

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Hearing Date:

April 5, 2018 at 11:00 a.m. (ET)

Objection Deadline:

March 29, 2018 at 4:00 p.m. (ET)

**DEBTORS' MOTION, PURSUANT TO SECTIONS 501 AND 502 OF THE  
BANKRUPTCY CODE, BANKRUPTCY RULES 2002 AND 3003(c)(3), AND LOCAL  
RULE 2002-1(e), FOR ORDER ESTABLISHING DEADLINES FOR FILING PROOFS  
OF CLAIM AND PROOFS OF INTEREST AND APPROVING THE FORM AND  
MANNER OF NOTICE THEREOF**

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 moves the Court (the "Motion") for entry of an order, substantially in the form attached hereto as **Exhibit A**, pursuant to sections 501 and 502 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), (i) establishing deadlines for filing proofs of claim and proofs of interest in the Chapter 11 Cases; and (ii) approving the form, timing, and manner of notice of such deadlines. In support of the Motion, the Debtors respectfully represent as follows:

---

<sup>1</sup> The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors' noticing and claims agent at <http://cases.gardencitygroup.com/wgc>, or by contacting the undersigned counsel for the Debtors.

### **JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over these Chapter 11 Cases and the Motion pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b) and, pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief requested herein are sections 501 and 502 of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c)(3), and Local Rule 2002-1(e).

### **BACKGROUND**

2. On December 4, 2017 (the “Dec. 4 Petition Date”), certain of the Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code. On February 9, 2018, an additional 14 affiliated Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code and on March 9, 2018 two additional affiliated Debtors commenced voluntary chapter 11 cases (respectively, the “Feb. 9 Petition Date” and “Mar. 9 Petition Date”, and together with the Dec. 4 Petition Date, the “Petition Dates”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to manage their financial affairs as debtors in possession.

3. The Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1. No trustee has been appointed in the Chapter 11 Cases. An official committee of unsecured creditors (the “Committee”) was appointed in the Chapter 11

Cases on December 14, 2017 [Docket No. 79]. On January 23, 2018, the Court approved a settlement providing for the formation of an ad hoc noteholder group (the “Noteholder Group”) and an ad hoc unitholder group (the “Unitholder Group”) [Docket No. 357].

4. As of the date hereof, the Debtors have not filed their schedules of assets and liabilities and statements of financial affairs (together, the “Schedules”). The Court has extended the deadline by which the Debtors must file their Schedules to April 16, 2018 [Docket No. 700] and the Debtors anticipate completing and filing their Schedules on or before the extended deadline (such filing date, the “Schedules Filing Date”).

#### **RELIEF REQUESTED**

5. By this Motion, the Debtors request that the Court enter an order (the “Bar Date Order”), substantially in the form attached hereto as **Exhibit A**, (i) establishing 5:00 p.m. (prevailing Eastern Time) on the date that is 60 days after the Bar Date Notice Mailing Date (the “General Bar Date”) as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts), other than governmental units, must file (x) a proof of claim (each, a “Proof of Claim”) based on claims against the Debtors that arose prior to the applicable Petition Date, including requests for allowance and payment of claims under section 503(b)(9) of the Bankruptcy Code for goods delivered and received by the Debtors in the 20 days prior to the applicable Petition Date and (y) a proof of interest (each, a “Proof of Interest”) based on ownership interests in the Debtors, (ii) establishing 5:00 p.m. (prevailing Eastern Time) on the dates listed with respect to each Debtor on **Exhibit I** to the Bar Date Notice, a copy of which is attached to the Proposed Order as **Exhibit 1**, as the deadline by which any governmental unit (as such term is defined in section 101(27) of the Bankruptcy Code) must file Proofs of Claim against the Debtors (the “Government Bar Date”), (iii) approving the proposed bar date notice procedures (the “Bar Date

Notice Procedures”), as set forth below, (iv) approving extensions of the General Bar Date with respect to claims filed in response to amendments of the Schedules or for rejection damage claims, as set forth below, (v) approving the proposed form of bar date notice (the “Bar Date Notice”), and (vi) approving the proposed manner of publication of the Bar Date Notice.

**A. Bar Dates**

6. Bankruptcy Rule 2002(a)(7) requires that claimants receive at least 21 days’ notice by mail of the deadline for filing proofs of claim. In compliance with that rule, the proposed General Bar Date provides claimants and interest holders with approximately 60 days’ notice of the General Bar Date to review the information provided by the Debtors and their own records and, if necessary, prepare and file a Proof of Claim or Proof of Interest. In addition, the proposed Government Bar Date meets the requirements of section 502(b)(9) of the Bankruptcy Code by providing governmental units a minimum of 180 days after the respective Petition Dates to file any Proofs of Claim.

7. If the Debtors file an amendment to or supplement their Schedules subsequent to the mailing of the Bar Date Notice and related information, they will provide notice of any such amendment or supplement to the holders of the claims affected thereby within 10 days of such filing. Consequently, pursuant to Local Rule 1009-2, the Debtors propose that holders of the claims affected by any such amendments must file any Proofs of Claim with respect to such claims on the later of (i) the applicable General Bar Date or Government Bar Date and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is 21 days after the date on which such notice of amendment or supplement is served (the “Supplemental Bar Date”).

8. With respect to the claims of any affected counterparty or other party in interest asserting a claim or claims against the Debtors arising from the rejection of an executory contract or unexpired lease, the Debtors propose the deadline for filing a Proof of Claim asserting any

claims based on such rejection to be the later of (i) 5:00 p.m. (prevailing Eastern Time) on the date that is 30 days after the date the claimant is served with notice of entry of an order approving the rejection of the executory contract or unexpired lease and (ii) the General Bar Date (the “Rejection Bar Date” and, together with the General Bar Date, Government Bar Date, and Supplemental Bar Date, the “Bar Dates”).

**B. Bar Date Notice Form**

9. Pursuant to Bankruptcy Rule 2002(a)(7), the Debtors propose to mail a Bar Date Notice, substantially in the form attached as **Exhibit 1** to the proposed Bar Date Order, in the manner set forth below. The proposed Bar Date Notice provides notice of the Bar Dates and contains information regarding who must file a Proof of Claim or Proof of Interest, the procedure for filing a Proof of Claim or Proof of Interest, the consequences of failure to timely file a Proof of Claim or Proof of Interest, and instructions for completing a Proof of Claim or Proof of Interest.

10. Pursuant to the proposed Bar Date Order and the Bar Date Notice, an **original** Proof of Claim or Proof of Interest must be filed with the Court-appointed claims and noticing agent, Garden City Group, LLC (the “Claims Agent”) so as to be received on or before the applicable Bar Date by first-class mail, overnight delivery service, or hand delivery to the Claims Agent at the address set forth in the Bar Date Notice. The Bar Date Order and Bar Date Notice will further provide that (i) the Claims Agent will **not** accept Proofs of Claim or Proofs of Interest sent by facsimile, telecopy, or email transmission, and (ii) Proofs of Claim and Proofs of Interest are deemed timely filed only if such claims are **actually received** by the Claims Agent on or before the applicable Bar Date, in accordance with the requirements set forth in this Motion.

11. Alternatively, pursuant to the proposed Bar Date Order and the Bar Date Notice, any party can file a Proof of Claim electronically via the interface available on the case administration website maintained by the Claims Agent at <http://cases.gardencitygroup.com/wgc>. After submitting a Proof of Claim electronically, a party will receive an email confirmation of its on-line submission. Submissions of Proofs of Claims electronically must be completed on or before the applicable Bar Date.

**C. Parties Who Must File a Proof of Claim**

12. Pursuant to the proposed Bar Date Order and the Bar Date Notice, each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust, or governmental unit) that asserts any claim (as defined in section 101(5) of the Bankruptcy Code) against a Debtor that arose prior to the applicable Petition Date, must file an original, written proof of such claim that substantially conforms to the proof of claim form (the “Proof of Claim Form”), attached as **Exhibit 2** to the proposed Bar Date Order, so as to be received on or before the applicable Bar Date by the Claims Agent. The Proof of Claim Form is based on Official Bankruptcy Form No. 410. Except as otherwise provided herein, a holder that asserts a claim against multiple Debtors must file a separate Proof of Claim Form against each such Debtor.

13. Pursuant to the proposed Bar Date Order and Bar Date Notice, the following persons or entities are *not required* to file a Proof of Claim on or before the applicable Bar Date:

- a. any person or entity whose claim is listed on the Schedules and (i) whose claim is not described therein as “disputed,” “contingent,” or “unliquidated,” (ii) who does not dispute the amount or nature of the claim as set forth in the Schedules, and (iii) who does not dispute that the claim as listed in the Schedules is an obligation of the specific Debtor against which the claim is listed;
- b. any holder of a note against one or more Debtors (each, a “Noteholder”) whose claim is listed on the Schedules (Schedule F) and whose claim is

not described therein as “disputed,” “contingent,” or “unliquidated,” is **not required** to file a Proof of Claim on or before the applicable Bar Date **unless** such Noteholder disputes (x) the amount of the claim as set forth in the Schedules or (y) the specific Debtor against which the claim as set forth in the Schedules is listed;<sup>2</sup>

- c. any holder of a unit against the Debtors (each, a “Unitholder”) whose claim is listed on the Schedules (Schedule F) and is described therein as “disputed” is **not required** to file a Proof of Claim or Proof of Interest on or before the applicable Bar Date **unless** such Unitholder disputes (i) the amount of such claim as set forth in the Schedules or (ii) the specific Debtor against which such claim as set forth in the Schedules is listed;<sup>3</sup>
- d. any person or entity whose claim has been paid in full by the Debtors pursuant to the relief granted by an order of the Bankruptcy Court or otherwise;
- e. any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtors’ estates, except for a holder of a claim arising under section 503(b)(9) of the Bankruptcy Code, which must be asserted by filing a Proof of Claim on or prior to the General Bar Date;
- f. any person or entity that holds a claim that has been allowed by a final order of this Court entered on or before the applicable Bar Date;
- g. any holder of a claim for which a separate deadline is fixed by this Court;
- h. any holder of a claim against the Debtors that has previously been properly filed with the Clerk of the Court or with the Claims Agent (utilizing a claim form that substantially conforms to the Proof of Claim Form);
- i. any Debtor holding a claim against another Debtor;
- j. any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- k. any current employee who has a claim for accrued prepetition paid time off (“PTO”), to the extent that an order of this Court previously authorized the Debtors to honor his or her claim in the ordinary course; *provided, however,* that a current employee must submit a Proof of Claim by the

---

<sup>2</sup> The Debtors reserve all rights with respect to any such claims including, without limitation, the right to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

<sup>3</sup> The Debtors reserve all rights with respect to any such claims including, without limitation, the right to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

General Bar Date if his or her claim relates to (i) any wage or benefit other than PTO or (ii) damages arising from claims for wrongful termination, discrimination, and/or workers' compensation insurance;

- l. any current officer or director who has a claim for indemnification, contribution, or reimbursement; and
- m. the DIP Lender.

14. Any person or entity that relies on the Schedules has the responsibility to determine that their claim is accurately listed in the Schedules.

**D. Parties Who Must File a Proof of Interest**

15. Pursuant to the proposed Bar Date Order and the Bar Date Notice, each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust, or governmental unit) that asserts any ownership interest in a Debtor must file an original, written proof of such interest that substantially conforms to the proof of interest form (the "Proof of Interest Form"), attached as **Exhibit 3** to the proposed Bar Date Order, so as to be received on or before the applicable Bar Date by the Claims Agent; *provided, however*, that the sole exception to the foregoing is that no Debtor need file a Proof of Interest in respect of an ownership interest asserted in any other Debtor. Except as otherwise provided herein, a holder that asserts an interest in multiple Debtors must file a separate Proof of Interest Form against each such Debtor.

**E. Consequence of Failure to File a Proof of Claim or Proof of Interest**

16. Pursuant to Bankruptcy Rule 3003(c)(2), the Debtors propose that, unless otherwise ordered by the Court, any holder of a claim against any of the Debtors who is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall be forever barred, estopped and enjoined from asserting such claim against the Debtors and shall not be treated as a creditor with respect to such claim for purposes



of voting on and distributions under any chapter 11 plan filed in these Cases unless such holder's claim is set forth in the Schedules as non-contingent, liquidated, and undisputed.

17. The Debtors further propose that, unless otherwise ordered by the Court, any holder of an interest in any of the Debtors who is required, but fails, to file a Proof of Interest in accordance with the Bar Date Order on or before the applicable Bar Date shall be forever barred, estopped and enjoined from asserting such interest in the Debtors and shall not be treated as an interest holder with respect to such interest for purposes of voting on and distributions under any chapter 11 plan filed in these Cases.

**F. Procedure for Filing a Proof of Claim or Proof of Interest**

18. The Proof of Claim Form and Proof of Interest Form to be used in these Chapter 11 Cases is available on the Claims Agent's website at <http://cases.gardencitygroup.com/wgc>.

19. As reflected in the proposed Bar Date Order, each Proof of Claim or Proof of Interest must:

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

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

20. Each original Proof of Claim or Proof of Interest, including supporting documentation, must be sent by United States Postal Service mail, overnight delivery, or hand delivery, so as to actually be received by the Claims Agent on or before the applicable Bar Date in accordance with the Bar Date Order, as follows:

- a. If sent via first class mail:  
Woodbridge Group of Companies, LLC  
c/o GCG  
P.O. Box 10545  
Dublin, Ohio, 43017-0208
- b. If hand deliver or sent via overnight mail:  
Woodbridge Group of Companies, LLC  
c/o GCG  
P5151 Blazer Parkway, Suite A  
Dublin, Ohio, 43017

21. Alternatively, pursuant to the proposed Bar Date Order and the Bar Date Notice, any party can file a Proof of Claim electronically via the interface available on the case administration website maintained by the Claims Agent at <http://cases.gardencitygroup.com/wgc>. After submitting a Proof of Claim electronically, a party will receive an email confirmation of its on-line submission. Submissions of Proofs of Claims electronically must be completed on or before the applicable Bar Date.

