

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

In re:	:	Chapter 11
	:	
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> , ¹	:	Case No. 17-12560 (KJC)
	:	
Debtors.	:	(Jointly Administered)
	:	

**VERIFIED STATEMENT OF DRINKER BIDDLE & REATH LLP
PURSUANT TO RULE 2019 OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE FOR THE AD HOC NOTEHOLDER
GROUP FORMED PURSUANT TO JANUARY 23, 2018, ORDER [D.I. 357]**

Drinker Biddle & Reath LLP (“DBR”) hereby submits this verified statement (the “Verified Statement”), pursuant to rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), in connection with DBR’s representation, in the chapter 11 cases (“Chapter 11 Cases”) of the above-captioned affiliated debtors-in-possession (collectively, the “Debtors”), of the Ad Hoc Noteholder Group Formed Pursuant to January 23, 2018, Order [D.I. 357] (the “Ad Hoc Noteholder Group”).

Verified Statement

1. DBR formerly represented the Ad Hoc Committee of Holders of Promissory Notes of Woodbridge Mortgage Investment Fund Entities and Affiliates (the “Movant Committee”) in the Chapter 11 Cases. [See D.I. 71 (Notice of Appearance); 72, 125, 230, 279 (Rule 2019 Statements); D.I. 471 (Notice of Withdrawal).]

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. A complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC.

2. On January 23, 2018, the Court entered an order [D.I. 357] (the “January 23 Order”) approving a approving a settlement of, among other things, the Movant Committee’s motion for appointment of an official committee of noteholders [D.I. 85].

3. In accordance with the January 23 Order, the Movant Committee formed an eight-member Ad Hoc Noteholder Group on February 1, 2018 (the “Formation Date”). [D.I. 470] Subsequent to the Formation Date, and consistent with the January 23 Order and the duly adopted By-Laws of the Ad Hoc Noteholder Group, the Ad Hoc Noteholder Group was reconstituted as a nine-member group. [D.I. 1707].

4. The Ad Hoc Noteholder Group has elected to engage DBR to represent its interests in connection with these Chapter 11 Cases, which engagement was approved by order of the Court on April 5, 2018 [D.I. 915]. Pursuant to Bankruptcy Rule 2019, attached hereto as Exhibit A is a list of the names, addresses, and the amount of each disclosable economic interest held by each of the current Ad Hoc Noteholder Group members. *See* Fed. R. Bankr. P. 2019(c).

5. Except as disclosed on Exhibit A, none of the Ad Hoc Noteholder Group members represents or purports to represent any other entities in connection with the Debtors’ Chapter 11 Cases.

6. Nothing contained in this Verified Statement or Exhibit A shall be construed as a limitation upon, or waiver of, any rights of any of the Ad Hoc Noteholder Group members to assert, file, and/or amend their claims in accordance with applicable law and any orders entered in these Chapter 11 Cases.

7. DBR does not hold any claims against, or interests in, the Debtors.

8. DBR will amend or supplement this Verified Statement as necessary to comply with Bankruptcy Rule 2019.

Dated: May 2, 2018
Wilmington, Delaware

DRINKER BIDDLE & REATH LLP

/s/ Steven K. Kortanek

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*Counsel to the Ad Hoc Noteholder Group
Formed Pursuant to January 23, 2018,
Order [D.I. 357]*

EXHIBIT A

<u>NAME</u>	<u>ADDRESS</u>	<u>NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTERESTS¹</u>
Dr. Michael Weiner	2282 NW 62nd Drive Boca Raton, FL 33496	\$4,150,760 notes
Jane and Harry Breyer	7186 Arcadia Bay Court Delray Beach, FL 33446	Ms. Breyer: \$50,000 notes individually, and \$500,000 notes as attorney-in-fact for Lorraine Schocket Mr. Breyer: \$2,600,000 notes as beneficiary of the Harry Breyer Revocable Living Trust
Richard Carli	221 Ventasso Drive Clayton, NC 27520	\$430,000 notes individually (Traditional IRA) \$575,000 notes jointly with Lois M. Carli \$70,000 notes as attorney-in-fact for Lois M. Carli (Roth IRA)
Jay Beynon	531 East Maple Avenue El Segundo, CA 90245	\$500,000 notes as trustee of the Jay Beynon Family Trust
Kathleen Washko	501 Rugby Place Schaumburg, IL 60194	\$286,041 notes individually \$130,000 notes jointly with Brian Washko \$44,000 notes jointly with Stephanie Washko
Ali Heidari Saeid	20 Baudin Circle Ladera Ranch, CA 92694	\$150,000 notes
Marc Fruchter	20 Rivoli Ln. Greenville, SC 29615	\$150,000 notes

¹ To the best of DBR's knowledge, the information included herein is accurate as of the date hereof. The debt amounts set forth herein include only outstanding principal amounts and do not include accrued or unpaid interest or other amounts that may be owing under the applicable debt documents.

<u>NAME</u>	<u>ADDRESS</u>	<u>NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTERESTS</u> ¹
David Ellingson	191 Harborview Ct. Ventura, CA 93003	\$100,000 notes
Richard Doss	14 Trailwood Rd. Rancho Santa Margarita, CA 92688	\$60,000 notes