

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

In re:

WOODBIDGE GROUP OF COMPANIES, LLC, *et al.*,²

Debtors.

Chapter 11

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

Hearing Date:
May 1, 2018 at 11:00 a.m. (ET)

Objection Deadline:
April 27, 2018 at 11:00 a.m. (ET)

**DEBTORS' MOTION FOR ENTRY OF ORDER UNDER
BANKRUPTCY RULE 2004 DIRECTING EXAMINATION AND
PRODUCTION OF DOCUMENTS FROM 805 NIMES PLACE, LLC**

Woodbridge Group of Companies, LLC and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”), submit this motion (the “Motion”), pursuant to section 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) and Rule 2004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), directing production of documents from 805 Nimes Place, LLC and its affiliates (collectively, “Nimes”). In support of its Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter 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)(2). Pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and

² The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtors consent to the entry of a final judgment or order with respect to this Motion if it is determined that this Court would lack Article III jurisdiction to enter such final order or judgment absent the consent of the parties.

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

RELEVANT BACKGROUND

A. General Background

3. On December 4, 2017, approximately 270 of the Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code. Thereafter, on February 9, 2018, March 9, 2018, March 23, 2018, and March 27, 2018, additional affiliated Debtors (27 in total) commenced voluntary cases under chapter 11 of the Bankruptcy Code. Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to manage their financial affairs as debtors in possession.

4. The Chapter 11 Cases (defined below) are being jointly administered pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1. As of the date hereof, 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 [D.I. 79]. On January 23, 2018, the Court approved a settlement providing for the formation of an ad hoc noteholder group (the “Noteholder Group”) and an ad hoc unitholder group (the “Unitholder Group”) [D.I. 357].

5. Prior to filing petitions under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”), the Debtors’ businesses were managed by then-manager Robert Shapiro (“Shapiro”), who controlled the Debtors’ books and records and held signatory authority over the Debtors’

bank accounts. Immediately prior to filing the Chapter 11 Cases, Shapiro transferred control of the Debtor entities to a new, independent manager entity, which is currently led by a three-member board.

B. Nimes's Loan and Rule 2004 Motion

6. Debtor Bishop White Investments, LLC ("BWI"), as borrower, and Nimes, as lender, entered into that certain Loan Agreement, dated as of May 31, 2017 (the "Loan Agreement"), pursuant to which Nimes loaned the original principal amount of \$20 million (the "Loan") to BWI to finance BWI's purchase of the real property commonly known as 805 Nimes Place, Los Angeles, California 90077 (the "Property") from Nimes. The Loan is evidenced by, among other things, that certain Promissory Note, dated as of May 31, 2017, as amended by that certain First Amendment to Promissory Note and Other Loan Documents, dated as of August 10, 2017 and that certain Second Amendment to Promissory Note and Other Loan Documents, dated as of November 2, 2017 (collectively, the "Note"), in the original principal amount of \$20 million. BWI's obligations under the Loan Agreement and the Note are secured by a deed of trust on the Property (the "Deed of Trust").

7. On April 13, 2018, Nimes filed the *Motion of 805 Nimes Place, LLC for Order Authorizing Examination of Debtors Under Federal Rule of Bankruptcy Procedure 2004 [etc.]* [D.I. 1264] (the "Nimes Motion"). Nimes purports to be concerned about "the Debtors' ability to preserve the value of the Property by commencing construction to avoid the lapsing of the Permits [as defined in the Nimes Motion] and the Debtors' ability to pay taxes or other expenses relating to the Property as they fall due." Nimes Motion, ¶ 46. Nimes asserts a claim in the total amount of \$18,221,337.42, which amount includes accrued interest (including default interest) and attorneys' fees of at least \$1.2 million. *See id.*, ¶ 28. Nimes seeks documents and testimony

from the Debtors regarding, *inter alia*, the value of the Property and the Debtors' intended future use or disposition of the Property.

RELIEF REQUESTED

8. By this Motion, the Debtors request, pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 2004, entry of the Proposed Order (i) directing Nimes to produce all documents requested in **Exhibit 1** to the attached Proposed Order, and (ii) authorizing the Debtors to examine Nimes regarding the topics set forth in the Proposed Order.

