

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Hearing Date: January 10, 2018, at 10:00 a.m. (ET)

Objection Deadline: January 3, 2018, at 4:00 p.m. (ET)

**DEBTORS' APPLICATION FOR AN ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF YOUNG CONAWAY STARGATT & TAYLOR, LLP AS CO-
COUNSEL FOR THE DEBTORS, EFFECTIVE AS OF THE PETITION DATE**

Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases (collectively, the "Chapter 11 Cases") hereby submit this application (the "Application") for entry of an order, pursuant to section 327(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the retention and employment of Young Conaway Stargatt & Taylor, LLP ("Young Conaway" or the "Firm") as bankruptcy co-counsel, effective as of the Petition Date (as defined below). In support of this Application, the Debtors rely upon the declaration of Sean M. Beach (the "Beach Declaration"), which is attached hereto as Exhibit A, and the declaration of Lawrence R. Perkins (the "Perkins Declaration"), which is attached hereto as Exhibit B. In further support of this Application, the Debtors respectfully represent as follows:

¹ The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14225 Ventura Boulevard #100, 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 such information may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the proposed undersigned counsel for the Debtors.

JURISDICTION AND VENUE

1. The Court has jurisdiction over these Chapter 11 Cases and this Application pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtors consent to entry of a final order by the Court in connection with this Application 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 of these Chapter 11 Cases and this Application in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are section 327(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

BACKGROUND

3. On December 4, 2017 (the “Petition Date”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their business and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. The Court has entered an Order [D.I. 45] authorizing the joint administration of the Chapter 11 Cases, pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1. No trustee or examiner has been appointed in the Chapter 11 Cases.

5. On December 14, 2017, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”) [D.I. 79].

6. Additional information about the Debtors’ business, their capital and debt structure, and the events leading up to the Petition Date can be found in the *Declaration of Lawrence R. Perkins in Support of Chapter 11 Petitions and Requests for First Day Relief* (the “First Day Declaration”) [D.I. 12],² which was filed on the Petition Date and is incorporated herein by reference.

RELIEF REQUESTED

7. By this Application, the Debtors request entry of an order authorizing the Debtors to retain and employ Young Conaway as bankruptcy co-counsel, effective as of the Petition Date.

BASIS FOR RELIEF REQUESTED

A. Young Conaway’s Qualifications

8. The Debtors seek to retain Young Conaway as their bankruptcy co-counsel because of the Firm’s extensive knowledge, expertise, and experience in the field of debtors’ and creditors’ rights and business reorganizations under chapter 11 of the Bankruptcy Code. The Debtors submit that Young Conaway’s knowledge, expertise, and experience practicing before the Court will enable the Firm to work in an efficient and cost-effective manner on behalf of the Debtors’ estates. Additionally, in preparing for these Chapter 11 Cases, Young Conaway has become familiar with the Debtors’ business and affairs and many of the potential legal issues that may arise in the context of these Chapter 11 Cases. Accordingly, the Debtors believe that Young

² Capitalized terms used herein, but not otherwise defined, have the meanings given to them in the First Day Declaration.

Conaway is uniquely qualified to represent them as bankruptcy co-counsel in these Chapter 11 Cases.

B. Payment of Fees and Expenses

9. Young Conaway will seek Court approval of its compensation and reimbursement of its actual, necessary expenses and other charges incurred by the Firm upon the filing of appropriate applications for interim and final compensation and reimbursement pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and applicable orders of the Court. The principal attorneys and the paralegal presently designated to represent the Debtors, and their current standard hourly rates, are:

- | | |
|-----------------------------------|-------------------|
| a. Michael R. Nestor | \$820.00 per hour |
| b. Edmon L. Morton | \$730.00 per hour |
| c. Sean M. Beach | \$695.00 per hour |
| d. Ian J. Bambrick | \$435.00 per hour |
| e. Allison S. Mielke | \$340.00 per hour |
| f. Betsy L. Feldman | \$285.00 per hour |
| g. Michael V. Girello (paralegal) | \$270.00 per hour |

10. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals from Young Conaway may from time to time also serve the Debtors in connection with the matters described herein.

11. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, mail and

express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for “working meals,” computerized research, transcription costs, as well as non-ordinary overhead expenses approved by the client such as secretarial expenses and other overtime. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm’s other clients. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

12. Young Conaway was retained by the Debtors pursuant to an engagement agreement dated November 2, 2017 (the “Engagement Agreement”). Pursuant to the Engagement Agreement, the Debtors and Young Conaway agreed to a retainer in the amount of \$250,000 (as supplemented, the “Retainer”) in connection with the planning and preparation of initial documents and the Firm’s proposed postpetition representation of the Debtors (including anticipated filing fees). On November 14 and 15, 2017, Young Conaway received payments to fund the Retainer in the aggregate amount of \$250,000.

13. Since November 16, 2017, Young Conaway received a total of five additional wire transfers from the Debtors for payments in connection with certain legal fees and expenses including substantial filing fees and supplements to the Retainer.³ Young Conaway has received a total of \$1,300,000. Prior to the Petition Date, Young Conaway drew the balance of the Retainer to cover its fees and expenses incurred prior to the filing. After reconciliation of such

³ The filing fees in the Chapter 11 Cases totaled \$479,043.00.

fees and expenses, Young Conaway refunded \$250,368.02 to the Retainer, which represents the balance after accounting for \$1,049,631.98 in fees and expenses incurred as of the Petition Date.

14. Young Conaway will hold the balance of the Retainer in the amount of \$250,368.02 as a general retainer as security for postpetition services and expenses.⁴

15. In this instance, the general security retainer is appropriate for several reasons. *See In re Insilco Techs., Inc.*, 291 B.R. 628, 634 (Bankr. D. Del. 2003) (“Factors to be considered, include, but are not necessarily limited to (1) whether terms of an engagement agreement reflect normal business terms in the marketplace; (2) the relationship between the Debtor and the professionals, i.e., whether the parties involved are sophisticated business entities with equal bargaining power who engaged in an arms-length negotiation; [and] (3) whether the retention, as proposed, is in the best interests of the estate”); *see also In re CTC Commc’ns Grp., Inc.*, Case No. 02-12873 (PJW) (Bankr. D. Del. May 22, 2003), Hr’g Tr. 43:14–15 (“I agree and adopt wholeheartedly Judge Carey’s decision in the *Insilco* case.”). First, these types of retainer agreements reflect normal business terms in the marketplace. *See Insilco*, 291 B.R. at 634 (“[I]t is not disputed that the taking of [security] retainers is a practice now common in the market place.”). Second, both Young Conaway and the Debtors are sophisticated business entities that have negotiated the Retainer at arm’s length. Third, the retention of Young Conaway is in the best interests of the Debtors’ estates because the Engagement Agreement and Retainer allow the Debtors to maintain the prepetition relationship established with Young Conaway. Thus, under the standards articulated in *In re Insilco Techs., Inc.*, and adopted in *In re CTC Commc’ns Grp., Inc.*, the facts and circumstances of these Chapter 11 Cases support the approval of the Retainer.

⁴ Young Conaway’s statement pursuant to Bankruptcy Rule 2016 is attached hereto as Exhibit C.

16. As set forth in the Beach Declaration, Young Conaway has not shared or agreed to share any of its compensation from the Debtors with any other person, other than as permitted by section 504 of the Bankruptcy Code.

C. Services to be Provided

17. The professional services that Young Conaway will render to the Debtors include, but shall not be limited to, the following:

- providing legal advice with respect to the Debtors' powers and duties as debtors in possession in the continued operation of their business, management of their properties, and the potential sale of their assets;
- preparing and pursuing confirmation of a plan and approval of a disclosure statement;
- preparing, on behalf of the Debtors, necessary applications, motions, answers, orders, reports, and other legal papers;
- appearing in Court and protecting the interests of the Debtors before the Court; and
- performing all other legal services for the Debtors that may be necessary and proper in these proceedings.

18. By separate application, the Debtors have asked or will ask the Court to approve the retentions of Gibson Dunn & Crutcher, LLP as bankruptcy co-counsel and The Garden City Group, Inc. as administrative, claims, and noticing agent. In addition, the Debtors also may file motions or applications to employ additional professionals.

19. These professionals work, and will continue to work, under the direction of the Debtors' management. The Debtors' officers and management are committed to minimizing duplication of services to reduce professional costs. To that end, the Debtors understand that Young Conaway is prepared to work closely with each professional to ensure that there is no unnecessary duplication of effort or cost.

D. Bankruptcy Rule 2014 Disclosure

20. To the best of the Debtors' knowledge, and except as disclosed herein and in the Beach Declaration, Young Conaway has not represented the Debtors, their creditors, or any other parties-in-interest, or their respective attorneys, in any matter relating to the Debtors or their estates. Young Conaway is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code in that the Firm, its partners, counsel, and associates:

- a. are not creditors, equity security holders, or insiders of the Debtors;
- b. are not and were not, within two (2) years before the Petition Date, directors, officers, or employees of the Debtors; and
- c. do not have an interest materially adverse to the interests of the Debtors' estates or of any class of the Debtors' creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, any of the Debtors, or for any other reason.

21. For the above reasons, the Debtors submit that Young Conaway's employment is necessary and in the best interests of the Debtors and their estates.

NOTICE

22. Notice of this Application has been given to (i) the U.S. Trustee; (ii) proposed counsel to the Committee; (iii) the DIP Lender and counsel thereto; and (iv) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as Exhibit D, granting the relief requested herein and granting the Debtors such other and further relief as is just and proper.

