22,187.50
SLAVINSKI	SLAVINSKI RT	CLASS 3	25,000.00	375.01	0.00	24,624.99
SLIDE PLUS	SLIDE PLUS INC	CLASS 3	200,000.00	1,066.67	0.00	198,933.33
SLIFER	EVELYN M SLIFER	CLASS 3	125,000.00	2,048.60	0.00	122,951.40
SLIJK	PROV. TR GP-FBO RICHARD P SLIJK INH IRA	CLASS 3	64,500.00	2,915.94	0.00	61,584.06
SLOTA	RHONDA HARRIS SLOTA	CLASS 3	60,000.00	0.00	0.00	60,000.00
SLUSARSKI	SLUSARSKI LT DTD 04/11/17	CLASS 3	40,000.00	940.00	0.00	39,060.00
SMALL	JAY & ILENE SMALL	CLASS 3	225,000.00	28,277.11	0.00	196,722.89
SMEDLEY	SHIRLEY SMEDLEY	CLASS 3	100,000.00	2,583.35	0.00	97,416.65
SMELTZER	HUGH SMELTZER	CLASS 3	25,000.00	404.17	0.00	24,595.83
SMETANA	THE E ELAINE SMETANA TR 08/17/94 AMENDED	CLASS 3	300,000.00	24,616.67	0.00	275,383.33
SMITH	CLARENCE P & PHYLLIS C SMITH	CLASS 3	25,000.00	635.44	0.00	24,364.56
SMITH	DAVID & LAUREN SMITH	CLASS 3	35,000.00	548.33	0.00	34,451.67
SMITH	DONLIE SMITH	CLASS 3	100,000.00	21,129.12	0.00	78,870.88
SMITH	GERALD A SMITH	CLASS 3	182,200.00	41,165.65	0.00	141,034.35
SMITH	HILDEGARD A & LAWRENCE H SMITH	CLASS 3	25,000.00	913.17	0.00	24,086.83
SMITH	JOHN G & SHIRLEY A SMITH	CLASS 3	400,000.00	24,184.74	0.00	375,815.26
SMITH	JOY L SMITH	CLASS 3	25,000.00	816.00	0.00	24,184.00
SMITH	LARRY & BARBARA SMITH	CLASS 3	80,000.00	1,011.10	0.00	78,988.90
SMITH	LISA E & BRIAN S SMITH	CLASS 5	100,000.00	9,947.26	0.00	90,052.74
SMITH	MAINSTAR-FBO DANIEL SMITH TW003365	CLASS 3	455,000.00	50,620.83	1,000.00	403,379.17

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SMITH	MAINSTAR-FBO GLORIA SMITH RW004058	CLASS 3	60,000.00	791.67	0.00	59,208.33
SMITH	MAINSTAR-FBO PEGGY SMITH	CLASS 5	242,500.00	20,107.29	0.00	222,392.71
SMITH	MARIA DE LA LUZ SMITH	CLASS 3	150,000.00	7,687.50	0.00	142,312.50
SMITH	MICHAEL D & ELIZABETH B SMITH	CLASS 3	50,000.00	8,100.00	0.00	41,900.00
SMITH	PEGGY SMITH	CLASS 3	35,000.00	865.26	0.00	34,134.74
SMITH	PETER SMITH	CLASS 3	100,000.00	11,001.83	333.33	88,664.84
SMITH	PETER SMITH	CLASS 5	200,000.00	22,003.66	666.67	177,329.67
SMITH	PROV. TR GP-FBO ARLIE R SMITH ICA	CLASS 3	265,000.00	40,449.31	0.00	224,550.69
SMITH	PROV. TR GP-FBO GARY B SMITH IRA	CLASS 3	240,800.00	51,816.93	0.00	188,983.07
SMITH	PROV. TR GP-FBO JANICE S SMITH IRA	CLASS 5	145,000.00	52,481.83	0.00	92,518.17
SMITH	PROV. TR GP-FBO KAREN L SMITH IRA	CLASS 3	80,000.00	11,835.55	0.00	68,164.45
SMITH	PROV. TR GP-FBO LAWRENCE H SMITH IRA	CLASS 3	25,000.00	892.70	0.00	24,107.30
SMITH	PROV. TR GP-FBO PATRICIA SMITH IRA	CLASS 3	61,000.00	13,511.53	0.00	47,488.47
SMITH	ROBERT L JR & JACQUELINE F SMITH	CLASS 3	75,000.00	15,693.84	0.00	59,306.16
SMITH	RUSSELL A SMITH	CLASS 3	250,000.00	2,916.67	0.00	247,083.33
SMITH	RUTH A SMITH	CLASS 5	50,000.00	10,652.86	0.00	39,347.14
SMITH	SANDRA SMITH	CLASS 3	50,000.00	576.38	0.00	49,423.62
SMITH	SARAH Y SMITH	CLASS 3	100,000.00	5,224.96	0.00	94,775.04
SMITH	SMITH FAMILY IRREV TR	CLASS 3	300,000.00	35,038.70	0.00	264,961.30
SMITH	VICKI L SMITH	CLASS 5	50,000.00	23,833.53	0.00	26,166.47
SMITH	WILLETT R SMITH	CLASS 3	40,000.00	3,340.00	0.00	36,660.00
SMITH/FALCIANO	EDWARD J SMITH & DONNA P FALCIANO	CLASS 3	100,000.00	5,561.14	0.00	94,438.86
SNIDER	BILLY & CAROLYN SNIDER	CLASS 3	60,000.00	0.00	0.00	60,000.00
SNITZER	PROV. TR GP-FBO LAURA S SNITZER ROTH IRA	CLASS 3	82,602.14	17,305.15	0.00	65,296.99
SNITZER	PROV. TR GP-FBO RICHARD A SNITZER IRA	CLASS 3	220,297.70	13,819.16	0.00	206,478.54
SNOLAND	PROV. TR GP-FBO NANCY SNOLAND IRA	CLASS 3	43,000.00	2,448.61	0.00	40,551.39
SNYDER	IRA SVCS TR CO-CFBO LLOYD J SNYDER	CLASS 3	180,000.00	1,190.00	0.00	178,810.00
SNYDER	JAMES & JO ANNE SNYDER	CLASS 3	25,000.00	0.00	0.00	25,000.00
SNYDER	JAMES L SNYDER	CLASS 3	50,000.00	11,391.69	3,523.20	35,085.11

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SNYDER	MAINSTAR-FBO WENDY A SNYDER	CLASS 3	100,000.00	5,833.34	0.00	94,166.66
SNYDER	SANDRA S SNYDER	CLASS 3	40,000.00	653.33	0.00	39,346.67
SOCIE	CARMELA L SOCIE	CLASS 5	50,000.00	7,805.62	0.00	42,194.38
SOFEN	GARY &/OR KRISTIN SOFEN RT	CLASS 5	100,000.00	31,194.35	0.00	68,805.65
SOFEN	HARVEY & BARBARA SOFEN RT DTD 03/08/06	CLASS 3	50,000.00	7,217.78	0.00	42,782.22
SOFEN	HARVEY & BARBARA SOFEN RT DTD 03/08/06	CLASS 5	100,000.00	14,435.56	0.00	85,564.44
SOGHOMONIAN	HAROUT & LENA SOGHOMONIAN	CLASS 3	100,000.00	0.00	0.00	100,000.00
SOKOL	MAINSTAR-FBO SUZANNE SOKOL T2178290	CLASS 3	90,000.00	475.00	0.00	89,525.00
SOLANO	CHRISTINA & ROBERT SOLANO	CLASS 3	100,000.00	6,088.92	0.00	93,911.08
SOLLENBERGER	BETTY J SOLLENBERGER	CLASS 3	60,000.00	470.00	0.00	59,530.00
SOLOWY	MAINSTAR-FBO DANNY E SOLOWY	CLASS 3	198,567.12	11,649.27	0.00	186,917.85
SOMAYAJULA	SUVARCHALA SOMAYAJULA	CLASS 3	25,000.00	829.17	0.00	24,170.83
SOMERS	MATTHEW J SOMERS	CLASS 3	25,000.00	1,579.83	0.00	23,420.17
SORG	ROSALIE SORG	CLASS 3	50,000.00	90.28	0.00	49,909.72
SORIANO	ELIZABETH SORIANO	CLASS 3	75,000.00	3,894.37	0.00	71,105.63
SORIANO	NELIA SORIANO	CLASS 3	200,000.00	9,197.26	0.00	190,802.74
SORICK/WELSH	HARVEY H SORICK & EVELYN WELSH	CLASS 3	25,000.00	520.85	0.00	24,479.15
SORLIEN	RONALD & SUSAN J SORLIEN	CLASS 3	45,000.00	720.00	0.00	44,280.00
SORSHER	MAINSTAR-FBO ALLA SORSHER R2175563	CLASS 3	96,250.36	8,341.93	0.00	87,908.43
SOTAK	DOLORES SOTAK	CLASS 3	75,000.00	2,937.50	0.00	72,062.50
SOTO	MISAEEL SOTO	CLASS 3	50,000.00	8,791.73	0.00	41,208.27
SOTO	PROV. TR GP-FBO MISAEEL SOTO IRA	CLASS 3	69,617.58	12,856.05	0.00	56,761.53
SOUDER	MERLE & NANCY SOUDER	CLASS 5	600,000.00	80,974.94	0.00	519,025.06
SOUTH	LEON SOUTH	CLASS 3	25,000.00	208.34	0.00	24,791.66
SOWA	PROV. TR GP-FBO NORAH M SOWA IRA	CLASS 3	116,500.00	13,308.34	0.00	103,191.66
SOWELL	MAINSTAR-FBO JOANNE L SOWELL T2175623	CLASS 3	138,863.45	8,955.18	0.00	129,908.27
SOWELL	MAINSTAR-FBO JOSEPH C SOWELL T2175622	CLASS 3	36,395.72	2,243.40	0.00	34,152.32
SPACKMAN	PROV. TR GP-FBO MICHAEL SPACKMAN IRA	CLASS 3	103,800.00	9,377.73	0.00	94,422.27
SPADEA	GREGORY J & REGINA SPADEA	CLASS 3	100,000.00	14,348.99	2,000.00	83,651.01

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 3 - Schedule of Principal Amounts and Prepetition Distributions**

Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
SPADEA	PROV. TR GP-FBO GREGORY J SPADEA IRA	CLASS 3	79,500.00	11,132.92	0.00	68,367.08
SPAIN	TIMOTHY J SPAIN	CLASS 3	300,000.00	16,055.46	0.00	283,944.54
SPAIN	TIMOTHY J SPAIN	CLASS 3*	100,000.00	952.77	0.00	99,047.23
SPANGLER	PATRICK SPANGLER	CLASS 3	80,000.00	7,987.50	0.00	72,012.50
SPANGLER	THE SPANGLER FT DTD 09/16/16	CLASS 5	90,000.00	3,750.00	0.00	86,250.00
SPANIAL	JOSEPH P & FRANCINE B SPANIAL	CLASS 3	350,000.00	31,324.90	0.00	318,675.10
SPARKS	CHERYL A SPARKS	CLASS 3	250,000.00	12,189.57	0.00	237,810.43
SPARKS	ELSIE L SPARKS	CLASS 3	50,000.00	2,997.19	0.00	47,002.81
SPEED	WILISA SPEED	CLASS 3	100,000.00	6,416.66	0.00	93,583.34
SPENCER	MAINSTAR-FBO CHARLTON W SPENCER T2177247	CLASS 3	101,464.26	2,714.40	0.00	98,749.86
SPENCER	MAINSTAR-FBO DONALD L SPENCER T2174895	CLASS 3	35,000.00	4,198.76	0.00	30,801.24
SPENCER	MAINSTAR-FBO KATHRYN L SPENCER T2174896	CLASS 3	50,000.00	5,998.25	0.00	44,001.75
SPENCER	MAURICE & BEVERLY SPENCER	CLASS 3	25,000.00	1,256.56	0.00	23,743.44
SPENCER	THE ESTATE OF MAURICE SPENCER	CLASS 3	40,000.00	2,155.60	0.00	37,844.40
SPESSARD	IRA SVCS TR CO-CFBO BARBARA K SPESSARD	CLASS 3	27,200.00	491.10	0.00	26,708.90
SPETKA	PROV. TR GP-FBO LAWRENCE M SPETKA IRA	CLASS 5	200,000.00	67,778.00	0.00	132,222.00
SPICER	DARREL & MARY LOU SPICER	CLASS 3	100,000.00	9,583.41	0.00	90,416.59
SPIEGEL & DONNELL	THE SPIEGEL & DONNELL TR U/A 01/23/14	CLASS 3	50,000.00	5,794.97	0.00	44,205.03
SPIELVOGEL	MAUNG TIN-WA & ANNA SPIELVOGEL	CLASS 3	250,000.00	25,833.20	0.00	224,166.80
SPILLMAN	MAINSTAR-FBO GAYLETTE C SPILLMAN	CLASS 3	51,716.00	5,968.54	0.00	45,747.46
SPILLMAN	SPILLMAN FRLT	CLASS 3	50,000.00	6,141.67	0.00	43,858.33
SPINA	JUSTIN FRANCESCO & APRIL JOY SPINA	CLASS 3	60,000.00	1,147.50	0.00	58,852.50
SPINAVARIA	JOANNE & VINCENT SPINAVARIA	CLASS 3	50,000.00	6,468.75	0.00	43,531.25
SPINOSA	LISA A SPINOSA	CLASS 3	40,000.00	3,445.51	0.00	36,554.49
SPINOSA	MAINSTAR-FBO LISA A SPINOSA	CLASS 3	26,800.00	3,442.33	0.00	23,357.67
SPIRKA	MAINSTAR-FBO WILLIAM J SPIRKA T2176425	CLASS 3	400,000.00	15,888.89	0.00	384,111.11
SPIROFF	DIANNE K SPIROFF	CLASS 3	250,000.00	22,859.72	0.00	227,140.28
SPIVAK	THE SPIVAK FT	CLASS 5	250,000.00	25,885.38	0.00	224,114.62
SPOON	MAINSTAR-FBO JONI A SPOON	CLASS 3	30,000.00	1,567.50	0.00	28,432.50

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
SPOONER	DENNIS & JUDY SPOONER	CLASS 3	100,000.00	19,038.99	0.00	80,961.01
SPOONER	JUDY SPOONER	CLASS 3	30,000.00	2,065.00	0.00	27,935.00
SPOONER	SUNWEST TR DENNIS SPOONER IRA	CLASS 3	269,000.00	39,247.33	0.00	229,752.67
SPOONER	SUNWEST TR JUDY SPOONER IRA	CLASS 3	139,000.00	19,566.40	0.00	119,433.60
SPOORS	PROV. TR GP-FBO THOMAS J SPOORS IRA	CLASS 3	22,900.00	1,571.83	0.00	21,328.17
SPRAGUE	PROV. TR GP-FBO GARY SPRAGUE IRA	CLASS 3	50,000.00	2,600.00	0.00	47,400.00
SPRECHER	JIM & NANCY SPRECHER	CLASS 3	50,000.00	8,450.95	0.00	41,549.05
SPRECHER	JIM & NANCY SPRECHER	CLASS 5	100,000.00	16,901.91	0.00	83,098.09
SPRENGER	RONALD R SPRENGER	CLASS 3	200,000.00	1,722.22	0.00	198,277.78
SPRIGGS	IRA SVCS TR CO-CFBO JACQUELINE L SPRIGGS	CLASS 3	50,000.00	388.89	0.00	49,611.11
SPRIGGS	JACQUELINE SPRIGGS	CLASS 3	100,000.00	8,983.28	0.00	91,016.72
SPRING	BRUCE N SPRING	CLASS 3	50,000.00	3,741.65	0.00	46,258.35
SPRINGER	MAINSTAR-FBO NEIL SPRINGER T2176073	CLASS 3	100,000.00	3,777.08	0.00	96,222.92
SPRINGER	PROV. TR GP-FBO JOHN L SPRINGER IRA	CLASS 3	50,000.00	11,988.83	0.00	38,011.17
SPRUCEBANK	MARGARET & JOHN N SPRUCEBANK JR	CLASS 3	40,000.00	3,229.30	0.00	36,770.70
SPRUILL	JOHN SPRUILL	CLASS 3	36,000.00	1,014.00	0.00	34,986.00
SPRUILL	PROV. TR GP-FBO JOHN SPRUILL ROTH IRA	CLASS 3	34,000.00	935.00	0.00	33,065.00
SPURCHISE	JOSEPH A SPURCHISE	CLASS 3	195,221.88	18,627.32	0.00	176,594.56
SRAMEK/PONTREMOLI	ANN C SRAMEK & CAROL A PONTREMOLI	CLASS 3	50,000.00	4,362.50	0.00	45,637.50
SRH INVESTMENTS	SRH INVESTMENTS LLC	CLASS 3	50,000.00	1,254.14	0.00	48,745.86
SRIVASTAVA	ITI SRIVASTAVA	CLASS 3	45,000.00	4,395.07	0.00	40,604.93
ST. PATRICK CATHOLIC	ST PATRICK CATHOLIC CHURCH	CLASS 3	50,000.00	722.21	0.00	49,277.79
ST. PIERRE	EDWARD A & LYNNE M ST PIERRE	CLASS 3	125,000.00	7,791.67	0.00	117,208.33
ST. PIERRE	IRA SVCS TR CO-CFBO DARYL J ST PIERRE	CLASS 3	141,000.00	15,517.04	0.00	125,482.96
STACEY	DENA STACEY	CLASS 5	50,000.00	958.34	0.00	49,041.66
STACEY	MAINSTAR-FBO DENA STACEY T2178040	CLASS 5	100,000.00	1,666.67	0.00	98,333.33
STACKALIS	BERNADETTE C STACKALIS	CLASS 3	125,000.00	18,531.75	0.00	106,468.25
STACY	MAINSTAR-FBO JAMES STACY	CLASS 3	35,000.00	1,609.52	0.00	33,390.48
STAHL	SHIRLEY L STAHL	CLASS 3	65,000.00	0.00	0.00	65,000.00

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
STAHLECKER	BOB STAHLECKER	CLASS 3	40,000.00	6,278.90	0.00	33,721.10
STAINBROOK	RODNEY ROY STAINBROOK	CLASS 3	25,000.00	291.66	0.00	24,708.34
STAKE	NEWTON S & FLORA H STAKE	CLASS 3	103,817.00	2,240.72	0.00	101,576.28
STALEY	CAROL A STALEY RT DTD 05/05/93	CLASS 3	100,000.00	2,789.55	0.00	97,210.45
STAMMEN	KENNETH L & PATRICIA R STAMMEN	CLASS 5	175,000.00	43,149.58	0.00	131,850.42
STAMMEN	PROV. TR GP-FBO KENNETH L STAMMEN IRA	CLASS 3	172,800.00	52,933.81	0.00	119,866.19
STAMNAS	PROV. TR GP-FBO LESTER STAMNAS IRA	CLASS 3	73,570.00	1,912.82	0.00	71,657.18
STAMOS	TED C STAMOS LT	CLASS 3	85,000.00	5,354.14	0.00	79,645.86
STAMPFLI	WENDELL P STAMPFLI 3RD	CLASS 3	100,000.00	16,376.40	0.00	83,623.60
STANDEFER	THE WILLIAM/P STANDEFER FT 08/16/95	CLASS 3	100,000.00	15,024.21	0.00	84,975.79
STANIEWICZ	PROV. TR GP-FBO MARY STANIEWICZ IRA	CLASS 3	45,000.00	37.50	0.00	44,962.50
STANIEWICZ	PROV. TR GP-FBO THEODORE J STANIEWICZ IRA	CLASS 3	50,000.00	3,981.87	0.00	46,018.13
STANIEWICZ	PROV. TR GP-FBO THEODORE J STANIEWICZ IRA	CLASS 5	275,000.00	21,900.27	0.00	253,099.73
STANLEY	HELLEN F STANLEY	CLASS 3	100,000.00	766.67	0.00	99,233.33
STANLEY	WILLIAM & PAMELA STANLEY	CLASS 3	50,000.00	5,026.45	0.00	44,973.55
STANSBURY	JAMES & BARBARA STANSBURY LT DTD 12/29/10	CLASS 3	100,000.00	6,433.33	0.00	93,566.67
STANTON	KENNETH & ALEEN STANTON	CLASS 3	100,000.00	9,926.95	0.00	90,073.05
STANTON	PROV. TR GP-FBO KENNETH STANTON IRA	CLASS 3	72,858.00	5,075.77	0.00	67,782.23
STAPERT	RICHARD STAPERT	CLASS 3	300,000.00	15,279.17	0.00	284,720.83
STARK	CAROL F STARK	CLASS 3	55,000.00	9,642.79	0.00	45,357.21
STARNER	PROV. TR GP-FBO TIMOTHY STARNER IRA	CLASS 3	115,500.00	9,228.78	0.00	106,271.22
STARNER/CICERO	MARTHA STARNER & SUSAN CICERO	CLASS 3	270,000.00	28,162.50	0.00	241,837.50
STARY	PROV. TR GP-FBO GERALD D STARY IRA	CLASS 3	33,150.00	2,145.55	0.00	31,004.45
STARZYNSKI	GREGORY M STARZYNSKI TR DTD 08/28/89	CLASS 3	50,000.00	0.00	0.00	50,000.00
STASAITIS	PROV. TR GP-FBO DAVID J STASAITIS IRA	CLASS 3	30,000.00	2,707.61	0.00	27,292.39
STASAITIS	PROV. TR GP-FBO DAVID J STASAITIS IRA	CLASS 5	50,000.00	4,512.68	0.00	45,487.32
STATLER	VERONICA S STATLER	CLASS 3	25,000.00	680.89	0.00	24,319.11
STAUDT	MAINSTAR-FBO BARRY L STAUDT	CLASS 3	76,200.00	7,247.47	0.00	68,952.53
STEBNER	WAYNE & SANDRA K STEBNER	CLASS 3*	100,000.00	1,147.22	0.00	98,852.78