9. The Debtors have not made any other requests for such relief.

BASIS FOR RELIEF REQUESTED

10. Bankruptcy Rule 2004(a) provides, in relevant part, that “[o]n motion of any party in interest, the court may order the examination of any entity.” Fed. R. Bankr. P. 2004(a). Parties in interest generally include the debtor and entities related to the debtor. *See In re Summit Corp.*, 891 F.2d 1, 5 (1st Cir. 1989). It is well established that a debtor may take a Rule 2004 examination of a creditor. *See, e.g., In re Sutera*, 141 B.R. 539, 541-42 (Bankr. D. Conn. 1992) (permitting trustee to examine creditor regarding its claim pursuant to Rule 2004); *In re Fearn*, 96 B.R. 135, 138 (Bankr. S.D. Ohio 1989) (noting that Rule 2004 “may properly extend to creditors and third parties who have had dealings with the debtor”); *see also In re Recoton Corp.*, 307 B.R. 751, 755 (Bankr. S.D.N.Y. 2004) (“Any third party who has a relationship with a debtor may be made subject to a Rule 2004 investigation.”). The Debtors are parties in interest and may request an examination of a creditor or other third party who has a relationship with the Debtors, including Nimes.

11. Bankruptcy Rule 2004(b) further states that the examination may relate to, among other things, “the acts, conduct, or property or to the liabilities and financial condition of the

debtor, or to any matter which may affect the administration of the debtor's estate." FED. R.

BANKR. P. 2004(b). Such an examination:

may also relate to the operation of any business and the desirability of its continuance, the source of any money or property acquired or to be acquired by the debtor for purposes of consummating a plan and the consideration given or offered therefor, and any other matter relevant to the case or to the formulation of a plan.

Id. Courts have consistently emphasized that the scope of a Bankruptcy Rule 2004 examination is extremely broad. *See, e.g., In re Washington Mut.*, 408 B.R. 45, 50 (Bankr. D. Del. 2009) ("The scope of a Rule 2004 examination is unfettered and broad ... [and] is commonly recognized as more in the nature of a 'fishing expedition.'" (internal citations omitted)); *In re Hughes*, 281 B.R. 224, 226 (Bankr. S.D.N.Y. 2002) ("[I]t is well settled that the scope of examination allowed under Rule 2004 is broader than discovery allowed under the Federal Rules of Civil Procedure and may be in the nature of a 'fishing expedition.'").

12. Here, the Debtors' requests for documents and testimony fall squarely within the scope of a Bankruptcy Rule 2004 examination. First, the Debtors are concerned that Nimes may seek relief from this Court, including by moving to lift the automatic stay. The discovery sought by this Motion will facilitate the orderly administration of the estates because it will enable the Debtors to be prepared to promptly and efficiently respond to any such motion by Nimes. In particular, evidence of the value of the Property (and Nimes's opinion thereof), is likely to be germane to any request for relief filed by Nimes and is a proper subject for examination under Rule 2004. *See* FED. R. BANKR. P. 2004(b) (the scope of an examination extends to the "property ... liabilities and financial condition of the debtor, or to any matter which may affect the administration of the debtor's estate").

13. Second, Nimes has indicated that it is entitled to recover, among other things, default interest and attorneys' fees. The Debtors require information regarding the bases, amount and nature of Nimes's alleged claim, as such information may impact "the formulation of a plan" proposed by the Debtors. FED. R. BANKR. P. 2004(b).

14. Third, information that Nimes has may be relevant to Nimes's rights as a secured creditor under the plan or plans to be proposed. The Debtors need the information to formulate a plan that is confirmable. The relief requested is therefore well within the parameters set by Bankruptcy Rule 2004 and should be approved.

15. Fourth, the information sought may be relevant to offsets and/or counterclaims that the Debtors may have against Nimes and its claim(s).