Dated: December 20, 2017

Woodbridge Group of Companies, LLC, *et al.*,
Debtors and Debtors in Possession

/s/ Lawrence R. Perkins
Lawrence R. Perkins
Chief Restructuring Officer

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

In re:

WOODBRIIDGE GROUP OF COMPANIES,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Hearing Date: January 10, 2018 at 10:00 a.m. (ET)

Objection Deadline: January 3, 2018 at 4:00 p.m. (ET)

NOTICE OF APPLICATION

TO: (I) THE U.S. TRUSTEE; (II) COUNSEL TO THE DIP LENDER; (III) PROPOSED COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS; AND (IV) ALL PARTIES THAT HAVE REQUESTED NOTICE IN THESE CHAPTER 11 CASES PURSUANT TO LOCAL RULE 2002-1.

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’ Application for an Order Authorizing the Retention and Employment of Young Conway Stargatt & Taylor, LLP as Counsel for the Debtors, Effective as of the Petition Date* (the “Application”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application must be filed on or before **January 3, 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 proposed 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 APPLICATION WILL BE HELD ON JANUARY 10, 2018 AT 10:00 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.

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14225 Ventura Boulevard #100, 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 such information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the proposed undersigned counsel for the Debtors.

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

Dated: Wilmington, Delaware
December 20, 2017

/s/ Ian J. Bambrick

YOUNG CONAWAY STARGATT & TAYLOR, LLP
Sean M. Beach (No. 4070)
Edmon L. Morton (No. 3856)
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-and-

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-and-

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New York, New York 10166
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Fax: (212) 351-4035

Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Beach Declaration

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

In re:

WOODBRIIDGE GROUP OF COMPANIES,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**DECLARATION OF SEAN M. BEACH IN SUPPORT OF THE DEBTORS’
APPLICATION FOR AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF YOUNG CONAWAY STARGATT & TAYLOR, LLP AS CO-
COUNSEL FOR THE DEBTORS, EFFECTIVE AS OF THE PETITION DATE**

I, Sean M. Beach, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury that:

1. I am a partner in the firm of Young Conaway Stargatt & Taylor, LLP (“Young Conaway” or the “Firm”), with offices at Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, and am duly admitted to practice in the State of Delaware and the United States District Court for the District of Delaware. I submit this declaration in support of *Debtors’ Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel for the Debtors, Effective as of the Petition Date* (the “Application”).²

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14225 Ventura Boulevard #100, 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 such information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the proposed undersigned counsel for the Debtors.

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Application.

2. Young Conaway has conducted a series of searches in the Firm's conflicts databases to identify relationships with the Debtors, their lenders, equity holders, and various other parties-in-interest in these cases (collectively, the "Interested Parties").³

3. Based on the conflicts and connections search conducted and described herein, to the best of my knowledge, neither I, Young Conaway, nor any partner, counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors or any other parties-in-interest herein, except as stated below:

- a. In recent weeks and months, Young Conaway and certain of its partners and associates have rendered legal services to the Debtors relating to their plans to seek relief under chapter 11 of the Bankruptcy Code and the preparation of the petitions and other papers initiating and prosecuting these Chapter 11 Cases.
- b. Young Conaway has in the past and/or currently does work with and/or against a number of professionals involved in these Chapter 11 Cases in connection with matters wholly unrelated to these Chapter 11 Cases, including, without limitation, The Garden City Group, LLC. and Gibson Dunn & Crutcher, LLP. Young Conaway has in the past and/or currently does work with and/or against these professionals in connection with matters wholly unrelated to these Chapter 11 Cases.
- c. Young Conaway has previously represented the following parties, or affiliates of the following parties, who may be Interested Parties, in matters wholly unrelated to the Debtors and these Chapter 11 Cases:
 - i. Apollo Capital Management L.P.
 - ii. AT&T
 - iii. Citibank, N.A.
 - iv. Colony Capital, Inc.
 - v. Comcast
 - vi. ComEd
 - vii. Deutsche Bank
 - viii. Farmers
 - ix. First Insurance Funding Corp.
 - x. Fortress Investment Group
 - xi. Garrison Investment Group LP
 - xii. Moelis & Company LLC

³ A list of the Interested Parties searched is attached hereto as Exhibit I.

- xiii. Nationwide
- xiv. Oaktree Capital
- xv. Old Republic National Title Insurance Co.
- xvi. Rosewood Financial Inc.
- xvii. Sterling Bancorp
- xviii. Time Warner
- xix. Titan Contracting & Leasing
- xx. Town of Camden
- xxi. Waste Management, Inc.

- d. Young Conaway currently does not represent any parties, or affiliates of parties, who may be Interested Parties, in matters wholly unrelated to the Debtors and these Chapter 11 Cases:

4. In addition, to the best of my knowledge, information, and belief and in accordance with Bankruptcy Rule 5002, neither I, nor any attorney at Young Conaway is a relative of the United States Bankruptcy Judge assigned to these Chapter 11 Cases, and Young Conaway does not have a connection with the United States Bankruptcy Judge that would render the Firm's retention in these Chapter 11 Cases improper. Further, in accordance with Bankruptcy Rule 2014, Young Conaway does not have any connection with the U.S. Trustee or any persons employed by the Office of the U.S. Trustee.

5. Young Conaway is continuing to review the Debtors' complete list of creditors. Based upon the Firm's review as of this date, Young Conaway has determined that it does not represent any party in these proceedings with a material adverse interest with respect to the Debtors. Young Conaway will supplement this declaration, as necessary, with additional information or disclosures in the event that additional information is developed.

6. Young Conaway is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code in that Young Conaway, its partners, counsel, and associates:

- a. are not creditors, equity security holders, or insiders of the Debtors;
- b. are not and were not, within two (2) years before the date of the filing of the petition, a director, officer, or employee of the Debtors; and
- c. do not have an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

7. As set forth above, and subject to any explanations and/or exceptions contained herein, Young Conaway (i) does not hold or represent any interest adverse to the Debtors in connection with the matters upon which Young Conaway is to be engaged, and (ii) is disinterested. If the results of further investigation reveal any additional connections, Young Conaway will make any further disclosures as may be appropriate at that time.

8. Since November 14, 2017, Young Conaway received a total of seven wire transfers from the Debtors for payments in connection with certain legal fees and expenses including substantial filing fees and supplements to the Retainer.⁴ Young Conaway has received a total of \$1,300,000 and submitted an invoice to the Debtors in the amount of \$1,049,631.98 on account of outstanding balances existing as of the Petition Date.

9. Prior to the Petition Date, Young Conaway drew the balance of the Retainer to cover its fees and expenses incurred prior to the filing. After reconciliation of such fees and expenses, Young Conaway refunded \$250,368.02 to the Retainer, which represents the balance after accounting for \$1,049,631.98 in fees and expenses incurred as of the Petition Date.

10. Young Conaway will hold the balance of the Retainer in the amount of \$250,368.02 as a general retainer as security for postpetition services and expenses.

11. Young Conaway intends to apply for compensation for professional services rendered in connection with these Chapter 11 Cases subject to approval of the Court and in

⁴ The filing fees in these Chapter 11 Cases totaled \$479,043.00.

compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any administrative order entered by the Court, on an hourly basis, plus reimbursement of actual, necessary expenses, and other charges incurred by Young Conaway. The Firm operates in a national and regional marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialty, the Firm's expertise, performance and reputation, the nature of the work involved, and other factors. The principal attorneys and paralegal designated to represent the Debtors and their current standard hourly rates are:

a. Michael R. Nestor	\$820.00 per hour
b. Edmon L. Morton	\$730.00 per hour
c. Sean M. Beach	\$695.00 per hour
d. Ian J. Bambrick	\$435.00 per hour
e. Allison S. Mielke	\$340.00 per hour
f. Betsy L. Feldman	\$285.00 per hour
g. Michael V. Girello (paralegal)	\$270.00 per hour

12. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Debtors in connection with the matters herein described.

13. The Debtors have been advised that the hourly rates set forth above are Young Conaway's standard hourly rates for work of this nature and that these rates are set at a level designed to fairly compensate Young Conaway for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, mail and express mail charges, special

or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for “working meals,” computerized research, transcription costs, as well as non-ordinary overhead expenses approved by the client such as secretarial expenses and other overtime. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm’s other clients. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

14. No promises have been received by Young Conaway, nor by any partner, counsel, or associate thereof, as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. Young Conaway has no agreement with any other entity to share with such entity any compensation received by Young Conaway in connection with these Chapter 11 Cases.

15. Consistent with the U.S. Trustee’s *Appendix B—Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “U.S. Trustee Guidelines”), which became effective on November 1, 2013,⁵ I state as follows:

- Young Conaway has not agreed to a variation of its standard or customary billing arrangements for this engagement;
- None of the Firm’s professionals included in this engagement have varied their rate based on the geographic location of these Chapter 11 Cases;

⁵ The U.S. Trustee Guidelines themselves acknowledge that “the Guidelines do not supersede local rules, court orders, or other controlling authority.” While the Debtors and Young Conaway intend to work cooperatively with the U.S. Trustee to address requests for information and any concerns that may have led to the adoption of the U.S. Trustee Guidelines, neither the filing of this Declaration, nor anything contained herein, is intended to or shall be deemed to be an admission by Young Conaway that the Firm is required to comply with the U.S. Trustee Guidelines. Young Conaway reserves any and all rights with respect to the application of the U.S. Trustee Guidelines in respect of any application for employment or compensation filed in these cases.

- Young Conaway was retained by the Debtors pursuant to an engagement agreement dated November 2, 2017. The billing rates and material terms of the prepetition engagement are the same as the rates and terms described in the Application; and
- The Debtors have approved or will be approving a prospective budget and staffing plan for Young Conaway's engagement for the postpetition period as appropriate. In accordance with the U.S. Trustee Guidelines, the budget may be amended as necessary to reflect changed or unanticipated developments.