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
STECK	FRANK STECK JR	CLASS 5	100,000.00	33,860.98	0.00	66,139.02
STECK	PROV. TR GP-FBO PHILLIPE J STECK IRA	CLASS 5	100,000.00	32,388.82	0.00	67,611.18
STEED	PATRICIA STEED	CLASS 3	25,000.00	791.69	0.00	24,208.31
STEEL	WILLIAM A STEEL	CLASS 3	25,000.00	155.56	0.00	24,844.44
STEELE	DEWEY & SHARLENE STEELE	CLASS 3	100,000.00	5,750.00	0.00	94,250.00
STEELE	JOAN STEELE	CLASS 3	50,000.00	4,704.24	0.00	45,295.76
STEELE	LYNN STEELE	CLASS 3	100,000.00	17,660.13	0.00	82,339.87
STEELE	LYNN STEELE	CLASS 5	100,000.00	17,660.13	0.00	82,339.87
STEELE	RICHARD T STEELE	CLASS 3	400,000.00	3,033.33	0.00	396,966.67
STEEN	ALFRED STEEN	CLASS 3	100,000.00	983.33	0.00	99,016.67
STEENBLIK	LOUIS REID STEENBLIK	CLASS 3	25,000.00	2,229.17	0.00	22,770.83
STEENPORT	LISA STEENPORT	CLASS 3	25,000.00	593.04	0.00	24,406.96
STEFFEN	RICHARD S STEFFEN	CLASS 3	35,000.00	422.91	0.00	34,577.09
STEIGMAN	DORIS C STEIGMAN	CLASS 3	100,000.00	8,829.22	0.00	91,170.78
STEIGMAN	STEIGMAN INC	CLASS 3	100,000.00	10,066.67	0.00	89,933.33
STEINBERG	MITCH STEINBERG	CLASS 3	25,000.00	2,644.38	0.00	22,355.62
STEINBRUNNER	EDWARD L & JANET L STEINBRUNNER	CLASS 3	50,000.00	6,597.82	1,000.00	42,402.18
STEINBRUNNER	GARY N & LINDA M STEINBRUNNER	CLASS 3	140,000.00	9,829.17	0.00	130,170.83
STEINBRUNNER	LAVERN & JOANN C STEINBRUNNER	CLASS 3	30,000.00	6,312.55	0.00	23,687.45
STEINBRUNNER	MELVIN W & JANET S STEINBRUNNER	CLASS 3	30,000.00	6,270.85	0.00	23,729.15
STEINBRUNNER	PROV. TR GP-FBO EDWARD L STEINBRUNNER IRA	CLASS 3	35,500.00	2,804.50	0.00	32,695.50
STEINBRUNNER	PROV. TR GP-FBO LINDA M STEINBRUNNER IRA	CLASS 3	75,000.00	4,875.00	0.00	70,125.00
STEINHAEUFEL	PROV. TR GP-FBO ROYLENE STEINHAEUFEL I IR	CLASS 5	50,000.00	11,508.29	0.00	38,491.71
STEINMILLER	HERMAN STEINMILLER	CLASS 3	30,000.00	12,497.17	0.00	17,502.83
STELLA	MICHAEL & MARY JANE STELLA	CLASS 3	25,000.00	1,878.53	0.00	23,121.47
STELZER-GRAV	VICKIE J STELZER-GRAV	CLASS 3*	25,000.00	347.56	0.00	24,652.44
STENDER	RANDAL & LINDA STENDER	CLASS 3	25,000.00	0.00	0.00	25,000.00
STENSGAARD	DEAN & JOANN STENSGAARD	CLASS 3	100,000.00	6,333.38	0.00	93,666.62
STEPANIAN	HOLLY STEPANIAN	CLASS 3	100,000.00	350.00	0.00	99,650.00

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STEPANOFF	MAINSTAR-FBO GEORGE STEPANOFF	CLASS 3	75,000.00	4,031.25	0.00	70,968.75
STEPHENS	MAINSTAR-FBO JAMES L STEPHENS T2176851	CLASS 3	500,000.00	20,416.67	0.00	479,583.33
STEPHENS	MARVIN STEVE STEPHENS	CLASS 3	50,000.00	2,388.85	0.00	47,611.15
STEPHENS	PAMELA J STEPHENS	CLASS 3	25,000.00	882.27	0.00	24,117.73
STEPHENS	RICHARD & MARY ANN STEPHENS	CLASS 3	85,000.00	4,886.66	0.00	80,113.34
STEPHENSON	GARY STEPHENSON	CLASS 3	100,000.00	18,911.90	0.00	81,088.10
STEPHENSON	SUNWEST TR GARY STEPHENSON IRA	CLASS 3	85,000.00	5,751.67	0.00	79,248.33
STERN	JOHN STERN	CLASS 3	30,000.00	2,166.67	0.00	27,833.33
STERN	MILTON & ROSLYN STERN RT	CLASS 3	375,000.00	43,101.03	0.00	331,898.97
STERN	SANFORD & LAURA STERN RT 11/05/92	CLASS 3	400,000.00	44,083.33	0.00	355,916.67
STERN	THE STERN 1994 FT DTD 08/24/94	CLASS 3	250,000.00	48,534.67	0.00	201,465.33
STERN/POSNER-LEMONS	LAURA STERN & LARA POSNER-LEMONS	CLASS 3	50,000.00	58.33	0.00	49,941.67
STERNAT	JANET STERNAT	CLASS 3	500,000.00	20,713.86	0.00	479,286.14
STERNBERG	ARTHUR & IRMA R STERNBERG	CLASS 3	25,000.00	3,441.03	0.00	21,558.97
STEVEN	ALAN STEVEN INC PROFIT SHARING PLAN	CLASS 3	200,000.00	2,696.07	0.00	197,303.93
STEVENS	LINDA STEVENS	CLASS 3	50,000.00	9,116.67	0.00	40,883.33
STEVENS	MAINSTAR-FBO LOIS STEVENS	CLASS 3	50,000.00	2,751.39	0.00	47,248.61
STEVENS	MARK STEVENS	CLASS 3	750,000.00	69,166.62	0.00	680,833.38
STEVENS	MARY STEVENS	CLASS 3	80,000.00	5,933.40	0.00	74,066.60
STEVENS	PROV. TR GP-FBO PERRY L STEVENS SEP IRA	CLASS 3	50,000.00	91.67	0.00	49,908.33
STEVENSON	ANDREW STEVENSON	CLASS 3	25,000.00	378.48	0.00	24,621.52
STEVENSON	MAINSTAR-FBO JEANA M STEVENSON T2177134	CLASS 3	100,000.00	1,888.89	0.00	98,111.11
STEVENSON	MAINSTAR-FBO MARY R STEVENSON T2178297	CLASS 3	35,000.00	221.67	0.00	34,778.33
STEWART	BURLEY H & DEBRA L STEWART	CLASS 3	150,000.00	23,487.50	0.00	126,512.50
STEWART	IRA SVCS TR CO-CFBO CHRISTOPHER K STEWART	CLASS 3	122,000.00	1,281.00	0.00	120,719.00
STEWART	IRA SVCS TR CO-CFBO SILAS P STEWART IRA	CLASS 3	100,756.95	6,465.18	0.00	94,291.77
STEWART	PROV. TR GP-FBO BURLEY H STEWART IRA	CLASS 3	270,000.00	39,393.47	0.00	230,606.53
STIEFEL	DOLORES STIEFEL	CLASS 5	40,000.00	500.00	0.00	39,500.00
STIEFEL	MAINSTAR-FBO DOLORES STIEFEL T2178255	CLASS 5	260,000.00	1,516.67	0.00	258,483.33

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STIEMKE	THEODORE HENRY STIEMKE	CLASS 3	25,000.00	1,430.60	0.00	23,569.40
STIERS	DONALD P STIERS	CLASS 3	250,000.00	12,107.61	0.00	237,892.39
STIMELL	BERNARD E STIMELL RT 07/20/06	CLASS 3	25,000.00	2,670.83	0.00	22,329.17
STIMMEL	DIANA STIMMEL	CLASS 3	25,000.00	966.12	0.00	24,033.88
STOCK	IRA SVCS TR CO-CFBO JOYCE A STOCK	CLASS 3	70,000.00	2,994.48	0.00	67,005.52
STOCKTON	PROV. TR GP-FBO ROBERT M STOCKTON JR IRA	CLASS 3	50,000.00	2,381.94	0.00	47,618.06
STODDARD	WALT STODDARD	CLASS 3	50,000.00	1,012.50	0.00	48,987.50
STOFFELS	JAMES A & DORENE G STOFFELS	CLASS 3	80,000.00	3,200.00	0.00	76,800.00
STOKES	CARILYN S STOKES	CLASS 3	100,000.00	1,291.68	0.00	98,708.32
STOKES	MAINSTAR-FBO TERESA STOKES TW003581	CLASS 3	45,500.00	2,821.00	0.00	42,679.00
STOLBA	GOLDSTAR TR CO-FBO HEATHER L STOLBA	CLASS 5	30,400.00	8,376.86	0.00	22,023.14
STOLBA	GOLDSTAR TR CO-FBO RANDY D STOLBA	CLASS 5	120,400.00	33,060.08	0.00	87,339.92
STOLBA	RANDY D & HEATHER L STOLBA	CLASS 3	25,000.00	2,631.66	0.00	22,368.34
STONE	SANDRA E STONE	CLASS 3	80,000.00	23,037.99	0.00	56,962.01
STONE	THE STONE LT	CLASS 5	1,200,000.00	351,860.08	0.00	848,139.92
STONE BRIDGE CHURCH	STONE BRIDGE CHURCH OF THE BRETHREN	CLASS 3	50,000.00	1,027.76	0.00	48,972.24
STONEHOCKER	DARRYL K STONEHOCKER	CLASS 3	50,000.00	3,175.00	0.00	46,825.00
STONEHOCKER	DOUGLAS K STONEHOCKER	CLASS 3	50,000.00	3,375.00	0.00	46,625.00
STORY	ADV. IRA TRUST-FBO RALPH STORY IRA	CLASS 5	100,000.00	30,860.99	0.00	69,139.01
STOUP	BETTY STOUP	CLASS 3	75,000.00	2,566.67	0.00	72,433.33
STOUT	RICHARD & KIMBERLY STOUT	CLASS 3	50,000.00	1,902.79	0.00	48,097.21
STOVER	RANDEL B STOVER	CLASS 3	40,000.00	754.43	0.00	39,245.57
STRAGNELL	BEN STRAGNELL	CLASS 3	400,000.00	7,277.79	0.00	392,722.21
STRAIT	PROV. TR GP-FBO JOELLEN STRAIT IRA	CLASS 3	127,121.00	9,195.09	0.00	117,925.91
STRANCH	JUDITH J STRANCH	CLASS 3	48,000.00	3,752.00	0.00	44,248.00
STRANCH	MAINSTAR-FBO WILLIAM STRANCH	CLASS 3	112,400.00	9,647.67	0.00	102,752.33
STRAPKO	PROV. TR GP-FBO VICTOR STRAPKO IRA	CLASS 3	50,260.00	6,450.03	0.00	43,809.97
STRASHEIM	THE KAREN K STRASHEIM LT	CLASS 3	50,000.00	9,897.21	0.00	40,102.79
STRATSMA	DEAN STRATSMA	CLASS 3	50,000.00	1,730.57	0.00	48,269.43

**Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of
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Schedule 3 - Schedule of Principal Amounts and Prepetition Distributions**

Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
STRBIK	JUDY M STRBIK RT U/A DTD 06/08/99	CLASS 3	150,000.00	9,418.72	0.00	140,581.28
STRECKER	PAMELA STRECKER TR DTD 09/22/14	CLASS 3	50,000.00	12,286.09	0.00	37,713.91
STRECKERT	JERROLD STRECKERT	CLASS 5	100,000.00	31,125.42	0.00	68,874.58
STRECKERT	SUNWEST TR JERROLD STRECKERT IRA	CLASS 5	119,000.00	23,370.35	0.00	95,629.65
STREET	MAINSTAR-FBO HELENA S STREET	CLASS 3	9,900.18	847.01	0.00	9,053.17
STREET	MAINSTAR-FBO JAMES ANDREW STREET	CLASS 3	642,736.40	54,989.67	0.00	587,746.73
STREIER	RANDALL L & GAYLE M & WAYNE G STREIER	CLASS 3	25,000.00	139.35	0.00	24,860.65
STREIER	RANDALL LEWIS STREIER	CLASS 3	200,000.00	47,427.86	825.00	151,747.14
STREMICK	PAUL W & JULIE R STREMICK	CLASS 3	50,000.00	0.00	0.00	50,000.00
STRESEMAN	ALLAN STRESEMAN	CLASS 3	50,000.00	3,158.33	0.00	46,841.67
STREVELER	LYLE T & JUDITH A STREVELER	CLASS 3	150,000.00	9,335.42	0.00	140,664.58
STREVELER	MAINSTAR-FBO THOMAS D STREVELER T2177078	CLASS 3	98,549.69	2,367.93	0.00	96,181.76
STRICKLAN	LYNN & KAY STRICKLAN	CLASS 5	100,000.00	21,135.96	0.00	78,864.04
STRICKLAN	MAINSTAR-FBO KAY HARBER STRICKLAN	CLASS 5	71,000.00	10,807.80	0.00	60,192.20
STRICKLAN	MAINSTAR-FBO LYNN DAVID STRICKLAN	CLASS 5	65,000.00	9,894.46	0.00	55,105.54
STRICKLAND	CAROLYN STRICKLAND	CLASS 3	60,000.00	1,350.00	0.00	58,650.00
STRICKLAND	IRA SVCS TR CO-CFBO AUBREY STRICKLAND IRA	CLASS 3	400,000.00	13,166.66	0.00	386,833.34
STRICKLAND/MINCEY	MARY E STRICKLAND & ARMOND S MINCEY	CLASS 3	75,000.00	1,187.49	0.00	73,812.51
STRICKO	ROBERT JR & SANDRA STRICKO	CLASS 3	50,000.00	1,205.57	0.00	48,794.43
STRITE	HARRY E & PEGGY J STRITE	CLASS 3	50,000.00	1,808.35	0.00	48,191.65
STRITE	IRA SVCS TR CO-CFBO DALE E STRITE	CLASS 3	73,000.00	695.52	0.00	72,304.48
STRITE	IRA SVCS TR CO-CFBO KIMBERLY STRITE	CLASS 3	49,700.00	473.53	0.00	49,226.47
STROHMAN	LANNY ROY & JUDI ANN STROHMAN	CLASS 3	100,000.00	15,102.49	0.00	84,897.51
STRONG	MAINSTAR-FBO PHILLIP STRONG	CLASS 3	520,000.00	32,066.67	0.00	487,933.33
STROTHMAN	LOUIS & KATHRYN STROTHMAN	CLASS 3	110,000.00	1,442.22	0.00	108,557.78
STROUTS	PROV. TR GP-FBO DANA L STROUTS IRA	CLASS 3	203,000.00	26,637.39	0.00	176,362.61
STUDEBAKER	PROV. TR GP-FBO JEFFERY R STUDEBAKER IRA	CLASS 3	70,000.00	17,710.02	0.00	52,289.98
STUDY	DANIEL L STUDY	CLASS 3	350,000.00	72,099.99	15,012.02	262,887.99
STUKENBORG	ARTHUR & JOYCE STUKENBORG	CLASS 3	50,000.00	0.00	0.00	50,000.00

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
STULCE	JIM T STULCE	CLASS 5	160,000.00	47,733.21	0.00	112,266.79
STUMP	DAVID LEE & NEDINE S STUMP	CLASS 3	30,000.00	1,388.75	0.00	28,611.25
STUMPF	ERIN STUMPF	CLASS 3	50,000.00	1,711.11	0.00	48,288.89
STURMS	RD & MA STURMS LT DTD 10/02/96	CLASS 3	100,000.00	2,850.00	0.00	97,150.00
STURTEVANT	WAYNE A & BETTY J STURTEVANT	CLASS 3	125,000.00	2,197.97	0.00	122,802.03
STUTEVILLE	NEAL & MELODY STUTEVILLE	CLASS 3	184,000.00	13,033.33	0.00	170,966.67
SU	JILL H SU LT	CLASS 3	200,000.00	31,025.56	0.00	168,974.44
SU	JILL H SU LT	CLASS 5	200,000.00	31,025.56	0.00	168,974.44
SU	NAN-YAO SU	CLASS 3	300,000.00	9,329.16	0.00	290,670.84
SUCHMAN	RUTH SUCHMAN RLT DTD 08/21/93	CLASS 3	100,000.00	4,550.00	0.00	95,450.00
SULLIVAN	DAVID R SULLIVAN	CLASS 5	50,000.00	29,984.82	0.00	20,015.18
SULLIVAN	PROV. TR GP-FBO MARILYN L SULLIVAN IRA	CLASS 3	46,975.00	1,025.62	0.00	45,949.38
SUMMERHAYS	MAINSTAR-FBO KENNETH SUMMERHAYS	CLASS 3	49,880.00	5,586.55	0.00	44,293.45
SUMMERS	MARILYN SUMMERS	CLASS 3	40,000.00	2,351.42	0.00	37,648.58
SUMNER	BARBARA SUMNER DECL OF TR DTD 07/31/92	CLASS 3	150,000.00	4,400.00	0.00	145,600.00
SUN	JEFFREY SUN	CLASS 3	200,000.00	59,399.75	0.00	140,600.25
SUN	MILLIE SUN	CLASS 3	25,000.00	86.81	0.00	24,913.19
SUN/YU	JEFFREY SUN & ELAINE YU	CLASS 3	400,000.00	39,000.00	0.00	361,000.00
SUNDBERG	JOHN R SUNDBERG	CLASS 3	100,000.00	3,412.52	0.00	96,587.48
SUNSHINE POCKET	SUNSHINE POCKET LLC	CLASS 3	125,000.00	10,833.33	0.00	114,166.67
SUPNET	MAINSTAR-FBO MARY SUPNET TW003941	CLASS 3	350,000.00	15,206.49	0.00	334,793.51
SURBER	THE JAMES & CARLA SURBER RT DTD 10/22/16	CLASS 3	50,000.00	2,037.51	0.00	47,962.49
SUTTER	MAINSTAR-FBO BARBARA SUTTER T2177575	CLASS 3	49,000.00	980.00	0.00	48,020.00
SUTTER	MAINSTAR-FBO ROGER SUTTER T2177235	CLASS 3	70,000.00	1,575.00	0.00	68,425.00
SUTTON	IRA SVCS TR CO-CFBO FRANK E SUTTON	CLASS 3	19,500.00	295.21	0.00	19,204.79
SUTTON	IRA SVCS TR CO-CFBO SELMA M SUTTON	CLASS 3	12,954.00	196.12	0.00	12,757.88
SUTTON	LINDA S & JOHN E SUTTON	CLASS 3	110,000.00	16,371.67	0.00	93,628.33
SVENSSON	RICHARD S & JANICE R SVENSSON	CLASS 5	120,000.00	35,110.98	0.00	84,889.02
SWAFFORD	STEPHEN SWAFFORD	CLASS 3	200,000.00	16,348.47	0.00	183,651.53