22. Parties who wish to receive from the Claims Agent a proof of receipt of their proofs of claim or interest sent via mail must also include with their original Proof of Claim or Proof of Interest a copy of such claim or interest and a self-addressed and pre-stamped envelope.

23. The Debtors also propose that all entities asserting claims or interests against or in more than one Debtor be required to file a separate Proof of Claim or Proof of Interest with respect to each such Debtor. Requiring parties to identify a specific Debtor against which a claim or interest is asserted will expedite the Debtors' review of Proofs of Claim and Proofs of Interest in these Chapter 11 Cases.

**G. Bar Date Notice Procedures**

24. Bankruptcy Rule 2002(a)(7) requires that the Clerk of the Court or a party ordered by the Court give "at least 21 days' notice by mail of ... the time fixed for filing proofs of claims pursuant to Rule 3003(c)." Fed. R. Bankr. P. 2002(a)(7). Consistent with Bankruptcy Rule 2002(a)(7), the Debtors propose to mail a Bar Date Package (as defined below) on a date that is on or after the Schedules Filing Date (such mailing date, the "Bar Date Notice Mailing Date"), that will allow all holders whose claims or interests are subject to the General Bar Date 60 days to prepare and file their Proofs of Claim or Proofs of Interest. The Bar Date Package (as defined below) will be delivered to the following parties (the "Bar Date Notice Parties"):

- a. the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee");
- b. counsel to the Committee, counsel to the Noteholder Group, and counsel to the Unitholder Group;
- c. all known holders of claims listed on the Schedules at the addresses stated therein (as amended or supplemented from time to time);
- d. all known holders of interests;
- e. all parties known to the Debtors as having potential claims against, or interests in, any of the Debtors' estates;
- f. all counterparties to the Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein (as amended or supplemented from time to time);
- g. all parties to litigation with any of the Debtors (as of the date of the entry

of the Bar Date Order);

- h. all parties who have requested notice pursuant to Bankruptcy Rule 2002;
- i. the Internal Revenue Service;
- j. all regulatory agencies that have jurisdiction over the Debtors, including, for the avoidance of doubt, the Securities Exchange Commission and the Department of Justice;
- k. all applicable state and local tax authorities;
- l. the Debtors' current officers, directors, and employees; and
- m. the Debtors' former officers, directors, sales agents, brokers, and employees (to the extent that contact information for such former officers, directors, brokers, sales agents, and employees is available in the Debtors' records) for the five years prior to the Petition Dates.

25. The Debtors propose to mail the following documents to the Bar Date Notice

Parties (the "Bar Date Package"):

- a. the Bar Date Notice (sans **Exhibit I**, due to its size, when served on potential holders of claims and interests);
- b. a Proof of Claim Form; and
- c. only to those parties who are either known holders of interests or asserted holders of interests, a Proof of Interest Form.

26. After the initial mailing of the Bar Date Package, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that: (i) notices are returned by the post office with forwarding addresses;<sup>4</sup> (ii) certain parties acting on behalf of parties in interest (e.g., banks and brokers with respect to equity or interest holders) decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (iii) additional potential claimants become known as a result of the Bar Date mailing process. In this regard, the Debtors request that the Court permit them to

---

<sup>4</sup> However, if notices are returned as "return to sender" without a forwarding address, the Debtors respectfully request that they should not be required to mail additional notices to such parties.

make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to 21 days in advance of the Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient entities.

**H. Publication of the Notice of Bar Date**

27. In light of the complexity of the Debtors' affairs, potential claims against, or interest in, the Debtors may exist that the Debtors have been unable to identify on the Schedules. Such unknown potential claims may include, for example: (i) claims of trade vendors that failed to submit invoices to the Debtors; (ii) claims of former employees; (iii) claims of persons or entities with unasserted causes of action against the Debtors; and (iv) other claims that, for various other reasons, are not recorded in the Debtors' books and records, are unknown to the Debtors, or are in respect of creditors with addresses unknown to the Debtors. It is in best interests of the Debtors' estates to give notice to certain parties by publication of the Bar Dates.

28. Pursuant to Bankruptcy Rule 2002(1), on or near the Bar Date Notice Mailing Date, the Debtors propose to publish the Bar Date Notice, with such changes as may be required for publication, once in the national edition of *USA Today* and once in the *Los Angeles Times*, thus satisfying the notice requirements of Bankruptcy Rule 2002(a)(7).

**BASIS FOR RELIEF**

**A. Bar Dates**

29. Bankruptcy Rule 3003(c)(3) provides that the Court shall fix the time within which proofs of claim or interests must be filed in a chapter 11 case pursuant to section 501 of the Bankruptcy Code. *See* Fed. R. Bankr. P. 3003(c)(3). Bankruptcy Rule 3003(c)(2) further provides that any creditor who asserts a claim against the debtor, or any equity security holder who holds an interest in the debtor, and whose claim or interest is not scheduled, or whose claim is scheduled as disputed, contingent, or unliquidated, must file a proof of claim or interest,

failing which such creditor shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution. *See* Fed. R. Bankr. P. 3003(c)(2). In addition, section 502(b)(9) of the Bankruptcy Code provides that the “claim of a governmental unit shall be timely filed if it is filed before 180 days after the date of the order for relief ....” 11 U.S.C. § 502(b)(9).

30. The Bar Dates are more than adequate, considering that Bankruptcy Rule 2002(a)(7) requires that 21 days’ notice of the deadlines for filing proofs of claim against the debtor be provided to creditors. Here, the Debtors propose to establish (i) a General Bar Date that gives potential claimants at least 60 days’ notice following the Bar Date Notice Mailing Date, (ii) a Government Bar Date consistent with the provisions of section 502(b)(9) of the Bankruptcy Code, (iii) a Supplemental Bar Date limited solely to amendments and modifications to the Schedules allowing 21 days to file a Proof of Claim in response to any such change, and (iv) a Rejection Bar Date allowing 30 days to file a Proof of Claim. Under the circumstances of these complex Chapter 11 Cases, the Bar Dates provide creditors ample time to prepare and file their Proofs of Claim and Proofs of Interest, are reasonable and necessary for the efficient administration of these Chapter 11 Cases, and should be approved.

#### **B. Bar Date Notice and Procedures**

31. The Debtors must ensure that creditors and other interested parties receive adequate and appropriate notice of the Bar Dates. To determine the adequacy of notice given to a creditor, the law distinguishes between “known” and “unknown” creditors. *See Chemetron Corp. v. Jones (In re Chemetron Corp.)*, 72 F.3d 341, 345–46 (3d Cir. 1995). As the Third Circuit in *Chemetron* explained, “[k]nown creditors must be provided with actual written notice of a debtor’s bankruptcy filing and bar claims date. For unknown claimants, notification by publication will generally suffice.” *Id.* at 346 (citations omitted). A “known” creditor is one whose identity is “either known or ‘reasonably ascertainable by the debtor.’” *Id.* (quoting *Tulsa*

*Prof'l Collection Serv., Inc. v. Pope*, 485 U.S. 478, 490 (1988)). An “unknown” creditor is one whose “interests are either conjectural or future or, although they could be discovered upon investigation, do not in due course of business come to knowledge [of the debtor].” *Chemetron*, 71 F.3d at 346 (quoting *Mullane v. Cent. Hanover Bank & Trust Co.*, 339 U.S. 306, 317 (1950)).

32. In defining the efforts required to identify “known” creditors, the Third Circuit has stated:

Precedent demonstrates that what is required is not a vast, open-ended investigation. . . . The requisite search instead focuses on the debtor’s own books and records. Efforts beyond a careful examination of these documents are generally not required. Only those claimants who are identifiable through a diligent search are “reasonably ascertainable” and hence “known” creditors.

*Chemetron*, 72 F.3d at 346-47 (citations omitted). As for the particular efforts a debtor must exert to identify known creditors, “[w]hether a creditor received adequate notice of a bar date ‘depends upon the facts and circumstances of a given case.’” *In re Grand Union Co.*, 204 B.R. 864, 871 (Bankr. D. Del. 1997) (quoting *Oppenheim, Appel, Dixon & Co. v. Bullock (In re Robintech, Inc.)*, 863 F.2d 393, 396 (5th Cir. 1989)).

33. The Debtors submit that the proposed notice procedures respecting the Bar Dates satisfy the *Chemetron* standard. Through the process of completing the Schedules, the Debtors will have identified, following careful review of the Debtors’ books and records, those persons and entities that are known to the Debtors to hold claims against, or interests in, the Debtors, or are likely to be potential holders of claims or interests.

34. The Bar Date Notice that the Debtors will publish in the national edition of *USA Today* and in the *Los Angeles Times* has been tailored to provide notice of the Bar Dates on an extensive basis both throughout the United States. The Debtors believe that the proposed

publication of the Bar Date Notice constitutes good and sufficient notice to “unknown” creditors, as defined by the Third Circuit in *Chemetron*.

35. The proposed form of Bar Date Notice is reasonable and appropriate in the context of these Chapter 11 Cases. The proposed Bar Date Notice is easy to comprehend, provides clear notice of the Bar Dates, and contains information regarding who must file a Proof of Claim or Proof of Interest, the procedure for filing a Proof of Claim or Proof of Interest, the consequences of failure to timely file a Proof of Claim or Proof of Interest, and instructions for completing a Proof of Claim or Proof of Interest. The form is similar to those used effectively in other large and complex cases, and is appropriate in the context of these Chapter 11 Cases.

36. In light of the foregoing, the Debtors believe that the fixing of the Bar Dates as proposed herein will assist in the efficient administration of the Debtors’ estates, and will ultimately maximize value for the Debtors, their estates, and all parties in interest. Accordingly, the relief requested in this Motion is in the best interest of the Debtors and their estates.

#### **RESERVATION OF RIGHTS**

37. The Debtors reserve their right to object to any Proof of Claim or Proof of Interest on any grounds. The Debtors reserve their right to dispute, or to assert offsets or defenses to, any claim reflected on the Schedules or any amendments thereto, as to amount, liability, classification, or otherwise, and to subsequently designate any claim as disputed, contingent, unliquidated, or undetermined.

#### **NOTICE**

38. The Debtors will provide notice of this Motion by United States mail to: (i) the U.S. Trustee; (ii) counsel to the DIP Lender; (iii) counsel to the Committee; (iv) counsel to the Noteholder Group; (v) counsel to the Unitholder Group; and (v) all parties who have filed a notice of appearance and request for service of papers pursuant to Bankruptcy Rule 2002. In



light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

**CONCLUSION**

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that this Court enter an order, substantially in the form attached hereto as **Exhibit A**, (i) establishing the applicable Bar Dates for filing Proofs of Claim and Proofs of Interest, (ii) approving the form and manner of notice of such Bar Dates, and (iii) granting such other and further relief as it deems just and proper.

Dated: March 15, 2018  
Wilmington, Delaware

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

-and-

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

*Counsel and Proposed Counsel to the Debtors and  
Debtors in Possession*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)  
(Jointly Administered)

Hearing Date:

April 5, 2018 at 11:00 a.m. (ET)

Objection Deadline:

March 29, 2018 at 4:00 p.m. (ET)

**NOTICE OF MOTION**

**PLEASE TAKE NOTICE** that Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) have filed the attached *Debtors’ Motion, Pursuant to Sections 501 and 502 of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c)(3), and Local Rule 2002-1(e), for Order Establishing Deadlines for Filing Proofs of Claim and Proofs of Interest and Approving the Form and Manner of Notice Thereof* (the “Motion”).

**PLEASE TAKE FURTHER NOTICE** that responses or objections to the Motion must be filed on or before **March 29, 2018 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 North Market Street, Wilmington, Delaware 19801. At the same time, you must serve a copy of any response or objection upon the undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION WILL BE HELD ON APRIL 5, 2018 AT 11:00 A.M. (ET) BEFORE THE HONORABLE KEVIN J. CAREY IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 5TH FLOOR, COURTROOM NO. 5, WILMINGTON, DELAWARE 19801.**

**PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THEN THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.**

<sup>1</sup> The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

Dated: March 15, 2018  
Wilmington, Delaware

*/s/ Ian J. Bambrick*

---

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Sean M. Beach (No. 4070)  
Edmon L. Morton (No. 3856)  
Ian J. Bambrick (No. 5455)  
Allison S. Mielke (No. 5934)  
Betsy L. Feldman (No. 6410)  
Rodney Square  
1000 North King Street  
Wilmington, Delaware 19801  
Tel: (302) 571-6600  
Fax: (302) 571-1253

*Counsel for the Debtors and Debtors in Possession*

-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP

Kenneth N. Klee  
Michael L. Tuchin  
David A. Fidler  
Jonathan M. Weiss  
1999 Avenue of the Stars  
39th Floor  
Los Angeles, California 90067  
Tel: (310) 407-4000  
Fax: (310) 407-9090

*Counsel and Proposed Counsel for the Debtors and  
Debtors in Possession*

**EXHIBIT A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket No. \_\_\_\_\_

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

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

---

<sup>1</sup> The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at <http://cases.gardencitygroup.com/wgc>, or by contacting the undersigned counsel for the Debtors.