16. The facts set forth in the Application are true and correct to the best of my knowledge, information, and belief.

Dated: December 20, 2017
Wilmington, Delaware

/s/ Sean M. Beach
Sean M. Beach

Exhibit I

Interested Parties

EXHIBIT I – LIST OF INTERESTED PARTIES¹

Debtor and Non-Debtor Affiliates (including any tradenames)	
1.	Woodbridge Group of Companies, LLC
2.	Woodbridge Capital Investments, LLC
3.	WMF Management, LLC
4.	Woodbridge Commercial Bridge Loan Fund 1, LLC
5.	Woodbridge Commercial Bridge Loan Fund 2, LLC
6.	Woodbridge Mortgage Investment Fund 1, LLC
7.	Woodbridge Mortgage Investment Fund 2, LLC
8.	Woodbridge Mortgage Investment Fund 3, LLC
9.	Woodbridge Mortgage Investment Fund 3A, LLC
10.	Woodbridge Mortgage Investment Fund 4, LLC
11.	1336, LLC
12.	14068 Davana Holding Company, LLC
13.	14068 Davana Terrace, LLC
14.	14112, LLC
15.	15672 Castlewoods Drive, LLC
16.	15672 Castlewoods Owners, LLC
17.	15714 Castlewoods Drive, LLC
18.	15714 Castlewoods Owners, LLC
19.	204 Derby Ave, LLC
20.	215 North 12th Street, LLC
21.	3x A Charm, LLC
22.	695 Buggy Circle, LLC
23.	A Plus Holdings, LLC
24.	Acacia Circle, LLC
25.	Acme Diversified Holdings, LLC
26.	Acme Now, LLC
27.	Addison Park Investments, LLC
28.	Akebia Square Funding, LLC
29.	Alpine Rose LLC
30.	Alpine Rose, LLC
31.	Ambrosia Circle, LLC
32.	American Note Company, LLC
33.	Amnoco Holdings, LLC
34.	Anchorpoint Investments, LLC
35.	Arborvitae Investments, LLC
36.	Archivolt Investments, LLC
37.	Archstone Development, LLC

¹ Some parties may appear in more than one category. Categories are for reference purposes only and are not indicative of any party's rights, or the nature of any party's claim, against the Debtors or in the Chapter 11 Cases.

38.	Arlington Ridge Investments, LLC
39.	Arrowpoint Investments, LLC
40.	Ash Square Funding, LLC
41.	Ashburton Way Investments, LLC
42.	Atalaya Circle Investments, LLC
43.	Baleroy Investments, LLC
44.	Basswood Funding, LLC
45.	Basswood Holding, LLC
46.	Bay Village Investments, LLC
47.	Bear Brook Investments, LLC
48.	Bearberry Square Funding, LLC
49.	Bearingside Investments, LLC
50.	Beech Creek Investments, LLC
51.	Bellflower Funding, LLC
52.	Bellmire Investments, LLC
53.	Birchwood Manor Investments, LLC
54.	Bishop White Investments, LLC
55.	Bittersweet Square Funding, LLC
56.	Black Bass Investments, LLC
57.	Black Locust Investments, LLC
58.	Blazingstar Funding, LLC
59.	Bluff Point Investments, LLC
60.	Boiling Spring Investments, LLC
61.	Bonifacio Hill Investments, LLC
62.	Bowman Investments, LLC
63.	Bowstring Investments, LLC
64.	Boxwood Funding, LLC
65.	Bramley Investments, LLC
66.	Breckenridge Investments, LLC
67.	Breckenridge, LLC
68.	Brise Soleil Investments, LLC
69.	Broadsands Investments, LLC
70.	Brynderwen Investments, LLC
71.	Cablestay Investments, LLC
72.	Caisson Investments, LLC
73.	Calder Grove Investments, LLC
74.	Calendonia Circle Investments, LLC
75.	California Commercial Lenders, LLC
76.	Cannington Investments, LLC
77.	Cantilever Investments, LLC
78.	Carbondale Basalt Owners, LLC
79.	Carbondale Doocy, LLC
80.	Carbondale Glen Lot A-5, LLC
81.	Carbondale Glen Lot D-22, LLC
82.	Carbondale Glen Lot E-15, LLC

83.	Carbondale Glen Lot E-24, LLC
84.	Carbondale Glen Lot E-38, LLC
85.	Carbondale Glen Lot E-8, LLC
86.	Carbondale Glen Lot GV-13, LLC
87.	Carbondale Glen Lot GV6, LLC
88.	Carbondale Glen Lot IS - 11, LLC
89.	Carbondale Glen Lot L-2, LLC
90.	Carbondale Glen Mesa Lot 19, LLC
91.	Carbondale Glen Owners, LLC
92.	Carbondale Glen River Mesa, LLC
93.	Carbondale Glen Sundance Ponds, LLC
94.	Carbondale Glen Sweetgrass Vista, LLC
95.	Carbondale Peaks Lot L-1 LLC
96.	Carbondale Spruce 101, LLC
97.	Casper Falls Investments, LLC
98.	Castle Pines Investments, LLC
99.	Centershot Investments, LLC
100.	Chaplin Investments, LLC
101.	Chestnut Investments, LLC
102.	Chestnut Ridge Investments, LLC
103.	Clementina Park Investments, LLC
104.	Cliff Park Investments, LLC
105.	Clover Basin Investments, LLC
106.	Coffee Creek Investments, LLC
107.	Conneaut Lake Investments, LLC
108.	Copper Sands Investments, LLC
109.	Craven Investments, LLC
110.	Crestmark Investments, LLC
111.	Crossbeam Investments, LLC
112.	Crosskeys Investments, LLC
113.	Crowfield Investments, LLC
114.	Crystal Valley Holdings, LLC
115.	Crystal Woods Investments, LLC
116.	Cuco Settlement, LLC
117.	Daffodil Square Funding, LLC
118.	Dahlia Square Funding, LLC
119.	Daleville Investments, LLC
120.	Dandelion Funding, LLC
121.	Davana Owners, LLC
122.	Davana Sherman Oaks Owners, LLC
123.	Deerfield Park Investments, LLC
124.	Derbyshire Investments, LLC
125.	Diamond Cove Investments, LLC
126.	Direct Insurance Source, LLC
127.	Dixmont State Investments, LLC

128.	Dixville Notch Investments, LLC
129.	Dogwood Valley Investments, LLC
130.	Dollis Brook Investments, LLC
131.	Donnington Investments, LLC
132.	Doubleleaf Investments, LLC
133.	Drawspan Investments, LLC
134.	DVDO Design, LLC
135.	DVDO Holding Company, LLC
136.	Eldredge Investments, LLC
137.	Elm City Investments, LLC
138.	Elstar Investments, LLC
139.	Emerald Lake Investments, LLC
140.	Evergreen Way Investments, LLC
141.	Fern Square Funding, LLC
142.	Fieldpoint Investments, LLC
143.	Fieldpoint Investments, LLC
144.	Foothill CL Nominee, LLC
145.	Foxridge Investments, LLC
146.	Foxridge Investments, LLC
147.	Franconia Notch Investments, LLC
148.	Frog Rock Investments, LLC
149.	Fulton Underwood, LLC
150.	Gateshead Investments, LLC
151.	Glenhaven Heights Investments, LLC
152.	Glenn Rich Investments, LLC
153.	Golden Gate Investments, LLC
154.	Golden Mesa Ventures, LLC
155.	Golden Primrose Ventures, LLC
156.	Goose Rocks Investments, LLC
157.	Goosebrook Investments, LLC
158.	Graeme Park Investments, LLC
159.	Grand Midway Investments, LLC
160.	Gravenstein Investments, LLC
161.	Graywater Investments, LLC
162.	Great Sand Investments, LLC
163.	Green Gables Investments, LLC
164.	Grenadier Investments, LLC
165.	Grumblethorpe Investments, LLC
166.	GS Metropolitan Investments, LLC
167.	H1 Silverbaron Holding Company, LLC
168.	H10 Deerfield Park Holding Company, LLC
169.	H11 Silk City Holding Company, LLC
170.	H12 White Birch Holding Company, LLC
171.	H13 Bay Village Holding Company, LLC
172.	H14 Dixville Notch Holding Company, LLC

173.	H15 Bear Brook Holding Company, LLC
174.	H16 Monadnock Holding Company, LLC
175.	H17 Pemigewasset Holding Company, LLC
176.	H18 Massabesic Holding Company, LLC
177.	H19 Emerald Lake Holding Company, LLC
178.	H2 Arlington Holding Company, LLC
179.	H2 Arlington Ridge Holding Company, LLC
180.	H20 Bluff Point Holding Company, LLC
181.	H21 Summerfree Holding Company, LLC
182.	H22 Papirovka Holding Company, LLC
183.	H23 Pinova Holding Company, LLC
184.	H24 Stayman Holding Company, LLC
185.	H25 Elstar Holding Company, LLC
186.	H26 Gravenstein Holding Company, LLC
187.	H27 Grenadier Holding Company, LLC
188.	H28 Black Locust Holding Company, LLC
189.	H29 Zestar Holding Company, LLC
190.	H3 Evergreen Way Holding Company, LLC
191.	H30 Silver Maple Holding Company, LLC
192.	H31 Addison Park Holding Company, LLC
193.	H32 Arborvitae Holding Company, LLC
194.	H33 Hawthorn Holding Company, LLC
195.	H34 Pearman Holding Company, LLC
196.	H34 Pearman Holding Company, LLC
197.	H35 Hornbeam Holding Company, LLC
198.	H36 Sturmer Pippin Holding Company, LLC
199.	H37 Idared Holding Company, LLC
200.	H38 Mutsu Holding Company, LLC
201.	H39 Haralson Holding Company, LLC
202.	H4 Pawtuckaway Holding Company, LLC
203.	H40 Bramley Holding Company, LLC
204.	H41 Grumblethorpe Holding Company, LLC
205.	H42 Hillview Holding Company, LLC
206.	H43 Lenni Heights Holding Company, LLC
207.	H44 Green Gables Holding Company, LLC
208.	H45 Harmony Inn Holding Company, LLC
209.	H46 Beech Creek Holding Company, LLC
210.	H47 Summit Cut Holding Company, LLC
211.	H48 Irondale Inn Holding Company, LLC
212.	H49 Bowman Holding Company, LLC
213.	H5 Chestnut Ridge Holding Company, LLC
214.	H50 Sachs Bridge Holding Company, LLC
215.	H51 Old Carbon Holding Company, LLC
216.	H52 Willow Grove Holding Company, LLC
217.	H53 Black Bass Holding Company, LLC