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SWANSON	DON SWANSON	CLASS 3	100,000.00	8,359.69	0.00	91,640.31
SWANSON	KRISTA K & KURT M SWANSON	CLASS 5	50,000.00	4,805.67	0.00	45,194.33
SWANSON	MAINSTAR-FBO JAMES A SWANSON T2175062	CLASS 3	60,500.00	7,102.70	0.00	53,397.30
SWART	MAINSTAR-FBO DIRK C SWART R2178425	CLASS 3	95,467.97	106.08	0.00	95,361.89
SWART	MAINSTAR-FBO DIRK C SWART T2178424	CLASS 3	144,061.75	160.07	0.00	143,901.68
SWEETEN	TONYA SWEETEN	CLASS 3	25,000.00	1,005.82	0.00	23,994.18
SWENSON	DENNIS D SWENSON	CLASS 3	25,000.00	1,309.07	0.00	23,690.93
SWETLAND	WILLIAM B SWETLAND	CLASS 3	82,000.00	2,460.00	0.00	79,540.00
SWINNEY	CARROLL SWINNEY	CLASS 3	100,000.00	2,133.34	0.00	97,866.66
SWYGART	THE LAURA R SWYGART SP NDS TR DT 11/29/02	CLASS 3	212,000.00	58,661.18	0.00	153,338.82
SWYGART	WILLIAM I & LINDA M SWYGART	CLASS 3	60,000.00	3,862.50	0.00	56,137.50
SYKES	CLAUDIA SYKES	CLASS 3	50,000.00	3,541.67	0.00	46,458.33
SYKES	PROV. TR GP-FBO RAYMOND M SYKES IRA	CLASS 3	54,081.00	14,978.61	0.00	39,102.39
SYKTICH	LUCY B & MIKE SYKTICH	CLASS 3	25,000.00	395.84	0.00	24,604.16
SYLVESTER	JOHN SYLVESTER FT	CLASS 3	70,000.00	3,048.87	0.00	66,951.13
SYMPHONY MGT.	SYMPHONY MANAGEMENT CASH BALANCE PLAN	CLASS 3	50,000.00	87.50	0.00	49,912.50
TABIN	JEFFREY TABIN	CLASS 3	50,000.00	1,608.33	0.00	48,391.67
TABLADILLO	MARIA E P & MIGUEL D F TABLADILLO	CLASS 3	55,000.00	2,809.38	0.00	52,190.62
TABLADILLO	ROSALINA TABLADILLO RLT	CLASS 3	50,000.00	2,058.34	0.00	47,941.66
TACKETT	WILLIAM H & DOROTHY J TACKETT	CLASS 3	110,000.00	4,957.67	0.00	105,042.33
TADLOCK	KENT D & MARY M TADLOCK	CLASS 3	100,000.00	14,613.14	0.00	85,386.86
TAGATAC	ERWIN F & MELINDA G TAGATAC	CLASS 3	225,000.00	9,237.50	0.00	215,762.50
TAHASH	BETTY J TAHASH	CLASS 3	25,000.00	1,529.17	0.00	23,470.83
TAHASH	MAINSTAR-FBO BETTY J TAHASH T2177752	CLASS 3	58,656.10	1,065.58	0.00	57,590.52
TAING	MENG SE & MARY TAING	CLASS 3	100,000.00	5,541.64	0.00	94,458.36
TALBOT	BERNICE H TALBOT	CLASS 3	201,750.00	43,564.44	0.00	158,185.56
TALBOT	PROV. TR GP-FBO GUY A TALBOT IRA	CLASS 3	200,000.00	22,735.85	0.00	177,264.15
TALBOT	RICHARD D & CARMELA M TALBOT	CLASS 3	150,000.00	12,563.87	2,000.00	135,436.13
TALESE	VINCENT R & PATRICIA A TALESE	CLASS 3	50,000.00	4,343.86	0.00	45,656.14

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TALLMAN	MAINSTAR-FBO RONALD G TALLMAN R2177619	CLASS 3	159,447.00	2,524.58	0.00	156,922.42
TALLY	CHARLES H IV & JULIE N TALLY	CLASS 5	500,000.00	24,016.68	0.00	475,983.32
TAN	MAINSTAR-FBO EU NEE TAN T2177743	CLASS 3	52,935.55	941.08	0.00	51,994.47
TAN	MAINSTAR-FBO RAYMON TAN TW003757	CLASS 3	50,000.00	354.18	0.00	49,645.82
TAN	RODRIGO & ELIZABETH TAN	CLASS 3	25,000.00	545.16	0.00	24,454.84
TANDLICH	STEVEN & MARJORIE TANDLICH	CLASS 3	150,000.00	3,934.10	0.00	146,065.90
TANNER	MAINSTAR-FBO JILL L TANNER BT176340	CLASS 3	58,230.00	2,148.44	0.00	56,081.56
TANTILLO	JAMES TANTILLO	CLASS 3	25,000.00	513.90	0.00	24,486.10
TAPLEY	JOHN J TAPLEY	CLASS 3	150,000.00	4,638.22	0.00	145,361.78
TAPPLY	JANET TAPPLY	CLASS 3	25,000.00	2,846.14	0.00	22,153.86
TARN	CHI TARN	CLASS 3	25,000.00	1,187.81	0.00	23,812.19
TARPINIAN	JOHN & GERMAINE TARPINIAN FT	CLASS 3	200,000.00	28,972.10	0.00	171,027.90
TARPINIAN	TOM & JOYCE TARPINIAN FT DTD 10/27/08	CLASS 3	200,000.00	18,894.48	422.54	180,682.98
TARVER	SANDRA L TARVER	CLASS 3	50,000.00	2,597.18	0.00	47,402.82
TARVER	SARA G TARVER	CLASS 3	50,000.00	4,430.62	0.00	45,569.38
TAUBERT	FREDERICK & MAUREEN TAUBERT	CLASS 3	100,000.00	5,994.48	0.00	94,005.52
TAURO	JANE TAURO	CLASS 3	70,000.00	1,610.00	0.00	68,390.00
TAURO/FERNANDES	JANE TAURO & JOY S FERNANDES	CLASS 3	381,690.00	9,383.21	0.00	372,306.79
TAYLOR	ANDREW P & ROBIN L S TAYLOR	CLASS 3	50,000.00	4,502.83	0.00	45,497.17
TAYLOR	FRED & DOYLENE TAYLOR	CLASS 3	100,000.00	2,934.01	0.00	97,065.99
TAYLOR	HAROLD TAYLOR	CLASS 3	50,000.00	5,123.50	0.00	44,876.50
TAYLOR	HARRINGTON TAYLOR	CLASS 3	104,397.65	736.92	0.00	103,660.73
TAYLOR	IRA SVCS TR CO-CFBO LUCY A TAYLOR IRA	CLASS 3	100,000.00	4,308.30	0.00	95,691.70
TAYLOR	JOAN TAYLOR	CLASS 3	36,237.42	0.00	0.00	36,237.42
TAYLOR	KAREN J TAYLOR	CLASS 3	150,000.00	5,125.00	0.00	144,875.00
TAYLOR	LIBERTY TR CO-FBO GARY TAYLOR IRA	CLASS 5	200,000.00	37,777.85	0.00	162,222.15
TAYLOR	LORI A TAYLOR	CLASS 3	25,000.00	3,866.95	0.00	21,133.05
TAYLOR	MAINSTAR-FBO STEVEN K TAYLOR R2178471	CLASS 5	191,000.00	17,430.78	0.00	173,569.22
TAYLOR	MAINSTAR-FBO SUSAN J TAYLOR R2178472	CLASS 5	40,000.00	222.22	0.00	39,777.78

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TAYLOR	MICHAEL K TAYLOR	CLASS 3	25,000.00	2,665.39	0.00	22,334.61
TAYLOR	NANCY TAYLOR	CLASS 3	80,000.00	388.89	0.00	79,611.11
TAYLOR	PROV. TR GP-FBO JERROD TAYLOR IRA	CLASS 5	85,000.00	21,460.69	0.00	63,539.31
TAYLOR	PROV. TR GP-FBO KAREN J TAYLOR IRA	CLASS 3	70,000.00	9,624.39	0.00	60,375.61
TAYLOR	PROV. TR GP-FBO KAREN J TAYLOR IRA	CLASS 5	50,000.00	6,874.56	0.00	43,125.44
TAYLOR	PROV. TR GP-FBO RONALD E TAYLOR ROTH IRA	CLASS 3	130,000.00	5,521.39	0.00	124,478.61
TAYLOR	ROBERT & SUSAN TAYLOR	CLASS 5	300,000.00	54,033.10	0.00	245,966.90
TAYLOR	RTA FOR EDGAR C TAYLOR	CLASS 3	400,000.00	8,013.91	0.00	391,986.09
TAYLOR	RUSSELL C TAYLOR	CLASS 3	50,000.00	1,833.36	0.00	48,166.64
TAYLOR	THE STEVEN K & SUSAN J TAYLOR LT	CLASS 5	100,000.00	16,216.62	0.00	83,783.38
TCHIDA	CLEO A & MERVIN D TCHIDA	CLASS 3	25,000.00	1,088.51	0.00	23,911.49
TCHIDA	NORMAN S & LOIS M TCHIDA	CLASS 3	25,000.00	631.96	0.00	24,368.04
TEAGUE	CAROLYN TEAGUE	CLASS 3	50,000.00	6,683.25	0.00	43,316.75
TECHAU	VICKI TECHAU	CLASS 3	75,000.00	685.40	0.00	74,314.60
TELLER	BARRY & KRISTINE TELLER	CLASS 3	25,000.00	1,588.75	0.00	23,411.25
TELLER	BARRY & KRISTINE TELLER	CLASS 3*	30,000.00	162.50	0.00	29,837.50
TEMPLE INVESTMENT	TEMPLE INVESTMENT TR	CLASS 3	310,000.00	268,500.93	9,284.27	32,214.80
TEMPRANO	IGNACIO TEMPRANO	CLASS 3	60,000.00	8,875.84	0.00	51,124.16
TENANY	NIRAJ & ARCHANA TENANY	CLASS 3	100,000.00	2,080.55	0.00	97,919.45
TENNER	HANNAH TENNER TR	CLASS 3	50,000.00	6,523.47	0.00	43,476.53
TENPAS	GARY J & MARY B TENPAS	CLASS 3	60,000.00	3,190.00	0.00	56,810.00
TERMEER	MAINSTAR-FBO SANDRA TERMEER TW003369	CLASS 3	57,400.00	4,209.09	0.00	53,190.91
TERNIER	RENE D TERNIER	CLASS 3	150,000.00	0.00	0.00	150,000.00
TERREAU	MARK L & JENNIFER R TERREAU	CLASS 3	75,000.00	635.42	0.00	74,364.58
TERRY	BRUCE A & CATHERINE R TERRY	CLASS 3	25,000.00	1,558.33	0.00	23,441.67
TERRY	IRA SVCS TR CO-CFBO BRUCE A TERRY IRA	CLASS 5	253,000.00	20,380.53	0.00	232,619.47
TERRY	THADDEUS A TERRY	CLASS 3	25,000.00	645.47	0.00	24,354.53
TETER	MICHAEL L TETER RT	CLASS 3	125,000.00	5,044.46	0.00	119,955.54
TEUSCHER	BRADY TEUSCHER	CLASS 3	25,000.00	1,266.69	0.00	23,733.31

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THACKSTON	PROV. TR GP-FBO MARGARET THACKSTON IRA	CLASS 5	51,575.00	13,309.70	0.00	38,265.30
THAMER	PROV. TR GP-FBO JEANNE L THAMER IRA	CLASS 5	100,000.00	3,222.22	0.00	96,777.78
THARP	THARP FRT DTD 07/05/06	CLASS 3	50,000.00	1,114.96	0.00	48,885.04
THEODOROU	THEODOSIA THEODOROU	CLASS 3	100,000.00	2,388.91	0.00	97,611.09
THOM	EILEEN R THOM TA DTD 02/05/98	CLASS 3	150,000.00	34,854.38	0.00	115,145.62
THOM	EILEEN R THOM TA DTD 02/05/98	CLASS 5	400,000.00	92,945.01	0.00	307,054.99
THOMAS	DALE F THOMAS	CLASS 3	53,000.00	1,962.86	0.00	51,037.14
THOMAS	ELIZABETH J THOMAS	CLASS 3	30,000.00	281.67	0.00	29,718.33
THOMAS	ELIZABETH J THOMAS LT	CLASS 5	100,000.00	0.00	0.00	100,000.00
THOMAS	F WILLIAM & D DIANE THOMAS	CLASS 3	25,000.00	52.08	0.00	24,947.92
THOMAS	FORREST & ADALINE THOMAS	CLASS 3	34,000.00	390.21	0.00	33,609.79
THOMAS	KARIN M THOMAS DECL OF TR 32879	CLASS 3	100,000.00	15,586.09	0.00	84,413.91
THOMAS	MAINSTAR-FBO WAYNE THOMAS	CLASS 3	50,000.00	3,159.73	0.00	46,840.27
THOMAS	NANCY CAROL THOMAS	CLASS 3	200,000.00	4,066.67	0.00	195,933.33
THOMAS	PROV. TR GP-FBO MARSHA THOMAS IRA	CLASS 5	50,000.00	13,486.78	0.00	36,513.22
THOMAS	PROV. TR GP-FBO STEPHEN CRAIG THOMAS IRA	CLASS 3	100,000.00	10,238.19	1,000.00	88,761.81
THOMAS	THE JOHN R THOMAS TR DTD 04/29/93	CLASS 3	55,000.00	7,553.40	0.00	47,446.60
THOMAS	THE THOMAS FT	CLASS 3	54,000.00	6,476.84	0.00	47,523.16
THOMAS	THE THOMAS LT DTD 01/16/13	CLASS 3	25,000.00	909.00	0.00	24,091.00
THOMPSON	ANDREW THOMPSON	CLASS 3	50,000.00	2,256.96	0.00	47,743.04
THOMPSON	CORY N THOMPSON	CLASS 3	25,000.00	1,497.19	0.00	23,502.81
THOMPSON	DEAN THOMPSON	CLASS 3	30,000.00	1,430.00	0.00	28,570.00
THOMPSON	GREGORY N & CAROL A THOMPSON	CLASS 3	100,000.00	7,550.00	0.00	92,450.00
THOMPSON	IRA SVCS TR CO-CFBO KENNETH THOMPSON INH	CLASS 3	105,000.00	27,586.07	880.87	76,533.06
THOMPSON	JAMES W THOMPSON JR	CLASS 3	50,000.00	2,099.98	0.00	47,900.02
THOMPSON	LEE THOMPSON	CLASS 3	50,000.00	3,450.00	0.00	46,550.00
THOMPSON	MAINSTAR-FBO BRAD A THOMPSON T2178155	CLASS 5	100,000.00	1,250.00	0.00	98,750.00
THOMPSON	MAINSTAR-FBO CRAIG J THOMPSON TW003800	CLASS 3	50,000.00	1,701.39	0.00	48,298.61
THOMPSON	MARY L THOMPSON	CLASS 3	50,000.00	3,499.97	0.00	46,500.03

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Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 3 - Schedule of Principal Amounts and Prepetition Distributions**

Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
THOMPSON	MICHAEL R & REBECCA J THOMPSON	CLASS 3	315,000.00	67,527.00	0.00	247,473.00
THOMPSON	PROV. TR GP-FBO JAMES W THOMPSON JR IRA	CLASS 3	54,000.00	13,226.61	0.00	40,773.39
THOMPSON	PROV. TR GP-FBO MYRON THOMPSON IRA	CLASS 3	60,000.00	490.00	0.00	59,510.00
THOMPSON	PROV. TR GP-FBO REBECCA J THOMPSON IRA	CLASS 3	404,334.00	73,934.12	0.00	330,399.88
THOMPSON	SHARON THOMPSON	CLASS 3	111,000.00	13,550.78	0.00	97,449.22
THOMPSON	STEPHEN & ZOILA THOMPSON	CLASS 3	130,000.00	3,670.83	0.00	126,329.17
THOMPSON	WALTER THOMPSON	CLASS 3	100,000.00	1,833.33	0.00	98,166.67
THOMPSON	BRAD A THOMPSON	CLASS 3	30,000.00	504.17	0.00	29,495.83
THOMSEN	WILLIAM THOMSEN	CLASS 3	25,000.00	2,627.34	0.00	22,372.66
THOMSEN	WILLIAM THOMSEN	CLASS 5	50,000.00	5,254.67	0.00	44,745.33
THORN	MAINSTAR-FBO GREGORY C THORN TW003881	CLASS 3	69,000.00	1,696.25	0.00	67,303.75
THORNTON	DIANA THORNTON	CLASS 3	36,000.00	7,240.42	0.00	28,759.58
THOROMAN	LONNIE GALE & CAROLYN ANN THOROMAN	CLASS 3	50,000.00	618.76	0.00	49,381.24
THORSON	RANDALL L & JUDITH M THORSON	CLASS 3	25,000.00	142.36	0.00	24,857.64
THRANE	MAINSTAR-FBO MICHAEL W THRANE T2177045	CLASS 3	31,956.87	612.50	0.00	31,344.37
THROOP	WALTER & FRANCES THROOP LT	CLASS 5	250,000.00	1,430.56	0.00	248,569.44
THULI	TORRENCE E THULI & ANGELA CHINN-THULI	CLASS 3	51,000.00	6,301.33	0.00	44,698.67
THURSBY	PROV. TR GP-FBO THOMAS L THURSBY IRA	CLASS 3	99,750.00	6,267.63	0.00	93,482.37
THURSTON	JOHNNIE THURSTON	CLASS 3	45,000.00	0.00	0.00	45,000.00
TIBERI	ALFRED M TIBERI JR	CLASS 3	50,000.00	6,513.96	0.00	43,486.04
TIBERI	CATHERINE L TIBERI	CLASS 3	50,000.00	7,847.24	0.00	42,152.76
TIDLER	ROBERT C TIDLER	CLASS 3	425,000.00	72,833.25	0.00	352,166.75
TIERNAN/DECEW	TIMOTHY C TIERNAN & VION DECEW	CLASS 5	100,000.00	7,666.64	0.00	92,333.36
TIERNEY	EDWARD F TIERNEY	CLASS 3	160,000.00	333.33	0.00	159,666.67
TIETZ	ADOLPH J & MARIE B TIETZ	CLASS 3	100,000.00	3,500.00	0.00	96,500.00
TIFT	TED N TIFT	CLASS 3	100,000.00	9,600.00	0.00	90,400.00
TILLMANN	DONNA J TILLMANN RLT	CLASS 3	200,000.00	89,222.09	0.00	110,777.91
TIMM	SHERRY M TIMM	CLASS 3	100,000.00	15,452.73	0.00	84,547.27
TIMMERMAN	DANIEL R & WILMA S TIMMERMAN	CLASS 3	60,000.00	18,844.28	0.00	41,155.72

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
TIMMONS	BETTY SUE TIMMONS	CLASS 3	50,000.00	2,255.58	0.00	47,744.42
TIMMONS	TAMARA TIMMONS	CLASS 3	100,000.00	3,120.86	0.00	96,879.14
TINARI	HENRY A & MARILYN J TINARI	CLASS 3	50,000.00	3,087.46	0.00	46,912.54
TINARI	PROV. TR GP-FBO MARILYN J TINARI IRA	CLASS 3	32,422.00	1,626.50	0.00	30,795.50
TINDER	WAYNE E TINDER	CLASS 3	25,500.00	846.46	0.00	24,653.54
TINGEY	JILL TINGEY	CLASS 3	25,000.00	1,363.52	0.00	23,636.48
TIRIO	ROSEMARY L TIRIO	CLASS 3	75,000.00	10,512.54	0.00	64,487.46
TITCHEN	JUDSON MARTIN TITCHEN	CLASS 3	35,000.00	4,300.00	0.00	30,700.00
TITUS	THE BRUCE F & VIRGINIA TITUS LT 07/18/14	CLASS 3	25,000.00	1,429.17	0.00	23,570.83
TOBIAS	EVA TOBIAS	CLASS 3	50,000.00	8,250.75	0.00	41,749.25
TOBIAS	EVA TOBIAS	CLASS 5	150,000.00	24,752.26	0.00	125,247.74
TOBIN	BERNARD & CECILE TOBIN	CLASS 3	65,000.00	15,800.00	0.00	49,200.00
TOBIN	BEVERLY TOBIN IRREV TR	CLASS 3	300,000.00	12,300.00	0.00	287,700.00
TOBIN	MARILYN TOBIN	CLASS 3	74,000.00	863.33	0.00	73,136.67
TOBIN	MIKE TOBIN	CLASS 3	90,000.00	11,380.95	0.00	78,619.05
TOBIN	MIKE TOBIN	CLASS 5	100,000.00	12,645.49	0.00	87,354.51
TODD	LARRY D & SANDRA L TODD	CLASS 3	100,000.00	18,633.33	0.00	81,366.67
TODD	PROV. TR GP-FBO YASMIN M TODD IRA	CLASS 3	25,000.00	4,292.13	0.00	20,707.87
TODD	PROV. TR GP-FBO YASMIN M TODD IRA	CLASS 5	50,000.00	8,584.27	0.00	41,415.73
TODD	TIM M & DOROTHY L TODD	CLASS 3	25,000.00	869.45	0.00	24,130.55
TODOROV	PROV. TR GP-FBO KRASMIR T TODOROV IRA	CLASS 3	40,000.00	1,886.67	0.00	38,113.33
TOLL	ELDON V TOLL	CLASS 3	100,000.00	809.72	0.00	99,190.28
TOLSON	JAMES TOLSON JR	CLASS 3	110,000.00	3,780.52	0.00	106,219.48
TOLSON	SUSAN R TOLSON	CLASS 3	70,000.00	2,620.11	0.00	67,379.89
TOMAC	LLOYD L & LORRAINE M TOMAC JTWROS	CLASS 5	105,800.00	27,969.05	0.00	77,830.95
TOMALIS	PATRICIA A TOMALIS RT	CLASS 3	25,000.00	1,256.56	0.00	23,743.44
TOMASELLI	PROV. TR GP-FBO DIANE TOMASELLI IRA	CLASS 3	66,795.00	4,263.51	0.00	62,531.49
TOMLIN	THOMAS & KAREN TOMLIN	CLASS 3	25,000.00	360.95	0.00	24,639.05
TOMLINSON	PROV. TR GP-FBO MICHAEL J TOMLINSON IRA	CLASS 3	225,000.00	18,637.50	0.00	206,362.50

