

**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)

Docket Ref. Nos. 2396, 2397, & 2398

**NOTICE OF NON-VOTING STATUS TO HOLDERS OF
CLAIMS AND EQUITY INTERESTS IN CLASSES 1, 2, 7, AND 8**

PLEASE TAKE NOTICE THAT the above-captioned debtors and debtors in possession (the “Debtors”) submitted the *First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and Its Affiliated Debtors* [Docket No. 2397] (as it may be amended, supplemented, or modified from time to time pursuant to the terms thereof, the “Plan”),² which is described in the related *Disclosure Statement for the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and Its Affiliated Debtors* [Docket No. 2398] (as it may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) that was approved by an order [Docket No. 2396] (the “Disclosure Statement Order”) of the United States Bankruptcy Court for the District of Delaware (the “Court”). The Disclosure Statement Order authorizes the Debtors to solicit votes to accept or reject the Plan, from the Holders of Claims in Voting Classes that are entitled to receive Distributions under the Plan.

YOU ARE OR MIGHT BE THE HOLDER OF CLAIMS OR EQUITY INTERESTS IN THE FOLLOWING CLASSES OF UNIMPAIRED CLAIMS OR IMPAIRED CLAIMS AND EQUITY INTERESTS UNDER ARTICLE II OF THE PLAN THAT, IN EITHER CASE, ARE NOT ENTITLED TO VOTE ON THE PLAN:

<u>Class</u>	<u>Description of Class</u>	<u>Treatment</u>
1	Other Secured Claims	Unimpaired; Deemed to Accept Plan
2	Priority Claims	Unimpaired; Deemed to Accept Plan
7	Subordinated Claims	Impaired; Deemed to Reject Plan
8	Equity Interests	Impaired; Deemed to Reject Plan

UNDER THE TERMS OF THE PLAN, HOLDERS OF CLAIMS IN CLASSES 1 AND 2 ARE UNIMPAIRED UNDER THE PLAN AND, THEREFORE, PURSUANT TO BANKRUPTCY

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 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 undersigned counsel for the Debtors.

² All capitalized terms used but not otherwise defined herein have the meanings set forth in the Plan.

CODE SECTION 1126(f), ARE (I) PRESUMED TO HAVE ACCEPTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN.

UNDER THE TERMS OF THE PLAN, THE DEBTORS HAVE DETERMINED NOT TO SOLICIT THE VOTES OF THE HOLDERS OF ANY CLASS 7 CLAIMS, AND SUCH HOLDERS SHALL BE DEEMED TO HAVE REJECTED THE PLAN AND, THEREFORE, SUCH HOLDERS ARE NOT ENTITLED TO VOTE ON THE PLAN.

UNDER THE TERMS OF THE PLAN, HOLDERS OF EQUITY INTERESTS IN CLASS 8 ARE IMPAIRED UNDER THE PLAN AND ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF THEIR EQUITY INTERESTS AND, THEREFORE, PURSUANT TO BANKRUPTCY CODE SECTION 1126(g), ARE (I) DEEMED TO HAVE REJECTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN.

The deadline for filing and serving Plan Objections (including, without limitation, any objections to (i) assumption and/or cure payment amounts, and (ii) the classification of any Claim under the Plan) shall be **October 8, 2018 at 4:00 p.m. (ET)** (the **“Plan Objection Deadline”**). Plan Objections must (i) be in writing; (ii) state the name, address, and nature of the Claim or Equity Interest of the objecting or responding party; (iii) state with particularity the legal and factual basis and nature of any Plan Objection; and (iv) be filed with the Court and served on the following parties by the Plan Objection Deadline: (i) counsel to the Debtors, (a) Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, 39th Floor, Los Angeles, California 90067, Attn: Michael L. Tuchin, Esq., mtuchin@ktbslaw.com, and David A. Fidler, Esq., dfidler@ktbslaw.com; and (b) Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, Delaware 19801, Attn: Sean M. Beach, Esq., sbeach@ycst.com, and Edmon L. Morton, Esq., emorton@ycst.com; (ii) counsel to the Unsecured Creditors’ Committee, Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard, 13th Floor, Los Angeles, California 90067, Attn: Richard M. Pachulski, Esq., rpachulski@pszjlaw.com, and 919 N. Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899, Attn: Colin R. Robinson, Esq., crobinson@pszjlaw.com; (iii) counsel to the Noteholder Committee, Drinker Biddle & Reath LLP, 222 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: Joseph N. Argentina, Jr., Esq., joseph.argentina@dbr.com; (iv) counsel to the Unitholder Committee, Venable LLP, 1201 N. Market Street, Suite 1400, Wilmington, Delaware 19801, Attn: Jamie L. Edmonson, Esq., jledmonson@venable.com, and 1270 Avenue of the Americas, New York, New York, Attn: Jeffrey S. Sabin, Esq., jssabin@venable.com; and (v) the U.S. Trustee, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Timothy Jay Fox, Jr., Esq., timothy.fox@usdoj.gov.

IMPORTANT INFORMATION REGARDING THE RELEASES

Following confirmation, subject to Article IX of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, certain release, injunction, exculpation, and discharge provisions set forth in Sections 11.10, 11.11, 11.12, and 11.13 of the Plan will become effective. It is important to read these provisions of the Plan carefully so that you understand how confirmation and substantial consummation of the Plan—which effectuates such provisions—will affect you.

Specifically, the releases in Section 11.11 of the Plan bind the “Releasing Parties,” which the Plan defines as “Collectively, (a) the Debtors, (b) the Estates, and (c) any Person exercising or seeking to exercise any rights of the Estates (but solely in that capacity), including each of the Committees (but not their individual members), the Wind-Down CEO, the Liquidation Trustee, the Remaining Debtors Manager, and any other successor to the Debtors or any other estate representative that is or could be appointed or selected pursuant to Bankruptcy Code section 1123(b)(3) or otherwise.” The releases provide for, among other things, the following:

Releases and Related Matters

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

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

To request a copy of the Plan, Disclosure Statement, or Disclosure Statement Order, contact the Debtors' Voting Agent, Garden City Group, LLC, via email to WGCInfo@choosegcg.com with "Woodbridge Solicitation" referenced in the subject line, in writing at Woodbridge Group of Companies, LLC, c/o Garden City Group, LLC, P.O. Box 10545, Dublin, Ohio 43017-0208, or via telephone at 1-888-735-7613. Please be advised that the Voting Agent cannot provide legal advice. Copies of the Plan, the Disclosure Statement, the Disclosure Statement Order, and other materials are available online for free at <http://cases.gardencitygroup.com/wgc/>. Alternatively, these documents may be accessed for a fee through the Court's "pacer" website, <https://ecf.deb.uscourts.gov>. A pacer password and login are needed to access documents on the Court's "pacer" website. A pacer password can be obtained at <http://www.pacer.gov>.

Dated: August 22, 2018

/s/ Sean M. Beach

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