218.	H54 Seven Stars Holding Company, LLC
219.	H55 Old Maitland Holding Company, LLC
220.	H56 Craven Holding Company, LLC
221.	H57 Cliff Park Holding Company, LLC
222.	H58 Baleroy Holding Company, LLC
223.	H59 Rising Sun Holding Company, LLC
224.	H6 Lilac Meadow Holding Company, LLC
225.	H60 Moravian Holding Company, LLC
226.	H61 Grand Midway Holding Company, LLC
227.	H62 Holmesburg Holding Company, LLC
228.	H63 Dixmont State Holding Company, LLC
229.	H64 Pennhurst Holding Company, LLC
230.	H65 Thornbury Farm Holding Company, LLC
231.	H66 Heilbron Manor Holding Company, LLC
232.	H66 Hellbron Manor Holding Company, LLC
233.	H67 Powel House Holding Company, LLC
234.	H68 Graeme Park Holding Company, LLC
235.	H69 Conneaut Lake Holding Company, LLC
236.	H7 Dogwood Valley Holding Company, LLC
237.	H70 Bishop White Holding Company, LLC
238.	H71 Calendonia Circle Holding Company, LLC
239.	H72 Clementina Park Holding Company, LLC
240.	H73 Glenhaven Heights Holding Company, LLC
241.	H74 Imperial Aly Holding Company, LLC
242.	H75 Pacific Heights Holding Company, LLC
243.	H76 Diamond Cove Holding Company, LLC
244.	H77 New Montgomery Holdiing Company, LLC
245.	H78 Ingleside Path Holding Company, LLC
246.	H79 Atalaya Circle Holding Company, LLC
247.	H8 Melody Lane Holding Company, LLC
248.	H81 Boilling Spring Holding Company, LLC
249.	H81 Golden Gate Holding Company, LLC
250.	H82 Van Ness Holding Company, LLC
251.	H83 Octavia Holding Company, LLC
252.	H83 Seacliff Run Holding Company, LLC
253.	H84 Holly Park Holding Company, LLC
254.	H85 Birchwood Manor Holding Company, LLC
255.	H86 Bonifacio Hill Holding Company, LLC
256.	H86 Hellbron Manor Holding Company, LLC
257.	H87 Copper Sands Holding Company, LLC
258.	H88 Ashburton Way Holding Company, LLC
259.	H89 Vista Verde Holding Company, LLC
260.	H9 Strawberry Fields Holding Company, LLC
261.	H90 Harbor Point Holding Company, LLC
262.	Hackmatack Investments, LLC

263.	Haffenburg Investments, LLC
264.	Haralson Investments, LLC
265.	Harbor Point Investments, LLC
266.	Harlem 136th Street Mortgage, LLC
267.	Harmony Inn Investments, LLC
268.	Harringworth Investments, LLC
269.	Hawthorn Investments, LLC
270.	Hays Investments, LLC
271.	Hazelpoint Investments, LLC
272.	Heilbron Manor Investments, LLC
273.	Hillview Investments, LLC
274.	Holly Park Investments, LLC
275.	Hollyline Holdings, LLC
276.	Hollyline Owners, LLC
277.	Holmesburg Investments, LLC
278.	Hornbeam Investments, LLC
279.	Idared Investments, LLC
280.	ILD Holding Company, LLC
281.	Imperial Aly Investments, LLC
282.	Ingleside Path Investments, LLC
283.	Irondale Inn Investments, LLC
284.	Ironsides Investments, LLC
285.	Ivy Circle, LLC
286.	Js Equity, LLC
287.	Junipero Serra Investments, LLC
288.	Kirkstead Investments, LLC
289.	L1 Luxury Holdings, LLC
290.	Lavender Funding, LLC
291.	Lenni Heights Investments, LLC
292.	Leverett Funding, LLC
293.	Lilac Circle, LLC
294.	Lilac Meadow Investments, LLC
295.	Lilac Valley Investments, LLC
296.	Lincolnshire Investments, LLC
297.	Lockwood Investments, LLC
298.	Lonetree Investments, LLC
299.	Longbourn Investments, LLC
300.	M1 Archstone Holding Company, LLC
301.	M10 Gateshead Holding Company, LLC
302.	M11 Anchorpoint Holding Company, LLC
303.	M12 Bearingside Holding Company, LLC
304.	M13 Cablestay Holding Company, LLC
305.	M14 Crossbeam Holding Company, LLC
306.	M15 Doubleleaf Holding Company, LLC
307.	M16 Kirkstead Holding Company, LLC

308.	M17 Lincolnshire Holding Company, LLC
309.	M18 Twin Pier Holding Company, LLC
310.	M19 Arrowpoint Holding Company, LLC
311.	M2 Caisson Holding Company, LLC
312.	M20 Bowstring Holding Company, LLC
313.	M21 Crestmark Holding Company, LLC
314.	M22 Drawspan Holding Company, LLC
315.	M23 Sightline Holding Company, LLC
316.	M24 Fieldpoint Holding Company, LLC
317.	M25 Centershot Holding Company, LLC
318.	M26 Archivolt Holding Company, LLC
319.	M27 Brise Soleil Holding Company, LLC
320.	M28 Broadsands Holding Company, LLC
321.	M29 Brynderwen Holding Company, LLC
322.	M3 Cantilever Holding Company, LLC
323.	M30 Calder Grove Holding Company, LLC
324.	M31 Cannington Holding Company, LLC
325.	M32 Dollis Brook Holding Company, LLC
326.	M33 Harringworth Holding Company, LLC
327.	M34 Quarterpost Holding Company, LLC
328.	M35 Saddlemount Holding Company, LLC
329.	M36 Springline Holding Company, LLC
330.	M37 Topchord Holding Company, LLC
331.	M38 Pemberley Holding Company, LLC
332.	M39 Derbyshire Holding Company, LLC
333.	M4 Sidespar Holding Company, LLC
334.	M40 Longbourn Holding Company, LLC
335.	M41 Silverthorne Holding Company, LLC
336.	M42 Orchard Mesa Holding Company, LLC
337.	M43 White Dome Holding Company, LLC
338.	M44 Wildernest Holding Company, LLC
339.	M45 Clover Basin Holding Company, LLC
340.	M46 Owl Ridge Holding Company, LLC
341.	M47 Bellmire Holding Company, LLC
342.	M48 Vallecito Holding Company, LLC
343.	M49 Squaretop Holding Company, LLC
344.	M5 Stepstone Holding Company, LLC
345.	M50 Wetterhorn Holding Company, LLC
346.	M51 Coffee Creek Holding Company, LLC
347.	M52 Lockwood Holding Company, LLC
348.	M53 Castle Pines Holding Company, LLC
349.	M54 Lonetree Holding Company, LLC
350.	M55 Great Sand Holding Company, LLC
351.	M56 Haffenburg Holding Company, LLC
352.	M57 Ridgecrest Holding Company, LLC

353.	M58 Springvale Holding Company, LLC
354.	M59 Casper Falls Holding Company, LLC
355.	M6 Trestlewood Holding Company, LLC
356.	M60 Thunder Basin Holding Company, LLC
357.	M61 Mineola Holding Company, LLC
358.	M62 Sagebrook Holding Company, LLC
359.	M63 Crowfield Holding Company, LLC
360.	M64 Hays Holding Company, LLC
361.	M65 Phillipsburg Holding Company, LLC
362.	M66 Wonderview Holding Company, LLC
363.	M67 Mountain Spring Holding Company, LLC
364.	M68 Goosebrook Holding Company, LLC
365.	M69 Foxridge Holding Company, LLC
366.	M7 Breckenridge Holding Company, LLC
367.	M70 Pinney Holding Company, LLC
368.	M71 Eldredge Holding Company, LLC
369.	M72 Daleville Holding Company, LLC
370.	M73 Mason Run Holding Company, LLC
371.	M74 Varga Holding Company, LLC
372.	M75 Riley Creek Holding Company, LLC
373.	M76 Chaplin Holding Company, LLC
374.	M77 Frog Rock Holding Company, LLC
375.	M78 Graywater Holding Company, LLC
376.	M79 Chestnut Company, LLC
377.	M8 Crosskeys Holding Company, LLC
378.	M80 Hazelpoint Holding Company, LLC
379.	M81 Boiling Spring Holding Company, LLC
380.	M82 Winnesquam Holding Company, LLC
381.	M82 Winnisquam Holding Company LLC
382.	M83 Mt. Holly Holding Company, LLC
383.	M84 Pembroke Academy Holding Company, LLC
384.	M85 Glenn Rich Holding Company, LLC
385.	M86 Steele Hill Holding Company, LLC
386.	M87 Hackmatack Hills Holding Company, LLC
387.	M88 Franconia Notch Holding Company, LLC
388.	M89 Mount Washington Holding Company, LLC
389.	M9 Donnington Holding Company, LLC
390.	M90 Merrimack Valley Holding Company, LLC
391.	M91 Newville Holding Company, LLC
392.	M92 Crystal Woods Holding Company, LLC
393.	M93 Goose Rocks Holding Company, LLC
394.	M94 Winding Road Holding Company, LLC
395.	M95 Pepperwood Holding Company, LLC
396.	M96 Lilac Valley Holding Company, LLC
397.	M97 Red Woods Holding Company, LLC