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TOMPKINS	PROV. TR GP-FBO RICHARD TOMPKINS IRA	CLASS 3	125,000.00	3,565.98	0.00	121,434.02
TONG	PROV. TR GP-FBO JUDY TONG IRA	CLASS 3	89,750.00	6,247.47	0.00	83,502.53
TONG	PROV. TR GP-FBO LIVINGSTON & P TONG ICA	CLASS 5	50,000.00	11,347.22	0.00	38,652.78
TONKS	MAINSTAR-FBO GERALD D TONKS T2177666	CLASS 3	50,000.00	808.33	0.00	49,191.67
TONNESEN	TORLEIF TONNESEN	CLASS 3	35,000.00	8,047.97	0.00	26,952.03
TONTRUP	SHIRLEY G TONTRUP	CLASS 3	30,000.00	1,833.33	0.00	28,166.67
TORINO	LISA TORINO	CLASS 3	25,000.00	3,700.05	0.00	21,299.95
TORINO	PROV. TR GP-FBO LISA TORINO IRA	CLASS 3	29,750.00	1,718.06	0.00	28,031.94
TORKELSON	EVELYN TORKELSON	CLASS 3	60,000.00	2,100.02	0.00	57,899.98
TORRENTE	MARYLIN TORRENTE	CLASS 3	200,000.00	14,041.67	0.00	185,958.33
TORRES	JOSE LUCIO TORRES	CLASS 3	25,000.00	1,218.37	0.00	23,781.63
TORRES	MAINSTAR-FBO SYLVIA TORRES T2176753	CLASS 3	104,700.00	2,166.71	0.00	102,533.29
TORRES	PROV. TR GP-FBO JOE R TORRES IRA	CLASS 3	72,250.00	5,069.54	0.00	67,180.46
TORSON	ROBERT D & GEORGIA A TORSON	CLASS 3	50,000.00	3,604.12	0.00	46,395.88
TORTORICI	MAINSTAR-FBO GIANCARLO TORTORICI TW003342	CLASS 3	54,000.00	3,976.37	0.00	50,023.63
TORTORICI	MAINSTAR-FBO MARIA TORTORICI TW003737	CLASS 3	175,900.00	7,241.22	0.00	168,658.78
TOSHNER	DAVID & PATRICIA TOSHNER	CLASS 3	510,000.00	67,913.83	1,000.00	441,086.17
TOSHNER	MICHAEL L TOSHNER	CLASS 3	58,000.00	5,432.33	0.00	52,567.67
TOSI	DONNA M TOSI	CLASS 3	50,000.00	1,770.81	0.00	48,229.19
TOSI	JUSTIN TOSI	CLASS 3	30,000.00	1,521.67	0.00	28,478.33
TOSI	MAINSTAR-FBO DONNA M TOSI R2177005	CLASS 3	113,800.00	7,197.85	0.00	106,602.15
TOTH	ETHEL, STEVEN & ROBERT TOTH	CLASS 3	35,000.00	3,827.44	0.00	31,172.56
TOTH	PROV. TR GP-FBO BARBARA V TOTH IRA	CLASS 3	106,000.00	11,829.90	0.00	94,170.10
TOTH	PROV. TR GP-FBO TERRANCE T TOTH IRA	CLASS 3	118,000.00	14,038.79	0.00	103,961.21
TOTH	PROV. TR GP-FBO TERRANCE T TOTH IRA	CLASS 5	200,000.00	23,794.55	0.00	176,205.45
TOTH	TERRANCE & BARBARA TOTH	CLASS 3	250,000.00	25,187.56	0.00	224,812.44
TOTTY	MARIE I & VERNON E TOTTY JR	CLASS 3	25,000.00	1,225.73	0.00	23,774.27
TOUCHI	SANDRA S & NORMAN A TOUCHI	CLASS 3	50,000.00	2,472.19	0.00	47,527.81
TOURNEY	JOHN A TOURNEY	CLASS 3*	35,000.00	2,216.67	0.00	32,783.33

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TOURNEY	PROV. TR GP-FBO JOHN E TOURNEY IRA	CLASS 3	59,000.00	9,326.68	0.00	49,673.32
TOVAR	ANDREA TOVAR	CLASS 3	30,000.00	1,077.08	0.00	28,922.92
TOWER	PROV. TR GP-FBO CAROLYN J TOWER IRA	CLASS 3	104,000.00	13,450.67	0.00	90,549.33
TOWNLEY	DAVID TOWNLEY	CLASS 3	150,000.00	11,044.59	0.00	138,955.41
TOWNLEY	TOWNLEY FT DTD 11/13/00	CLASS 3	50,000.00	2,975.00	0.00	47,025.00
TRACY	SUSAN TRACY	CLASS 3	80,000.00	6,117.28	0.00	73,882.72
TRADER	KRISTI TRADER	CLASS 3	50,000.00	0.00	0.00	50,000.00
TRAINER	RANDY L TRAINER	CLASS 3	70,000.00	8,778.80	0.00	61,221.20
TRAMMELL	PROV. TR GP-FBO RUTH M TRAMMELL IRA	CLASS 3	73,500.00	6,544.56	0.00	66,955.44
TRAMMELL	RUTH M TRAMMELL	CLASS 3	300,000.00	28,625.00	0.00	271,375.00
TRANCHITA	DONALD E TRANCHITA	CLASS 3	50,000.00	2,041.67	0.00	47,958.33
TRASCHER	SUNWEST TR GERALD TRASCHER IRA	CLASS 3	50,000.00	2,588.88	0.00	47,411.12
TRAVIS	DORA I TRAVIS	CLASS 3	100,000.00	5,277.82	0.00	94,722.18
TRAVIS	MAINSTAR-FBO DORA I TRAVIS INH BT178110	CLASS 3	32,000.00	603.56	0.00	31,396.44
TRAVIS	MARCINE S TRAVIS LT DTD 07/26/03	CLASS 3	65,835.00	967.86	0.00	64,867.14
TRAVIS	PROV. TR GP-FBO MARCINE S TRAVIS IRA	CLASS 3	69,992.00	1,446.50	0.00	68,545.50
TRAVLOS	BEVERLY J TRAVLOS	CLASS 3	50,000.00	1,541.67	0.00	48,458.33
TRAWINSKI	JENNIFER TRAWINSKI	CLASS 3	75,000.00	12,036.18	0.00	62,963.82
TRAYLOR	MAINSTAR-FBO JOYCELYN TRAYLOR	CLASS 3	25,000.00	1,949.30	0.00	23,050.70
TRAYNOR	HAROLD TRAYNOR	CLASS 3	25,000.00	104.17	0.00	24,895.83
TRCKA	PROV. TR GP-FBO THOMAS TRCKA IRA	CLASS 3	167,000.00	25,165.98	0.00	141,834.02
TRCKA	THE TRCKA TR	CLASS 3	116,000.00	14,268.00	0.00	101,732.00
TREBES	ALFRED TREBES	CLASS 3	205,282.21	718.49	0.00	204,563.72
TREGRE	PAUL J TREGRE ILT 08/30/04	CLASS 3	40,000.00	7,806.69	0.00	32,193.31
TREJO	PEDRO & DAISY TREJO	CLASS 3	100,000.00	1,963.88	0.00	98,036.12
TREMBLAY	MICHAEL & DEBORAH TREMBLAY	CLASS 3	100,000.00	2,725.00	0.00	97,275.00
TRESNER	PROV. TR GP-FBO DARYL E TRESNER ROTH IRA	CLASS 3	193,000.00	14,760.63	0.00	178,239.37
TRIACA	GARY A TRIACA REV GRANTOR TR DTD 12/14/99	CLASS 3	29,800.00	1,807.87	0.00	27,992.13
TRIMBLE	MAINSTAR-FBO EDWARD TRIMBLE T2178546	CLASS 3	222,000.00	160.33	0.00	221,839.67

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TRIMBLE	PROV. TR GP-FBO ROBERT C TRIMBLE IRA	CLASS 3	27,000.00	2,164.50	0.00	24,835.50
TRITT	PROV. TR GP-FBO MAURICE S TRITT IRA	CLASS 3	57,950.00	2,490.23	0.00	55,459.77
TRITT	PROV. TR GP-FBO SHERRY D TRITT ROTH IRA	CLASS 3	35,000.00	1,504.03	0.00	33,495.97
TRITTELWITZ	THE TRITTELWITZ FT DTD 05/12/99	CLASS 3	100,000.00	15,433.33	0.00	84,566.67
TROMPETER	BARRY TROMPETER	CLASS 3	25,000.00	3,140.14	0.00	21,859.86
TROUSDALE	THE WILLIAM BROWN TROUSDALE TR	CLASS 3	180,000.00	1,860.00	0.00	178,140.00
TROUTMAN	CHARLES J & CAROLYN G TROUTMAN	CLASS 3	30,000.00	279.58	0.00	29,720.42
TROYER	DEE TROYER	CLASS 3	100,000.00	1,541.68	0.00	98,458.32
TRUMBLY	WARREN & LINDA TRUMBLY LT	CLASS 5	100,000.00	18,527.70	0.00	81,472.30
TRUMP	CYNTHIA M TRUMP	CLASS 3	30,000.00	2,616.67	0.00	27,383.33
TRUPPO	MAINSTAR-FBO DARCY J TRUPPO T2178381	CLASS 3	55,000.00	263.79	0.00	54,736.21
TRUSS	GARY A TRUSS	CLASS 3	75,000.00	2,870.81	0.00	72,129.19
TRUST	SAM & YOLANDA TRUST	CLASS 5	50,000.00	8,375.07	0.00	41,624.93
TRYON	PROV. TR GP-FBO ROBERT TRYON IRA	CLASS 3	398,000.00	26,710.22	0.00	371,289.78
TSA FITNESS	TSA FITNESS CORP	CLASS 3	50,000.00	515.28	0.00	49,484.72
TSO	THE PAUL & FOON TSO RT	CLASS 3	50,000.00	851.01	0.00	49,148.99
TSURUDA	TOSHIAKI & MASAKO TSURUDA	CLASS 3	25,000.00	786.79	0.00	24,213.21
TUCKER	HELEN M TUCKER	CLASS 3	25,000.00	0.00	0.00	25,000.00
TUCKER	IRA SVCS TR CO-CFBO BETTY LOU TUCKER IRA	CLASS 3	30,000.00	3,675.00	0.00	26,325.00
TUCKER	RONALD C & MARTHA C TUCKER RFT	CLASS 5	100,000.00	28,222.11	0.00	71,777.89
TUCKER	SEAN TUCKER	CLASS 3	25,000.00	1,222.26	0.00	23,777.74
TUENTE	MARVIN C & CAROL J TUENTE	CLASS 3	52,000.00	13,447.82	285.71	38,266.47
TUENTE	MARVIN C & CAROL J TUENTE	CLASS 5	130,000.00	33,619.54	714.29	95,666.17
TUENTE-JUTTE	TUENTE-JUTTE LLC	CLASS 5	100,000.00	34,137.20	0.00	65,862.80
TUERKE	WILLIAM A TUERKE IV	CLASS 3	50,000.00	2,112.48	0.00	47,887.52
TUETY	DALE A TUETY	CLASS 3	200,000.00	16,283.71	1,000.00	182,716.29
TUETY	DAVID E TUETY	CLASS 3	100,000.00	750.00	0.00	99,250.00
TULK	RONALD K TULK	CLASS 3	100,000.00	10,416.67	0.00	89,583.33
TUMBUSCH	RANDALL & NANCY TUMBUSCH	CLASS 3	350,000.00	44,187.50	0.00	305,812.50

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TUNGATE	LAWRENCE L & BRENDA J TUNGATE	CLASS 3	40,000.00	777.09	0.00	39,222.91
TURBERVILLE	PROV. TR GP-FBO HILARIA TURBERVILLE INH IRA	CLASS 3	190,000.00	22,261.67	3,405.28	164,333.05
TURETZKY	LOIS E TURETZKY LT	CLASS 3	100,000.00	0.00	0.00	100,000.00
TURNER	BESSIE LOUISE TURNER	CLASS 3	95,000.00	443.33	0.00	94,556.67
TURNER	BEVERLY J TURNER	CLASS 3	150,000.00	758.33	0.00	149,241.67
TURNER	PATRICIA J TURNER	CLASS 3	50,000.00	3,775.00	0.00	46,225.00
TURNER	TOM TURNER	CLASS 3	25,000.00	2,316.67	0.00	22,683.33
TURRIATE	MAINSTAR-FBO CLAUDIA TURRIATE BT178319	CLASS 3	25,000.00	69.44	0.00	24,930.56
TUTTLE	MAINSTAR-FBO BARBARA J TUTTLE	CLASS 3	40,000.00	1,977.77	0.00	38,022.23
TUYET/STANDEFER	MAGGIE TUYET & SHELBY W STANDEFER	CLASS 3	200,000.00	14,873.58	0.00	185,126.42
TWARDOSZ	SANDRA L TWARDOSZ	CLASS 3	25,000.00	1,260.38	0.00	23,739.62
TYMKOWYCH	PROV. TR GP-FBO JOSEPH P TYMKOWYCH IRA	CLASS 5	374,000.00	18,284.44	0.00	355,715.56
TYSON	PROV. TR GP-FBO MICHAEL T TYSON IRA	CLASS 3	50,000.00	4,472.23	0.00	45,527.77
UBERUAGA	PAUNEE & PHILIP J UBERUAGA JR	CLASS 5	100,000.00	5,313.26	0.00	94,686.74
UBERUAGA	PAUNEE UBERUAGA	CLASS 5	100,000.00	11,266.59	0.00	88,733.41
UCCELLI	PROV. TR GP-FBO GEORGE UCCELLI IRA	CLASS 3	30,000.00	850.00	0.00	29,150.00
UHLAND	PROV. TR GP JAG-FBO JEFFREY S UHLAND IRA	CLASS 3	107,000.00	39,338.92	0.00	67,661.08
UHLAND	PROV. TR GP-FBO JEFFREY S UHLAND IRA	CLASS 3	149,000.00	934.37	0.00	148,065.63
UHLENHAKE	ROBERT H UHLENHAKE	CLASS 3	50,000.00	8,077.09	0.00	41,922.91
ULLMER	RANDAL J & KRISTINE L ULLMER	CLASS 3	50,000.00	805.58	0.00	49,194.42
UMENTUM	GREG & MARY UMENTUM	CLASS 3	50,000.00	3,979.10	0.00	46,020.90
UMLES	STEPHEN D UMLES	CLASS 3	100,000.00	3,437.48	0.00	96,562.52
UNDERKOFER	DANIEL W UNDERKOFER	CLASS 3	100,000.00	4,459.75	0.00	95,540.25
UNDERWOOD	LOUELLA UNDERWOOD	CLASS 3	200,000.00	9,075.03	0.00	190,924.97
UNDERWOOD	OLLIN BRUCE & MARY JANE UNDERWOOD	CLASS 3	60,000.00	1,258.33	0.00	58,741.67
UNGER	DONALD J & MARTY G UNGER	CLASS 3	50,000.00	3,425.00	0.00	46,575.00
UNGRUHN	ANTHONY F & DIANE L UNGRUHN	CLASS 3	85,000.00	5,144.04	0.00	79,855.96
UNGRUHN	IRA SVCS TR CO-CFBO DIANE L UNGRUHN IRA	CLASS 3	63,000.00	3,024.00	0.00	59,976.00
URAY	MARIA N URAY MD	CLASS 3	98,000.00	21,323.67	0.00	76,676.33

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URAY	PROV. TR GP-FBO MARIA N URAY IRA	CLASS 3	35,000.00	7,937.61	0.00	27,062.39
URBAN	JOE L URBAN RT	CLASS 3	87,000.00	261.00	0.00	86,739.00
URBAN	MAINSTAR-FBO TERESA URBAN TW003869	CLASS 3	200,000.00	5,766.67	0.00	194,233.33
URIBE	ALFREDO & HORTENCIA O URIBE	CLASS 3	75,000.00	3,154.19	0.00	71,845.81
URMAN	ALEXANDER & BELLA URMAN	CLASS 3	200,000.00	2,666.67	0.00	197,333.33
URMAN	MAINSTAR-FBO ALEXANDER URMAN	CLASS 3	330,000.00	24,319.17	0.00	305,680.83
URMAN	RITA URMAN	CLASS 3	260,000.00	20,843.33	0.00	239,156.67
URSO	ANTHONY J & JOAN M URSO	CLASS 3	50,000.00	1,316.67	0.00	48,683.33
USHER	GEORGE USHER	CLASS 3	100,000.00	14,716.59	0.00	85,283.41
VAALER	RYAH VAALER	CLASS 3	50,000.00	4,400.06	0.00	45,599.94
VACA	LUCERO VACA	CLASS 3	25,000.00	813.52	0.00	24,186.48
VACCA	ANTOINETTE VACCA	CLASS 3	50,000.00	7,622.31	0.00	42,377.69
VACCA	MAINSTAR-FBO ANTOINETTE VACCA T2174407	CLASS 3	29,400.00	4,775.87	0.00	24,624.13
VAGHELA	THAKOR & BHARTI VAGHELA	CLASS 3	50,000.00	2,916.67	0.00	47,083.33
VALDES	THOMAS VALDES	CLASS 3	25,000.00	1,441.67	0.00	23,558.33
VALDEZ	MAINSTAR-FBO MARIA VALDEZ T2176889	CLASS 3	214,500.00	5,153.96	0.00	209,346.04
VALDEZ	RICHARD LEE VALDEZ	CLASS 3	25,000.00	745.83	0.00	24,254.17
VALDEZ	SHERRY VALDEZ	CLASS 5	550,000.00	122,837.03	0.00	427,162.97
VALENTINE	HORIZON TR CO-FBO KAREN K VALENTINE IRA	CLASS 5	384,000.00	30,293.33	0.00	353,706.67
VALENTINE	MATT V & KAREN K VALENTINE	CLASS 3	110,000.00	20,350.00	0.00	89,650.00
VALENTINI/ROSIKIEWICZ	GENE VALENTINI & JOSEPHINE ROSIKIEWICZ	CLASS 3	60,000.00	7,278.22	0.00	52,721.78
VALENTINI/ROSIKIEWICZ	GENE VALENTINI & JOSEPHINE ROSIKIEWICZ	CLASS 5	55,000.00	6,671.71	0.00	48,328.29
VALENTINO	DANIEL J & LINDA J VALENTINO	CLASS 3	1,200,000.00	264,883.47	0.00	935,116.53
VALENTINO	SARA VALENTINO & E JOHNSON & D VALENTINO	CLASS 3	50,000.00	3,047.92	0.00	46,952.08
VALLEY	HORIZON TR CO-FBO CLIFTON T VALLEY TRAD	CLASS 3	50,000.00	456.95	0.00	49,543.05
VALLEY	PROV. TR GP-FBO RAYIM/HUDSON VALLEY 401K	CLASS 5	90,000.00	6,150.00	0.00	83,850.00
VALLEY ANESTHIA	PROV. TR GP-FBO VALLEY ANESTHIA/OTSU IRA	CLASS 5	565,000.00	49,751.39	0.00	515,248.61
VALLIANT	MAINSTAR-FBO JAMES VALLIANT T2177219	CLASS 3	29,000.00	763.67	0.00	28,236.33
VAN CORBACH	HARRIET VAN CORBACH	CLASS 3	25,000.00	1,286.49	0.00	23,713.51