CERTIFICATION PURSUANT TO LOCAL RULE 2004-1

16. Pursuant to Del. Bankr. L.R. 2004-1(b), the Debtors' undersigned counsel certifies that on April 16, 2018 another of Debtors' counsel (David Stern) left a voicemail with Nimes's counsel (Jeffrey Reisner) in an attempt to confer regarding the requested examination, production of documents, and the timing of such production. The voicemail described very generally the Debtors' desire to examine Nimes, but did not discuss the scope and timing. When he did not receive a call back from Nimes's counsel, Mr. Stern sent Nimes's counsel an email on the morning of April 17, 2018 to provide information concerning the scope of anticipated discovery, including a detailed listing of the documents sought, the subject matters of any deposition(s) and an offer to work through timing and logistical issues. As of the filing of this Motion, Nimes's counsel had not responded to either the voicemail or the email. Nonetheless, it is the undersigned's expectation that if this Motion is granted, both counsel will work together to expedite discovery and to resolve any potential disputes consensually.

RESERVATION OF RIGHTS

17. The Debtors reserve all rights to request, pursuant to Rule 2004 or otherwise, additional documents or examination upon review of the documents produced in connection with this Motion.

NOTICE

18. The Debtors will provide notice of this Motion to: (i) the U.S. Trustee; (ii) counsel for the DIP Lender; (iii) counsel for the Committee; (iv) counsel for the Noteholder Group; (v) counsel for the Unitholder Group; (vi) Nimes; and (vii) all parties who have filed a notice of appearance and request for service of papers 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.

CONCLUSION

19. WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached as Exhibit A hereto, granting the Motion and such other and further relief as this Court deems just and proper.

Dated: April 17, 2018
Wilmington, Delaware

/s/ Allison S. Mielke

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Counsel for the Debtors and Debtors in Possession

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

In re:

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

Debtors.

Chapter 11

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

Hearing Date:
May 1, 2018 at 11:00 a.m. (ET)

Objection Deadline:
April 27, 2018 at 11:00 a.m. (ET)

NOTICE OF MOTION

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL FOR THE DIP LENDER; (III) COUNSEL FOR THE COMMITTEE; (IV) COUNSEL FOR THE NOTEHOLDER GROUP, (V) COUNSEL FOR THE UNITHOLDER GROUP, (VI) 805 NIMES PLACE, LLC; AND (VII) 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’ Motion for Entry of Order Under Bankruptcy Rule 2004 Directing Examination and Production of Documents from 805 Nimes Place, LLC* (the “Motion”).

PLEASE TAKE FURTHER NOTICE that responses or objections to the Motion must be filed on or before **April 27, 2018 at 11:00 a.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 BE HELD ON MAY 1, 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.

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

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.

Dated: April 17, 2018
Wilmington, Delaware

/s/ Allison S. Mielke

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Counsel for the Debtors and Debtors in Possession

EXHIBIT A

Proposed Order

**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)

Ref. Docket No. _____

**ORDER DIRECTING EXAMINATION AND PRODUCTION OF
DOCUMENTS FROM 805 NIMES PLACE, LLC**

Upon consideration of the motion (the "Motion")² of the Debtors, for an order, pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 2004, directing examination and production of documents from 805 Nimes Place, LLC and its affiliates (collectively, "Nimes"); and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); the Court finding that notice of the Motion given by the Debtors was sufficient under the circumstances; and the Court having found and determined that the legal and factual bases set forth in the Motion establish just cause for the relief requested in the Motion; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to conduct Bankruptcy Rule 2004 examinations of

Nimes regarding:

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² Capitalized terms used but not defined in this Order shall have the meanings ascribed to them in the Motion.

- i) The value of the real property commonly known as 805 Nimes Place, Los Angeles, California 90077 (the “Property”);
- ii) Any appraisals, broker price opinions, valuations, offers, and expressions of interest relating to the Property of which Nimes is either aware, whether or not obtained by or for Nimes;
- iii) Nimes’s view or opinion of the value of Property;
- iv) Any attempts by Nimes to sell, hypothecate, transfer or borrow against the promissory note in the original amount of \$20 million (the “Note”) given to it by Bishop White Investments, LLC;
- v) Any litigation threatened or filed by or against Nimes relating to the Property on or after January 1, 2005.
- vi) Any communications between Nimes and the City of Los Angeles concerning the Property from June 1, 2017 to the present;
- vii) Any communications between Nimes and any other person concerning the Property from June 1, 2017 to the present; and
- viii) Any claim Nimes has to attorneys’ fees in connection with the Note.