398.	M98 Elm City Holding Company, LLC
399.	M99 Ironsides Holding Company, LLC
400.	Mandevilla Circle, LLC
401.	Mason Run Investments, LLC
402.	Massabesic Investments, LLC
403.	Melody Lane Investments, LLC
404.	Mercer Vine, LLC
405.	Merrimack Valley Investments, LLC
406.	Mesa Glen Enterprises, LLC
407.	Mesa Glen Holding Company, LLC
408.	Mesquite Funding, LLC
409.	Midland Loop Enterprises, LLC
410.	Midland Loop Loan, LLC
411.	Mineola Investments, LLC
412.	Monadnock Investments, LLC
413.	Moravian Investments, LLC
414.	Mount Washington Investments, LLC
415.	Mountain Spring Investments, LLC
416.	Mt. Holly Investments, LLC
417.	Mutsu Investments, LLC
418.	New Montgomery Investments, LLC
419.	Newville Investments, LLC
420.	Old Carbon Investments, LLC
421.	Old Maitland Investments, LLC
422.	Orchard Mesa Investments, LLC
423.	Owl Ridge Investments, LLC
424.	Pacific Heights Investments, LLC
425.	Papirovka Investments, LLC
426.	Pawtuckaway Investments, LLC
427.	Pearmain Investments, LLC
428.	Pemberley Investments, LLC
429.	Pembroke Academy Investments, LLC
430.	Pemigewasset Investments, LLC
431.	Pennhurst Investments, LLC
432.	Pepperwood Investments, LLC
433.	Phillipsburg Investments, LLC
434.	Pinney Investments, LLC
435.	Pinova Investments, LLC
436.	Powel House Investments, LLC
437.	Quarterpost Investments, LLC
438.	Red Woods Investments, LLC
439.	Ridgecrest Investments, LLC
440.	Riley Creek Investments, LLC
441.	Rising Sun Investments, LLC
442.	Riverdale Funding, LLC

443.	Roscoe Blvd. Investments, LLC
444.	RS Protection Trust
445.	SAC Aspen Acquisition, LLC
446.	SAC Holding Company of Aspen, LLC
447.	SAC Management, LLC
448.	Sachs Bridge Investments, LLC
449.	Saddlemount Investments, LLC
450.	Sagebrook Investments, LLC
451.	Schwartz Direct Media, LLC
452.	Schwartz Media Buying Company, LLC
453.	Schwartz Media Holding, LLC
454.	Seacliff Run Holding Company, LLC
455.	Seven Star Investments, LLC
456.	Seven Stars Investments, LLC
457.	Sidespar Investments, LLC
458.	Sightline Investments, LLC
459.	Silk City Investments, LLC
460.	Silver Maple Investments, LLC
461.	Silverbaron Investments, LLC
462.	Silverleaf Funding, LLC
463.	Silverthorne Investments, LLC
464.	Springline Investments, LLC
465.	Springvale Investments, LLC
466.	Squaretop Investments, LLC
467.	Stayman Investments, LLC
468.	Steele Hill Investments, LLC
469.	Stepstone Investments, LLC
470.	Stover Real Estate Partners, LLC
471.	Strawberry Fields Investments, LLC
472.	Sturmer Pippin Investments, LLC
473.	Suffield Funding, LLC
474.	Summerfree Investments, LLC
475.	Summit Cut Investments, LLC
476.	Texas Co-Lenders 01, LLC
477.	Thornbury Farm Investments, LLC
478.	Thunder Basin Investments, LLC
479.	Tillinghast Investments, LLC
480.	Topchord Investments, LLC
481.	Trestlewood Development, LLC
482.	Twin Pier Investments, LLC
483.	U Street Holdings, LLC
484.	VA Properties, LLC
485.	Vallecito Investments, LLC
486.	Van Ness Investments, LLC
487.	Varga Investments, LLC

488.	Vista Verde Investments, LLC
489.	Wall 123, LLC
490.	Wall 1234, LLC
491.	West 134th Street Investments, LLC
492.	West 134th Street, LLC
493.	Wetterhorn Investments, LLC
494.	White Birch Investments, LLC
495.	White Dome Investments, LLC
496.	Whiteacre Funding, LLC
497.	Wilderness Investments, LLC
498.	Willow Grove Investments, LLC
499.	Winding Road Investments, LLC
500.	Winnesquam Investments, LLC
501.	Winnisquam Investments LLC
502.	Wintercress Funding, LLC
503.	Wisteria Funding LLC
504.	Wonderview Investments, LLC
505.	Woodbridge Baric Pre-Settlement Investments, LLC
506.	Woodbridge Construction Loan Fund 1, LLC
507.	Woodbridge Construction Loan Fund 2, LLC
508.	Woodbridge Crowdfunding 1, LLC
509.	Woodbridge Custom Homes Holding, LLC
510.	Woodbridge Custom Homes, LLC
511.	Woodbridge Guarantee Holding, LLC
512.	Woodbridge Guarantee, LLC
513.	Woodbridge Investments, LLC
514.	Woodbridge Lending Fund 1, LLC
515.	Woodbridge Luxury Homes of California, Inc.
516.	Woodbridge Luxury Homes, LLC
517.	Woodbridge Management Company, LLC
518.	Woodbridge Mezzanine Fund 1, LLC
519.	Woodbridge Mezzanine Fund 2, LLC
520.	Woodbridge Pre-Settlement Funding 2, LLC
521.	Woodbridge Pre-Settlement Funding, LLC
522.	Woodbridge Realty of Colorado, LLC
523.	Woodbridge Servicing Company, LLC
524.	Woodbridge Structured Funding, LLC
525.	Woodport News Holding Company, LLC
526.	Zestar Investments, LLC

Current officers and directors, board members of the Debtors and individuals who have served as officers or directors of the Debtors in the past two years	
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1.	Robert Shapiro
2.	Robert Reed

3.	Nina Pedersen
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Debtors' prepetition and postpetition secured lenders, advisors and counsel	
Potential DIP Lenders	
1.	The Hankey Group
2.	Don Hankey
3.	Westlake Financial Services
Other Secured Lenders	
1.	805 Nimes Place, LLC
2.	Ashley Land, LLC
3.	Tintarella, LLC
Counsel	
1.	Buchalter
2.	

Top 30 Unitholders	
1.	Archie R. and Dani N. Beckett
2.	Ironbridge Asset Fund 2 LLC
3.	Ironbridge Asset Fund LLC
4.	Nelson FLP
5.	Prov. Tr Gp-FBO Larry Logero IRA
6.	Raymond C. & Cydnei K Blackburn
7.	Schwartz Media Buying Company, LLC
8.	Alfred S. and Gail E. Malianni RLT 3/27/14
9.	Mainstar Tr-FBO Donald M. Cooper T2175043
10.	Usama Sabry Awad Halim
11.	Mainstar Tr-FBO Raymond C. Blackburn
12.	Oliver Andrew Entine 1984 Tr
13.	The Gerald Entine 1988 Family Trust
14.	Ramah Navajo Chapter
15.	Prov. Tr Gp-FBO Ellis W. Presson IRA
16.	Joseph G. Poehler
17.	Ironbridge Asset Fund 1 LLC
18.	Mainstar-FBO James Fodor T2176917
19.	Prov. Tr Gp-FBO James Krupka IRA
20.	The Stone Living Trust
21.	Dr. Vikram Patel
22.	Prov. Tr Gp-FBO Maxim Insurance Group ICA
23.	Haynes FT
24.	Vertex Property Holdings LLC
25.	The Kwan FT Dtd 02/24/89
26.	Prov. Tr Gp-FBO Robert P. Regner IRA

Top 30 Unitholders	
27.	Mainstar Tr-FBO Brian Millyard
28.	Sarah Kaufman Rev Trust #3
29.	Prov. Tr Gp-FBO Evan Brodie IRA
30.	Joseph C. Hull

Parties relating to known litigation matters involving the Debtors	
Litigation	
1.	8 Figures LLC
2.	16 Hicks Lane Holding Corp
3.	42-21 214th Realty LLC
4.	91 LLC
5.	4550 Real Estate, LLC
6.	461 New Lots Avenue, LLC
7.	Alvarez, Sylvia C.
8.	Anvil Steel Corporation
9.	Atlantic Home Capital Corp.
10.	Atlantis National Services, Inc.
11.	Balayan, Diana
12.	Balayan, Lianna
13.	Baldwin, Heather
14.	Battaglia, Matteo, individually and as Trustee of the Matteo Battaglia Trust Dated June 15, 2004
15.	Beeman Studio City, LLC
16.	Biscardi, Robert
17.	Boreal Water Collections, Inc.
18.	Burns, Bob
19.	Busljeta, Renato
20.	Campbell, James E., Jr.
21.	Caskey, Ronald E.
22.	Cham
23.	Chicago Title Land Trust Company, not individually, but as trustee u/t/a dated May 1, 2009 and known as Trust #8002352808
24.	Citibank NA
25.	Criminal Court of the City of New York
26.	Dale, Julia
27.	Desiena, Susan
28.	Disanza, Felice
29.	Ditrapani Esq., Matthew
30.	Domus Appraisals
31.	Dunn, Boyd
32.	Ebrahimzadeh, David
33.	Entine, Oliver