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VAN DYKE	PROV. TR GP-FBO GARY VAN DYKE IRA	CLASS 3	125,000.00	16,535.78	0.00	108,464.22
VAN FOSSON	MAINSTAR-FBO CHARLES VAN FOSSON T2177382	CLASS 3	161,507.00	4,019.73	0.00	157,487.27
VAN GEMERT	DALE L & MICHELINA D VAN GEMERT	CLASS 3	150,000.00	30,175.00	0.00	119,825.00
VAN GEMERT	DEBORAH & DOUGLAS VAN GEMERT	CLASS 3	200,000.00	13,350.00	0.00	186,650.00
VAN GULICK	C SPENCER & VIRGINIA VAN GULICK	CLASS 3	40,000.00	7,629.16	0.00	32,370.84
VAN HOLLEBEKE	JEANINE M VAN HOLLEBEKE	CLASS 3	100,000.00	11,916.65	0.00	88,083.35
VAN HOLLEBEKE	JEANINE M VAN HOLLEBEKE	CLASS 5	75,000.00	8,937.48	0.00	66,062.52
VAN HOLLEBEKE	PROV. TR GP-FBO JEANINE VAN HOLLEBEKE IRA	CLASS 3	88,500.00	11,623.00	0.00	76,877.00
VAN KANNEL	GREGORY & KRISTIE VAN KANNEL	CLASS 3	50,000.00	311.11	0.00	49,688.89
VAN PELT	LINDA VAN PELT	CLASS 3	100,000.00	336.11	0.00	99,663.89
VAN RUITEN	KELLY VAN RUITEN	CLASS 3	120,000.00	15,681.39	0.00	104,318.61
VAN RUITEN	KELLY VAN RUITEN	CLASS 5	160,000.00	20,908.52	0.00	139,091.48
VANCE	DOUGLAS VANCE	CLASS 3	71,023.00	7,815.60	0.00	63,207.40
VANCE	PROV. TR GP-FBO DOUGLAS G VANCE IRA	CLASS 3	149,500.00	10,942.57	0.00	138,557.43
VANCE	PROV. TR GP-FBO EDWARD J VANCE IRA	CLASS 3	100,000.00	2,611.11	0.00	97,388.89
VANDAVASI/KAJA	VAMSI VANDAVASI & JYOTHIRMAI KAJA	CLASS 3	100,000.00	9,150.01	0.00	90,849.99
VANDAVASI/KAJA	VAMSI VANDAVASI & JYOTHIRMAI KAJA	CLASS 5	75,000.00	6,862.50	0.00	68,137.50
VANDENBERG	JOHN M & PATRICIA E VANDENBERG	CLASS 3	25,000.00	736.13	0.00	24,263.87
VANDENBERG	TERRENCE A & JILL L VANDENBERG	CLASS 3	120,000.00	16,100.00	0.00	103,900.00
VANDENBOS	JULIE VANDENBOS RT UA 06/19/08	CLASS 3	100,000.00	8,000.04	0.00	91,999.96
VANDENBOS	MELANIE S VANDENBOS 2004 RT	CLASS 3	200,000.00	38,783.14	0.00	161,216.86
VANDENBOS	MELANIE S VANDENBOS 2004 RT	CLASS 5	250,000.00	48,478.92	0.00	201,521.08
VANDENBOSCH	MAINSTAR-FBO ARLENE VANDENBOSCH T2176257	CLASS 3	58,000.00	2,346.57	0.00	55,653.43
VANDERSLICE	CAROL VANDERSLICE	CLASS 3	200,000.00	3,055.55	0.00	196,944.45
VANDERSTEEN	PROV. TR GP-FBO ROGER VANDERSTEEN IRA	CLASS 3	51,000.00	4,006.33	0.00	46,993.67
VANDERVEER	CHRISTOPHER W VANDERVEER	CLASS 3	100,000.00	0.00	0.00	100,000.00
VANDERWELLE	ERIC & SHERRI LINN VANDERWELLE	CLASS 3	50,000.00	3,366.67	0.00	46,633.33
VANDUINEN	DAVID & CAROL VANDUINEN	CLASS 3	50,000.00	19,118.47	0.00	30,881.53
VANDUINEN	MAINSTAR-FBO DAVID VANDUINEN T2175711	CLASS 3	57,300.00	4,066.71	0.00	53,233.29

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VANEK	PROV. TR GP-FBO SANDRA J VANEK IRA	CLASS 5	50,000.00	13,708.34	0.00	36,291.66
VANFOSSON	CHARLES W VANFOSSON	CLASS 3	30,000.00	793.33	0.00	29,206.67
VANHOVEN	AARON VANHOVEN	CLASS 3	50,000.00	2,119.47	0.00	47,880.53
VANINWAGEN	PROV. TR GP-FBO SCOTT M VANINWAGEN IRA	CLASS 3	29,000.00	10,682.40	0.00	18,317.60
VANINWAGEN	SCOTT M VANINWAGEN	CLASS 3	55,000.00	12,700.02	0.00	42,299.98
VANPELT	MAINSTAR-FBO CLAUDETTE VANPELT	CLASS 3	250,000.00	12,413.19	0.00	237,586.81
VANTIL	JACK R VANTIL	CLASS 3	110,000.00	34,355.07	0.00	75,644.93
VARGAS	CARLOS A VARGAS MD PA 401K PLAN	CLASS 3	75,000.00	1,229.17	0.00	73,770.83
VARGAS	CARLOS A VARGAS MD PA DEFINED BENE PLAN	CLASS 3	50,000.00	819.43	0.00	49,180.57
VARGAS	MAINSTAR-FBO EDDIE VARGAS T2177999	CLASS 3	119,683.00	1,612.40	0.00	118,070.60
VARIEN	MAINSTAR-FBO MARK D VARIEN T2178359	CLASS 3	79,900.00	344.02	0.00	79,555.98
VARNER	IRA SVCS TR CO-CFBO DIANE M VARNER IRA	CLASS 3	86,500.00	2,640.64	0.00	83,859.36
VARNER	IRVIN V JR & DIANE M VARNER	CLASS 3	40,000.00	1,033.35	0.00	38,966.65
VARNER	RONALD E VARNER	CLASS 3	50,000.00	1,526.41	0.00	48,473.59
VARNEY	JOLENE VARNEY	CLASS 3	500,000.00	30,111.08	0.00	469,888.92
VASIL	PROV. TR GP-FBO THOMAS M VASIL IRA	CLASS 3	96,905.12	3,953.59	0.00	92,951.53
VASIL/RAMIREZ	THOMAS M VASIL & FRANCIS RAMIREZ	CLASS 3	60,000.00	4,028.48	0.00	55,971.52
VAUGHAN	IRA SVCS TR CO-CFBO ROBERT H VAUGHAN IRA	CLASS 3	30,000.00	2,900.00	0.00	27,100.00
VAUGHAN	THOMAS K VAUGHAN SR	CLASS 3	70,000.00	1,656.67	0.00	68,343.33
VAUGHN	DIANE QUIRING VAUGHN	CLASS 3	70,000.00	17,406.80	0.00	52,593.20
VAUGHT	SUNWEST TR RUTH T VAUGHT IRA	CLASS 3	200,000.00	4,266.67	0.00	195,733.33
VEALE	WALTER K & RUTH A VEALE	CLASS 3	40,000.00	1,050.02	0.00	38,949.98
VEATCH	BETTY JOE VEATCH	CLASS 3	100,000.00	19,736.67	0.00	80,263.33
VEATCH	PATRICIA ANNE VEATCH TR DTD 11/09/16	CLASS 3	100,000.00	11,716.67	1,000.00	87,283.33
VEATCH	THE BETTY JOE VEATCH TR DTD 06/21/12	CLASS 3	175,000.00	4,232.49	0.00	170,767.51
VEERKAMP	WALTER W VEERKAMP	CLASS 3	50,000.00	11,666.60	0.00	38,333.40
VEGA	MAINSTAR-FBO MARIA VEGA R2177073	CLASS 3	68,300.00	2,536.59	0.00	65,763.41
VEGA	MAINSTAR-FBO MARIA VEGA T2177075	CLASS 3	80,000.00	3,453.30	0.00	76,546.70
VEGA	MARIA VEGA	CLASS 3	145,000.00	7,698.11	0.00	137,301.89

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VELA-CASTRO	MAINSTAR-FBO CECILIA VELA-CASTRO T2178127	CLASS 3	100,000.00	306.25	0.00	99,693.75
VELIYATHIL	JUDY & PAUL VELIYATHIL	CLASS 5	100,000.00	17,166.59	0.00	82,833.41
VELTING	PATSY RAE VELTING	CLASS 3	100,000.00	4,676.38	0.00	95,323.62
VENTRONE	KAREN VENTRONE	CLASS 3	50,000.00	5,341.67	0.00	44,658.33
VENTRONE	PROV. TR GP-FBO KAREN VENTRONE ICA	CLASS 3	30,000.00	6,826.73	0.00	23,173.27
VENTRONE	PROV. TR GP-FBO KAREN VENTRONE ICA	CLASS 5	269,000.00	61,212.99	0.00	207,787.01
VENTURE HILL ENT.	VENTURE HILL ENTERTAINMENT LLC	CLASS 3	25,000.00	1,047.58	0.00	23,952.42
VERGARA	MAINSTAR-FBO THERESA VERGARA T2175174	CLASS 3	333,312.00	36,826.15	0.00	296,485.85
VERHAEREN	JUDITH M & KENNETH A VERHAEREN	CLASS 3	100,000.00	12,183.33	0.00	87,816.67
VERMILLION	MARLA S VERMILLION	CLASS 3	30,000.00	4,848.84	0.00	25,151.16
VERNON	WILLIAM J VERNON	CLASS 3	25,000.00	1,298.65	0.00	23,701.35
VERSEPUT	PROV. TR GP-FBO JERRY & K VERSEPUT ICA	CLASS 3	75,000.00	4,866.66	0.00	70,133.34
VERSEPUT	PROV. TR GP-FBO JERRY VERSEPUT IRA	CLASS 5	50,000.00	21,837.64	0.00	28,162.36
VERTEX PROPERTY	VERTEX PROPERTY HOLDINGS LLC	CLASS 5	825,000.00	96,951.41	0.00	728,048.59
VERWERS	IRA SVCS TR CO-CFBO SANDRA K VERWERS	CLASS 5	31,208.66	398.78	0.00	30,809.88
VERWERS	IRA SVCS TR CO-CFBO WILLIAM VERWERS	CLASS 5	56,151.64	717.49	0.00	55,434.15
VICTOR	DAWN VICTOR	CLASS 3	40,000.00	260.00	0.00	39,740.00
VIDAL	INDRA VIDAL	CLASS 3	50,000.00	1,525.00	0.00	48,475.00
VIELE	CHARLES DAVID VIELE	CLASS 3	35,000.00	1,516.64	0.00	33,483.36
VIGGIANI	MADLINE VIGGIANI	CLASS 3	25,000.00	91.67	0.00	24,908.33
VILLALVAZO	RAMIRO VILLALVAZO	CLASS 3	40,000.00	2,322.18	0.00	37,677.82
VILLAROSA	MAINSTAR-FBO CHRISTA VILLAROSA 2176915	CLASS 3	150,000.00	6,375.00	0.00	143,625.00
VILLEGAS	ANNA VILLEGAS	CLASS 3	25,000.00	50.00	0.00	24,950.00
VILLEGAS	HORIZON TR CO-FBO ANNA M VILLEGAS IRA	CLASS 3	50,000.00	2,988.16	0.00	47,011.84
VINES	FLETCHER L & DEBORAH K VINES	CLASS 3	40,000.00	2,926.67	0.00	37,073.33
VINSON	PROV. TR GP-FBO RICKY VINSON IRA	CLASS 3	451,561.32	11,233.56	0.00	440,327.76
VISCUSO	GREGG VISCUSO	CLASS 5	75,000.00	7,616.59	0.00	67,383.41
VISCUSO	PROV. TR GP-FBO HELEN M VISCUSO ROTH IRA	CLASS 3	25,000.00	35,670.55	0.00	0.00 **
VISCUSO	PROV. TR GP-FBO HELGA P VISCUSO IRA	CLASS 3	217,500.00	144.67	0.00	217,355.33

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VISCUSO/SABINE	HELGA P VISCUSO & DRESSEL SABINE	CLASS 3	70,000.00	361.67	0.00	69,638.33
VISNICH	MAINSTAR-FBO JAMES VISNICH T2177588	CLASS 3	68,500.00	859.17	0.00	67,640.83
VITTONI	DARRELL & SHARON VITTONI	CLASS 3	88,000.00	7,956.74	0.00	80,043.26
VOGEL	HOWARD & SUSAN VOGEL	CLASS 3	85,000.00	18,346.05	0.00	66,653.95
VOLENBERG	MAINSTAR-FBO ESFIR I VOLENBERG T2177108	CLASS 3	335,500.00	5,489.15	0.00	330,010.85
VOLKMAN	JENNIFER VOLKMAN	CLASS 3	100,000.00	5,911.08	0.00	94,088.92
VOLL	LARRY EDWARD & VIRGINIA VOLL	CLASS 3	75,000.00	3,964.57	0.00	71,035.43
VOLL	PROV. TR GP-FBO LARRY E VOLL IRA	CLASS 3	100,000.00	7,016.67	0.00	92,983.33
VOLLBRECHT	FREDERIC T VOLLBRECHT RT DTD 11/04/10	CLASS 3	300,000.00	32,952.87	0.00	267,047.13
VOLLMER	DEAN & DIANE VOLLMER	CLASS 3	95,000.00	4,383.13	0.00	90,616.87
VON INS-ROPER	HELEN SUE VON INS-ROPER	CLASS 3	190,000.00	25,554.98	0.00	164,445.02
VON INS-ROPER	HELEN SUE VON INS-ROPER TR	CLASS 3	50,000.00	6,170.88	0.00	43,829.12
VON INS-ROPER	PROV. TR GP-FBO HELEN S VON INS-ROPER IRA	CLASS 3	82,600.00	11,178.54	0.00	71,421.46
VON SCHOECH	MAINSTAR-FBO KONRAD VON SCHOECH III	CLASS 3	59,223.14	4,099.56	0.00	55,123.58
VONESH	PROV. TR GP-FBO NAOMI VONESH IRA	CLASS 3	45,000.00	7,507.50	0.00	37,492.50
VONESH	PROV. TR GP-FBO RICHARD R VONESH IRA	CLASS 3	149,000.00	29,619.17	0.00	119,380.83
VONESH	RICHARD & NAOMI VONESH	CLASS 3	125,000.00	15,572.92	0.00	109,427.08
VOROBYOV	VERONIKA VOROBYOV	CLASS 3	50,000.00	3,016.53	0.00	46,983.47
VOSBURG	PROV. TR GP-FBO MARY L VOSBURG IRA	CLASS 3	40,000.00	3,744.45	0.00	36,255.55
VOSS	PROV. TR GP-FBO RICKY D VOSS SEP IRA	CLASS 3	46,340.00	4,822.25	0.00	41,517.75
VULPE	SHIRLEY A VULPE	CLASS 3	38,000.00	4,971.56	0.00	33,028.44
VUPPALA	SHARATH VUPPALA	CLASS 3	100,000.00	4,270.83	0.00	95,729.17
VYNCKIER	VYNCKIER LT 06/08/99	CLASS 3	25,000.00	3,778.62	0.00	21,221.38
WAASDORP	HENDRIKA E WAASDORP TR DTD 12/09/99	CLASS 3	100,000.00	22,838.93	0.00	77,161.07
WACHMAN	HARVEY S WACHMAN RT	CLASS 3	100,000.00	138.89	0.00	99,861.11
WACHTEL	ROBERT J WACHTEL	CLASS 3	150,000.00	9,343.75	0.00	140,656.25
WACKERNAGEL	MATHIS WACKERNAGEL	CLASS 3	120,000.00	6,586.67	0.00	113,413.33
WADDELL	SUE ANN WADDELL	CLASS 3	25,000.00	2,198.67	0.00	22,801.33
WADE	DAVID L & CAROL S WADE	CLASS 3	50,000.00	3,158.33	0.00	46,841.67

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WADMAN	PROV. TR GP-FBO JEFFREY A WADMAN IRA	CLASS 3	26,000.00	1,678.44	0.00	24,321.56
WADSWORTH	PROV. TR GP-FBO KENNETH WADSWORTH IRA	CLASS 3	121,000.00	16,107.00	0.00	104,893.00
WAGGONER	GARY WAGGONER	CLASS 3	211,114.00	21,850.79	0.00	189,263.21
WAHL	JAMES C & DIANE C WAHL	CLASS 3	30,000.00	0.00	0.00	30,000.00
WAHL	MICHAEL & KATHLEEN WAHL TR	CLASS 3	25,000.00	973.93	0.00	24,026.07
WAIT	THE WAIT FRLT DTD 03/09/99	CLASS 3	50,000.00	4,489.37	0.00	45,510.63
WALGREN	MAINSTAR-FBO STEVEN WALGREN T2177556	CLASS 3	150,000.00	3,225.00	0.00	146,775.00
WALKER	ARLENE WALKER	CLASS 3	400,000.00	30,805.78	0.00	369,194.22
WALKER	JACK O WALKER	CLASS 5	300,000.00	50,402.80	0.00	249,597.20
WALKER	MAINSTAR-FBO CAROLYN F WALKER T2178263	CLASS 3	25,000.00	238.19	0.00	24,761.81
WALKER	MAINSTAR-FBO TERRI L WALKER TW004080	CLASS 3	41,570.37	505.77	0.00	41,064.60
WALKER	MICHAEL L WALKER	CLASS 3	50,000.00	2,624.96	0.00	47,375.04
WALKER	PROV. TR GP-FBO DAWN WALKER IRA	CLASS 3	192,000.00	7,345.74	0.00	184,654.26
WALKER	TMICO-FBO JIMMY WAYNE WALKER TRAD IRA	CLASS 5	117,477.00	29,271.50	0.00	88,205.50
WALL	GREGORY & NANCY WALL	CLASS 3	100,000.00	6,233.33	0.00	93,766.67
WALL	IRA SVCS TR CO-CFBO KEITH WALL	CLASS 3	106,000.00	0.00	0.00	106,000.00
WALL	PROV. TR GP-FBO BRENDA L WALL IRA	CLASS 3	277,690.00	15,697.20	0.00	261,992.80
WALLACE	BARBARA & JAMES WALLACE	CLASS 3	200,000.00	9,262.50	0.00	190,737.50
WALLACE	DOROTHY F WALLACE	CLASS 3	25,000.00	850.72	0.00	24,149.28
WALLER	THOMAS & CAROLE WALLER	CLASS 3	80,000.00	4,420.00	0.00	75,580.00
WALLMAN	GERALD E WALLMAN	CLASS 5	52,000.00	9,904.10	0.00	42,095.90
WALLS	IRA SVCS TR CO-CFBO KENNETH G WALLS IRA	CLASS 3	244,000.00	14,463.74	0.00	229,536.26
WALLS	IRA SVCS TR CO-CFBO SANDRA S WALLS	CLASS 3	179,000.00	10,582.33	0.00	168,417.67
WALTER	EUGENE LEE WALTER	CLASS 3	125,000.00	18,447.08	0.00	106,552.92
WALTERS	DONNA G WALTERS	CLASS 5	100,000.00	15,694.38	0.00	84,305.62
WALTERS	MAINSTAR-FBO NADINE WALTERS	CLASS 3	26,500.00	3,785.46	0.00	22,714.54
WALTERS	PROV. TR GP-FBO DONNA G WALTERS IRA	CLASS 5	100,000.00	14,694.45	0.00	85,305.55
WALTERS	PROV. TR GP-FBO WILEY W WALTERS IRA	CLASS 3	25,000.00	2,552.09	0.00	22,447.91
WALTERS/NEWMAN	RICH. WALTERS & STEPHANIE NEWMAN JTWROS	CLASS 5	50,000.00	14,444.56	0.00	35,555.44

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Woodbridge Group of Companies, LLC and Its Affiliated Debtors
Schedule 3 - Schedule of Principal Amounts and Prepetition Distributions**

Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
WALTON	STEVE WALTON	CLASS 3	25,000.00	1,678.36	0.00	23,321.64
WAMPLER	WAMPLER LT	CLASS 3	100,000.00	13,499.87	0.00	86,500.13
WANG	JOHN H & PATRICIA M WANG	CLASS 3	50,000.00	3,041.67	0.00	46,958.33
WANG	WEI WANG	CLASS 3	50,000.00	1,390.29	0.00	48,609.71
WANG	XIAO QING WANG	CLASS 3	620,000.00	150,413.20	6,000.00	463,586.80
WANG/CAIN	XIAO QING WANG & JONATHAN CAIN	CLASS 3	100,000.00	30,102.78	1,781.25	68,115.97
WANG/CAIN	XIAO QING WANG & JONATHAN CAIN	CLASS 5	100,000.00	30,102.78	1,781.25	68,115.97
WARD	DIXIE L & THOMAS P WARD	CLASS 3	250,000.00	57,608.37	0.00	192,391.63
WARD	DOUGLAS M WARD	CLASS 3	100,000.00	16,314.58	0.00	83,685.42
WARD	DREE WARD	CLASS 3	50,000.00	4,999.95	0.00	45,000.05
WARD	GEORGE H & CAROL A WARD	CLASS 3	300,000.00	21,720.32	0.00	278,279.68
WARD	HORIZON TR CO-FBO DREE WARD ROTH IRA	CLASS 3	93,900.00	9,097.87	0.00	84,802.13
WARD	PROV. TR GP-FBO DIXIE L WARD IRA	CLASS 3	176,191.00	35,756.95	0.00	140,434.05
WARDEN	PROV. TR GP-FBO DONNA WARDEN IRA	CLASS 5	275,000.00	90,150.32	0.00	184,849.68
WARE	JEFF V WARE	CLASS 3	50,000.00	10,024.98	0.00	39,975.02
WARICH	PROV. TR GP-FBO HEINZ WARICH IRA	CLASS 3	99,500.00	4,757.34	0.00	94,742.66
WARNER	CHARLES L & DOROTHY A WARNER RLT	CLASS 3	400,000.00	5,640.27	0.00	394,359.73
WARNER	VALERIE O WARNER	CLASS 3	100,000.00	11,266.67	0.00	88,733.33
WARREN	BUFORD WARREN	CLASS 3	70,000.00	661.12	0.00	69,338.88
WARREN	LEON H & PATRICIA W WARREN	CLASS 3	200,000.00	19,891.32	0.00	180,108.68
WARRENFELTZ	MARIAN WARRENFELTZ	CLASS 3	50,000.00	1,312.51	0.00	48,687.49
WARRINER	PURITA S WARRINER	CLASS 3	25,000.00	815.96	0.00	24,184.04
WARRINER	SAMANTHA M WARRINER	CLASS 3	25,000.00	815.96	0.00	24,184.04
WARRINGTON	MAINSTAR-FBO ALAN WARRINGTON T2178130	CLASS 3	212,986.76	3,928.42	0.00	209,058.34
WARRINGTON	MONTERRAT WARRINGTON	CLASS 3	200,000.00	3,500.01	0.00	196,499.99
WASHKO	KATHLEEN F & BRIAN A WASHKO	CLASS 3	130,000.00	13,873.94	0.00	116,126.06
WASHKO	PROV. TR GP-FBO KATHLEEN F WASHKO IRA	CLASS 3	286,041.37	38,758.60	0.00	247,282.77
WASHKO	STEPHANIE R & KATHLEEN F WASHKO	CLASS 3	44,000.00	4,695.72	0.00	39,304.28
WASHOR	NANCY & ANDREW WASHOR	CLASS 3	230,000.00	31,078.57	0.00	198,921.43