3. Nimes is ordered to produce all non-privileged responsive documents called for in **Exhibit 1** (the “Document Requests”) on or before the date that is thirty (30) days after this Order is entered on the docket.

4. The Court shall retain jurisdiction over any matter or dispute arising from or relating to the implementation of this Order.

Dated: _____, 2018
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

**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)

**REQUEST FOR PRODUCTION OF DOCUMENTS
DIRECTED TO NIMES PLACE, LLC**

Woodbridge Group of Companies, LLC and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”) request, pursuant to Bankruptcy Rule 2004, that Nimes Place, LLC and its affiliates (collectively, “Nimes”), produce the documents described below (the “Document Requests”).

These Document Requests shall be deemed continuing so as to require immediate supplemental responses and production of documents if Nimes or its attorneys or other representatives obtain other or further information or responsive documents after the time Nimes’s responses and responsive documents are served.

DEFINITIONS

1. “Applicable Period” means the period from June 1, 2017 through and including the present.
2. “Communication(s)” means the transmittal of information (in the form of facts, ideas, inquiries or otherwise, either orally or in writing), including but not limited to

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correspondence, packages, conversations, meetings, discussions, telephone calls, telegrams, telexes, teletypes, seminars, conferences, text messages (whether by SMS, applications such as “WhatsApp,” or otherwise), messages, notes, e-mails and memoranda. The transmission of documents or things by mail, courier or electronic service or otherwise is included, without limitation, in the definition of “Communication(s).”

3. “Concerning” or “concerning” shall mean relating to, referring to, in connection with, in respect of, describing, evidencing, or constituting.

4. “Document(s)” shall include electronically stored information (“ESI”) and is used in its customary broad sense. It shall not be limited in any way with respect to the process by which any Document was created, generated, or reproduced, or with respect to the medium in which the Document is embodied; and shall include, by way of example and without any limitation, all “documents,” “electronically stored information,” or “tangible thing” as contained in Rule 34 of the Federal Rules of Civil Procedure, as well as all “writings,” “recordings,” and “photographs” as defined by Rule 1001 of the Federal Rules of Evidence, and any kind of tangible material in any medium of any type, upon which intelligence or information is recorded, or from which intelligence or information can be perceived, whether in writing, recorded, stored, microfilmed, microfiched, photographed, computerized, reduced to electronic or magnetic impulse, or otherwise preserved or rendered. Documents further include, without limitation, materials maintained in electronic, magnetic or other storage media, including those maintained in computers, electronic or magnetic tapes or diskettes, and any on-site or off-site backup or so-called “erased” or “deleted” computer information that may be susceptible to retrieval.

5. “Note” means the promissory note in the original amount of \$20 million given to you by Bishop White Investments, LLC, including any amendments thereto.

6. “Person” means any individual, corporation, partnership, joint venture, association, limited liability company, governmental agency, or other entity.

7. “Property” means the real property commonly known as 805 Nimes Place, Los Angeles, California 90077.

8. “You” or “Your” means Nimes Place, LLC, and any and all affiliates, including any members, parents, subsidiaries, or predecessors-in-interest, and any and all employees, agents, or anyone acting on Your behalf.

9. For all purposes herein, spelling, grammar, syntax, abbreviations, idioms, and proper nouns shall be construed and interpreted according to their context to give proper meaning and consistency to the Requests for Production of Documents set forth herein (the “Request” or “Requests”).

INSTRUCTIONS

Rules 26 through 37 of the Federal Rules of Civil Procedure, made applicable to this proceeding pursuant to Rules 7026 through 7037 of the Federal Rules of Bankruptcy Procedure, are hereby incorporated by reference and apply to each of the following instructions:

1. All Documents shall be identified by the Request(s) to which they are primarily responsive or be produced as they are maintained in the usual course of business.