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

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

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

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

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

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

- a. any person or entity whose claim is listed on the Schedules and (i) whose claim is not described therein as “disputed,” “contingent,” or “unliquidated,” (ii) who does not dispute the amount or nature of the claim as set forth in the Schedules, and (iii) who does not dispute that the claim as listed in the Schedules is an obligation of the specific Debtor against which the claim is listed;
- b. any holder of a note against one or more Debtors (each, a “Noteholder”) whose claim is listed on the Schedules (Schedule F) and whose claim is not described therein as “disputed,” “contingent,” or “unliquidated,” is *not required* to file a Proof of Claim on or before the applicable Bar Date *unless* such Noteholder disputes (x) the amount of the claim as set forth in the Schedules or (y) the specific Debtor against which the claim as set forth in the Schedules is listed;
- c. any holder of a unit against the Debtors (each, a “Unitholder”) whose claim is listed on the Schedules (Schedule F) and is described therein as “disputed” is not required to file a Proof of Claim or Proof of Interest on or before the applicable Bar Date *unless* such Unitholder disputes (i) the amount of such claim as set forth in the Schedules or (ii) the specific Debtor against which such claim as set forth in the Schedules is listed;
- d. any person or entity whose claim has been paid in full by the Debtors, pursuant to the relief granted by an order of the Bankruptcy Court or otherwise;
- e. any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtors’ estates, except for a holder of a claim arising under section 503(b)(9) of the Bankruptcy Code, which must be asserted by filing a Proof of Claim on or prior to the General Bar Date;
- f. any person or entity that holds a claim that has been allowed by a final order of this Court entered on or before the applicable Bar Date;



- g. any holder of a claim for which a separate deadline is fixed by this Court;
- h. any holder of a claim against the Debtors that has previously been properly filed with the Clerk of the Court or with the Claims Agent (utilizing a claim form that substantially conforms to the Proof of Claim Form);
- i. any Debtor holding a claim against another Debtor;
- j. any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- k. any current employee who has a claim for accrued prepetition paid time off (“PTO”), to the extent that an order of this Court previously authorized the Debtors to honor his or her claim in the ordinary course; *provided, however,* that a current employee must submit a Proof of Claim by the General Bar Date if his or her claim relates to (i) any wage or benefit other than PTO or (ii) damages arising from claims for wrongful termination, discrimination, and/or workers’ compensation insurance;
- l. any current officer or director who has a claim for indemnification, contribution, or reimbursement; and
- m. the DIP Lender.

7. Each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust, or governmental unit) that asserts any ownership interest in a Debtor must file an original, written proof of such interest that substantially conforms to the proof of interest form (the “Proof of Interest Form”), attached as **Exhibit 3** hereto, so as to be received on or before the applicable Bar Date by the Claims Agent; *provided, however,* that the sole exception to the foregoing is that no Debtor need file a Proof of Interest in respect of an ownership interest asserted in any other Debtor.

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

9. The Claims Agent shall mail the Bar Date Package on a date that is on or after the Schedules Filing Date. Each party in interest that is entitled to receive notice hereunder will

receive a Proof of Claim Form, and parties who are either known holders of interests or asserted holders of interests will also receive a Proof of Interest Form.

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

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

- a. If sent via first class mail:  
Woodbridge Group of Companies, LLC  
c/o GCG  
P.O. Box 10545  
Dublin, Ohio, 43017-0208
- b. If hand deliver or sent via overnight mail:  
Woodbridge Group of Companies, LLC  
c/o GCG  
P5151 Blazer Parkway, Suite A  
Dublin, Ohio, 43017;

or (ii) with respect to Proofs of Claim, electronically via the interface available on the case administration website maintained by the Claims Agent at <http://cases.gardencitygroup.com/wgc>.

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

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

- a. be written in the English language;
- b. denominate the claim or interest in lawful currency of the United States as of the applicable Petition Date;
- c. conform substantially with the Proof of Claim Form or Proof of Interest Form, as applicable;
- d. be signed by the claimant or interest holder, or by an authorized agent of the claimant or interest holder;
- e. indicate the particular Debtor against which the claim or interest is asserted;
- f. include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; *provided, however*, that a Proof of Claim or Proof of Interest may be filed without supporting documentation upon the prior written consent of the Debtors;
- g. set forth the legal and factual basis for the alleged claim or interest; and
- h. with respect to any request for payment of a claim under section 503(b)(9) of the Bankruptcy Code, (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the applicable Petition Date, and (ii) attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted and, if possible, identifying the date and time of delivery.

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

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

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

17. Unless otherwise ordered by the Court, any holder of a claim or interest against any of the Debtors who is required, but fails, to file proof of such claim or interest, as applicable,

01:22986499.5

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

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

- a. the U.S. Trustee;
- b. counsel to the Committee, counsel to the Noteholder Group, and counsel to the Unitholder Group;
- c. all known holders of claims listed on the Schedules at the addresses stated therein (as amended or supplemented from time to time);
- d. all known holders of interests;
- e. all parties known to the Debtors as having potential claims against, or interests in, any of the Debtors' estates;
- f. all counterparties to the Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein (as amended or supplemented from time to time);
- g. all parties to litigation with any of the Debtors (as of the date of the entry of the Bar Date Order);
- h. all parties who have requested notice pursuant to Bankruptcy Rule 2002;
- i. the Internal Revenue Service;
- j. all regulatory agencies that have jurisdiction over the Debtors, including, for the avoidance of doubt, the Securities Exchange Commission;

- k. all applicable state and local tax authorities;
- l. the Debtors' current officers, directors, and employees; and
- m. the Debtors' former officers, directors, sales agents, brokers, and employees (to the extent that contact information for such former officers, directors, brokers, sales agents, and employees is available in the Debtors' records) for the five years prior to the Petition Dates.

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

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

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

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

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

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

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

Dated: \_\_\_\_\_, 2018  
Wilmington, Delaware

\_\_\_\_\_  
Kevin J. Carey  
United States Bankruptcy Judge

**EXHIBIT 1**

**Bar Date Notice**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket No. \_\_\_\_\_

**NOTEHOLDERS AND UNITHOLDERS: YOU MAY NOT BE REQUIRED TO FILE A PROOF OF CLAIM. SEE SECTION 2 FOR SPECIAL PROVISIONS REGARDING NOTEHOLDERS AND UNITHOLDERS**

**NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM AND PROOFS OF INTEREST**

**PLEASE TAKE NOTICE THAT:**

The United States Bankruptcy Court for the District of Delaware (the “Court”), having jurisdiction over the chapter 11 cases of Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”), has entered an order (the “Bar Date Order”) establishing (i) [\_\_\_\_\_], **2018, at 5:00 p.m. (prevailing Eastern Time)** (the “General Bar Date”) as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts), other than governmental units, must file (x) a proof of claim (each, a “Proof of Claim”) based on claims against the Debtors that arose prior to the applicable Petition Date, including requests for allowance and payment of claims under section 503(b)(9) of the Bankruptcy Code for goods delivered and received by the Debtors in the 20 days prior to the applicable Petition Date and (y) a proof of interest (each, a “Proof of Interest”) based on ownership interests in the Debtors, and (ii) **5:00 p.m. (prevailing Eastern Time) on the date that is 180 days from the applicable Debtor’s Petition Date** as the deadline by which any governmental unit (as such term is defined in section 101(27) of the Bankruptcy Code) must file Proofs of Claim against the Debtors (the “Government Bar Date”) and together with the General Bar Date, the Rejection Bar Date (as

<sup>1</sup> The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at <http://cases.gardencitygroup.com/wgc>, or by contacting the undersigned counsel for the Debtors.



defined below), and the Supplemental Bar Date (as defined below), the “Bar Dates”). The applicable Petition Dates and Government Bar Dates for all Debtors are listed on Exhibit I hereto and on the Claims Agent’s website, <http://cases.gardencitygroup.com/wgc>. **Please note, however, that given its size, Exhibit I has been excluded from this notice if the Debtors’ records indicate you potentially hold a claim or an interest.** The Bar Date Order, the Bar Dates, as applicable, and the procedures set forth below for the filing of Proofs of Claim and Proofs of Interest, apply to all claims against, and interests in, the Debtors that arose prior to December 4, 2017, February 9, 2018, or March 9, 2018, as applicable (the “Petition Dates”), on which dates the Debtors commenced chapter 11 cases under the Bankruptcy Code (the “Cases”).

**1. WHO MUST FILE A PROOF OF CLAIM OR PROOF OF INTEREST**

You **MUST** file a Proof of Claim to vote on any chapter 11 plan filed by the Debtors or to share in distributions from the Debtors’ bankruptcy estates **if you have a claim** (as defined in section 101(5) of the Bankruptcy Code) that arose prior to the applicable Petition Date and it is not one of the other types of claims described in sections 2 or 3 below. Acts or omissions of the Debtors that arose before the applicable Petition Date may give rise to claims against the Debtors that must be filed by the applicable Bar Date, notwithstanding that such claims may not have matured or become fixed or liquidated prior to the applicable Petition Date.

Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

You **MUST** file a Proof of Interest to vote on any chapter 11 plan filed by the Debtors or to share in distributions from the Debtors’ bankruptcy estates **if you assert an ownership interest** in any of the Debtors that arose prior to the applicable Petition Date, except that no Debtor need file a Proof of Interest to assert an ownership interest in any one or more other Debtors.

**YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST ANY OF THE DEBTORS. YOU SHOULD NOT FILE A PROOF OF INTEREST IF YOU DO NOT HAVE AN INTEREST IN ANY OF THE DEBTORS. CLAIMHOLDERS WHO WISH TO RELY ON THE SCHEDULES HAVE THE SOLE RESPONSIBILITY FOR DETERMINING THAT THEIR CLAIMS ARE ACCURATELY DESCRIBED THEREIN.**

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors, but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not mean that you have a claim against, or interest in, the Debtors or that the Debtors or the Court believe that you have such a claim or interest.

If the Debtors amend or supplement their Schedules subsequent to the mailing of this Bar Date Notice and related information, they will provide notice of any amendment or supplement of their Schedules to the holders of the claims affected thereby within 10 days of filing any such amendment or supplement. Holders of the claims affected thereby must file any Proofs of Claim with respect to such claims by the later of (i) the applicable Bar Date, and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is 21 days from the date on which notice is served (the "Supplemental Bar Date").

## **2. PROVISIONS REGARDING NOTEHOLDERS AND UNITHOLDERS**

**NOTEHOLDERS:** ANY HOLDER OF THE DEBTORS' NOTES (EACH, A "NOTEHOLDER") WHOSE CLAIM IS LISTED ON THE SCHEDULES (SCHEDULE F) AND WHOSE CLAIM IS NOT DESCRIBED THEREIN AS "DISPUTED," "CONTINGENT," OR "UNLIQUIDATED," IS **NOT REQUIRED TO FILE A PROOF OF CLAIM** ON OR BEFORE THE APPLICABLE BAR DATE *UNLESS* SUCH NOTEHOLDER DISPUTES (X) THE AMOUNT OF THE NOTE AS SET FORTH IN THE SCHEDULES OR (Y) THE SPECIFIC DEBTOR AGAINST WHICH THE CLAIM AS SET FORTH IN THE SCHEDULES IS LISTED; **FOR THE AVOIDANCE OF DOUBT, A NOTEHOLDER WHOSE CLAIM IS LISTED ON THE SCHEDULES (SCHEDULE F) IS NOT REQUIRED TO FILE A PROOF OF CLAIM TO DISPUTE THE NATURE OR SECURITY OF SUCH CLAIM.**

**UNITHOLDERS:** ANY HOLDER OF THE DEBTORS' UNITS (EACH, A "UNITHOLDER") WHOSE CLAIM IS LISTED ON THE SCHEDULES (SCHEDULE F) AND IS DESCRIBED THEREIN AS "DISPUTED" IS **NOT REQUIRED TO FILE A PROOF OF CLAIM OR PROOF OF INTEREST** ON OR BEFORE THE APPLICABLE BAR DATE UNLESS YOU DISPUTE (I) THE AMOUNT OF SUCH UNIT AS SET FORTH IN THE SCHEDULES OR (II) THE SPECIFIC DEBTOR AGAINST WHICH SUCH UNIT AS SET FORTH IN THE SCHEDULES IS LISTED; **FOR THE AVOIDANCE OF DOUBT, A UNITHOLDER WHOSE ASSERTED CLAIM IS DESCRIBED IN THE SCHEDULES (SCHEDULE F) AS "DISPUTED" IS NOT REQUIRED TO FILE A PROOF OF CLAIM OR PROOF OF INTEREST TO CHALLENGE THE DISPUTED STATUS OF SUCH CLAIM.**

## **3. PARTIES WHO NEED NOT FILE A PROOF OF CLAIM**

You need not file a Proof of Claim if:

- a. your claim is listed on the schedules of assets and liabilities filed by a Debtor (collectively, the "Schedules") and (i) your claim is not described therein as "disputed," "contingent," or "unliquidated," (ii) you do not dispute the amount or nature of the claim as set forth in the Schedules, and (iii) you do not dispute that the claim as listed in the Schedules is an obligation of the specific Debtor against which the claim is listed;
- b. you are a Noteholder whose claim is listed on the Schedules (Schedule F) and whose claim is not described therein as "disputed," "contingent," or

“unliquidated,” is *not required* to file a Proof of Claim on or before the applicable Bar Date *unless* such Noteholder disputes (i) the amount of the claim as set forth in the Schedules or (ii) the specific Debtor against which the claim as set forth in the Schedules is listed;

- c. you are a Unitholder whose claim is listed on the Schedules (Schedule F) and is described therein as “disputed” is not required to file a Proof of Claim or Proof of Interest on or before the applicable Bar Date *unless* such Unitholder disputes (i) the amount of such claim as set forth in the Schedules or (ii) the specific Debtor against which such claim as set forth in the Schedules is listed;
- d. your claim has been paid in full by the Debtors, pursuant to the relief granted by an order of the Bankruptcy Court or otherwise;
- e. you hold a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtors’ estates, unless you are a holder of a claim arising under section 503(b)(9) of the Bankruptcy Code, which must be asserted by filing a Proof of Claim on or prior to the General Bar Date;
- f. you hold a claim that has been allowed by a final order of this Court entered on or before the applicable Bar Date;
- g. you hold a claim for which a separate deadline is fixed by this Court;
- h. you hold a claim against the Debtors properly filed previously with the Clerk of the Court or with the Debtors’ claims and noticing agent, Garden City Group, LLC (the “Claims Agent”) (utilizing a claim form that substantially conforms to the Proof of Claim Form);
- i. you are a Debtor holding a claim against another Debtor;
- j. you hold a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- k. you are a current employee who has a claim for accrued prepetition paid time off (“PTO”), to the extent that an order of this Court previously authorized the Debtors to honor your claim in the ordinary course; *provided, however*, that you must submit a Proof of Claim by the General Bar Date if your claim relates to (i) any wage or benefit other than PTO or (ii) damages arising from claims for wrongful termination, discrimination, and/or workers’ compensation insurance;
- l. you are a current officer or director who has a claim for indemnification, contribution, or reimbursement; or

m. you are the DIP Lender.