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
WASHOR	NANCY & ANDREW WASHOR	CLASS 5	100,000.00	13,512.42	0.00	86,487.58
WASIL	DAVID A & BARBARA R WASIL	CLASS 3	25,000.00	1,451.43	0.00	23,548.57
WASNIEWSKI	TERESA M WASNIEWSKI TR UPDTD 12/03/09	CLASS 3	100,000.00	6,861.15	0.00	93,138.85
WASNIEWSKI	WITOLD S WASNIEWSKI LT UPDTD 12/03/09	CLASS 3	100,000.00	6,844.49	0.00	93,155.51
WASSEL	TRAINOS WASSEL	CLASS 3	25,000.00	1,747.41	0.00	23,252.59
WASSERMAN	HORIZON TR CO-FBO MARC WASSERMAN SEP IRA	CLASS 3	100,000.00	5,750.00	0.00	94,250.00
WASSERMAN	HORIZON TR CO-FBO WILLIAM L WASSERMAN SEP IRA	CLASS 3	50,000.00	6,816.71	0.00	43,183.29
WATERS	ELIZABETH WATERS	CLASS 5	50,000.00	21,013.98	0.00	28,986.02
WATERS	STUART A WATERS	CLASS 3	30,000.00	681.75	0.00	29,318.25
WATKINS	JACK W & PATRICIA A WATKINS KEYSTONE TR	CLASS 3	100,000.00	5,983.33	0.00	94,016.67
WATKINS	JULIA C WATKINS	CLASS 5	65,000.00	17,104.83	0.00	47,895.17
WATSON	KATHLEEN L WATSON	CLASS 3	150,000.00	2,850.00	0.00	147,150.00
WATSON	MAINSTAR-FBO WILLIE WATSON SR	CLASS 3	50,000.00	2,958.33	0.00	47,041.67
WATSON	MARIANNE WATSON	CLASS 3	50,000.00	950.00	0.00	49,050.00
WATSON	ROBERT L WATSON SR	CLASS 3	25,000.00	131.95	0.00	24,868.05
WATSON	THE WATSON LT DTD 09/22/99	CLASS 3	240,000.00	45,276.40	0.00	194,723.60
WATTERS	EDNA M WATTERS	CLASS 3	25,000.00	2,913.21	0.00	22,086.79
WAUGH	ERIC S WAUGH	CLASS 3	25,000.00	1,931.99	0.00	23,068.01
WAYBRIGHT	JEFFREY H WAYBRIGHT	CLASS 3	80,000.00	1,726.68	0.00	78,273.32
WAYNE	LINDA WAYNE	CLASS 3	75,000.00	2,956.25	0.00	72,043.75
WAYNER	DELWYN G & BETTY J WAYNER	CLASS 3	100,000.00	14,150.00	0.00	85,850.00
WEARLEY	THE WEARLEY FT	CLASS 3	78,000.00	1,434.59	0.00	76,565.41
WEATHERWAX	BELINDA S WEATHERWAX	CLASS 3	185,000.00	5,303.33	0.00	179,696.67
WEAVER	DONALD H & KATHLEEN WEAVER	CLASS 3	100,000.00	5,866.67	0.00	94,133.33
WEAVER	EUGENIA WEAVER RT	CLASS 3	50,000.00	622.91	0.00	49,377.09
WEAVER	MAINSTAR-FBO ANTHONY S WEAVER	CLASS 3	30,000.00	1,274.17	0.00	28,725.83
WEAVER	TRACY H WEAVER	CLASS 3	50,000.00	3,787.50	0.00	46,212.50
WEAVER	WALDEN P WEAVER	CLASS 3	30,000.00	3,770.83	0.00	26,229.17
WEAVER/WADDELL	TRACY WEAVER & JAMES WADDELL	CLASS 3	25,000.00	1,893.75	0.00	23,106.25

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
WEBB	KATHERINE M WEBB	CLASS 3	70,000.00	2,811.67	0.00	67,188.33
WEBB	PROV. TR GP-FBO LINDA L WEBB IRA	CLASS 3	26,500.00	150.91	0.00	26,349.09
WEBER	JOHN & LUCILLE WEBER	CLASS 3	200,000.00	3,733.34	0.00	196,266.66
WEBER	JOHN WEBER	CLASS 3	130,000.00	13,750.00	0.00	116,250.00
WEBER	SUSAN B WEBER TR	CLASS 3	35,000.00	704.85	0.00	34,295.15
WEBRE	IRA SVCS TR CO-CFBO JAMES WEBRE IRA	CLASS 3	800,000.00	36,255.53	0.00	763,744.47
WEEKS	PROV. TR GP-FBO BETTE J WEEKS IRA	CLASS 3	26,600.00	2,808.52	0.00	23,791.48
WEEKS	PROV. TR GP-FBO SKYLAR D WEEKS IRA	CLASS 3	176,100.00	17,785.98	0.00	158,314.02
WEEKS	SKYLAR & BETTE J WEEKS	CLASS 3	140,000.00	12,562.91	0.00	127,437.09
WEER	BART M & MARIE E WEER	CLASS 3	25,000.00	5,652.43	0.00	19,347.57
WEIDENFELD	WEIDENFELD LT DTD 02/17/95	CLASS 5	315,000.00	40,079.86	0.00	274,920.14
WEIDNER	MAINSTAR-FBO THOMAS WEIDNER T2178440	CLASS 3	211,995.00	1,030.53	0.00	210,964.47
WEIGHTON	E NICOLL WEIGHTON	CLASS 5	100,000.00	18,245.77	0.00	81,754.23
WEIHE	DAVID WEIHE	CLASS 3	50,000.00	106.94	0.00	49,893.06
WEILAND	KENNETH J WEILAND	CLASS 3	100,000.00	6,485.25	0.00	93,514.75
WEINBERG	DARLENE R WEINBERG	CLASS 3	40,000.00	1,094.46	0.00	38,905.54
WEINBERG	PROV. TR GP-FBO FRANCES WEINBERG ROTH IRA	CLASS 3	29,200.00	301.13	0.00	28,898.87
WEINBERG	PROV. TR GP-FBO STEPHEN WEINBERG IRA	CLASS 3	81,200.00	393.97	0.00	80,806.03
WEINBERG	ROBERT M WEINBERG	CLASS 3	200,000.00	19,066.63	0.00	180,933.37
WEINER	NORMA WEINER LT DTD 11/13/13	CLASS 3	1,050,000.00	43,512.50	0.00	1,006,487.50
WEINGARTEN	WEINGARTEN FT DTD 02/25/00	CLASS 3	75,000.00	7,535.73	0.00	67,464.27
WEINHOLD	WEINHOLD FT	CLASS 3	200,000.00	15,059.66	0.00	184,940.34
WEISE	DONALD E & DONNA M WEISE	CLASS 3	250,000.00	37,855.40	0.00	212,144.60
WEISE	WEISE RT DTD 11/07/14	CLASS 3	150,000.00	8,724.99	0.00	141,275.01
WEISENBURGER	EARL & PAT WEISENBURGER	CLASS 3	30,000.00	291.67	0.00	29,708.33
WEISGERBER	GEORGE N WEISGERBER TR DTD 01/19/00	CLASS 3	180,000.00	19,037.47	0.00	160,962.53
WEISGERBER	HORIZON TR CO-FBO GEORGE N WEISGERBER	CLASS 3	179,712.00	2,426.11	0.00	177,285.89
WEISHAAR	PROV. TR GP-FBO RICHARD M WEISHAAR IRA	CLASS 5	99,500.00	28,246.95	0.00	71,253.05
WEISHAAPT	WILLIAM F WEISHAAPT RT DTD 10/19/12	CLASS 3	50,000.00	3,350.00	0.00	46,650.00

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WEISS	JAMES A WEISS	CLASS 3	25,000.00	1,486.16	0.00	23,513.84
WEISS	LEIBY WEISS	CLASS 3	30,000.00	275.00	0.00	29,725.00
WEISSMAN	GERALD WEISSMAN	CLASS 3	25,000.00	350.00	0.00	24,650.00
WEISZ	MAINSTAR-FBO STEVEN WEISZ T2176865	CLASS 3	40,000.00	1,266.67	0.00	38,733.33
WEITZEL	HENRY C WEITZEL	CLASS 3	30,000.00	3,274.42	0.00	26,725.58
WEITZEL	WEITZEL FT FBO H THOMAS COSS	CLASS 3	200,000.00	2,527.77	0.00	197,472.23
WEITZMAN	JENNIFER WEITZMAN	CLASS 3	100,000.00	2,547.21	0.00	97,452.79
WELCH	FLORIS LAVON WELCH	CLASS 3	25,000.00	920.46	0.00	24,079.54
WELCH	PROV. TR GP-FBO ROBERT W WELCH SR IRA	CLASS 3	73,000.00	1,654.67	0.00	71,345.33
WELCH	ROBERT W WELCH SR	CLASS 3	100,000.00	7,067.62	0.00	92,932.38
WELDON/SMITH	JODIE WELDON & CAROL A SMITH	CLASS 3	25,000.00	836.09	0.00	24,163.91
WELKER	THOMAS EDWARD & JULIE ANNE WELKER	CLASS 3	25,000.00	1,078.84	0.00	23,921.16
WELLE	GAIL WELLE	CLASS 3	100,000.00	347.22	0.00	99,652.78
WELLMAN	KENNETH & KAREN WELLMAN KEYSTONE TR	CLASS 3	50,000.00	15,776.76	0.00	34,223.24
WELLS	KELLI M & NANCY E WELLS	CLASS 3	25,000.00	791.69	0.00	24,208.31
WELLS	SIDNEY & LINDA WELLS	CLASS 3	100,000.00	7,216.67	0.00	92,783.33
WELLS	WILDA H WELLS	CLASS 3	70,000.00	3,787.79	0.00	66,212.21
WELSH	SYLVESTER H WELSH	CLASS 3	90,000.00	8,265.00	0.00	81,735.00
WENDEL	ALVIN A & MARTHA A WENDEL	CLASS 3	85,000.00	16,316.99	0.00	68,683.01
WENDEL	KATHLEEN A WENDEL	CLASS 3	50,000.00	505.56	0.00	49,494.44
WENDEL	KIMBERLY A WENDEL	CLASS 3	175,000.00	26,083.41	0.00	148,916.59
WENDEL	LINDA WENDEL	CLASS 3	100,000.00	758.33	0.00	99,241.67
WENDEL	PROV. TR GP-FBO JODI M WENDEL IRA	CLASS 3	25,000.00	3,340.27	0.00	21,659.73
WENDEL	ROBERT L WENDEL	CLASS 3	50,000.00	4,075.00	0.00	45,925.00
WENDEL	SCOTT R WENDEL	CLASS 5	100,000.00	46,269.26	0.00	53,730.74
WENRICH	MAINSTAR-FBO CORINNE WENRICH	CLASS 3	26,200.00	3,615.60	0.00	22,584.40
WENSKOSKI	PROV. TR GP-FBO RICHARD WENSKOSKI IRA	CLASS 3	84,500.00	15,110.09	0.00	69,389.91
WERLEY	ROBERT J & SUSAN R WERLEY	CLASS 3	40,000.00	838.91	0.00	39,161.09
WERMUTH	ANDREW G WERMUTH	CLASS 3	25,000.00	5,395.95	0.00	19,604.05

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WERMUTH	MAINSTAR-FBO BRUCE M WERMUTH	CLASS 5	100,000.00	16,408.32	0.00	83,591.68
WERMUTH	MARILYN WERMUTH	CLASS 3	70,000.00	13,858.28	0.00	56,141.72
WERNER	JAMES ALAN WERNER	CLASS 3	30,000.00	2,638.16	0.00	27,361.84
WERNER	JAMES ALAN WERNER	CLASS 5	70,000.00	6,155.72	0.00	63,844.28
WERNER	MAINSTAR-FBO JOHN T WERNER T2177151	CLASS 3	70,000.00	2,002.78	0.00	67,997.22
WERTER	DEBORAH WERTER	CLASS 3	120,000.00	3,500.00	0.00	116,500.00
WESCH	WILLIAM G WESCH	CLASS 5	100,000.00	25,944.34	0.00	74,055.66
WESOLOWSKI	THE WESOLOWSKI RFT	CLASS 3	100,000.00	5,861.16	0.00	94,138.84
WEST	JAMES W & ROSEMARY WEST	CLASS 3	125,000.00	12,065.34	0.00	112,934.66
WEST	LAUREN M & NANCY J WEST	CLASS 3	200,000.00	2,733.33	0.00	197,266.67
WEST	LAUREN WEST TR UTD 12/11/12	CLASS 3	300,000.00	53,585.94	0.00	246,414.06
WEST	LAUREN WEST TR UTD 12/11/12	CLASS 5	100,000.00	17,861.98	0.00	82,138.02
WEST	MAINSTAR-FBO KATHY M WEST TW004048	CLASS 3	105,000.00	1,776.25	0.00	103,223.75
WEST	PROV. TR GP-FBO ROYAL WEST IRA	CLASS 3	159,000.00	7,905.83	0.00	151,094.17
WEST	TIM & LAUREN WEST	CLASS 3	150,000.00	33,661.22	2,721.09	113,617.69
WEST	TIM & LAUREN WEST	CLASS 3*	105,000.00	12,512.50	0.00	92,487.50
WEST	TIM & LAUREN WEST	CLASS 5	100,000.00	22,440.81	1,814.06	75,745.13
WEST COAST PHARM.	THE WEST COAST PHARMACEUTICAL INC DEF TR	CLASS 3	50,000.00	3,533.30	0.00	46,466.70
WESTERHEIDE	JOANN WESTERHEIDE RFTA	CLASS 3	405,000.00	57,817.58	0.00	347,182.42
WESTERHEIDE	JOANN WESTERHEIDE RFTA	CLASS 5	300,000.00	42,827.84	0.00	257,172.16
WESTERHEIDE	LEE H WESTERHEIDE	CLASS 3	400,000.00	79,661.02	0.00	320,338.98
WESTGERDES	MARY H WESTGERDES	CLASS 3	75,000.00	9,151.35	0.00	65,848.65
WESTSHORE	CHRIST CHURCH WESTSHORE	CLASS 3	30,000.00	420.83	0.00	29,579.17
WETZEL	BARBARA WETZEL	CLASS 3	50,000.00	505.56	0.00	49,494.44
WETZEL	CO NATL BNK-FBO GARY WETZEL IRA CNB1008	CLASS 5	150,000.00	26,447.70	0.00	123,552.30
WHALEN	MIKE & NANCY WHALEN	CLASS 3	200,000.00	10,183.29	0.00	189,816.71
WHARTON-BURNS	IRA SVCS TR CO-CFBO CONNIE WHARTON-BURNS	CLASS 3	100,000.00	6,450.00	0.00	93,550.00
WHEATLAKE	DONALD B WHEATLAKE	CLASS 3	40,000.00	5,338.33	0.00	34,661.67
WHEELER	ANN HOLLINGSWORTH WHEELER	CLASS 5	150,000.00	18,916.67	0.00	131,083.33

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WHEELER	IRA SVCS TR CO-CFBO MELINDA K WHEELER IRA	CLASS 3	52,000.00	3,430.61	0.00	48,569.39
WHEELER	JOAN WHEELER	CLASS 3	50,000.00	3,266.67	0.00	46,733.33
WHEELER	PROV. TR GP-FBO JAMES WHEELER IRA	CLASS 3	693,000.00	75,575.50	0.00	617,424.50
WHEELER	PROV. TR GP-FBO LINDA WHEELER IRA	CLASS 3	42,000.00	6,804.70	176.47	35,018.83
WHEELER	RICHARD WHEELER	CLASS 3	50,000.00	1,387.50	0.00	48,612.50
WHEELER	VIRGINIA & ALLAN WHEELER	CLASS 3	50,000.00	861.10	0.00	49,138.90
WHISENANT	EDWARD & JOHNNIE WHISENANT FT 05/20/11	CLASS 3	40,000.00	2,188.93	0.00	37,811.07
WHITE	CRAIG WHITE	CLASS 3	200,000.00	13,166.67	0.00	186,833.33
WHITE	GINA D WHITE	CLASS 3	40,000.00	1,022.24	0.00	38,977.76
WHITE	JEAN WHITE FT UTA DTD 04/16/09	CLASS 3	25,000.00	2,474.93	0.00	22,525.07
WHITE	KEVIN D WHITE	CLASS 3	30,000.00	1,690.00	0.00	28,310.00
WHITE	MARK C & MELANIE R WHITE	CLASS 5	50,000.00	9,500.07	0.00	40,499.93
WHITE	PATRICIA T WHITE	CLASS 5	100,000.00	37,722.09	0.00	62,277.91
WHITE	PROV. TR GP-FBO CYNTHIA A WHITE IRA	CLASS 3	28,000.00	979.98	0.00	27,020.02
WHITE	PROV. TR GP-FBO JAMES WHITE IRA	CLASS 3	49,465.00	2,877.73	0.00	46,587.27
WHITE	PROV. TR GP-FBO JEAN WHITE IRA	CLASS 3	35,000.00	6,507.17	0.00	28,492.83
WHITE	PROV. TR GP-FBO JEAN WHITE IRA	CLASS 5	135,000.00	25,099.08	0.00	109,900.92
WHITE	THE WHITE FT	CLASS 3	25,000.00	49.65	0.00	24,950.35
WHITE	THE WHITE RT	CLASS 3	90,000.00	3,600.00	0.00	86,400.00
WHITE/FOWLER	JEFFREY WHITE & DEBORAH LEE FOWLER	CLASS 3	50,000.00	2,130.31	0.00	47,869.69
WHITEHEAD	GLENVIL R WHITEHEAD	CLASS 3	30,000.00	1,384.17	0.00	28,615.83
WHITEHEAD	JOAN G WHITEHEAD IT	CLASS 3	40,000.00	2,533.38	0.00	37,466.62
WHITEHEAD	WILLIAM F SR & CAROL L WHITEHEAD	CLASS 3	125,000.00	3,666.67	0.00	121,333.33
WHITESIDE	C H WHITESIDE	CLASS 5	150,000.00	20,125.00	0.00	129,875.00
WHITESIDE	MAINSTAR-FBO LEILA WHITESIDE T2177554	CLASS 3	29,500.00	442.50	0.00	29,057.50
WHITING	VON WHITING	CLASS 5	122,000.00	3,592.22	0.00	118,407.78
WHITLEDGE	MAINSTAR-FBO CHARLES D WHITLEDGE RW003740	CLASS 3	160,800.00	6,997.03	0.00	153,802.97
WHITLING	JEFFREY LYNN & MINA Y WHITLING	CLASS 3	150,000.00	19,673.16	0.00	130,326.84
WHITLING	JEFFREY WHITLING	CLASS 3	100,000.00	291.67	0.00	99,708.33

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WHITLOCK	PROV. TR GP-FBO STEPHEN E WHITLOCK IRA	CLASS 3	25,000.00	13,265.67	0.00	11,734.33
WHITLOCK	STEPHEN WHITLOCK	CLASS 3	25,000.00	1,309.06	0.00	23,690.94
WHITMAN	PROV. TR GP-FBO NICOLETTE L WHITMAN IRA	CLASS 3	26,755.00	3,744.44	0.00	23,010.56
WHITMAN	THOMAS R & NICOLETTE L WHITMAN	CLASS 3	251,500.00	29,791.88	0.00	221,708.12
WHITMER	ILLUMINADA WHITMER	CLASS 3	30,000.00	3,235.48	0.00	26,764.52
WHITTINGHAM	PROV. TR GP-FBO KATHRYN WHITTINGHAM IRA	CLASS 3	60,500.00	5,707.17	0.00	54,792.83
WHITTINGHAM	PROV. TR GP-FBO MICHAEL WHITTINGHAM	CLASS 3	102,000.00	18,105.01	0.00	83,894.99
WHYBREW	LARRY A WHYBREW	CLASS 3	100,000.00	5,940.31	0.00	94,059.69
WIDEMAN	DALE R & KATHRYN V WIDEMAN	CLASS 3	50,000.00	902.76	0.00	49,097.24
WIDEMAN	JEFFERY & DELORES WIDEMAN RT	CLASS 3	500,000.00	54,794.10	1,000.00	444,205.90
WIDMAIER	WILLIAM K & MARYLOUISE WIDMAIER	CLASS 3	200,000.00	18,848.53	0.00	181,151.47
WIDMANN	RICHARD & SUZANNE WIDMANN	CLASS 3	25,000.00	0.00	0.00	25,000.00
WIEGER	CLIFFORD & DIANA WIEGER	CLASS 3	125,000.00	11,000.00	2,000.00	112,000.00
WIEGER	JAMES C WIEGER	CLASS 3	125,000.00	7,131.91	1,000.00	116,868.09
WIEGMAN	PROV. TR GP-FBO GARY M WIEGMAN IRA	CLASS 5	120,000.00	20,566.67	0.00	99,433.33
WIEJACZKA	HORIZON TR CO-FBO JOHN F WIEJACZKA IRA	CLASS 3	61,368.00	6,481.86	0.00	54,886.14
WIELAND	DONALD A & DIANE J WIELAND	CLASS 3	40,000.00	6,300.00	0.00	33,700.00
WIENER	BARRY A WIENER	CLASS 3	1,000,000.00	10,791.68	0.00	989,208.32
WIENER	WIENER FT	CLASS 3	900,000.00	5,600.00	0.00	894,400.00
WIERZBICKI	PROV. TR GP-FBO DIANA WIERZBICKI IRA	CLASS 3	57,700.00	3,312.95	0.00	54,387.05
WIESE	MAINSTAR-FBO MARIA WIESE TW003393	CLASS 3	180,000.00	19,300.00	0.00	160,700.00
WIESEHAN	PROV. TR GP-FBO GENE L WIESEHAN IRA	CLASS 3	113,000.00	29,728.36	0.00	83,271.64
WIESNER	JOHN WIESNER LT DTD 06/29/12	CLASS 3	200,000.00	23,022.17	0.00	176,977.83
WIGGS	PROV. TR GP-FBO TIFFANY WIGGS TRAD IRA	CLASS 3	40,000.00	8,767.31	0.00	31,232.69
WILABY	JON & KAY WILABY	CLASS 3	100,000.00	9,198.57	0.00	90,801.43
WILBURN	WILBURN FT DTD 04/14/16	CLASS 3	300,000.00	14,437.50	0.00	285,562.50
WILCOX	WILCOX LT	CLASS 3	100,000.00	465.27	0.00	99,534.73
WILDER	THOMAS & WENDY WILDER	CLASS 5	100,000.00	35,771.35	0.00	64,228.65
WILDS	LOUISE WILDS	CLASS 3	83,000.00	11,971.75	0.00	71,028.25