Parties relating to known litigation matters involving the Debtors	
34.	Envirocare, LLC
35.	ERC I, LLC
36.	Forese, Tom
37.	Fred Martin Floors, Inc.
38.	French, James
39.	GCP Maui, LLC
40.	Golden Esq., David E.
41.	Gorgian, Issac
42.	Haight Brown & Bonesteel LLP
43.	Hashemi, Mogjan
44.	Hosseini, Robert
45.	Humphries, Antoine
46.	J & NM Properties of NC, LLC
47.	Jeanrenaud, Barbara
48.	Jeanrenaud, Henri
49.	Jeff Bank f/k/a The First National Bank of Jeffersonville
50.	John, Desmond
51.	Johnson, Brad
52.	Kaplan Esq., Bart
53.	Kaplan Esq., Jared
54.	Kaplan Kaplan & DiTrapani LLP
55.	Kendil, Moshe
56.	Khoury Family Trust, The
57.	Krinos Venture Capital Co.
58.	Law Offices of Spitalnic Law Firm P.C.
59.	Leavitt Esq., Jeffrey H.
60.	Levy Holding & Trust, LLC
61.	Levy, Clynt Allen a/k/a Clynt Levy
62.	Loyola, Kaila Alana
63.	LTF 55 Properties, LTD
64.	Luxury Properties & Interiors, LLC
65.	McConville, Mona
66.	McConville, Randolph
67.	McGuire, Timothy C.
68.	McInerney Jr, Ronald
69.	Murray, William J. , Esq. as Deputy Director and General Counsel of New York State Division of Lottery
70.	New York City Environmental Control Board
71.	New York State Division of the Lottery
72.	NY State Department of Taxation and Finance
73.	Old Republic National Title Insurance Co.
74.	Oloa, Francois
75.	Olson, Justin
76.	Owen, Donald

Parties relating to known litigation matters involving the Debtors	
77.	Partners 95
78.	Pettys, Michael
79.	Purcell, James Hammond
80.	Quontic Bank
81.	RCN Capital Funding, LLC
82.	Renval Construction LLC
83.	Rome, Gerald, Commissioner of Colorado Division of Securities
84.	Rosenberg
85.	Sabharwal, Gunit S.
86.	Saul, Eric
87.	Senn, Esq., Kevin J.
88.	Sent, Fernieda
89.	Shapiro, Robert
90.	Shulamit Namdar a/k/a Shoula Namdar
91.	Sparks, Shawn
92.	Spitalnic Esq., Daniel
93.	Sterling National Bank
94.	Sunshine, Nancy T
95.	Tashvighi, Arash
96.	Thatcher, Vanessa
97.	The Law Firm of Adam Kalish, P.C.
98.	The Russell A. Racette Jr. Living Trust
99.	Tobin, Andy
100.	Trustee Mark Rosenberg, Esq.
101.	Twelve Bee Corporation, LLC
102.	U.S. Securities and Exchange Commission
103.	Universal Debt Services, Inc.
104.	Vanderburgh County Treasurer
105.	Vision Developers & Associates, Inc.
106.	Wade
107.	Warren Lex LLP
108.	Warren Lex LLP
109.	Zeze Food Corporation
110.	16 Hicks Lane Holding Corp

The Debtors' 32 largest unsecured creditors (who are not insiders) on a consolidated basis as identified in their chapter 11 petitions - Noteholders	
1.	Michael Weiner MD PA Prof Sharing Plan
2.	Clayton Capital Investments Corp.
3.	Rosewood Capital Investments Inc.
4.	Harry Breyer RLT
5.	Bad Riv Band LK Sup Chippewa Indians
6.	GS Metro Investments

The Debtors' 32 largest unsecured creditors (who are not insiders) on a consolidated basis as identified in their chapter 11 petitions - Noteholders	
7.	James A Lochtefeld
8.	Jara Group II
9.	Jara Group II LLC
10.	Lynne Friend
11.	Jesse Randle
12.	Leonard Shemtob
13.	Oliver Andrew Entine 1984 Trust
14.	Max & Shelia Humbert
15.	Gerald D. & Elizabeth J. Sjaastad
16.	Provident-Doug E Onesko IRA
17.	Mainstar-Bruce Semeria TW003685
18.	Daniel J. & Linda J. Valentino
19.	Evers Dairy
20.	Rodney Black
21.	Provident-Jackways D. Kesling INH IRA
22.	Mainstar-James Fodor T2176917
23.	Norma Weiner Living Trust dated 11/13/13
24.	Barry A. Wiener
25.	Christensen Livestock Co. LLP
26.	June D. Lindsey
27.	Marlene & Maurice Mallah RLT
28.	Mary Beth Serafano T2177816
29.	Randy & Ester Schreffler
30.	Richard L Feller
31.	The Eddan Restructured Sales TR
32.	William E. Lindsey

The Debtors' 30 largest unsecured creditors (who are not insiders) on a consolidated basis as identified in their chapter 11 petitions – Vendors	
1.	G3 Group
2.	Dane Coyle Custom Homes Inc.
3.	Builder's Team
4.	City of Los Angeles
5.	Janckila Construction Inc.
6.	Los Angeles County Tax Collector-54018
7.	Los Angeles County Tax Collector-60186
8.	OHS Design & Development LLC
9.	The I-Grace Company
10.	KAA Design Group Inc.
11.	Los Angeles Department of Water and Power
12.	John Labib & Associates
13.	Alba Environmental Services Inc.
14.	BT Construction & Development
15.	Boswell Construction
16.	HM DG Inc.
17.	Studio Tim Campbell
18.	Plus Development LLC
19.	A Logan Insurance Brokerage
20.	Walker Workshop Design Build
21.	Standard LLP
22.	Studiomk27 Arquitetos I TDA
23.	Javid Construction, Inc.
24.	Bulli Corporation
25.	Crest Real Estate LLC
26.	Jeffer Mangels Butler & Mitchell LLP
27.	Novack Burnbaum Crystal LLP
28.	Good Panda Landscape LLC
29.	WDR Contracting
30.	Trees 'n Scapes Unlimited

Critical Vendors (not listed on Top 30 Largest Unsecured Creditors - Vendors)	
1.	Vicente Ramirez
2.	Ofelia Gutierrez
3.	George Barajas
4.	GFS Construction Inc.
5.	Jorge Flores
6.	Jose E. Rascon
7.	Meyer Davis Studio inc.
8.	Pero Alberto Viera
9.	Roberto Lopez
10.	Titan Contracting Services
11.	Woods + Dangaran

The Debtors' other professionals	
1.	Boies, Schiller & Flexner LLP

The Debtors' landlords	
1.	14140 Investment, LTD
2.	Garden First Center, LLC
3.	GPR1 LLC
4.	Kayline, LLC
5.	NN, Inc.
6.	Seidel & Shaw Realty Holding, LLC
7.	SMP LLC

Government and Regulatory Agencies	
1.	Borough of Litchfield – Tax Collector
2.	City of Beverly Hills – Permits
3.	City of Los Angeles
4.	City of Los Angeles – Brush Clearance
5.	City of Los Angeles – Bureau of Engineering
6.	City of Los Angeles – Permits
7.	City of Menasha
8.	City of New York – Department of Buildings
9.	City of New York – Department of Finance
10.	City of New York – Finance Commissioner
11.	City of Portsmouth
12.	Columbus – City Treasurer
13.	Cook County Treasurer
14.	County of Maui

Government and Regulatory Agencies	
15.	Dekalb County Tax Commissioner
16.	Delaware Department of the Treasury
17.	Delaware Division of Revenue, Dept of Taxation
18.	Department of Finance
19.	Donald X. Clavin, Jr.
20.	Eagle County Treasurer
21.	Franchise Tax Board
22.	Garfield County Treasurer
23.	Judith Linder Tax Collector
24.	Los Angeles County Tax Collector
25.	Lower Merion Township, Tax Collector
26.	Maricopa County Treasurer
27.	Nassau County Treasurer
28.	Office of Tax & Revenue Real Property
29.	Pitkin County Treasurer
30.	Portsmouth City Treasurer
31.	St. Clair County Clerk
32.	St. Clair County Collector
33.	Tax Claim Bureau
34.	Town of Camden
35.	Town of Carbondale
36.	Town of Litchfield – Tax Collector
37.	Vanderburgh County Treasurer
38.	Village of Dolton
39.	Wharton County Tax Office

Utility Providers	
1.	Associated Utility Services
2.	AT&T – CA
3.	Athens Services
4.	Black Hills Energy
5.	Centurylink
6.	City of Beverly Hills – Utility
7.	City of Chicago – Water
8.	City of Chicago – Dept. of Finance
9.	City of Chicago – Water
10.	City of Glenwood Springs
11.	City of Los Angeles - Department of Water and Power
12.	Comcast Cable
13.	ComEd
14.	Consolidated Edison Company of NY Inc.
15.	Dominion Energy Virginia
16.	Dominion Virginia Power