**4. PARTIES WHO NEED NOT FILE A PROOF OF INTEREST**

If you assert an ownership interest in any Debtor, you **must** file a Proof of Interest on or before the applicable Bar Date, unless you are a Debtor that asserts an ownership interest in another Debtor, in which case no Proof of Interest is required.

**5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

If you hold a claim arising from the rejection of an executory contract or unexpired lease you must file a Proof of Claim based on such rejection on or before the later of (i) 5:00 p.m. (prevailing Eastern Time) on the date that is 30 days after the date you are served with a notice of entry of an order approving the rejection of the executory contract or unexpired lease and (ii) the General Bar Date (the "Rejection Bar Date").

**6. WHEN AND WHERE TO FILE**

All original Proofs of Claim and Proofs of Interest must be filed so as to be received on or before the applicable Bar Date at 5:00 p.m. (prevailing Eastern Time) by first-class mail, overnight delivery service, or hand delivery to the Claims Agent as follows:

- a. If sent via first class mail:  
Woodbridge Group of Companies, LLC  
c/o GCG  
P.O. Box 10545  
Dublin, Ohio, 43017-0208
  
- b. If hand deliver or sent via overnight mail:  
Woodbridge Group of Companies, LLC  
c/o GCG  
P5151 Blazer Parkway, Suite A  
Dublin, Ohio, 43017

Alternatively, any party can file a Proof of Claim electronically via the interface available on the case administration website maintained by the Claims Agent at <http://cases.gardencitygroup.com/wgc>. After submitting a Proof of Claim electronically, a party will receive an email confirmation of its on-line submission. Submissions of Proofs of Claims electronically must be completed on or before the applicable Bar Date.

**PROOFS OF CLAIM AND PROOFS OF INTEREST WILL BE DEEMED TIMELY FILED ONLY IF ACTUALLY RECEIVED BY THE CLAIMS AGENT ON OR BEFORE THE APPLICABLE BAR DATE AT 5:00 P.M. (PREVAILING EASTERN TIME). PROOFS OF CLAIM AND PROOFS OF INTEREST MAY NOT BE DELIVERED BY FACSIMILE, TELECOPY, OR EMAIL.**

**7. WHAT TO FILE**

The Debtors are enclosing a proof of claim form (the “Proof of Claim Form”), and, if you are a known or asserted holder of an interest in a Debtor, are also enclosing a proof of interest form (the “Proof of Interest Form”). Holders of all claims or interests must use the Proof of Claim Form or Proof of Interest Form, as applicable, which forms may also be obtained from the Claims Agent website: <http://cases.gardencitygroup.com/wgc> or by calling the Claims Agent at (888) 735-7613. Proof of Claim Forms may also be obtained from the Court’s website: [www.deb.uscourts.gov](http://www.deb.uscourts.gov).

**IF YOU FILE A PROOF OF CLAIM OR PROOF OF INTEREST, YOUR FILED PROOF OF CLAIM OR PROOF OF INTEREST MUST (I) BE WRITTEN IN THE ENGLISH LANGUAGE; (II) DENOMINATE THE CLAIM OR INTEREST IN LAWFUL CURRENCY OF THE UNITED STATES AS OF THE PETITION DATE; (III) CONFORM SUBSTANTIALLY WITH THE PROOF OF CLAIM FORM OR PROOF OF INTEREST FORM, AS APPLICABLE; (IV) BE SIGNED BY THE CLAIMANT OR INTEREST HOLDER OR BY AN AUTHORIZED AGENT OF THE CLAIMANT OR INTEREST HOLDER; (V) INDICATE THE PARTICULAR DEBTOR AGAINST WHICH THE CLAIM OR INTEREST IS ASSERTED; (VI) SET FORTH THE LEGAL AND FACTUAL BASIS FOR THE ALLEGED CLAIM OR INTEREST; AND (VII) INCLUDE SUPPORTING DOCUMENTATION (OR, IF SUCH DOCUMENTATION IS VOLUMINOUS, INCLUDE A SUMMARY OF SUCH DOCUMENTATION) OR AN EXPLANATION AS TO WHY SUCH DOCUMENTATION IS NOT AVAILABLE; PROVIDED, HOWEVER, THAT A PROOF OF CLAIM OR PROOF OF INTEREST MAY BE FILED WITHOUT SUPPORTING DOCUMENTATION UPON THE PRIOR WRITTEN CONSENT OF THE DEBTORS.**

Vendors of goods may be entitled assert claims arising prior to the Petition Date under section 503(b)(9) of the Bankruptcy Code to the extent that they delivered goods to the Debtors within the 20-day period prior to the applicable Petition Date. The Court has deemed the filing of a proof of claim as satisfying the procedural requirements for asserting such a claim arising under section 503(b)(9) of the Bankruptcy Code. In addition to meeting all the other requirements of the immediately preceding paragraph above, any Proof of Claim asserting a section 503(b)(9) claim must (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date and (ii) attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted and, if possible, identifying the date and time of delivery.

**8. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM OR PROOF OF INTEREST BY THE APPLICABLE BAR DATE**

**UNLESS OTHERWISE ORDERED BY THE COURT, ANY HOLDER OF A CLAIM AGAINST, OR INTEREST IN, ANY OF THE DEBTORS WHO IS REQUIRED, BUT FAILS, TO FILE A PROOF OF SUCH CLAIM OR INTEREST IN ACCORDANCE WITH THE BAR DATE ORDER ON OR BEFORE THE APPLICABLE BAR DATE SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM OR INTEREST AGAINST OR IN ANY OF THE DEBTORS AND SHALL**

**NOT BE PERMITTED TO VOTE TO ACCEPT OR REJECT ANY CHAPTER 11 PLAN FILED IN THESE CHAPTER 11 CASES OR PARTICIPATE IN ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM OR INTEREST.**

**9. THE SCHEDULES AND ACCESS THERETO**

You may be listed as the holder of a claim against the Debtors in the Schedules. Copies of the Schedules and the Bar Date Order may be examined by interested parties on the Court's electronic docket for the Chapter 11 Cases, which is available at <http://www.deb.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>). Additionally, electronic copies of the Schedules and the Bar Date Order may be viewed at the Debtors' Claims Agent's website at <http://cases.gardencitygroup.com/wgc>. Copies of the Schedules may also be examined by interested parties between the hours of 8:00 a.m. and 4:00 p.m. (prevailing Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. Copies of the Schedules, and Bar Date Order are also available free of charge upon written request to the Debtors' undersigned counsel.

Dated: {●}, 2018  
Wilmington, Delaware

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

-and-

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

*Counsel to the Debtors and Debtors in Possession*

**EXHIBIT I to Bar Date Notice**

**Government Bar Dates**

**DEBTORS AND GOVERNMENT BAR DATES****GROUP 1 PETITION DATE: December 4, 2017****GOVERNMENT BAR DATE: June 4, 2018**

<b>Debtor</b>	<b>Case No.</b>	<b>Government Bar Date</b>
215 North 12th Street, LLC	17-12561	6/4/2018
Addison Park Investments, LLC	17-12563	6/4/2018
Anchorpoint Investments, LLC	17-12566	6/4/2018
Arborvitae Investments, LLC	17-12572	6/4/2018
Archivolt Investments, LLC	17-12574	6/4/2018
Arlington Ridge Investments, LLC	17-12576	6/4/2018
Arrowpoint Investments, LLC	17-12578	6/4/2018
Baleroy Investments, LLC	17-12580	6/4/2018
Basswood Holding, LLC	17-12600	6/4/2018
Bay Village Investments, LLC	17-12604	6/4/2018
Bear Brook Investments, LLC	17-12610	6/4/2018
Beech Creek Investments, LLC	17-12616	6/4/2018
Bishop White Investments, LLC	17-12623	6/4/2018
Black Bass Investments, LLC	17-12641	6/4/2018
Black Locust Investments, LLC	17-12648	6/4/2018
Bluff Point Investments, LLC	17-12722	6/4/2018
Bowman Investments, LLC	17-12753	6/4/2018
Bramley Investments, LLC	17-12769	6/4/2018
Brise Soleil Investments, LLC	17-12762	6/4/2018
Broadsands Investments, LLC	17-12777	6/4/2018
Brynderwen Investments, LLC	17-12793	6/4/2018
Cablestay Investments, LLC	17-12798	6/4/2018
Cannington Investments, LLC	17-12803	6/4/2018
Carbondale Doocy, LLC	17-12805	6/4/2018
Carbondale Glen Lot A-5, LLC	17-12807	6/4/2018
Carbondale Glen Lot D-22, LLC	17-12809	6/4/2018
Carbondale Glen Lot E-24, LLC	17-12811	6/4/2018
Carbondale Glen Lot GV-13, LLC	17-12813	6/4/2018
Carbondale Glen Lot SD-14, LLC	17-12817	6/4/2018

<b>Debtor</b>	<b>Case No.</b>	<b>Government Bar Date</b>
Carbondale Glen Lot SD-23, LLC	17-12815	6/4/2018
Carbondale Glen Mesa Lot 19, LLC	17-12819	6/4/2018
Carbondale Glen River Mesa, LLC	17-12820	6/4/2018
Carbondale Glen Sundance Ponds, LLC	17-12822	6/4/2018
Carbondale Glen Sweetgrass Vista, LLC	17-12564	6/4/2018
Carbondale Spruce 101, LLC	17-12568	6/4/2018
Carbondale Sundance Lot 15, LLC	17-12569	6/4/2018
Carbondale Sundance Lot 16, LLC	17-12570	6/4/2018
Castle Pines Investments, LLC	17-12581	6/4/2018
Centershot Investments, LLC	17-12586	6/4/2018
Chaplin Investments, LLC	17-12592	6/4/2018
Chestnut Investments, LLC	17-12603	6/4/2018
Chestnut Ridge Investments, LLC	17-12614	6/4/2018
Clover Basin Investments, LLC	17-12621	6/4/2018
Coffee Creek Investments, LLC	17-12627	6/4/2018
Craven Investments, LLC	17-12636	6/4/2018
Crossbeam Investments, LLC	17-12650	6/4/2018
Crowfield Investments, LLC	17-12660	6/4/2018
Crystal Valley Holdings, LLC	17-12666	6/4/2018
Crystal Woods Investments, LLC	17-12676	6/4/2018
Cuco Settlement, LLC	17-12679	6/4/2018
Daleville Investments, LLC	17-12687	6/4/2018
Derbyshire Investments, LLC	17-12696	6/4/2018
Diamond Cove Investments, LLC	17-12705	6/4/2018
Dixville Notch Investments, LLC	17-12716	6/4/2018
Dogwood Valley Investments, LLC	17-12727	6/4/2018
Dollis Brook Investments, LLC	17-12735	6/4/2018
Donnington Investments, LLC	17-12744	6/4/2018
Doubleleaf Investments, LLC	17-12755	6/4/2018
Drawspan Investments, LLC	17-12767	6/4/2018
Eldredge Investments, LLC	17-12775	6/4/2018
Elstar Investments, LLC	17-12782	6/4/2018
Emerald Lake Investments, LLC	17-12788	6/4/2018