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Surname/Entity Name	Full Name	Type	Total Outstanding Principal Amount [1]	Prepetition "Interest" Payments [2]	Other Prepetition Distributions [3]	Net Claims [1] minus [2] minus [3]
WILES	IRA SVCS TR CO-CFBO BART WILES IRA540833	CLASS 5	96,000.00	13,706.67	0.00	82,293.33
WILHELM	BARBARA A WILHELM	CLASS 5	123,500.00	17,415.62	0.00	106,084.38
WILHELM	IRA SVCS TR CO-CFBO BARBARA WILHELM IRA	CLASS 5	145,000.00	21,863.93	0.00	123,136.07
WILHELM	IRA SVCS TR CO-CFBO BARBARA WILHELM ROTH	CLASS 5	34,527.74	4,612.74	0.00	29,915.00
WILHELM	RONALD G & APRIL M WILHELM	CLASS 3	35,000.00	0.00	0.00	35,000.00
WILKEN	MAINSTAR-FBO RICHARD WILKEN	CLASS 3	89,500.00	6,294.83	0.00	83,205.17
WILKEN	PAUL W & SHERRY D WILKEN	CLASS 3	100,000.00	10,355.61	0.00	89,644.39
WILKINS	MAINSTAR-FBO ALBERT T WILKINS T2178527	CLASS 3	100,000.00	229.17	0.00	99,770.83
WILKINSON	JEFFREY A & JOSEPH D WILKINSON	CLASS 3	61,000.00	5,254.02	0.00	55,745.98
WILKINSON	JEFFREY A & THERESA G WILKINSON	CLASS 3	30,000.00	688.33	0.00	29,311.67
WILKINSON	JEFFREY A, GARY A & JOSEPH D WILKINSON	CLASS 3	60,000.00	8,664.92	0.00	51,335.08
WILKINSON	PROV. TR GP-FBO JEFFREY A WILKINSON IRA	CLASS 3	148,000.00	21,786.90	0.00	126,213.10
WILKINSON	PROV. TR GP-FBO PATRICIA WILKINSON IRA	CLASS 3	116,800.00	13,692.26	1,890.83	101,216.91
WILLCOX	EDWIN G WILLCOX	CLASS 3	125,000.00	13,420.06	0.00	111,579.94
WILLCOX	EDWIN G WILLCOX	CLASS 5	50,000.00	5,368.02	0.00	44,631.98
WILLETT	MARILYN L & MICHAEL J WILLETT	CLASS 3	150,000.00	17,730.59	0.00	132,269.41
WILLETT	TOBY M & JESSICA J WILLETT	CLASS 3	250,000.00	38,994.23	0.00	211,005.77
WILLETT DAIRY	WILLETT DAIRY FARM & CATTLE CO	CLASS 3	200,000.00	38,311.04	0.00	161,688.96
WILLETT DAIRY	WILLETT DAIRY FARM & CATTLE CO	CLASS 5	100,000.00	19,155.52	0.00	80,844.48
WILLIAMS	ADELHEID WILLIAMS	CLASS 5	200,000.00	2,111.11	0.00	197,888.89
WILLIAMS	CHARLES WILLIAMS	CLASS 3	133,352.13	1,648.37	0.00	131,703.76
WILLIAMS	CLARENCE WILLIAMS	CLASS 3	25,000.00	684.05	0.00	24,315.95
WILLIAMS	EDWIN & SANDY WILLIAMS	CLASS 3	25,000.00	820.83	0.00	24,179.17
WILLIAMS	EVA C WILLIAMS	CLASS 3	25,000.00	142.36	0.00	24,857.64
WILLIAMS	IRA SVCS TR CO-CFBO CHRISTINA I WILLIAMS	CLASS 3	22,800.00	1,596.00	4,000.00	17,204.00
WILLIAMS	IRA SVCS TR CO-CFBO MARTIN T WILLIAMS IRA	CLASS 5	250,000.00	22,152.74	0.00	227,847.26
WILLIAMS	JONI C WILLIAMS	CLASS 3	25,000.00	2,316.05	0.00	22,683.95
WILLIAMS	MAINSTAR-FBO E ROGER WILLIAMS TW003625	CLASS 3	25,000.00	870.83	0.00	24,129.17
WILLIAMS	MAINSTAR-FBO GERALD WILLIAMS T2178073	CLASS 5	300,000.00	6,166.67	0.00	293,833.33

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WILLIAMS	MAINSTAR-FBO KATHLEEN WILLIAMS TW003450	CLASS 3	35,245.57	2,175.90	0.00	33,069.67
WILLIAMS	MAINSTAR-FBO LINDA F WILLIAMS T2177391	CLASS 3	155,000.00	3,151.67	0.00	151,848.33
WILLIAMS	MAINSTAR-FBO PAULA WILLIAMS RW003873	CLASS 3	31,291.97	438.96	0.00	30,853.01
WILLIAMS	MAINSTAR-FBO ROGER WILLIAMS TW003625	CLASS 3	20,000.00	232.22	0.00	19,767.78
WILLIAMS	PROV. TR GP-FBO C LEE/GLORIA WILLIAMS IRA	CLASS 3	24,000.00	1,430.58	0.00	22,569.42
WILLIAMS	PROV. TR GP-FBO DEBORAH L WILLIAMS IRA	CLASS 3	100,000.00	14,194.44	0.00	85,805.56
WILLIAMS	REBECCA WILLIAMS	CLASS 3	25,000.00	375.01	0.00	24,624.99
WILLIAMS	ROBERT WILLIAMS	CLASS 3	50,000.00	0.00	0.00	50,000.00
WILLIAMS	RUTH WILLIAMS	CLASS 3	75,000.00	875.00	0.00	74,125.00
WILLIAMS	STEVEN E & CAROL A WILLIAMS	CLASS 3	140,000.00	4,775.84	0.00	135,224.16
WILLIAMS	SUNWEST TR AUDREY S WILLIAMS IRA	CLASS 3	80,000.00	986.67	0.00	79,013.33
WILLIAMS	TERESA WILLIAMS	CLASS 3	40,000.00	3,200.06	0.00	36,799.94
WILLIAMS	THE WILLIAMS INTER VIVOS TR	CLASS 3	83,050.90	456.78	0.00	82,594.12
WILLIAMS/SMITH	LINDA J WILLIAMS & ANDREA E SMITH	CLASS 3	102,000.00	6,243.25	0.00	95,756.75
WILLIAMSON	PROV. TR GP-FBO CONSTANCE WILLIAMSON IRA	CLASS 3	62,000.00	4,103.63	0.00	57,896.37
WILLIFORD	JOHN T & GAIL B WILLIFORD	CLASS 3	250,000.00	5,702.09	0.00	244,297.91
WILLINGHAM	ARTHUR WILLINGHAM	CLASS 3	30,000.00	6,258.37	0.00	23,741.63
WILLIS	FREDERICK V & DONNA H WILLIS	CLASS 3	50,000.00	641.67	0.00	49,358.33
WILLIS	MAINSTAR-FBO NANNETTE S WILLIS T2178030	CLASS 3	98,521.00	1,203.87	0.00	97,317.13
WILLIS	WANDA & ARTHUR WILLIS	CLASS 3	33,000.00	898.33	0.00	32,101.67
WILLOUGHBY	IRA SVCS TR CO-CFBO GRADY W WILLOUGHBY	CLASS 3	105,000.00	5,490.63	0.00	99,509.37
WILSHIRE METHODIST	WILSHIRE UNITED METHODIST CHURCH	CLASS 3	300,000.00	5,316.67	1,000.00	293,683.33
WILSON	ADRIENNE & ERNEST WILSON	CLASS 3	50,000.00	2,458.35	0.00	47,541.65
WILSON	ADRIENNE & ERNEST WILSON	CLASS 5	50,000.00	2,458.35	0.00	47,541.65
WILSON	AL H JR & DEBORA KAYE WILSON	CLASS 5	50,000.00	11,375.09	0.00	38,624.91
WILSON	ANNA-LISA FRELIN WILSON	CLASS 3	50,000.00	6,531.23	0.00	43,468.77
WILSON	BEVERLY WILSON	CLASS 3	25,000.00	336.82	0.00	24,663.18
WILSON	GARRETT WILLIAM WILSON	CLASS 3	30,000.00	1,405.00	0.00	28,595.00
WILSON	GLENN L WILSON	CLASS 3	100,000.00	5,994.48	0.00	94,005.52

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WILSON	IRA SVCS TR CO-CFBO WOODROW K WILSON IRA	CLASS 3	170,000.00	18,533.13	0.00	151,466.87
WILSON	JAMES L WILSON	CLASS 3	25,000.00	1,329.17	0.00	23,670.83
WILSON	JAMES S WILSON JR LT 01/05/11	CLASS 3	25,000.00	9,606.66	0.00	15,393.34
WILSON	MAINSTAR-FBO ADRIENNE WILSON T2177137	CLASS 5	100,000.00	5,305.56	0.00	94,694.44
WILSON	MAINSTAR-FBO JOAN P WILSON T2175782	CLASS 3	57,221.00	4,081.78	0.00	53,139.22
WILSON	PAULINE WILSON	CLASS 3	175,000.00	18,806.25	0.00	156,193.75
WILSON	PROV. TR GP-FBO KENT WILSON IRA	CLASS 3	20,000.00	986.67	0.00	19,013.33
WILSON	PROV. TR GP-FBO ROY A WILSON JR IRA	CLASS 5	200,000.00	46,166.67	0.00	153,833.33
WILSON	ROY A WILSON JR	CLASS 3	185,000.00	53,826.05	1,200.00	129,973.95
WILSON	THELMA E WILSON	CLASS 3	100,000.00	1,266.67	0.00	98,733.33
WILSON	TIMOTHY W & DANIEL M WILSON	CLASS 3	28,000.00	1,521.33	0.00	26,478.67
WILSON	WILLIAM R & DOROTHY WILSON	CLASS 5	150,000.00	49,631.64	0.00	100,368.36
WILSON	MAINSTAR-FBO JOHN D WILSON	CLASS 3	100,000.00	6,020.83	0.00	93,979.17
WILTON	PROV. TR GP-FBO GORDON V WILTON IRA	CLASS 3	36,977.00	2,901.67	0.00	34,075.33
WIN	THE WIN FT DTD 01/28/14	CLASS 5	100,000.00	2,569.44	0.00	97,430.56
WINCHELL	KARI L WINCHELL	CLASS 3	132,000.00	5,610.00	0.00	126,390.00
WINCHESTER	PROV. TR GP-FBO THOMAS A WINCHESTER IRA	CLASS 3	50,000.00	2,600.00	0.00	47,400.00
WINDEY	DEBORAH WINDEY	CLASS 5	80,000.00	6,237.75	0.00	73,762.25
WINDEY	IRA SVCS TR CO-CFBO DEBORAH WINDEY ROTH	CLASS 3	34,000.00	524.18	0.00	33,475.82
WING	PROV. TR GP-FBO JOHN K WING IRA	CLASS 3	100,000.00	29,981.55	0.00	70,018.45
WING	PROV. TR GP-FBO JOHN K WING IRA	CLASS 5	50,000.00	14,990.78	0.00	35,009.22
WINGATE	LARRY & PAMELA WINGATE	CLASS 3	50,000.00	9,231.76	0.00	40,768.24
WINGATE	LAURENCE WINGATE II	CLASS 3	25,000.00	934.40	0.00	24,065.60
WINGER	IRA SVCS TR CO-CFBO ROBERT L WINGER IRA	CLASS 3	25,000.00	1,958.39	0.00	23,041.61
WINGFIELD	TMICO-FBO JIM L WINGFIELD III IRA	CLASS 5	59,029.32	16,413.40	0.00	42,615.92
WINKELSPECHT	THOMAS E WINKELSPECHT	CLASS 3	25,000.00	362.50	0.00	24,637.50
WINNETT/WIGGERS	PEGGY S WINNETT & CHRISTINE M WIGGERS	CLASS 3	50,000.00	1,956.93	0.00	48,043.07
WINNINGHAM	PROV. TR GP-FBO K K WINNINGHAM INH IRA	CLASS 3	32,666.67	762.22	0.00	31,904.45
WINSLOW	DAVID & BARBARA J WINSLOW	CLASS 3	110,000.00	16,279.38	0.00	93,720.62

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WINSLOW RESOURCES	WINSLOW RESOURCES INC	CLASS 3	200,000.00	32,396.22	0.00	167,603.78
WINSTON	ROBERT J WINSTON	CLASS 3	25,000.00	503.49	0.00	24,496.51
WINTER	ANTHONY K WINTER	CLASS 3	25,000.00	472.24	0.00	24,527.76
WINTER	JEANNE WINTER	CLASS 3	25,000.00	1,395.88	0.00	23,604.12
WINTER	LARRY WINTER	CLASS 3	50,000.00	63.19	0.00	49,936.81
WINTERS	THE GLENN WINTERS FT DTD 03/19/92	CLASS 3	30,000.00	1,260.00	3,000.00	25,740.00
WINTERS	WAYNE A & NANCY J WINTERS	CLASS 3	125,000.00	7,316.01	0.00	117,683.99
WIREMAN	GRACE H WIREMAN	CLASS 3	100,000.00	6,666.67	0.00	93,333.33
WIREMAN	IRA SVCS TR CO-CFBO GRACE H WIREMAN IRA	CLASS 3	72,500.00	4,434.58	0.00	68,065.42
WIRKUS	LINDA C WIRKUS	CLASS 3	135,000.00	30,138.75	0.00	104,861.25
WIRKUS	PROV. TR GP-FBO LINDA C WIRKUS ROTH IRA	CLASS 3	134,000.00	26,894.50	0.00	107,105.50
WISE	DOUGLAS W & MARLA K WISE	CLASS 3	100,000.00	35,642.50	0.00	64,357.50
WISE	GEORGE H WISE	CLASS 3	50,000.00	11,731.09	0.00	38,268.91
WISE	PROV. TR GP-FBO RICHARD L WISE IRA	CLASS 3	153,000.00	15,626.08	0.00	137,373.92
WISELY	ROSALIE F WISELY	CLASS 3	100,000.00	5,050.05	0.00	94,949.95
WISNER	IRA SVCS TR CO-CFBO CHARLES D WISNER IRA	CLASS 3	68,000.00	4,624.00	0.00	63,376.00
WISNER	MAINSTAR-FBO ROGER D WISNER T2177542	CLASS 3	82,000.00	1,466.31	0.00	80,533.69
WISNER	ROGER & BETTY WISNER	CLASS 3	25,000.00	625.00	0.00	24,375.00
WISON	IRA SVCS TR CO-CFBO ARTHUR S WISON IRA	CLASS 3	90,000.00	2,550.00	0.00	87,450.00
WISOR	IRENE M WISOR	CLASS 3	30,000.00	491.67	0.00	29,508.33
WITT	MAINSTAR-FBO JOHN WALLACE WITT JR	CLASS 3	550,000.00	36,300.00	0.00	513,700.00
WITTE	MARY ANN WITTE	CLASS 3	25,000.00	1,816.67	0.00	23,183.33
WITTMAN	DAVID T WITTMAN	CLASS 3	50,000.00	10,586.83	0.00	39,413.17
WITTMAN	FREDERICK R & NORMA M WITTMAN TR	CLASS 3	65,000.00	5,495.83	0.00	59,504.17
WITTMAN	HORIZON TR CO-FBO GAIL WITTMAN IRA	CLASS 3	59,500.00	2,776.64	0.00	56,723.36
WLH	WLH LT DTD 03/14/03	CLASS 3	50,000.00	281.94	0.00	49,718.06
WOERPEL	DIANNA WOERPEL	CLASS 3	50,000.00	152.78	0.00	49,847.22
WOFFINDEN	IRA SVCS TR CO-CFBO PEGGY L WOFFINDEN	CLASS 3	91,426.00	2,726.64	0.00	88,699.36
WOGOMAN	BERNARD & VIOLET WOGOMAN	CLASS 3	100,000.00	12,697.15	0.00	87,302.85

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WOHLWEND	BARBARA WOHLWEND LT DTD 08/15/08	CLASS 3	85,000.00	12,062.95	0.00	72,937.05
WOHLWEND	RONALD J WOHLWEND LT	CLASS 3	100,000.00	9,431.25	0.00	90,568.75
WOLF	ABRAHAM & HILARY WOLF	CLASS 3	50,000.00	1,859.70	0.00	48,140.30
WOLFE	MICHAEL E WOLFE	CLASS 5	100,000.00	416.67	0.00	99,583.33
WOLFELD	MAINSTAR-FBO SHIRLEY WOLFELD TW004025	CLASS 3	60,000.00	2,480.00	0.00	57,520.00
WOLFER	JACQUELYN WOLFER	CLASS 3	150,000.00	15,625.00	0.00	134,375.00
WOLFERMAN	JOYCE WOLFERMAN	CLASS 3	50,000.00	0.00	0.00	50,000.00
WOLFF	RONALD V WOLFF	CLASS 3	150,000.00	20,107.62	0.00	129,892.38
WOLFGRAM	CRAIG D & SUSAN J WOLFGRAM	CLASS 3	50,000.00	8,250.00	0.00	41,750.00
WOLFGRAM	RONALD & SUSAN WOLFGRAM	CLASS 3	50,000.00	555.55	0.00	49,444.45
WOLFLEY/DIRICCO	HELENE WOLFLEY & RICHARD DIRICCO	CLASS 3	25,000.00	1,378.52	0.00	23,621.48
WOLFORD	LELAND WOLFORD	CLASS 3*	100,000.00	3,622.24	0.00	96,377.76
WOLFSON	MAINSTAR-FBO LYNNE K WOLFSON TW004036	CLASS 3	30,000.00	415.00	0.00	29,585.00
WOLFSON	PROV. TR GP-FBO ALAN S WOLFSON IRA	CLASS 3	50,000.00	691.67	0.00	49,308.33
WOLK	JEFFREY E WOLK	CLASS 3	400,000.00	18,291.01	0.00	381,708.99
WOLLIN	REBECCA WOLLIN	CLASS 3	100,000.00	6,333.33	0.00	93,666.67
WOLNER	DAN A & TERESA L WOLNER	CLASS 3	300,000.00	47,022.06	0.00	252,977.94
WOLSTENHOLME	DENNIS J & KATHLEEN A WOLSTENHOLME	CLASS 3	50,000.00	1,691.67	0.00	48,308.33
WOLTERS	C RON & ELIZABETH J WOLTERS	CLASS 3	80,000.00	1,000.00	0.00	79,000.00
WONG	HORIZON TR CO-FBO ERIC WONG IRA	CLASS 5	50,466.39	3,981.21	0.00	46,485.18
WONG	MAINSTAR-FBO CHEUK WONG RW003942	CLASS 3	50,000.00	1,594.44	0.00	48,405.56
WONG	PHEBE WONG	CLASS 3	25,000.00	924.28	0.00	24,075.72
WONG	SHELLEY & ERIC WONG	CLASS 5	200,000.00	27,186.67	0.00	172,813.33
WONG	SINCLAIR WONG	CLASS 3	40,000.00	455.56	0.00	39,544.44
WONG	THE WILLIAM K WONG TR DTD 03/31/09	CLASS 3	453,800.00	67,591.03	0.00	386,208.97
WONG	THE WONG FT DTD 10/22/88	CLASS 3	50,000.00	0.00	0.00	50,000.00
WOOD	DAN B WOOD	CLASS 3	160,000.00	10,711.15	0.00	149,288.85
WOOD	DONALD H WOOD	CLASS 3	100,000.00	12,443.72	0.00	87,556.28
WOOD	JAMES D & JOYCE A WOOD	CLASS 3	250,000.00	30,427.82	0.00	219,572.18

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WOOD	MARY A WOOD FAMILY IRREV TR	CLASS 3	88,000.00	134.44	0.00	87,865.56
WOOD	PROV. TR GP-FBO VALERIE K WOOD IRA	CLASS 3	315,000.00	22,493.39	0.00	292,506.61
WOODB	JAMES ALVIN & VALUAH SUE WOODB	CLASS 3	50,000.00	2,676.04	0.00	47,323.96
WOODS	DAVID SCOTT WOODS RLT	CLASS 3	51,000.00	136.12	0.00	50,863.88
WOODS	IRA SVCS TR CO-CFBO JANET R WOODS IRA	CLASS 3	29,000.00	1,795.95	0.00	27,204.05
WOODS	MAINSTAR-FBO GARY L WOODS T2175814	CLASS 3	29,000.00	1,856.00	0.00	27,144.00
WOODS	ROGER J & NANCY J WOODS	CLASS 3	75,000.00	541.67	0.00	74,458.33
WOODY	KIMBERLY D WOODY	CLASS 3	25,000.00	1,300.00	0.00	23,700.00
WOODY	RONALD WOODY	CLASS 3	150,000.00	13,520.83	0.00	136,479.17
WOOLARD	IRA SVCS TR CO-CFBO CHARLOTTE WOOLARD INH	CLASS 3	550,875.00	16,441.17	0.00	534,433.83
WORDEN	PROV. TR GP-FBO JOHN T WORDEN IRA	CLASS 3	19,000.00	564.73	0.00	18,435.27
WORKMAN	ABRAHAM WORKMAN	CLASS 3	50,000.00	4,766.70	0.00	45,233.30
WORLAND	IRA SVCS TR CO-CFBO WILLIAM C WORLAND IRA	CLASS 3	46,000.00	2,977.27	0.00	43,022.73
WORMINGTON	KIRK & PAMELA WORMINGTON	CLASS 3	100,000.00	9,131.90	0.00	90,868.10
WORST	WILLIAM C WORST JR	CLASS 3	60,000.00	2,973.30	0.00	57,026.70
WORWAG	RANDALL S WORWAG TR-RANDALL WORWAG TTE	CLASS 5	300,000.00	92,083.33	0.00	207,916.67
WRIGHT	BROOKE NICOLE WRIGHT	CLASS 3	25,000.00	656.27	0.00	24,343.73
WRIGHT	DONALD N & SANDRA L WRIGHT	CLASS 3	100,000.00	13,947.90	0.00	86,052.10
WRIGHT	DOUGLAS F & PEGGY J WRIGHT	CLASS 3	500,000.00	76,132.22	0.00	423,867.78
WRIGHT	GARY WRIGHT	CLASS 3	25,000.00	631.96	0.00	24,368.04
WRIGHT	LEANNE WRIGHT	CLASS 3	50,000.00	1,594.46	0.00	48,405.54
WRIGHT	PROV. TR GP-FBO JONATHAN S WRIGHT IRA	CLASS 3	25,000.00	0.00	0.00	25,000.00
WRIGHT	PROV. TR GP-FBO MARSHA IRIS WRIGHT IRA	CLASS 3	75,000.00	1,927.08	0.00	73,072.92
WRIGHT	PROV. TR GP-FBO ROBERT WRIGHT IRA	CLASS 3	137,500.00	4,380.47	0.00	133,119.53
WRIGHT	WILLIE F WRIGHT	CLASS 3	50,000.00	1,825.72	0.00	48,174.28
WRIGHT/RADER	NANCY J WRIGHT & MATTHEW T RADER	CLASS 3	100,000.00	11,000.00	0.00	89,000.00
WROBLEWSKI	MICHAEL & DIANE WROBLEWSKI	CLASS 3	25,000.00	729.19	0.00	24,270.81
WRYNN	HARVEY P & MARY WRYNN	CLASS 3	30,000.00	541.67	0.00	29,458.33
WU	KUANG-LEI & DIANA C Y WU	CLASS 3	25,000.00	889.26	0.00	24,110.74

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WUKIE	THERESA M WUKIE/WUKIE MARITAL DED TR	CLASS 3	40,000.00	3,943.28	0.00	36,056.72
WUNSCHER	ANNE M WUNSCHER	CLASS 3	215,000.00	29,526.67	0.00	185,473.33
WWW	WWW TR UAD 05/01/94	CLASS 3	50,000.00	3,383.33	0.00	46,616.67
WYATT	MARTHA ANN WYATT	CLASS 3	25,000.00	357.65	0.00	24,642.35
WYATT	PATRICIA MARIE WYATT	CLASS 3	25,000.00	625.00	0.00	24,375.00
WYCKOFF	MARGARET A WYCKOFF	CLASS 3	50,000.00	6,066.73	0.00	43,933.27
WYLIE	DAVID WYLIE	CLASS 3	150,000.00	16,879.88	0.00	133,120.12
WY SOCKI	JOE WY SOCKI	CLASS 3	100,000.00	15,600.08	0.00	84,399.92
XIA/LIN	THE MING-YI DANIEL XIA & TING-YI LIN RT	CLASS 3	150,000.00	1,475.00	0.00	148,525.00
YAMATE	GLENN YAMATE	CLASS 3	30,000.00	2,080.00	0.00	27,920.00
YAMATE	MAINSTAR-FBO GLENN YAMATE	CLASS 5	274,300.00	44,278.84	0.00	230,021.16
YAMATE-MORGAN	HANA & HEIDI YAMATE-MORGAN	CLASS 3	25,000.00	3,333.40	0.00	21,666.60
YANEZ	IRA SVCS TR CO-CFBO RICARDO YANEZ IRA	CLASS 3	175,000.00	6,577.06	0.00	168,422.94
YANT	MAINSTAR-FBO KAREN YANT	CLASS 5	107,000.00	9,481.37	0.00	97,518.63
YARBROUGH	MAINSTAR-FBO C E YARBROUGH T2177297	CLASS 3	90,900.00	3,782.82	0.00	87,117.18
YARKE	MALVERN C YARKE	CLASS 3	30,000.00	5,739.58	0.00	24,260.42
YASENSKY	THOMAS YASENSKY	CLASS 3	200,000.00	2,937.17	0.00	197,062.83
YATES	CARL YATES	CLASS 3	60,000.00	1,627.50	0.00	58,372.50
YBORRA	LINDA S YBORRA	CLASS 3	70,000.00	4,830.00	0.00	65,170.00
YEE	JAMES YEE	CLASS 3	25,000.00	1,406.29	0.00	23,593.71
YEE	PAUL YEE	CLASS 3	25,000.00	1,084.69	0.00	23,915.31
YEH	TANG SHIUN YEH	CLASS 3	50,000.00	7,349.61	0.00	42,650.39
YEH	TANG SHIUN YEH	CLASS 5	100,000.00	14,699.23	0.00	85,300.77
YELENOVIC	IRA SVCS TR CO-CFBO MIRKO YELENOVIC	CLASS 3	50,000.00	3,301.98	0.00	46,698.02
YETSKO	MAINSTAR-FBO ROGER YETSKO T2176620	CLASS 3	100,000.00	1,650.00	0.00	98,350.00
YETTER	PROV. TR GP-FBO DAVID A YETTER IRA	CLASS 3	33,000.00	4,323.83	0.00	28,676.17
YEUNG	PROV. TR GP-FBO FRANCIS YEUNG IRA	CLASS 3	210,500.00	14,627.67	0.00	195,872.33
YI	PROV. TR GP-FBO JENIFER YI IRA	CLASS 5	32,000.00	13,759.40	0.00	18,240.60
YI	PROV. TR GP-FBO JENIFER YI ROTH IRA	CLASS 5	59,500.00	11,685.14	0.00	47,814.86

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YOPPINI	JONATHON & RONNAMARI YOPPINI	CLASS 3	60,000.00	4,380.97	0.00	55,619.03
YOUNG	D&A YOUNG FAMILY LLC	CLASS 5	150,000.00	44,742.97	0.00	105,257.03
YOUNG	DALE A & ANA T YOUNG	CLASS 5	1,000,000.00	196,038.16	0.00	803,961.84
YOUNG	DENNIS A YOUNG	CLASS 3	110,000.00	6,737.45	0.00	103,262.55
YOUNG	ELAINE J YOUNG TR DTD 06/16/00	CLASS 3	60,000.00	4,987.50	0.00	55,012.50
YOUNG	HENRY YOUNG	CLASS 3	25,000.00	414.33	0.00	24,585.67
YOUNG	IRA SVCS TR CO-CFBO JAMES R YOUNG	CLASS 3	27,300.00	42.47	0.00	27,257.53
YOUNG	ISABELLA YOUNG	CLASS 3	250,000.00	28,319.53	0.00	221,680.47
YOUNG	JEFFREY R & JOY K YOUNG	CLASS 3	35,000.00	2,906.15	0.00	32,093.85
YOUNG	JOHN H & FAYE W YOUNG	CLASS 3	55,000.00	3,193.10	0.00	51,806.90
YOUNG	KIMBERLY F YOUNG	CLASS 3	150,000.00	25,208.25	0.00	124,791.75
YOUNG	PROV. TR GP-FBO DALE A YOUNG IRA	CLASS 5	231,700.00	52,723.39	0.00	178,976.61
YOUNG	PROV. TR GP-FBO EDWIN YOUNG IRA	CLASS 3	60,000.00	9,933.33	0.00	50,066.67
YOUNG	PROV. TR GP-FBO HENRY YOUNG IRA	CLASS 3	49,750.00	76.01	0.00	49,673.99
YOUNG	PROV. TR GP-FBO PAMELA YOUNG IRA	CLASS 3	228,336.63	23,130.18	0.00	205,206.45
YOUNG	ROSE ANNE YOUNG	CLASS 3	30,000.00	466.67	0.00	29,533.33
YOUNG	STEPHEN S YOUNG TR DTD 06/16/00	CLASS 3	30,000.00	4,129.17	0.00	25,870.83
YOUNG	YOUNG LT DTD 04/07/08	CLASS 3	45,000.00	1,271.86	0.00	43,728.14
YOUNGBLOOD	WILLIAM A III & BARBARA J YOUNGBLOOD	CLASS 3	150,000.00	3,583.33	0.00	146,416.67
YU	JUDY JAW CHING YU	CLASS 3	25,000.00	986.79	0.00	24,013.21
YUGOVICH	HORIZON TR CO-FBO MICHAEL A YUGOVICH IRA	CLASS 3	420,000.00	41,840.00	1,000.00	377,160.00
YUGOVICH	HORIZON TR CO-FBO MICHAEL A YUGOVICH ROTH IRA	CLASS 3	47,300.00	4,992.73	0.00	42,307.27
YUGOVICH	HORIZON TR CO-FBO STEVEN M YUGOVICH IRA	CLASS 3	35,000.00	1,674.19	0.00	33,325.81
YUGOVICH	STEVEN M YUGOVICH	CLASS 3	50,000.00	2,401.42	0.00	47,598.58
YUGOVICH	YUGOVICH FLT DTD 07/22/09	CLASS 3	50,000.00	5,866.61	0.00	44,133.39
YUHAS	MAINSTAR-FBO JOHN YUHAS T2178460	CLASS 3	265,000.00	220.83	0.00	264,779.17
ZABEL	CHARLES SR & RUTH ANN ZABEL	CLASS 3	100,000.00	7,533.33	0.00	92,466.67
ZABLOTNY	PAUL ZABLOTNY	CLASS 3	25,000.00	38,963.57	0.00	0.00 **
ZABORAC	DAVID & KIM ZABORAC	CLASS 3	75,000.00	2,722.20	0.00	72,277.80

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ZACCONE	ELIZABETH ZACCONE	CLASS 3	50,000.00	2,520.87	0.00	47,479.13
ZACK	IRA SVCS TR CO-CFBO KATHLEEN P ZACK IRA	CLASS 3	25,000.00	2,236.08	0.00	22,763.92
ZADAREKY	CHERYL ANN ZADAREKY	CLASS 3	41,000.00	472.63	0.00	40,527.37
ZAHLMANN	GLENN C ZAHLMANN	CLASS 3	50,000.00	8,850.00	1,000.00	40,150.00
ZAHLMANN	REGINA M ZAHLMANN	CLASS 3	50,000.00	5,197.13	0.00	44,802.87
ZAHM	PROV. TR GP-FBO MURIEL G ZAHM IRA	CLASS 5	120,000.00	26,455.69	0.00	93,544.31
ZAHM	ROY W & MURIEL G ZAHM	CLASS 5	100,000.00	41,583.23	0.00	58,416.77
ZAIATS	IVAN & TETYANA ZAIATS	CLASS 3	100,000.00	183.33	0.00	99,816.67
ZAKS ASSET MGT.	ZAKS ASSET MANAGEMENT TR	CLASS 3	147,000.00	14,721.74	0.00	132,278.26
ZAMARRA	PROV. TR GP-FBO MADELINE ZAMARRA IRA	CLASS 3	74,715.00	2,164.66	0.00	72,550.34
ZAMPETTI	DEBRA M ZAMPETTI	CLASS 3	100,000.00	4,297.25	0.00	95,702.75
ZANTO	RAYMOND L & CHARLEEN L ZANTO	CLASS 3	40,000.00	416.67	0.00	39,583.33
ZAPACH	PROV. TR GP-FBO MARK ZAPACH IRA	CLASS 3	65,000.00	3,863.89	0.00	61,136.11
ZAVERI	AMEET & JASMINE ZAVERI	CLASS 5	50,000.00	4,783.37	0.00	45,216.63
ZAVERI	JAY & BHAVNA ZAVERI	CLASS 3	25,000.00	5,140.88	0.00	19,859.12
ZAZUETA	LINNAY EVELYN ZAZUETA	CLASS 3	50,000.00	3,680.50	0.00	46,319.50
ZEEK	BRIAN ZEEK	CLASS 3	50,000.00	3,541.69	0.00	46,458.31
ZEEK	MAINSTAR-FBO BRIAN ZEEK TW003772	CLASS 3	120,700.00	7,936.03	0.00	112,763.97
ZEIER	PAM ZEIER	CLASS 3	50,000.00	3,168.71	0.00	46,831.29
ZEIER	PROV. TR GP-FBO PAM B ZEIER IRA	CLASS 5	186,500.00	13,451.31	0.00	173,048.69
ZEIER	STERLING ZEIER	CLASS 3	100,000.00	2,166.68	0.00	97,833.32
ZEIF	JONATHAN ZEIF	CLASS 3	100,000.00	157.78	0.00	99,842.22
ZEIS	IRA SVCS TR CO-CFBO ROY E ZEIS SR IRA	CLASS 3	105,000.00	3,368.75	0.00	101,631.25
ZELIK	ABRAHAM ZELIK	CLASS 3	30,000.00	1,220.00	0.00	28,780.00
ZELIK	JUDAH ZELIK	CLASS 3	13,000.00	355.35	0.00	12,644.65
ZELLA	DAVID P & FRANCES E ZELLA	CLASS 3	115,000.00	10,249.31	0.00	104,750.69
ZELLA	PROV. TR GP-FBO PAUL R ZELLA IRA	CLASS 3	61,476.79	28,927.27	0.00	32,549.52
ZELLER	ZELLER TR DTD 01/27/00	CLASS 3	95,000.00	2,941.92	0.00	92,058.08
ZEMAN	BELINDA S ZEMAN	CLASS 3	50,000.00	3,899.96	0.00	46,100.04

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ZEMKE	HERMAN B & JOYCE ZEMKE	CLASS 3	100,000.00	9,583.41	0.00	90,416.59
ZEMKE	KWIN D ZEMKE	CLASS 3	25,000.00	0.00	0.00	25,000.00
ZENK	DALE R ZENK	CLASS 3	401,000.00	23,406.14	0.00	377,593.86
ZEZECK	CRAIG & JANE ZEZECK	CLASS 3	150,000.00	27,925.00	0.00	122,075.00
ZHANG	JIAYAN ZHANG	CLASS 3	150,000.00	5,466.67	0.00	144,533.33
ZHANG	LIJIAN ZHANG	CLASS 3	50,000.00	3,715.22	0.00	46,284.78
ZHANG/PENG	LIJIAN ZHANG & XINGRUI PENG	CLASS 5	100,000.00	10,944.40	0.00	89,055.60
ZIEG	FRANK B ZIEG	CLASS 3	90,000.00	12,015.00	0.00	77,985.00
ZIEGENFUSS	PROV. TR GP-FBO ROBERT P ZIEGENFUSS IRA	CLASS 3	99,000.00	12,391.50	0.00	86,608.50
ZIEMANN	OLIVER L JR & SHARON K ZIEMANN	CLASS 3	75,000.00	1,250.00	0.00	73,750.00
ZIEV	JOSHUA ZIEV	CLASS 3	30,000.00	5.00	0.00	29,995.00
ZIGERELLI/VILLARREAL	MARK ZIGERELLI & SYLVIA VILLARREAL	CLASS 3	185,000.00	10,994.69	0.00	174,005.31
ZIKES	CHARLES H & DOLORES B ZIKES	CLASS 3	50,000.00	10,141.61	0.00	39,858.39
ZIMMER	MAINSTAR-FBO JANICE ZIMMER T2174612	CLASS 3	68,000.00	7,242.00	0.00	60,758.00
ZIMMERER	ALAN ZIMMERER	CLASS 5	125,000.00	16,555.64	0.00	108,444.36
ZINNE	PROV. TR GP-FBO CHARLES ZINNE IRA	CLASS 3	25,800.00	6,544.09	0.00	19,255.91
ZINNE	PROV. TR GP-FBO CHARLES ZINNE IRA	CLASS 5	151,000.00	38,300.68	0.00	112,699.32
ZINNE	REBECCA K ZINNE	CLASS 5	50,000.00	17,139.03	0.00	32,860.97
ZINSMaster	RAYMOND & LINDA ZINSMaster	CLASS 3	150,000.00	23,973.53	0.00	126,026.47
ZIRPOLO	NICHOLAS J ZIRPOLO	CLASS 3	300,000.00	49,650.00	0.00	250,350.00
ZMACHINSKY	CHARLOTTE ZMACHINSKY	CLASS 3	67,000.00	11,568.57	0.00	55,431.43
ZMINKOWSKI	PAUL & MAUREEN ZMINKOWSKI	CLASS 3	50,000.00	4,807.65	0.00	45,192.35
ZOFREA	VINCENT J & HILDA L ZOFREA	CLASS 3	50,000.00	1,406.27	0.00	48,593.73
ZOLLINGER	CLAUDIA ZOLLINGER	CLASS 3	35,000.00	933.31	0.00	34,066.69
ZOLMAN	PROV. TR GP-FBO NICKEY L ZOLMAN IRA	CLASS 3	163,000.00	21,231.37	0.00	141,768.63
ZUBERBIER	THOMAS & BONNIE ZUBERBIER	CLASS 3	200,000.00	3,611.14	0.00	196,388.86
ZUCKERMAN	MICHAEL & RONNIE ZUCKERMAN	CLASS 3	288,000.00	30,273.64	0.00	257,726.36
ZUIDERSMA	MAINSTAR-FBO RICHARD L ZUIDERSMA	CLASS 3	117,600.00	15,971.94	0.00	101,628.06
ZUKERMAN	ELAINE S & EDWARD ZUKERMAN	CLASS 3	25,000.00	1,485.10	0.00	23,514.90

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ZUNIGA	ALVIDA ZUNIGA LT 2012 DTD 09/06/12	CLASS 3	25,000.00	371.86	0.00	24,628.14
ZWASCHKA	STEVEN P ZWASCHKA	CLASS 3	50,000.00	5,659.74	0.00	44,340.26
ZWEBEN	DONNA SHARYN ZWEBEN	CLASS 3	30,000.00	1,524.38	0.00	28,475.62
ZWEIG	ROBERT & JEANNE ZWEIG	CLASS 3	25,000.00	1,524.35	0.00	23,475.65
ZWOYER	PROV. TR GP-FBO JEFFREY ZWOYER PSP IRA	CLASS 3	400,000.00	18,750.00	0.00	381,250.00
ZYLMAN	GARY W & JANE E ZYLMAN	CLASS 3	220,000.00	3,513.90	0.00	216,486.10

TOTALS FOR CLASS 3	\$752,984,680.55	\$62,315,610.98	\$332,477.33	\$690,457,653.00
TOTALS FOR CLASS 3*	\$4,315,255.19	\$202,468.43	\$1,000.00	\$4,111,786.76
TOTALS FOR CLASS 5	\$212,142,892.10	\$40,181,988.19	\$81,794.72	\$171,887,068.31

* This claim is initially classified in Class 6; the analysis assumes that it will be reclassified into Class 3, either consensually or after litigation. See also the Schedule of Non-Debtor Loan Note Claims.

** "Interest" paid to this Noteholder or Unitholder exceeds the total outstanding principal amount held. The net claim amount is listed at \$0.00.

Notes: This Schedule does not include Claims of Excluded Parties because the Debtors are not prepared to allow their Claims at this time.