2. Produce all Documents and all other materials described below in Your actual or constructive possession, custody, or control, including in the possession, custody, or control of a current or former employee, that were created during or that relate or refer to the Applicable Period, wherever those Documents and materials are maintained, including on personal computers, PDAs, wireless devices, or web-based email systems such as Gmail, Yahoo, etc.

3. You must produce all Documents in Your possession, custody, or control, whether maintained in electronic or paper form and whether located on hardware owned and

maintained by You or hardware owned and/or maintained by a third party that stores data on Your behalf. You must produce all such Documents even if they were deleted or in draft form. Without limitation, hardware where such data may be stored includes: servers; desktop, laptop, or tablet computers; cell and smart phones; PDA devices; scanners, fax machines, and copying machines; and mobile storage devices, such as thumb or external hard drives. Electronically stored Documents include any computerized data or content stored on electromagnetic media. Without limitation, types of electronically stored Documents include email, voicemail, instant messages, text messages (whether by SMS, applications such as “WhatsApp,” or otherwise), intranet and internet system data, telephone and cellular telephone calling records, data compilations, spreadsheets, word processing files, images, databases, digital photocopier memory, and any other information stored in memory storage devices.

4. Produce the original or duplicate, as such terms are defined by Rule 1001 of the Federal Rules of Evidence, of each Document requested together with all non-identical copies and drafts of that Document. If a duplicate is produced, it should be legible and bound or stapled in the same manner as the original.

5. Documents not otherwise responsive to these Requests should be produced: (i) if such Documents mention, discuss, refer to, explain, or concern one or more Documents that are called for by these Requests; (ii) if such Documents are attached to, enclosed with, or accompany Documents called for by these Requests; or (iii) if such Documents constitute routing slips, transmittal memoranda or letters, comments, evaluations, or similar materials.

6. Documents attached to each other should not be separated; separate Documents should not be attached to each other.

7. Documents should include all exhibits, appendices, linked Documents, or otherwise appended Documents that are referenced in, attached to, included with, or are a part of the requested Documents.

8. If any Document, or any part thereof, is not produced based on a claim of attorney-client privilege, work-product protection, or any other privilege, then in answer to such Request or part thereof, for each such Document, You must:

- (a) Identify the type, title and subject matter of the Document;
- (b) State the place, date, and manner of preparation of the Document;
- (c) Identify all authors, addressees, and recipients of the Document, including information about such Persons to assess the privilege asserted; and
- (d) Identify the legal privilege(s) and the factual basis for the claim.

9. Documents should not contain redactions unless such redactions are made to protect information subject to the attorney-client privilege and/or work product doctrine. In the event any Documents are produced with redactions, a log setting forth the information requested in Instruction 8 above must be provided.

10. To the extent a Document sought herein was at one time, but is no longer, in your actual or constructive possession, custody, or control, state whether it: (i) is missing or lost; (ii) has been destroyed; (iii) has been transferred to others; and/or (iv) has been otherwise disposed of. In each instance, Identify the Document, state the time period during which it was maintained, state the circumstance and date surrounding authorization for such disposition, Identify each Person having knowledge of the circumstances of the disposition, and Identify each Person who had possession, custody, or control of the Document. Documents prepared prior to,

but which relate or refer to, the time period covered by these Requests are to be identified and produced.

MANNER OF PRODUCTION

1. All Documents produced to the Debtors shall be provided in either native file (“native”) or single-page 300 dpi-resolution group IV TIF format (“tiff”) format as specified below, along with appropriately formatted industry-standard database load files, and accompanied by true and correct copies or representations of unaltered attendant metadata.

Where Documents are produced in tiff format, each Document shall be produced along with a multi-page, Document-level searchable text file (“searchable text”) as rendered by an industry-standard text extraction program in the case of electronic originals, or by an industry-standard Optical Character Recognition (“ocr”) program in the case of scanned paper Documents.

Searchable text of Documents shall not be produced as fielded data within the “.dat file” as described below.