<b>Debtor</b>	<b>Case No.</b>	<b>Government Bar Date</b>	<b>Debtor</b>	<b>Case No.</b>	<b>Government Bar Date</b>
Fieldpoint Investments, LLC	17-12794	6/4/2018	H31 Addison Park Holding Company, LLC	17-12562	6/4/2018
Franconia Notch Investments, LLC	17-12797	6/4/2018	H32 Arborvitae Holding Company, LLC	17-12567	6/4/2018
Gateshead Investments, LLC	17-12597-	6/4/2018	H35 Hornbeam Holding Company, LLC	17-12691	6/4/2018
Glenn Rich Investments, LLC	17-12602	6/4/2018	H36 Sturmer Pippin Holding Company, LLC	17-12625	6/4/2018
Goose Rocks Investments, LLC	17-12611	6/4/2018	H37 Idared Holding Company, LLC	17-12697	6/4/2018
Goosebrook Investments, LLC	17-12617	6/4/2018	H38 Mutsu Holding Company, LLC	17-12711	6/4/2018
Graeme Park Investments, LLC	17-12622	6/4/2018	H39 Haralson Holding Company, LLC	17-12661	6/4/2018
Grand Midway Investments, LLC	17-12628	6/4/2018	H4 Pawtuckaway Holding Company, LLC	17-12778	6/4/2018
Gravenstein Investments, LLC	17-12632	6/4/2018	H40 Bramley Holding Company, LLC	17-12766	6/4/2018
Green Gables Investments, LLC	17-12637	6/4/2018	H41 Grumblethorpe Holding Company, LLC	17-12646	6/4/2018
Grenadier Investments, LLC	17-12643	6/4/2018	H43 Lenni Heights Holding Company, LLC	17-12717	6/4/2018
Grumblethorpe Investments, LLC	17-12649	6/4/2018	H44 Green Gables Holding Company, LLC	17-12634	6/4/2018
H11 Silk City Holding Company, LLC	17-12833	6/4/2018	H46 Beech Creek Holding Company, LLC	17-12612	6/4/2018
H12 White Birch Holding Company, LLC	17-12699	6/4/2018	H47 Summit Cut Holding Company, LLC	17-12638	6/4/2018
H13 Bay Village Holding Company, LLC	17-12591	6/4/2018	H49 Bowman Holding Company, LLC	17-12725	6/4/2018
H14 Dixville Notch Holding Company, LLC	17-12712	6/4/2018	H5 Chestnut Ridge Holding, LLC	17-12608	6/4/2018
H15 Bear Brook Holding Company, LLC	17-12607	6/4/2018	H51 Old Carbon Holding Company, LLC	17-12738	6/4/2018
H16 Monadnock Holding Company, LLC	17-12678	6/4/2018	H52 Willow Grove Holding Company, LLC	17-12729	6/4/2018
H17 Pemigewasset Holding Company, LLC	17-12799	6/4/2018	H53 Black Bass Holding Company, LLC	17-12639	6/4/2018
H19 Emerald Lake Holding Company, LLC	17-12785	6/4/2018	H54 Seven Stars Holding Company, LLC	17-12831	6/4/2018
H2 Arlington Ridge Holding Company, LLC	17-12575	6/4/2018	H55 Old Maitland Holding Company, LLC	17-12747	6/4/2018
H20 Bluff Point Holding Company, LLC	17-12715	6/4/2018	H56 Craven Holding Company, LLC	17-12633	6/4/2018
H21 Summerfree Holding Company, LLC	17-12631	6/4/2018	H58 Baleroy Holding Company, LLC	17-12579	6/4/2018
H22 Papirovka Holding Company, LLC	17-12770	6/4/2018	H59 Rising Sun Holding Company, LLC	17-12827	6/4/2018
H23 Pinova Holding Company, LLC	17-12810	6/4/2018	H6 Lilac Meadow Holding Company, LLC	17-12724	6/4/2018
H24 Stayman Holding Company, LLC	17-12590	6/4/2018	H60 Moravian Holding Company, LLC	17-12686	6/4/2018
H25 Elstar Holding Company, LLC	17-12779	6/4/2018	H61 Grand Midway Holding Company, LLC	17-12626	6/4/2018
H26 Gravenstein Holding Company, LLC	17-12630	6/4/2018	H65 Thornbury Farm Holding Company, LLC	17-12644	6/4/2018
H27 Grenadier Holding Company, LLC	17-12642	6/4/2018	H66 Heilbron Manor Holding Company, LLC	17-12677	6/4/2018
H28 Black Locust Holding Company, LLC	17-12647	6/4/2018	H68 Graeme Park Holding Company, LLC	17-12620-	6/4/2018
H29 Zestar Holding Company, LLC	17-12789	6/4/2018	H7 Dogwood Valley Holding Company, LLC	17-12721	6/4/2018
H30 Silver Maple Holding Company, LLC	17-12835	6/4/2018	H70 Bishop White Holding Company, LLC	17-12619	6/4/2018

<b>Debtor</b>	<b>Case No.</b>	<b>Government Bar Date</b>	<b>Debtor</b>	<b>Case No.</b>	<b>Government Bar Date</b>
H74 Imperial Aly Holding Company, LLC	17-12704	6/4/2018	M27 Brise Soleil Holding Company, LLC	17-12760	6/4/2018
H76 Diamond Cove Holding Company, LLC	17-12700	6/4/2018	M28 Broadsands Holding Company, LLC	17-12773	6/4/2018
H8 Melody Lane Holding Company, LLC	17-12756	6/4/2018	M29 Brynderwen Holding Company, LLC	17-12781	6/4/2018
H9 Strawberry Fields Holding Company, LLC	17-12609	6/4/2018	M31 Cannington Holding Company, LLC	17-12801	6/4/2018
Hackmatack Investments, LLC	17-12653	6/4/2018	M32 Dollis Brook Holding Company, LLC	17-12731	6/4/2018
Haffenburg Investments, LLC	17-12659	6/4/2018	M33 Harringworth Holding Company, LLC	17-12667	6/4/2018
Haralson Investments, LLC	17-12663	6/4/2018	M34 Quarterpost Holding Company, LLC	17-12814	6/4/2018
Harringworth Investments, LLC	17-12669	6/4/2018	M36 Springline Holding Company, LLC	17-12584	6/4/2018
Hazelpoint Investments, LLC	17-12674	6/4/2018	M37 Topchord Holding Company, LLC	17-12662	6/4/2018
Heilbron Manor Investments, LLC	17-12681	6/4/2018	M38 Pemberley Holding Company, LLC	17-12787	6/4/2018
Hollyline Holdings, LLC	17-12684	6/4/2018	M39 Derbyshire Holding Company, LLC	17-12692	6/4/2018
Hollyline Owners, LLC	17-12688	6/4/2018	M40 Longbourn Holding Company, LLC	17-12742	6/4/2018
Hornbeam Investments, LLC	17-12694	6/4/2018	M41 Silverthorne Holding Company, LLC	17-12838	6/4/2018
Idared Investments, LLC	17-12701	6/4/2018	M43 White Dome Holding Company, LLC	17-12706	6/4/2018
Imperial Aly Investments, LLC	17-12708	6/4/2018	M44 Wilderrest Holding Company, LLC	17-12718	6/4/2018
Ironsides Investments, LLC	17-12714	6/4/2018	M45 Clover Basin Holding Company, LLC	17-12618	6/4/2018
Lenni Heights Investments, LLC	17-12720	6/4/2018	M46 Owl Ridge Holding Company, LLC	17-12759	6/4/2018
Lilac Meadow Investments, LLC	17-12728	6/4/2018	M48 Vallecito Holding Company, LLC	17-12670	6/4/2018
Lincolnshire Investments, LLC	17-12733	6/4/2018	M49 Squaretop Holding Company, LLC	17-12588	6/4/2018
Lonetree Investments, LLC	17-12740	6/4/2018	M5 Stepstone Holding Company, LLC	17-12601	6/4/2018
Longbourn Investments, LLC	17-12746	6/4/2018	M50 Wetterhorn Holding Company, LLC	17-12689	6/4/2018
M10 Gateshead Holding Company, LLC	17-12593	6/4/2018	M51 Coffee Creek Holding Company, LLC	17-12624	6/4/2018
M11 Anchorpoint Holding Company, LLC	17-12565	6/4/2018	M53 Castle Pines Holding Company, LLC	17-12571	6/4/2018
M13 Cablestay Holding Company, LLC	17-12795	6/4/2018	M54 Lonetree Holding Company, LLC	17-12737	6/4/2018
M14 Crossbeam Holding Company, LLC	17-12645	6/4/2018	M56 Haffenburg Holding Company, LLC	17-12656	6/4/2018
M15 Doubleleaf Holding Company, LLC	17-12749	6/4/2018	M57 Ridgecrest Holding Company, LLC	17-12818	6/4/2018
M17 Lincolnshire Holding Company, LLC	17-12730	6/4/2018	M60 Thunder Basin Holding Company, LLC	17-12654	6/4/2018
M19 Arrowpoint Holdings Company, LLC	17-12577	6/4/2018	M61 Mineola Holding Company, LLC	17-12668	6/4/2018
M22 Drawspan Holding Company, LLC	17-12764	6/4/2018	M62 Sagebrook Holding Company, LLC	17-12829	6/4/2018
M24 Fieldpoint Holding Company, LLC	17-12791	6/4/2018	M63 Crowfield Holding Company, LLC	17-12655	6/4/2018
M25 Centershot Holding Company, LLC	17-12583	6/4/2018	M67 Mountain Spring Holding Company, LLC	17-12695	6/4/2018
M26 Archivolt Holding Company, LLC	17-12573	6/4/2018	M68 Goosebrook Holding Company, LLC	17-12615	6/4/2018

<b>Debtor</b>	<b>Case No.</b>	<b>Government Bar Date</b>	<b>Debtor</b>	<b>Case No.</b>	<b>Government Bar Date</b>
M70 Pinney Holding Company, LLC	17-12806	6/4/2018	Newville Investments, LLC	17-12734	6/4/2018
M71 Eldredge Holding Company, LLC	17-12771	6/4/2018	Old Carbon Investments, LLC	17-12743	6/4/2018
M72 Daleville Holding Company, LLC	17-12683	6/4/2018	Old Maitland Investments, LLC	17-12752	6/4/2018
M73 Mason Run Holding Company, LLC	17-12748	6/4/2018	Owl Ridge Investments, LLC	17-12763	6/4/2018
M74 Varga Holding Company, LLC	17-12680	6/4/2018	Papirovka Investments, LLC	17-12774	6/4/2018
M75 Riley Creek Holding Company, LLC	17-12825	6/4/2018	Pawtuckaway Investments, LLC	17-12783	6/4/2018
M76 Chaplin Holding Company, LLC	17-12587	6/4/2018	Pemberley Investments, LLC	17-12790	6/4/2018
M79 Chestnut Holding Company, LLC	17-12595	6/4/2018	Pemigewasset Investments, LLC	17-12800	6/4/2018
M80 Hazelpoint Holding Company, LLC	17-12672	6/4/2018	Pepperwood Investments, LLC	17-12804	6/4/2018
M83 Mt. Holly Holding Company, LLC	17-12703	6/4/2018	Pinney Investments, LLC	17-12808	6/4/2018
M85 Glenn Rich Holding Company, LLC	17-12599	6/4/2018	Pinova Investments, LLC	17-12812	6/4/2018
M86 Steele Hill Holding Company, LLC	17-12596	6/4/2018	Quarterpost Investments, LLC	17-12816	6/4/2018
M87 Hackmatack Hills Holding Company, LLC	17-12652	6/4/2018	Red Woods Investments, LLC	17-12824	6/4/2018
M88 Franconia Notch Holding Company, LLC	17-12796	6/4/2018	Ridgecrest Investments, LLC	17-12821	6/4/2018
M9 Donnington Holding Company, LLC	17-12741	6/4/2018	Riley Creek Investments, LLC	17-12826	6/4/2018
M90 Merrimack Valley Holding Company, LLC	17-12658	6/4/2018	Rising Sun Investments, LLC	17-12828	6/4/2018
M91 Newville Holding Company, LLC	17-12726	6/4/2018	Sagebrook Investments, LLC	17-12830	6/4/2018
M92 Crystal Woods Holding Company, LLC	17-12671	6/4/2018	Seven Stars Investments, LLC	17-12832	6/4/2018
M93 Goose Rocks Holding Company, LLC	17-12605	6/4/2018	Silk City Investments, LLC	17-12834	6/4/2018
M94 Winding Road Holding Company, LLC	17-12736	6/4/2018	Silver Maple Investments, LLC	17-12836	6/4/2018
M95 Pepperwood Holding Company, LLC	17-12802	6/4/2018	Silverleaf Funding, LLC	17-12837	6/4/2018
M97 Red Wood Holding Company, LLC	17-12823	6/4/2018	Silverthorne Investments, LLC	17-12582	6/4/2018
M99 Ironsides Holding Company, LLC	17-12710	6/4/2018	Springline Investments, LLC	17-12585	6/4/2018
Mason Run Investments, LLC	17-12751	6/4/2018	Squaretop Investments, LLC	17-12589	6/4/2018
Melody Lane Investments, LLC	17-12757	6/4/2018	Stayman Investments, LLC	17-12594	6/4/2018
Merrimack Valley Investments, LLC	17-12665	6/4/2018	Steele Hill Investments, LLC	17-12598	6/4/2018
Mineola Investments, LLC	17-12673	6/4/2018	Stepstone Investments, LLC	17-12606	6/4/2018
Monadnock Investments, LLC	17-12682	6/4/2018	Strawberry Fields Investments, LLC	17-12613	6/4/2018
Moravian Investments, LLC	17-12690	6/4/2018	Sturmer Pippin Investments, LLC	17-12629	6/4/2018
Mountain Spring Investments, LLC	17-12698	6/4/2018	Summerfree Investments, LLC	17-12635	6/4/2018
Mt. Holly Investments, LLC	17-12707	6/4/2018	Summit Cut Investments, LLC	17-12640	6/4/2018
Mutsu Investments, LLC	17-12719	6/4/2018	Thornbury Farm Investments, LLC	17-12651	6/4/2018

Debtor	Case No.	Government Bar Date
Thunder Basin Investments, LLC	17-12657	6/4/2018
Topchord Investments, LLC	17-12664	6/4/2018
Vallecito Investments, LLC	17-12675	6/4/2018
Varga Investments, LLC	17-12685	6/4/2018
Wetterhorn Investments, LLC	17-12693	6/4/2018
White Birch Investments, LLC	17-12702	6/4/2018
White Dome Investments, LLC	17-12709	6/4/2018
Whiteacre Funding, LLC	17-12713	6/4/2018
Wilderness Investments, LLC	17-12723	6/4/2018
Willow Grove Investments, LLC	17-12732	6/4/2018
Winding Road Investments, LLC	17-12739	6/4/2018
WMF Management, LLC	17-12745	6/4/2018
Woodbridge Capital Investments, LLC	17-12750	6/4/2018
Woodbridge Commercial Bridge Loan Fund 1, LLC	17-12754	6/4/2018
Woodbridge Commercial Bridge Loan Fund 2, LLC	17-12758	6/4/2018
Woodbridge Group of Companies, LLC	17-12560	6/4/2018
Woodbridge Investments, LLC	17-12761	6/4/2018
Woodbridge Mezzanine Fund 1, LLC	17-12765	6/4/2018
Woodbridge Mortgage Investment Fund 1, LLC	17-12768	6/4/2018
Woodbridge Mortgage Investment Fund 2, LLC	17-12772	6/4/2018
Woodbridge Mortgage Investment Fund 3, LLC	17-12776	6/4/2018
Woodbridge Mortgage Investment Fund 3A, LLC	17-12780	6/4/2018
Woodbridge Mortgage Investment Fund 4, LLC	17-12784	6/4/2018
Woodbridge Structured Funding, LLC	17-12786	6/4/2018
Zestar Investments, LLC	17-12792	6/4/2018

**GROUP 2 PETITION DATE: February 9, 2018**  
**GOVERNMENT BAR DATE: August 8, 2018**

Debtor	Case No.	Government Bar Date
Carbondale Glen Lot L-2, LLC	18-10284	8/8/2018
Carbondale Peaks Lot L-1, LLC	18-10286	8/8/2018
H18 Massabesic Holding Company, LLC	18-10287	8/8/2018
H33 Hawthorne Holding Company, LLC	18-10288	8/8/2018
H50 Sachs Bridge Holding Company, LLC	18-10289	8/8/2018
H64 Pennhurst Holding Company, LLC	18-10290	8/8/2018
Hawthorne Investments, LLC	18-10291	8/8/2018
Lilac Valley Investments, LLC	18-10292	8/8/2018
M58 Springvale Holding Company, LLC	18-10294	8/8/2018
M96 Liliac Valley Holding Company, LLC	18-10295	8/8/2018
Massabesic Investments, LLC	18-10293	8/8/2018
Pennhurst Investments, LLC	18-10296	8/8/2018
Sachs Bridge Investments, LLC	18-10297	8/8/2018
Springvale Investments, LLC	18-10298	8/8/2018

**GROUP 3 PETITION DATE: March 9, 2018**  
**GOVERNMENT BAR DATE: September 5, 2018**

Debtor	Case No.	Government Bar Date
Bellflower Funding, LLC	18-10507	9/5/2018
Wall 123, LLC	18-10508	9/5/2018

**EXHIBIT 2**

**Proof of Claim Form**

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE
To select a debtor, please see attached Exhibit A.



Your Claim is Scheduled As Follows:

<<debtor>>
<<secured\_amt>>
<<priority\_amt>>
<<unsecured\_amt>>
<<cud\_fl>>



<<name\_addr\_1>>
<<name\_addr\_2>>
<<name\_addr\_3>>
<<name\_addr\_4>>
<<name\_addr\_5>>

If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. Please consult the Bar Date Notice for details regarding who is and is not required to file a proof of claim. If you assert an ownership interest, rather than a claim, in a Debtor, please do not use this form. Please instead use the form available at http://cases.gardencitygroup.com/wgc.

Proof of Claim

Official Form 410\*

Read the instructions before filling out this form. Do not use this form to make a request for payment of an administrative expense except for pursuant to Bankruptcy Code section 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

This chapter 11 case was commenced in the United States Bankruptcy Court for the (Jurisdiction) District of (State), on (petition date) (the "Petition Date.") Fill in all the information for the claim as of the Petition Date.

Part 1: Identify the Claim

1. Who is the current creditor?
2. Has this claim been acquired from someone else?
3. Where should notices and payments to the creditor be sent?
4. Does this claim amend one already filed?
5. Do you know if anyone else has filed a proof of claim for this claim?



**Part 2: Give Information About the Claim as of the Date the Case Was Filed**

6.	<b>Do you have any number you use to identify the debtor?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____	
7.	<b>How much is the claim?</b>	\$ _____	<b>Does this amount include interest or other charges?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8.	<b>What is the basis of the claim?</b>	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.	
9.	<b>Is all or part of the claim secured?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property.  <b>Nature of property:</b> <input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> . <input type="checkbox"/> Motor vehicle <input type="checkbox"/> Other. Describe: _____  <b>Basis for perfection:</b> _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)  <b>Value of property:</b> \$ _____ <b>Amount of the claim that is secured:</b> \$ _____ <b>Amount of the claim that is unsecured:</b> \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)  <b>Amount necessary to cure any default as of the date of the petition:</b> \$ _____  <b>Annual Interest Rate</b> (when case was filed) _____% <input type="checkbox"/> Fixed <input type="checkbox"/> Variable	
10.	<b>Is this claim based on a lease?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. <b>Amount necessary to cure any default as of the date of the petition.</b> \$ _____	
11.	<b>Is this claim subject to a right of setoff?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. Identify the property: _____	
12.	<b>Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. <i>Check all that apply:</i>	<b>Amount entitled to priority</b>
A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.		<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$ _____
		<input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
		<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
		<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
		<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
		<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies.	\$ _____
* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.			



13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ \_\_\_\_\_

**Part 3: Sign Below**

**The person completing this proof of claim must sign and date it. FRBP 9011(b).**

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

**A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.**

*Check the appropriate box:*

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this Proof of Claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this Proof of Claim and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date \_\_\_\_\_  
MM / DD / YYYY

\_\_\_\_\_  
Signature

**Print the name of the person who is completing and signing this claim:**

Name \_\_\_\_\_  
First name Middle name Last name

Title \_\_\_\_\_

Company \_\_\_\_\_  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address \_\_\_\_\_  
Number Street

\_\_\_\_\_  
City State ZIP Code

Contact phone \_\_\_\_\_ Email \_\_\_\_\_

IF SUBMITTING A HARD COPY OF A PROOF OF CLAIM FORM, PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: **IF BY MAIL:** WOODBRIDGE GROUP OF COMPANIES, LLC, ET AL. P.O. BOX 10545, DUBLIN, OHIO 43017-0208. **IF BY HAND OR OVERNIGHT COURIER:** WOODBRIDGE GROUP OF COMPANIES, LLC, ET AL., C/O GCG, 5151 BLAZER PARKWAY, SUITE A, DUBLIN, OH 43017. ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR EMAIL WILL NOT BE ACCEPTED.

THE GENERAL BAR DATE IN THESE CHAPTER 11 CASES IS (**GEN BAR DATE** at \_\_\_\_ P.M.) (PREVAILING \_\_\_\_\_ TIME)  
THE GOVERNMENT BAR DATE IS EITHER JUNE 4, 2018, AUGUST 8, 2018, OR SEPTEMBER 5, 2018, **DEPENDING ON WHICH DEBTOR YOUR CLAIM IS AGAINST**, AS SET FORTH ON EXHIBIT I TO THE BAR DATE ORDER, AVAILABLE AT <http://cases.gardencitygroup.com/wgc/>



# Instructions for Proof of Claim

United States Bankruptcy Court

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the Debtor, exceptions to these general rules may apply. The attorneys for the Debtors and their court-appointed claims agent, Garden City Group, LLC (“GCG”), are not authorized and are not providing you with any legal advice.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.  
18 U.S.C. §§ 152, 157 and 3571.

## How to fill out this form

- **Fill in all the information for the claim as of the Petition Date.**
- **If the claim has been acquired from someone else, then state the identity of the last party** who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- **Attach any supporting documents to this form.**  
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *Redaction* of information in the section below.)  
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- **Do not attach original documents because attachments may be destroyed after scanning.**
- **If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.**
- **A Proof of Claim form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth.** See Bankruptcy Rule 9037.
- **For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian.** For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

## Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, enclose a stamped self-addressed envelope and a copy of this form. You will also receive an acknowledgment letter from GCG after your proof of claim form has been processed. You will also be able to view the details of your claim and your Proof of Claim form, including supporting documentation, on the claims register hosted on the case administration website, [www.gardencitygroup.com/cases/wqc](http://www.gardencitygroup.com/cases/wqc).



## Understand the terms used in this form

**Administrative expense:** Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate. 11 U.S.C. § 503.

**Claim:** A creditor's right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. §101 (5). A claim may be secured or unsecured.

**Creditor:** A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

**Debtor:** A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

**Evidence of perfection:** Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

**Information that is entitled to privacy:** A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

**Priority claim:** A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

**Proof of claim:** A form used by the creditor to indicate the amount of the debt owed by the Debtor on the date of the bankruptcy filing. The creditor must file the form with GCG as described in the instructions above and in the Bar Date Notice.

**Redaction of information:** *Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to privacy on the Proof of Claim form and any attached documents.*

**Secured claim under 11 U.S.C. §506(a):** A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

**Setoff:** Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

**Uniform claim identifier:** An optional 24-character identifier that some creditors use to facilitate electronic payment.

**Unsecured claim:** A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

**Display of Proof of Claim on Case Administration Website:** As the official claims agent, and in accordance with Federal Bankruptcy Rule 9037(g), GCG will display your proof of claim form, including supporting documentation, on the case administration website. Please be aware that any personal information not otherwise redacted on your proof of claim form will be displayed over the internet.

## Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

**Do not file these instructions with your form.**

# EXHIBIT A

Please select **only** one debtor

Name of Debtor:	Case No.	Name of Debtor:	Case No.
<input type="checkbox"/> 215 North 12th Street, LLC	17-12561 (KJC)	<input type="checkbox"/> Green Gables Investments, LLC	17-12637 (KJC)
<input type="checkbox"/> Addison Park Investments, LLC	17-12563 (KJC)	<input type="checkbox"/> Grenadier Investments, LLC	17-12643 (KJC)
<input type="checkbox"/> Anchorpoint Investments, LLC	17-12566 (KJC)	<input type="checkbox"/> Grumblethorpe Investments, LLC	17-12649 (KJC)
<input type="checkbox"/> Arborvitae Investments, LLC	17-12572 (KJC)	<input type="checkbox"/> H11 Silk City Holding Company, LLC	17-12833 (KJC)
<input type="checkbox"/> Archivolt Investments, LLC	17-12574 (KJC)	<input type="checkbox"/> H12 White Birch Holding Company, LLC	17-12699 (KJC)
<input type="checkbox"/> Arlington Ridge Investments, LLC	17-12576 (KJC)	<input type="checkbox"/> H13 Bay Village Holding Company, LLC	17-12591 (KJC)
<input type="checkbox"/> Arrowpoint Investments, LLC	17-12578 (KJC)	<input type="checkbox"/> H14 Dixville Notch Holding Company, LLC	17-12712 (KJC)
<input type="checkbox"/> Baleroy Investments, LLC	17-12580 (KJC)	<input type="checkbox"/> H15 Bear Brook Holding Company, LLC	17-12607 (KJC)
<input type="checkbox"/> Basswood Holding, LLC	17-12600 (KJC)	<input type="checkbox"/> H16 Monadnock Holding Company, LLC	17-12678 (KJC)
<input type="checkbox"/> Bay Village Investments, LLC	17-12604 (KJC)	<input type="checkbox"/> H17 Pemigewasset Holding Company, LLC	17-12799 (KJC)
<input type="checkbox"/> Bear Brook Investments, LLC	17-12610 (KJC)	<input type="checkbox"/> H18 Massabesic Holding Company, LLC	18-10287 (KJC)
<input type="checkbox"/> Beech Creek Investments, LLC	17-12616 (KJC)	<input type="checkbox"/> H19 Emerald Lake Holding Company, LLC	17-12785 (KJC)
<input type="checkbox"/> Bellflower Funding, LLC	18-10507 (KJC)	<input type="checkbox"/> H2 Arlington Ridge Holding Company, LLC	17-12575 (KJC)
<input type="checkbox"/> Bishop White Investments, LLC	17-12623 (KJC)	<input type="checkbox"/> H20 Bluff Point Holding Company, LLC	17-12715 (KJC)
<input type="checkbox"/> Black Bass Investments, LLC	17-12641 (KJC)	<input type="checkbox"/> H21 Summerfree Holding Company, LLC	17-12631 (KJC)
<input type="checkbox"/> Black Locust Investments, LLC	17-12648 (KJC)	<input type="checkbox"/> H22 Papirovka Holding Company, LLC	17-12770 (KJC)
<input type="checkbox"/> Bluff Point Investments, LLC	17-12722 (KJC)	<input type="checkbox"/> H23 Pinova Holding Company, LLC	17-12810 (KJC)
<input type="checkbox"/> Bowman Investments, LLC	17-12753 (KJC)	<input type="checkbox"/> H24 Stayman Holding Company, LLC	17-12590 (KJC)
<input type="checkbox"/> Bramley Investments, LLC	17-12769 (KJC)	<input type="checkbox"/> H25 Elstar Holding Company, LLC	17-12779 (KJC)
<input type="checkbox"/> Brise Soleil Investments, LLC	17-12762 (KJC)	<input type="checkbox"/> H26 Gravenstein Holding Company, LLC	17-12630 (KJC)
<input type="checkbox"/> Broadsands Investments, LLC	17-12777 (KJC)	<input type="checkbox"/> H27 Grenadier Holding Company, LLC	17-12642 (KJC)
<input type="checkbox"/> Brynderwen Investments, LLC	17-12793 (KJC)	<input type="checkbox"/> H28 Black Locust Holding Company, LLC	17-12647 (KJC)
<input type="checkbox"/> Cablestay Investments, LLC	17-12798 (KJC)	<input type="checkbox"/> H29 Zestar Holding Company, LLC	17-12789 (KJC)
<input type="checkbox"/> Cannington Investments, LLC	17-12803 (KJC)	<input type="checkbox"/> H30 Silver Maple Holding Company, LLC	17-12835 (KJC)
<input type="checkbox"/> Carbondale Doocy, LLC	17-12805 (KJC)	<input type="checkbox"/> H31 Addison Park Holding Company, LLC	17-12562 (KJC)
<input type="checkbox"/> Carbondale Glen Lot A-5, LLC	17-12807 (KJC)	<input type="checkbox"/> H32 Arborvitae Holding Company, LLC	17-12567 (KJC)
<input type="checkbox"/> Carbondale Glen Lot D-22, LLC	17-12809 (KJC)	<input type="checkbox"/> H33 Hawthorn Holding Company, LLC	18-10288 (KJC)
<input type="checkbox"/> Carbondale Glen Lot E-24, LLC	17-12811 (KJC)	<input type="checkbox"/> H35 Hornbeam Holding Company, LLC	17-12691 (KJC)
<input type="checkbox"/> Carbondale Glen Lot GV-13, LLC	17-12813 (KJC)	<input type="checkbox"/> H36 Sturmer Pippin Holding Company, LLC	17-12625 (KJC)
<input type="checkbox"/> Carbondale Glen Lot L-2, LLC	18-10284 (KJC)	<input type="checkbox"/> H37 Idared Holding Company, LLC	17-12697 (KJC)
<input type="checkbox"/> Carbondale Glen Lot SD-14, LLC	17-12817 (KJC)	<input type="checkbox"/> H38 Mutsu Holding Company, LLC	17-12711 (KJC)
<input type="checkbox"/> Carbondale Glen Lot SD-23, LLC	17-12815 (KJC)	<input type="checkbox"/> H39 Haralson Holding Company, LLC	17-12661 (KJC)
<input type="checkbox"/> Carbondale Glen Mesa Lot 19, LLC	17-12819 (KJC)	<input type="checkbox"/> H4 Pawtuckaway Holding Company, LLC	17-12778 (KJC)
<input type="checkbox"/> Carbondale Glen River Mesa, LLC	17-12820 (KJC)	<input type="checkbox"/> H40 Bramley Holding Company, LLC	17-12766 (KJC)
<input type="checkbox"/> Carbondale Glen Sundance Ponds, LLC	17-12822 (KJC)	<input type="checkbox"/> H41 Grumblethorpe Holding Company, LLC	17-12646 (KJC)
<input type="checkbox"/> Carbondale Glen Sweetgrass Vista, LLC	17-12564 (KJC)	<input type="checkbox"/> H43 Lenni Heights Holding Company, LLC	17-12717 (KJC)
<input type="checkbox"/> Carbondale Peaks Lot L-1, LLC	18-10286 (KJC)	<input type="checkbox"/> H44 Green Gables Holding Company, LLC	17-12634 (KJC)
<input type="checkbox"/> Carbondale Spruce 101, LLC	17-12568 (KJC)	<input type="checkbox"/> H46 Beech Creek Holding Company, LLC	17-12612 (KJC)
<input type="checkbox"/> Carbondale Sundance Lot 15, LLC	17-12569 (KJC)	<input type="checkbox"/> H47 Summit Cut Holding Company, LLC	17-12638 (KJC)
<input type="checkbox"/> Carbondale Sundance Lot 16, LLC	17-12570 (KJC)	<input type="checkbox"/> H49 Bowman Holding Company, LLC	17-12725 (KJC)
<input type="checkbox"/> Castle Pines Investments, LLC	17-12581 (KJC)	<input type="checkbox"/> H5 Chestnut Ridge Holding Company, LLC	17-12608 (KJC)
<input type="checkbox"/> Centershot Investments, LLC	17-12586 (KJC)	<input type="checkbox"/> H50 Sachs Bridge Holding Company, LLC	18-10289 (KJC)
<input type="checkbox"/> Chaplin Investments, LLC	17-12592 (KJC)	<input type="checkbox"/> H51 Old Carbon Holding Company, LLC	17-12738 (KJC)
<input type="checkbox"/> Chestnut Investments, LLC	17-12603 (KJC)	<input type="checkbox"/> H52 Willow Grove Holding Company, LLC	17-12729 (KJC)
<input type="checkbox"/> Chestnut Ridge Investments, LLC	17-12614 (KJC)	<input type="checkbox"/> H53 Black Bass Holding Company, LLC	17-12639 (KJC)
<input type="checkbox"/> Clover Basin Investments, LLC	17-12621 (KJC)	<input type="checkbox"/> H54 Seven Stars Holding Company, LLC	17-12831 (KJC)
<input type="checkbox"/> Coffee Creek Investments, LLC	17-12627 (KJC)	<input type="checkbox"/> H55 Old Maitland Holding Company, LLC	17-12747 (KJC)
<input type="checkbox"/> Craven Investments, LLC	17-12636 (KJC)	<input type="checkbox"/> H56 Craven Holding Company, LLC	17-12633 (KJC)
<input type="checkbox"/> Crossbeam Investments, LLC	17-12650 (KJC)	<input type="checkbox"/> H58 Baleroy Holding Company, LLC	17-12579 (KJC)
<input type="checkbox"/> Crowfield Investments, LLC	17-12660 (KJC)	<input type="checkbox"/> H59 Rising Sun Holding Company, LLC	17-12827 (KJC)
<input type="checkbox"/> Crystal Valley Holdings, LLC	17-12666 (KJC)	<input type="checkbox"/> H6 Lilac Meadow Holding Company, LLC	17-12724 (KJC)
<input type="checkbox"/> Crystal Woods Investments, LLC	17-12676 (KJC)	<input type="checkbox"/> H60 Moravian Holding Company, LLC	17-12686 (KJC)
<input type="checkbox"/> Cuco Settlement, LLC	17-12679 (KJC)	<input type="checkbox"/> H61 Grand Midway Holding Company, LLC	17-12626 (KJC)
<input type="checkbox"/> Daleville Investments, LLC	17-12687 (KJC)	<input type="checkbox"/> H64 Penhurst Holding Company, LLC	18-10290 (KJC)
<input type="checkbox"/> Derbyshire Investments, LLC	17-12696 (KJC)	<input type="checkbox"/> H65 Thornbury Farm Holding Company, LLC	17-12644 (KJC)
<input type="checkbox"/> Diamond Cove Investments, LLC	17-12705 (KJC)	<input type="checkbox"/> H66 Heilbron Manor Holding Company, LLC	17-12677 (KJC)
<input type="checkbox"/> Dixville Notch Investments, LLC	17-12716 (KJC)	<input type="checkbox"/> H68 Graeme Park Holding Company, LLC	17-12620 (KJC)
<input type="checkbox"/> Dogwood Valley Investments, LLC	17-12727 (KJC)	<input type="checkbox"/> H7 Dogwood Valley Holding Company, LLC	17-12721 (KJC)
<input type="checkbox"/> Dollis Brook Investments, LLC	17-12735 (KJC)	<input type="checkbox"/> H70 Bishop White Holding Company, LLC	17-12619 (KJC)
<input type="checkbox"/> Donnington Investments, LLC	17-12744 (KJC)	<input type="checkbox"/> H74 Imperial Aly Holding Company, LLC	17-12704 (KJC)
<input type="checkbox"/> Doubleleaf Investments, LLC	17-12755 (KJC)	<input type="checkbox"/> H76 Diamond Cove Holding Company, LLC	17-12700 (KJC)
<input type="checkbox"/> Drawspan Investments, LLC	17-12767 (KJC)	<input type="checkbox"/> H8 Melody Lane Holding Company, LLC	17-12756 (KJC)
<input type="checkbox"/> Eldredge Investments, LLC	17-12775 (KJC)	<input type="checkbox"/> H9 Strawberry Fields Holding Company, LLC	17-12609 (KJC)
<input type="checkbox"/> Elstar Investments, LLC	17-12782 (KJC)	<input type="checkbox"/> Hackmatack Investments, LLC	17-12653 (KJC)
<input type="checkbox"/> Emerald Lake Investments, LLC	17-12788 (KJC)	<input type="checkbox"/> Haffenburg Investments, LLC	17-12659 (KJC)
<input type="checkbox"/> Fieldpoint Investments, LLC	17-12794 (KJC)	<input type="checkbox"/> Haralson Investments, LLC	17-12663 (KJC)
<input type="checkbox"/> Franconia Notch Investments, LLC	17-12797 (KJC)	<input type="checkbox"/> Harringworth Investments, LLC	17-12669 (KJC)
<input type="checkbox"/> Gateshead Investments, LLC	17-12597 (KJC)	<input type="checkbox"/> Hawthorn Investments, LLC	18-10291 (KJC)
<input type="checkbox"/> Glenn Rich Investments, LLC	17-12602 (KJC)	<input type="checkbox"/> Hazelpoint Investments, LLC	17-12674 (KJC)
<input type="checkbox"/> Goose Rocks Investments, LLC	17-12611 (KJC)	<input type="checkbox"/> Heilbron Manor Investments, LLC	17-12681 (KJC)
<input type="checkbox"/> Goosebrook Investments, LLC	17-12617 (KJC)	<input type="checkbox"/> Hollyline Holdings, LLC	17-12684 (KJC)
<input type="checkbox"/> Graeme Park Investments, LLC	17-12622 (KJC)	<input type="checkbox"/> Hollyline Owners, LLC	17-12688 (KJC)
<input type="checkbox"/> Grand Midway Investments, LLC	17-12628 (KJC)	<input type="checkbox"/> Hornbeam Investments, LLC	17-12694 (KJC)
<input type="checkbox"/> Gravenstein Investments, LLC	17-12632 (KJC)	<input type="checkbox"/> Idared Investments, LLC	17-12701 (KJC)