Utility Providers	
17.	Excel Energy
18.	Fox Crossing Utilities
19.	Frontier
20.	Georgia Power
21.	Holy Cross Energy
22.	HRSD
23.	Las Virgenes Water District
24.	Mid Valley Metropolitan District
25.	Mountain Waste & Recycling
26.	New York City Water Board
27.	PPL Electric Utilities
28.	Reliant
29.	Republic Services #902
30.	Roaring Fork Water & Sanitation District
31.	Shenandoah Valley Electric Cooperative
32.	Snowmass Water & Sanitation
33.	Snowmass Wildfire Protection District
34.	SoCal Waste, Inc.
35.	Southern California Edison
36.	Southern California Gas Company
37.	Starwood Metropolitan District
38.	The Gas Company
39.	Time Warner Cable
40.	Town of Carbondale
41.	Town of Menasha Utility District
42.	Town of Snowmass Village Public Works
43.	Waste Management
44.	Waste Management – Sun Valley
45.	WE Energies
46.	White Horse Springs Water & Sanitation
47.	Xcel Energy

The Debtors' insurers and insurance brokers	
1.	Blackburn Tabb Insurance
2.	Braishfield Associates Inc.
3.	Farmers Insurance Exchange
4.	Farmers Insurance Group
5.	First Insurance Funding Corp.
6.	John D Bell
7.	Kar Insurance
8.	Levitt-Fuirst Assoc Ltd.
9.	Nationwide Insurance
10.	NFP Property & Casualty Services

The Debtors' insurers and insurance brokers	
11.	Travelers
12.	United States Liability Insurance Co.
13.	US Assure Insurance Services of FL Inc.
14.	Wright National Flood Insurance Company

Parties to material executory contracts	
1.	[TO COME]
2.	
3.	
4.	

Professionals to be employed by the Debtors in the Chapter 11 Cases	
1.	Gibson, Dunn & Crutcher LLP
2.	SierraConstellation Partners LLC Lawrence Perkins
3.	Young Conaway Stargatt & Taylor, LLP
4.	Garden City Group
5.	Homer Bonner Jacobs
6.	Moelis & Company LLC

Employees in U.S. Trustee's Office, District of Delaware	
1.	Attix, Lauren
2.	Buchbinder, David
3.	Casey, Linda
4.	Dice, Holly
5.	Dortch, Shakima L.
6.	Fox, Timothy J., Jr.
7.	Giordano, Diane
8.	Green, Christine
9.	Hackman, Benjamin
10.	Heck, Jeffrey
11.	Keilson, Bryan
12.	Kenney, Mark
13.	Leamy, Jane
14.	McCollum, Hannah M.
15.	O'Malley, James R.
16.	Panacio, Michael
17.	Sarkessian, Juliet
18.	Schepacarter, Richard
19.	Serrano, Edith A.
20.	Starr, Karen
21.	Tinker, T. Patrick
22.	Vinson, Ramona
23.	Weissgerber, Jaclyn
24.	West, Michael
25.	Wynn, Dion

U.S. Bankruptcy Court Judges, District of Delaware	
1.	The Hon. Kevin J. Carey
2.	The Hon. Kevin Gross
3.	The Hon. Brendan L. Shannon
4.	The Hon. Laurie Selber Silverstein
5.	The Hon. Christopher S. Sontchi

6.	The Hon. Mary F. Walrath
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Debtors' Bank Accounts	
1.	United Bank

Top 42 Investors for WMIF 1	
1.	Clayton Capital Investments Corp
2.	Rosewood Capital Investments Inc.
3.	Jesse Randle
4.	Leonard Shemtob
5.	Jeffrey & Mary Morsch LT 08/26/10
6.	Prov. Tr Gp-FBO George L Bathory IRA
7.	Daniel K. & Lisa M. Lind
8.	Edward & Jennifer Goldbaum
9.	Mainstar-FBO Michael J Seely
10.	Maria R Murray second it C Murray Ttee
11.	Evelyn M Slifer
12.	Karnail Singh
13.	Eastridge family Irrev Tr
14.	Temple Investment Tr
15.	Tim & Lauren M West
16.	Bentley Family Holdings LLC
17.	Betty Lou Harvey Tr Dtd 04/10/96
18.	Brian & Anita Martin Ft
19.	Bruce W Eley Rt Dtd 04/14/16
20.	Christina L & Kevin P Hart
21.	Corrie Kundert
22.	Darold N & Margaret S Allen
23.	Dewey & Sharlene Steele
24.	Evelyn & Carl Newmark Tr
25.	Floyd Cline
26.	Huseyin Bekirov
27.	James A & Helen L Paltzer
28.	John J & Ellen M Schvetz
29.	Joseph H Harer Ft
30.	Joy Miller
31.	Kenneth L & Kelley A Pilgrim
32.	Knowles Foundation Inc
33.	Lauren West Tr Utd 12/11/12
34.	Leland Wolford
35.	Michael D & Mary Kay Heimback
36.	Myrna & Alexander Benda
37.	Prov. Tr Gp-FBO David W Mobley IRA

38.	Prov. Tr Gp-FBO Edward E Shuret IRA
39.	Sarah Kaufman Rlt
40.	Sarah Y Smith
41.	The Moscovitch Family Irrev Tr
42.	The Wilfred & Bernice Skvarch Tr 08/04/05

Top 25 Investors for WMIF 2	
1.	Jesse Randle
2.	Rosewood Capital Investments Inc
3.	Clayton Capital Investments Corp
4.	Leonard Shemtob
5.	Final Frontier Ventures LLC
6.	IRA Svcstr Co-cFBO Andrew M Antonio IRA
7.	Mainstar-FBO William J Spirka
8.	Edward Antonio
9.	Roslyn Bobenchik
10.	Mainstar-FBO Dennis Michael Murphy
11.	Mainstar-FBO Domingos Fernandes
12.	Anje Shein Rt
13.	Harry Breyer Rlt
14.	Mcconnell Crt 08/94 Ua 08/26/94
15.	Prov. Tr Gp-FBO Bernard A Naiman IRA
16.	Sanford & Laura Stern Rt 11/05/92
17.	Stephen T Scott
18.	Roque & Elvira Gonzales
19.	Donald P Stiers
20.	Lynne Friend
21.	Michael Weiner Md Pa Prof Sharing Pln
22.	Shirley Larsen
23.	Prov. Tr Gp-FBO Randal K Garrett IRA
24.	Prov. Tr Gp-FBO Arnold L Berman IRA
25.	IRA Svcstr Co-cFBO Kenneth G Walls IRA

Top 29 Investors for WMIF 3	
1.	Mainstar-FBO Mary Beth Serafano
2.	Randy & Ester Schreffler
3.	The Gary Lee Fite Rt Dtd 10/13/09
4.	William E Lindsey
5.	Michael Weiner Md Pa Prof Sharing Pln
6.	Lisa M Shelley
7.	Victoria Entine 1984 Tr
8.	Prov. Tr Gp-FBO Jackways D Kesling Inh IRA
9.	Harry Breyer Rlt

10.	James A Lochtefeld
11.	Susan Peck-Zirpolo
12.	Prov. Tr Gp-FBO Kim M Onesko IRA
13.	Herczog Ft
14.	Mainstar-FBO James Andrew Street
15.	Xiao Qing Wang
16.	Lowell S Peterson
17.	Prov. Tr Gp-FBO Doug E Onesko IRA
18.	Prov. Tr Gp-FBO John C Keith IRA
19.	Jara Group II LLC
20.	Mainstar-FBO Steven Krol
21.	Larita Kay Merrick
22.	Broad Insights 401k FBO J G Wiginton III
23.	Charles E & Shirley J Anderson
24.	Gary O & Patricia M Post
25.	Gs Metro Investments
26.	Jay Beynon Ft Dtd 10/23/98
27.	Randall Leon Ford It
28.	Robert M & Leann M Rowe
29.	Mainstar-FBO Mary Beth Serafano

Top 25 Investors for WMIF 3A	
1.	Bad Riv Band Lk Sup Chippewa Indians
2.	Gs Metro Investments
3.	Michael Weiner Md Pa Prof Sharing Pln
4.	Harry Breyer Rlt
5.	Hershey & Freda Bowers
6.	June D Lindsey
7.	Robert E & Norma J Rowe
8.	The Gary Lee Fite Rt Dtd 10/13/09
9.	Rosewood Capital Investments Inc
10.	Robert L Schattner Tr
11.	Gerald D & Elizabeth J Sjaastad
12.	Craig A Mcfoy
13.	Heidi Politi
14.	Prov. Tr Gp-FBO James Wheeler IRA
15.	John J & Joan E O'Neill
16.	Max & Shelia Humbert
17.	Clayton Capital Investments Corp
18.	Prov. Tr Gp-FBO Clyde Done IRA
19.	Daniel J & Linda J Valentino
20.	David Masao Mayeda
21.	The Ronald E Myrick Sr Rlt Dtd 02/12/07
22.	Leonard & Sandra Cameron

23.	William D Henry
24.	Mainstar-FBO Phillip Strong
25.	Elizabeth J & Gerald D Sjaastad

Top 25 Investors for WMIF 4	
1.	Michael Weiner MD PA of Sharing Pln
2.	Robert E & Norma J Rowe
3.	The Eddan Restructured Sales Tr
4.	Mainstar-FBO Bruce Semeria
5.	Friends of Travis Fisher House
6.	Prov. Tr Gp-FBO Gary Lee Fite IRA
7.	Wiener FT
8.	Mainstar-FBO Mark Poulson
9.	IRA Svcs Tr Co-CFBO James Webre IRA
10.	Marlene & Maurice Mallah Rlt
11.	Elizabeth M Geller Tr
12.	Barry A Wiener
13.	FHR Inc.
14.	Mainstar-FBO James Fodor
15.	Sidney H Geller Tr
16.	Ann Hardin Ford Tr
17.	Daniel J & Linda J Valentino
18.	Lynne Friend
19.	Mainstar-FBO Denelle C Bentley
20.	Mainstar-FBO Marshall D Ogden
21.	Mainstar-FBO Doreen Riccinto
22.	Max & Shelia Humbert
23.	IRA Svcs Tr Co-CFBO Charlotte Woolard Inh
24.	Monica & Lawrence Laclair
25.	Rodney Black

Exhibit B

The Perkins Declaration

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

In re:

WOODBRIIDGE GROUP OF COMPANIES,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**DECLARATION OF LAWRENCE R. PERKINS IN SUPPORT OF DEBTORS'
APPLICATION FOR AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF YOUNG CONAWAY STARGATT & TAYLOR, LLP
AS CO-COUNSEL FOR THE DEBTORS, EFFECTIVE
AS OF THE PETITION DATE**

Pursuant to 28 U.S.C. § 1746, I, Lawrence R. Perkins, hereby submit this declaration (this "Declaration") under penalty of perjury:

1. I am the chief restructuring officer of WGC Independent Manager LLC, a Delaware limited liability company, which is the sole manager of Woodbridge Group of Companies, LLC, one of the debtors in possession (collectively, "the "Debtors") in the above-captioned chapter 11 cases (collectively, the "Chapter 11 Cases").