2. Database load files shall consist of: (i) a comma-delimited values (.dat) file containing: production Document identifier information, data designed to preserve “parent and child” relationships within Document “families,” reasonably accessible and properly preserved metadata (or bibliographic coding in the case of paper Documents), custodian or Document source information; and (ii) an Opticon (.opt) file to facilitate the loading of tiff images. Load files should be provided in a root-level folder named “Data,” images shall be provided within a root level “Images” folder containing reasonably structured subfolders, and searchable text files shall be provided in a single root-level “Text” folder. If any of the Documents produced in response to these Requests are designated as confidential pursuant to a Protective Order or Confidentiality Agreement between You and the Debtors, in addition to marking the Documents

with the brand “CONFIDENTIAL” or branding the media with the word “CONFIDENTIAL,” also include a confidential field within the load file, with a “yes” or “no” indicating whether the Document has been designated as confidential, as well as native file loading/linking information (where applicable).

3. Documents and other responsive data or materials created, stored, or displayed on electronic or electro-magnetic media shall be produced in the order in which the Documents are or were stored in the ordinary course of business, including all reasonably accessible metadata, custodian or Document source information, and searchable text as to allow the Debtors, through a reasonable and modest effort, to fairly, accurately, and completely access, search, display, comprehend, and assess the Documents’ true and original content.

4. All Documents and accompanying metadata created and/or stored in the ordinary course of business within commercial, off-the-shelf email systems including but not limited to Microsoft Exchange™, Lotus Notes™, or Novell Groupwise™ shall be produced in tiff format, accompanying metadata, and searchable text files or, alternately, in a format that fairly, accurately, and completely represents each Document in such a manner as to make the Document(s) reasonably useable, manageable, and comprehensible by the Debtors.

5. With the exclusion of email and email account-related Documents and data, all Documents and accompanying metadata created and/or stored in structured electronic databases or files shall be produced in a format that enables the Debtors to reasonably manage and import those Documents into a useable, coherent database. Documents must be accompanied by reasonably detailed documentation explaining the Documents’ content and format including but not limited to data dictionaries and diagrams. Some acceptable formats, if and only if provided with definitive file(s), table(s), and field level schemas include:

- (a) XML format file(s);
- (b) Microsoft SQL database(s);
- (c) Access database(s); and/or
- (d) fixed or variable length ASCII delimited files.

6. All Documents generated or stored in software such as Microsoft Excel or other commercially available spreadsheet programs, as well as any multimedia files such as audio or video, shall be produced in their native format, along with an accompanying placeholder image in tiff format indicating a native file has been produced. A “Nativelink” entry shall be included in the .dat load file indicating the relative file path to each native file on the production media. To the extent You have other file types that do not readily or easily and accurately convert to tiff and searchable text, You may elect to produce those files in native format subject to the other requirements listed herein. Native files may be produced within a separate root-level folder structure on deliverable media entitled “Natives.”

7. All other Documents and accompanying metadata and embedded data created or stored in unstructured files generated by commercially available software systems (excluding emails, structured electronic databases, spreadsheets, or multimedia) such as, but not limited to, word processing files (such as Microsoft Word), image files (such as Adobe .pdf files and other formats), and text files shall be produced in tiff and searchable text format in the order the files are or were stored in the ordinary course of business.

8. Documents originally created or stored on paper shall be produced in tiff format. Relationships between Documents shall be identified within the Relativity .dat file utilizing document identifier numbers to express parent document/child attachment boundaries, folder

boundaries, and other groupings. In addition, the searchable text of each Document shall be provided as a multi-page text file as provided for by these Requests.

REQUESTS FOR PRODUCTION OF DOCUMENTS

1. All Documents and Communications concerning the value of the Property, including but not limited to appraisals, broker price opinions, valuations, offers, and expressions of interest relating to the Property, whether or not obtained by or for You.
2. All Documents and Communications concerning Your view or opinion of the value of Property.
3. All Documents and Communications concerning any attempts by You to sell, hypothecate, transfer or borrow against the Note.
4. All Documents and Communications concerning any litigation threatened or filed by or against Nimes relating to the Property on or after January 1, 2005.
5. All Communications between You and the City of Los Angeles concerning the Property during the Applicable Period.
6. All Communications between You and any other Person concerning the Property during the Applicable Period.
7. All Documents and Communications supporting any claim You have to attorneys' fees in connection with the Note.