**EXHIBIT A** Please select only one debtor

Name of Debtor:	Case No.	Name of Debtor:	Case No.
<input type="checkbox"/> Imperial Aly Investments, LLC	17-12708 (KJC)	<input type="checkbox"/> M97 Red Wood Holding Company, LLC	17-12823 (KJC)
<input type="checkbox"/> Ironsides Investments, LLC	17-12714 (KJC)	<input type="checkbox"/> M99 Ironsides Holding Company, LLC	17-12710 (KJC)
<input type="checkbox"/> Lenni Heights Investments, LLC	17-12720 (KJC)	<input type="checkbox"/> Mason Run Investments, LLC	17-12751 (KJC)
<input type="checkbox"/> Lilac Meadow Investments, LLC	17-12728 (KJC)	<input type="checkbox"/> Massabesic Investments, LLC	18-10293 (KJC)
<input type="checkbox"/> Lilac Valley Investments, LLC	18-10292 (KJC)	<input type="checkbox"/> Melody Lane Investments, LLC	17-12757 (KJC)
<input type="checkbox"/> Lincolnshire Investments, LLC	17-12733 (KJC)	<input type="checkbox"/> Merrimack Valley Investments, LLC	17-12665 (KJC)
<input type="checkbox"/> Lonetree Investments, LLC	17-12740 (KJC)	<input type="checkbox"/> Mineola Investments, LLC	17-12673 (KJC)
<input type="checkbox"/> Longbourn Investments, LLC	17-12746 (KJC)	<input type="checkbox"/> Monadnock Investments, LLC	17-12682 (KJC)
<input type="checkbox"/> M10 Gateshead Holding Company, LLC	17-12593 (KJC)	<input type="checkbox"/> Moravian Investments, LLC	17-12690 (KJC)
<input type="checkbox"/> M11 Anchorpoint Holding Company, LLC	17-12565 (KJC)	<input type="checkbox"/> Mountain Spring Investments, LLC	17-12698 (KJC)
<input type="checkbox"/> M13 Cablestay Holding Company, LLC	17-12795 (KJC)	<input type="checkbox"/> Mt. Holly Investments, LLC	17-12707 (KJC)
<input type="checkbox"/> M14 Crossbeam Holding Company, LLC	17-12645 (KJC)	<input type="checkbox"/> Mutsu Investments, LLC	17-12719 (KJC)
<input type="checkbox"/> M15 Doubleleaf Holding Company, LLC	17-12749 (KJC)	<input type="checkbox"/> Newville Investments, LLC	17-12734 (KJC)
<input type="checkbox"/> M17 Lincolnshire Holding Company, LLC	17-12730 (KJC)	<input type="checkbox"/> Old Carbon Investments, LLC	17-12743 (KJC)
<input type="checkbox"/> M19 Arrowpoint Holding Company, LLC	17-12577 (KJC)	<input type="checkbox"/> Old Maitland Investments, LLC	17-12752 (KJC)
<input type="checkbox"/> M22 Drawspan Holding Company, LLC	17-12764 (KJC)	<input type="checkbox"/> Owl Ridge Investments, LLC	17-12763 (KJC)
<input type="checkbox"/> M24 Fieldpoint Holding Company, LLC	17-12791 (KJC)	<input type="checkbox"/> Papirovka Investments, LLC	17-12774 (KJC)
<input type="checkbox"/> M25 Centershot Holding Company, LLC	17-12583 (KJC)	<input type="checkbox"/> Pawtuckaway Investments, LLC	17-12783 (KJC)
<input type="checkbox"/> M26 Archivolt Holding Company, LLC	17-12573 (KJC)	<input type="checkbox"/> Pemberley Investments, LLC	17-12790 (KJC)
<input type="checkbox"/> M27 Brise Soleil Holding Company, LLC	17-12760 (KJC)	<input type="checkbox"/> Pemigewasset Investments, LLC	17-12800 (KJC)
<input type="checkbox"/> M28 Broadsands Holding Company, LLC	17-12773 (KJC)	<input type="checkbox"/> Pennhurst Investments, LLC	18-10296 (KJC)
<input type="checkbox"/> M29 Brynderwen Holding Company, LLC	17-12781 (KJC)	<input type="checkbox"/> Pepperwood Investments, LLC	17-12804 (KJC)
<input type="checkbox"/> M31 Cannington Holding Company, LLC	17-12801 (KJC)	<input type="checkbox"/> Pinney Investments, LLC	17-12808 (KJC)
<input type="checkbox"/> M32 Dollis Brook Holding Company, LLC	17-12731 (KJC)	<input type="checkbox"/> Pinoa Investments, LLC	17-12812 (KJC)
<input type="checkbox"/> M33 Harringworth Holding Company, LLC	17-12667 (KJC)	<input type="checkbox"/> Quarterpost Investments, LLC	17-12816 (KJC)
<input type="checkbox"/> M34 Quarterpost Holding Company, LLC	17-12814 (KJC)	<input type="checkbox"/> Red Woods Investments, LLC	17-12824 (KJC)
<input type="checkbox"/> M36 Springline Holding Company, LLC	17-12584 (KJC)	<input type="checkbox"/> Ridgecrest Investments, LLC	17-12821 (KJC)
<input type="checkbox"/> M37 Topchord Holding Company, LLC	17-12662 (KJC)	<input type="checkbox"/> Riley Creek Investments, LLC	17-12826 (KJC)
<input type="checkbox"/> M38 Pemberley Holding Company, LLC	17-12787 (KJC)	<input type="checkbox"/> Rising Sun Investments, LLC	17-12828 (KJC)
<input type="checkbox"/> M39 Derbyshire Holding Company, LLC	17-12692 (KJC)	<input type="checkbox"/> Sachs Bridge Investments, LLC	18-10297 (KJC)
<input type="checkbox"/> M40 Longbourn Holding Company, LLC	17-12742 (KJC)	<input type="checkbox"/> Sagebrook Investments, LLC	17-12830 (KJC)
<input type="checkbox"/> M41 Silverthorne Holding Company, LLC	17-12838 (KJC)	<input type="checkbox"/> Seven Stars Investments, LLC	17-12832 (KJC)
<input type="checkbox"/> M43 White Dome Holding Company, LLC	17-12706 (KJC)	<input type="checkbox"/> Silk City Investments, LLC	17-12834 (KJC)
<input type="checkbox"/> M44 Wilderrest Holding Company, LLC	17-12718 (KJC)	<input type="checkbox"/> Silver Maple Investments, LLC	17-12836 (KJC)
<input type="checkbox"/> M45 Clover Basin Holding Company, LLC	17-12618 (KJC)	<input type="checkbox"/> Silverleaf Funding, LLC	17-12837 (KJC)
<input type="checkbox"/> M46 Owl Ridge Holding Company, LLC	17-12759 (KJC)	<input type="checkbox"/> Silverthorne Investments, LLC	17-12582 (KJC)
<input type="checkbox"/> M48 Vallecito Holding Company, LLC	17-12670 (KJC)	<input type="checkbox"/> Springline Investments, LLC	17-12585 (KJC)
<input type="checkbox"/> M49 Squaretop Holding Company, LLC	17-12588 (KJC)	<input type="checkbox"/> Springvale Investments, LLC	18-10298 (KJC)
<input type="checkbox"/> M5 Stepstone Holding Company, LLC	17-12601 (KJC)	<input type="checkbox"/> Squaretop Investments, LLC	17-12589 (KJC)
<input type="checkbox"/> M50 Wetterhorn Holding Company, LLC	17-12689 (KJC)	<input type="checkbox"/> Squan Investments, LLC	17-12594 (KJC)
<input type="checkbox"/> M51 Coffee Creek Holding Company, LLC	17-12624 (KJC)	<input type="checkbox"/> Steele Hill Investments, LLC	17-12598 (KJC)
<input type="checkbox"/> M53 Castle Pines Holding Company, LLC	17-12571 (KJC)	<input type="checkbox"/> Stepstone Investments, LLC	17-12606 (KJC)
<input type="checkbox"/> M54 Lonetree Holding Company, LLC	17-12737 (KJC)	<input type="checkbox"/> Strawberry Fields Investments, LLC	17-12613 (KJC)
<input type="checkbox"/> M56 Haffenburg Holding Company, LLC	17-12656 (KJC)	<input type="checkbox"/> Sturmer Pippin Investments, LLC	17-12629 (KJC)
<input type="checkbox"/> M57 Ridgecrest Holding Company, LLC	17-12818 (KJC)	<input type="checkbox"/> Summerfree Investments, LLC	17-12635 (KJC)
<input type="checkbox"/> M58 Springvale Holding Company, LLC	18-10294 (KJC)	<input type="checkbox"/> Summit Cut Investments, LLC	17-12640 (KJC)
<input type="checkbox"/> M60 Thunder Basin Holding Company, LLC	17-12654 (KJC)	<input type="checkbox"/> Thornbury Farm Investments, LLC	17-12651 (KJC)
<input type="checkbox"/> M61 Mineola Holding Company, LLC	17-12668 (KJC)	<input type="checkbox"/> Thunder Basin Investments, LLC	17-12657 (KJC)
<input type="checkbox"/> M62 Sagebrook Holding Company, LLC	17-12829 (KJC)	<input type="checkbox"/> Topchord Investments, LLC	17-12664 (KJC)
<input type="checkbox"/> M63 Crowfield Holding Company, LLC	17-12655 (KJC)	<input type="checkbox"/> Vallecito Investments, LLC	17-12675 (KJC)
<input type="checkbox"/> M67 Mountain Spring Holding Company, LLC	17-12695 (KJC)	<input type="checkbox"/> Varga Investments, LLC	17-12685 (KJC)
<input type="checkbox"/> M68 Goosebrook Holding Company, LLC	17-12615 (KJC)	<input type="checkbox"/> Wall 123, LLC	18-10508 (KJC)
<input type="checkbox"/> M70 Pinney Holding Company, LLC	17-12806 (KJC)	<input type="checkbox"/> Wetterhorn Investments, LLC	17-12693 (KJC)
<input type="checkbox"/> M71 Eldredge Holding Company, LLC	17-12771 (KJC)	<input type="checkbox"/> White Birch Investments, LLC	17-12702 (KJC)
<input type="checkbox"/> M72 Daleville Holding Company, LLC	17-12683 (KJC)	<input type="checkbox"/> White Dome Investments, LLC	17-12709 (KJC)
<input type="checkbox"/> M73 Mason Run Holding Company, LLC	17-12748 (KJC)	<input type="checkbox"/> Whiteacre Funding, LLC	17-12713 (KJC)
<input type="checkbox"/> M74 Varga Holding Company, LLC	17-12680 (KJC)	<input type="checkbox"/> Wilderrest Investments, LLC	17-12723 (KJC)
<input type="checkbox"/> M75 Riley Creek Holding Company, LLC	17-12825 (KJC)	<input type="checkbox"/> Willow Grove Investments, LLC	17-12732 (KJC)
<input type="checkbox"/> M76 Chaplin Holding Company, LLC	17-12587 (KJC)	<input type="checkbox"/> Winding Road Investments, LLC	17-12739 (KJC)
<input type="checkbox"/> M79 Chestnut Holding Company, LLC	17-12595 (KJC)	<input type="checkbox"/> WMF Management, LLC	17-12745 (KJC)
<input type="checkbox"/> M80 Hazelpoint Holding Company, LLC	17-12672 (KJC)	<input type="checkbox"/> Woodbridge Capital Investments, LLC	17-12750 (KJC)
<input type="checkbox"/> M83 Mt. Holly Holding Company, LLC	17-12703 (KJC)	<input type="checkbox"/> Woodbridge Commercial Bridge Loan Fund 1, LLC	17-12754 (KJC)
<input type="checkbox"/> M85 Glenn Rich Holding Company, LLC	17-12599 (KJC)	<input type="checkbox"/> Woodbridge Commercial Bridge Loan Fund 2, LLC	17-12758 (KJC)
<input type="checkbox"/> M86 Steele Hill Holding Company, LLC	17-12596 (KJC)	<input type="checkbox"/> Woodbridge Group of Companies, LLC	17-12560 (KJC)
<input type="checkbox"/> M87 Hackmatack Hills Holding Company, LLC	17-12652 (KJC)	<input type="checkbox"/> Woodbridge Investments, LLC	17-12761 (KJC)
<input type="checkbox"/> M88 Franconia Notch Holding Company, LLC	17-12796 (KJC)	<input type="checkbox"/> Woodbridge Mezzanine Fund 1, LLC	17-12765 (KJC)
<input type="checkbox"/> M9 Donnington Holding Company, LLC	17-12741 (KJC)	<input type="checkbox"/> Woodbridge Mortgage Investment Fund 1, LLC	17-12768 (KJC)
<input type="checkbox"/> M90 Merrimack Valley Holding Company, LLC	17-12658 (KJC)	<input type="checkbox"/> Woodbridge Mortgage Investment Fund 2, LLC	17-12772 (KJC)
<input type="checkbox"/> M91 Newville Holding Company, LLC	17-12726 (KJC)	<input type="checkbox"/> Woodbridge Mortgage Investment Fund 3, LLC	17-12776 (KJC)
<input type="checkbox"/> M92 Crystal Woods Holding Company, LLC	17-12671 (KJC)	<input type="checkbox"/> Woodbridge Mortgage Investment Fund 3A, LLC	17-12780 (KJC)
<input type="checkbox"/> M93 Goose Rocks Holding Company, LLC	17-12605 (KJC)	<input type="checkbox"/> Woodbridge Mortgage Investment Fund 4, LLC	17-12784 (KJC)
<input type="checkbox"/> M94 Winding Road Holding Company, LLC	17-12736 (KJC)	<input type="checkbox"/> Woodbridge Structured Funding, LLC	17-12786 (KJC)
<input type="checkbox"/> M95 Pepperwood Holding Company, LLC	17-12802 (KJC)	<input type="checkbox"/> Zestar Investments, LLC	17-12792 (KJC)
<input type="checkbox"/> M96 Lilac Valley Holding Company, LLC	18-10295 (KJC)		

**EXHIBIT 3**

**Proof of Interest Form**



UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

**PROOF OF INTEREST**

Name of Debtor:

**1. Name of holder of the Equity Security Interest** (The person or entity holding an Equity Security Interest in the Debtor. Referred to hereinafter as the "Interest Holder"):

Name and address where notices should be sent:

Telephone Number

**NOTE: This form SHOULD NOT be used to make a claim against the Debtor for money owed. A separate Proof of Claim form should be used for that purpose. This form should only be used to assert an Equity Security Interest in the Debtor. An Equity Security Interest is any right arising from any capital stock, membership interest, or equity security in any of the Debtors. An equity security is defined in the Bankruptcy Code as (a) a share in a corporation whether or not transferable or denominated stock or similar security, (b) interest of a limited partner in a limited partnership, or (c) warrant or right other than a right to convert, to purchase, sell, or subscribe to a share, security, or interest of a kind specified in subparagraph (a) or (b) above.**

**THIS SPACE IS FOR COURT USE ONLY**

Account or other number by which Interest Holder identifies Debtor:

Check here if this claim:

replaces a previously filed Proof of Interest dated:

amends a previously filed Proof of Interest dated:

**2. Name and Address of any person or entity that is the record holder for the Equity Security Interest asserted in this Proof of Interest:**

**3. Date Equity Security Interest was acquired:**

Telephone Number

**4. Total amount of member interest:**

**5. Certificate number(s):**

**6. Type of Equity Interest:**

Please indicate the type of Equity Interest you hold:

**7. Supporting Documents:** *Attach copies of supporting documents*, such as stock certificates, option agreements, warrants, etc. **DO NOT SEND ORIGINAL DOCUMENTS.** If the documents are not available, explain.

**8. Signature:**

**I declare under penalty of perjury that the information provided in this proof of interest is true and correct to the best of my knowledge, information and reasonable belief.**

**THIS SPACE FOR COURT USE ONLY**

**DATE**

**SIGN** and print the name and title, if any, of the Interest Holder or other person authorized to file this proof of interest (attach copy of power of attorney, if any):

IF SUBMITTING A HARD COPY OF A PROOF OF CLAIM FORM, PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS:  
**IF BY MAIL:** WOODBRIDGE GROUP OF COMPANIES, LLC, ET AL. P.O. BOX 10545, DUBLIN, OHIO 43017-0208. **IF BY HAND OR OVERNIGHT COURIER:** WOODBRIDGE GROUP OF COMPANIES, LLC, ET AL., C/O GCG, 5151 BLAZER PARKWAY, SUITE A, DUBLIN, OH 43017. ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR EMAIL WILL NOT BE ACCEPTED.  
 THE GENERAL BAR DATE IN THESE CHAPTER 11 CASES IS (**GEN BAR DATE** at \_\_\_ P.M.) (PREVAILING \_\_\_\_\_ TIME)  
 THE GOVERNMENT BAR DATE IS EITHER JUNE 4, 2018, AUGUST 8, 2018, OR SEPTEMBER 5, 2018, **DEPENDING ON WHICH DEBTOR YOUR CLAIM IS AGAINST**, AS SET FORTH ON EXHIBIT I TO THE BAR DATE ORDER, AVAILABLE AT <http://cases.gardencitygroup.com/wgc/>