2. I submit this Declaration in support of the *Debtors' Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel for the Debtors, Effective as of the Petition Date* (the "Application").² Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the

¹ The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14225 Ventura Boulevard #100, 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 such information may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the proposed undersigned counsel for the Debtors.

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

matters set forth herein, information gathered from my review of relevant documents, and information supplied to me by other members of the Debtors' management and the Debtors' advisors.

3. As noted in the Application, the Debtors seek to retain Young Conaway to serve as co-counsel to the Debtors with Gibson Dunn & Crutcher, LLP ("Gibson Dunn"). The Debtors engaged Young Conaway as co-counsel at the recommendation of Gibson Dunn and because of Young Conaway's extensive knowledge, expertise, and experience in the field of debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code. In light of Gibson Dunn's recommendation and Young Conaway's extensive experience, the Debtors did not interview any additional firms to serve as co-counsel to the Debtors in these Chapter 11 Cases. Young Conaway's knowledge, expertise, and experience practicing before the Court will enable the Firm to work in an efficient and cost-effective manner on behalf of the Debtors' estates. Additionally, in preparing for these Chapter 11 Cases, Young Conaway has become familiar with the Debtors' businesses and affairs and many of the potential legal issues that might arise in the context of these cases, and since the Firm's engagement, Young Conaway has advised the Debtors on, among other things, local rules, practices, and procedures with respect to various restructuring issues. Therefore, the Debtors believe that Young Conaway is uniquely qualified to represent them in these cases.

4. In selecting Young Conaway, the Debtors reviewed the rates of Young Conaway, including rates for bankruptcy services, and compared them to outside law firms that the Debtors have used in the past to determine that the rates are reasonable. Young Conaway has informed the Debtors that its current hourly rates are the Firm's standard hourly rates for work of this nature. In my capacity as chief restructuring officer, I am responsible for supervising outside

counsel retained by the Debtors. As discussed below, I am also responsible for reviewing the invoices regularly submitted by Young Conaway, and can confirm that the rates Young Conaway charged the Debtors in the prepetition period are the same as the rates Young Conaway will charge the Debtors in the postpetition period, subject to periodic adjustment to reflect economic and other conditions. The Debtors have approved or will approve Young Conaway's prospective budget and staffing plan for the three-month period beginning on the Petition Date, recognizing that in the course of large chapter 11 cases like these, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and Young Conaway. In accordance with the U.S. Trustee Guidelines, the budget may be amended as necessary to reflect changed expectations or unanticipated developments. The Debtors further recognize that it is their responsibility to closely monitor the billing practices of their counsel to ensure the fees and expenses paid by the estates remain consistent with the Debtors' expectations and the exigencies of these Chapter 11 Cases. The Debtors will continue to review the invoices that Young Conaway regularly submits, and, together with Young Conaway, periodically amend the budget and staffing plans, as these cases develop.

5. As they did prepetition, the Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expenses reimbursement process. While every chapter 11 case is unique, these budgets will provide guidance on the periods of time involved and the level of the attorneys and professionals that will work on various matters, as well as projections of average hourly rates for the attorneys and professionals for various matters.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge and belief.

Dated: December 20, 2017

Woodbridge Group of Companies, *et al.*,
Debtors and Debtors in Possession



Lawrence R. Perkins
Chief Restructuring Officer

Exhibit C

Rule 2016 Statement

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

In re:

WOODBRIIDGE GROUP OF COMPANIES,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**STATEMENT OF YOUNG CONAWAY STARGATT & TAYLOR, LLP
UNDER RULE 2016 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE AND SECTION 329 OF THE BANKRUPTCY CODE**

1. Young Conaway Stargatt & Taylor, LLP (“Young Conaway”), pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court of the District of Delaware (the “Local Rules”), and section 329 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), states that the undersigned is proposed co-counsel for Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (collectively, the “Chapter 11 Cases”).

2. Compensation agreed to be paid by the Debtors to Young Conaway is to be for legal services rendered in connection with these Chapter 11 Cases. The Debtors have agreed to pay Young Conaway at the firm’s standard hourly rates for the legal services rendered or to be rendered on the Debtors’ behalf in connection with these cases by Young Conaway’s various

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attorneys and paralegals. The Debtors have also agreed to reimburse Young Conaway for its actual and necessary expenses incurred in connection with these Chapter 11 Cases.

3. Since November 14, 2017, Young Conaway received a total of seven wire transfers from the Debtors for payments in connection with certain legal fees and expenses including substantial filing fees and supplements to the Retainer.² Young Conaway has received a total of \$1,300,000 and submitted an invoice to the Debtors in the amount of \$1,049,631.98 on account of outstanding balances existing as of the Petition Date.

4. Prior to the Petition Date, Young Conaway drew the balance of the Retainer to cover its fees and expenses incurred prior to the filing. After reconciliation of such fees and expenses, Young Conaway refunded \$250,368.02 to the Retainer, which represents the balance after accounting for \$1,049,631.98 in fees and expenses incurred as of the Petition Date.

5. Young Conaway will hold the balance of the Retainer in the amount of \$250,368.02 as a general retainer as security for postpetition services and expenses.

6. Within the year prior to the Petition Date, Young Conaway has received no other payments from the Debtors on account of services rendered or to be rendered in contemplation of or in connection with these Chapter 11 Cases.

7. Young Conaway will seek approval of payment of compensation upon its filing of appropriate applications for allowance of interim or final compensation pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court.

8. All filing fees in these Chapter 11 Cases have been paid in full.

² The filing fees in these Chapter 11 Cases totaled \$479,043.00.

9. The services to be rendered include all those services set forth in the *Debtors' Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel for the Debtors, Effective as of the Petition Date.*

10. Young Conaway further states that it has neither shared nor agreed to share (i) any compensation it has received or may receive with another party or person, other than with the partners, counsel, and associates of Young Conaway, or (ii) any compensation another person or party has received or may receive.

Dated: December 20, 2017
Wilmington, Delaware

/s/ Sean M. Beach

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Sean M. Beach (No. 4070)

Michael R. Nestor (No. 3526)

Edmond L. Morton (No. 3856)

Ian J. Bambrick (No. 5455)

Allison S. Mielke (No. 5934)

Rodney Square

1000 North King Street

Wilmington, Delaware 19801

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

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

EXHIBIT D

Proposed Order

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

In re:

WOODBRIIDGE GROUP OF COMPANIES,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket No. _____

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP AS CO-COUNSEL
FOR THE DEBTORS, EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the "Application")² of the Debtors for entry of an order, pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014, authorizing the retention and employment of Young Conaway Stargatt & Taylor, LLP ("Young Conaway" or the "Firm") as bankruptcy co-counsel, effective as of the Petition Date, as more fully described in the Application; and upon consideration of the Beach Declaration, the Perkins Declaration, and the First Day Declaration; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of

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² Capitalized terms used but not defined herein have the meanings given to them in the Application.

the Application having been provided under the particular circumstances, and it appearing that no other or further notice need be provided; and this Court finding that Young Conaway is a “disinterested person,” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code because (i) Young Conaway has no connection with the Debtors, any creditors, or other parties in interest, their respective attorneys and accountants, or the U.S. Trustee or any of its employees, except as set forth in the Beach Declaration, (ii) Young Conaway is not a creditor, equity security holder, or insider of the Debtors, (iii) none of Young Conaway’s members or employees are or were, within two (2) years of the Petition Date, a director, officer, or employee of the Debtors, and (iv) Young Conaway does not hold and has neither represented nor represents an interest materially adverse to the interests of the Debtors’ estates or of any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or for any other reason; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is granted as set forth herein.
2. In accordance with section 327(a) of the Bankruptcy Code, the Debtors are hereby authorized to retain and employ the firm of Young Conaway as their bankruptcy co-counsel on the terms set forth in the Application, the Beach Declaration, and the Engagement Agreement, effective as of the Petition Date.
3. Young Conaway shall be entitled to allowance of compensation and reimbursement of expenses, upon the filing and approval of interim and final applications pursuant to the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other orders as this Court may direct, including, without limitation, any order of this Court establishing

procedures for interim compensation and reimbursement of professionals retained in these Chapter 11 Cases.

4. Young Conaway shall file the budgets approved by the Debtors for the applicable billing period with each monthly fee application.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application and the Beach Declaration.

6. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware
_____, 2018

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE