

**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)

Hrg. Date: October 24, 2018, at 10:00 a.m. (ET)

Obj. Deadline: October 2, 2018, at 4:00 p.m. (ET)

**DEBTORS' SECOND (2ND) OMNIBUS (SUBSTANTIVE) OBJECTION
TO CLAIMS PURSUANT TO SECTION 502 OF THE BANKRUPTCY
CODE, BANKRUPTCY RULE 3007, AND LOCAL RULES 3007-1 AND 3007-2**

**PARTIES RECEIVING THIS OBJECTION SHOULD LOCATE
THEIR NAMES AND THEIR DISPUTED CLAIMS
IDENTIFIED ON EXHIBITS A AND B TO THE PROPOSED ORDER**

Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) hereby file this objection (this “Objection”), pursuant to section 502 of title 11 of the United States Code, 11 U.S.C. §§ 101–1531 (the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 3007-1 and 3007-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), to each of the claims filed against the Debtors and their estates that are listed on Exhibits A and B² (collectively, the “Disputed Claims”) to the proposed

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.

² For the avoidance of doubt, the Debtors do not hereby object to the claim listed on Exhibit B to the Proposed Order that is identified under the heading titled “REMAINING CLAIM” (collectively, the “Remaining Claims”), and the term “Disputed Claims” as used herein does not include the Remaining Claim; provided, however, that the Debtors reserve all rights with respect to the Remaining Claim.

form of order attached hereto as Exhibit 2 (the “Proposed Order”), and request the entry of the Proposed Order disallowing and expunging the Disputed Claims, as indicated in further detail below and on Exhibits A and B to the Proposed Order. In support of this Objection, the Debtors rely on the declaration of Bradley Sharp (the “Sharp Declaration”), a copy of which is attached hereto as Exhibit 1. In further support of this Objection, the Debtors respectfully represent as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157 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 Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Objection to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief requested herein are Bankruptcy Code section 502(b), Bankruptcy Rule 3007, and Local Rules 3007-1 and 3007-2.

GENERAL BACKGROUND

2. On December 4, 2017, 279 of the Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code, and 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 (collectively, the “Petition Dates”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to manage their financial affairs as debtors in possession.

3. The Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1. No trustee or examiner 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].

4. Information about the Debtors’ business, capital structure and the events leading up to the commencement of these Chapter 11 Cases is set forth in the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors* [D.I. 2398] (the “Disclosure Statement”).

DEBTORS’ SCHEDULES; BAR DATE ORDER; AND PROOFS OF CLAIM

5. On April 15 and 16, 2018, the Debtors filed their Schedules of Assets and Liabilities.

6. On December 5, 2017, the Court entered an order [D.I. 46] appointing Garden City Group, LLC (“GCG”) as claims and noticing agent in these Chapter 11 Cases. Among other things, GCG is authorized to (a) receive, maintain, and record and otherwise administer the proofs of claim filed in these Chapter 11 Cases and (b) maintain the official claims register for the Debtors.

7. On April 5, 2018, the Court entered an order [D.I. 911] (the “Bar Date Order”) establishing, *inter alia*, June 19, 2018 (the “Bar Date”) as the general bar date for the filing of proofs of claim against the Debtors. On April 20, 2018, the Debtors filed the *Notice of Deadlines for Filing of Proofs of Claim and Proofs of Interest* [D.I. 1599] (the “Bar Date Notice”), pursuant to which the Debtors provided notice of, *inter alia*, the Bar Date. The

Debtors served the Bar Date Notice in accordance with the procedures set forth in the Bar Date Order. *See* D.I. 1688 (Affidavit of Service).

RELIEF REQUESTED

8. By this Objection, the Debtors request that the Court enter the Proposed Order, pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rule 3007 and Local Rules 3007-1 and 3007-2, disallowing and expunging the Disputed Claims, as indicated in further detail below and on Exhibits A and B to the Proposed Order.

9. In accordance with Local Rule 3007-1(e)(i)(E), the Debtors believe that this Objection complies in all material respects with Local Rule 3007-1.

OBJECTION TO DISPUTED CLAIMS

A. Modified Amount Claims

10. The Disputed Claims listed on Exhibit A to the Proposed Order (the “Modified Amount Claims”) are internally inconsistent. Specifically, in response to Question #7 on the proof of claim form (“How much is the claim?”), the claims assert a total claim amount (the “Stated Claim”) that is *less than* the total of the component parts of the claim asserted in the other sections of the proof of claim. The Debtors believe that it was not the intention of the claimant asserting these claims to seek more than the asserted Stated Claim, but instead that the discrepancies are based on a misunderstanding as to how to complete the proof of claim form.

11. With very limited exception, the Modified Amount Claims generally fall into two general categories: *First*, certain of the claims are “Double Counting Claims,” in which a claimant asserts that a claim has multiple characteristics (*i.e.* secured, unsecured, and/or priority)—and rather than registering a single claim with multiple, congruent characteristics, the claims register instead shows two or three separate claims. For example, a “Double Counting

Claim” could state a Stated Claim of \$100,000, and in subsequent portions of the form indicate that same “\$100,000” as being secured, unsecured, and entitled to priority. Despite the claimant only asserting a Stated Claim of \$100,000, such claim would currently be registered as \$300,000. ***Second***, certain of the claims are “Property Value Claims,” in which a claimant, when asserting the secured portion of a claim, rather than asserting the amount of the *claim*, asserts the amount of the *property* allegedly securing that claim. For example, a noteholder filing a “Property Value Claim,” in attempting to file a secured claim of \$100,000 in respect of a note allegedly secured by a \$10,000,000 property, would instead indicate a Stated Claim of \$100,000, and a secured claim of \$10,000,000. Despite the claimant only asserting a Stated Claim of \$100,000, such claim would currently be registered as \$10,000,000.

12. Thus, after reviewing the Modified Amount Claims, the Debtors believe that the Modified Amount Claims should be modified to the dollar values indicated in the column titled “MODIFIED CLAIM AMOUNT” on Exhibit A to the Proposed Order. Any failure to modify the Modified Amount Claims, as indicated on Exhibit A to the Proposed Order, will result in the applicable claimants receiving an unwarranted recovery against the Debtors’ estates, to the detriment of other creditors in these Chapter 11 Cases and in contravention of what the claimants themselves have asserted is the total claim amount. On Exhibit A, the Debtors indicate whether each such Modified Amount Claim is a Double Counting Claim or a Property Value Claim.

13. Accordingly, the Debtors object to the Modified Amount Claims and request entry of the Proposed Order modifying the Modified Amount Claims, as indicated on Exhibit A to the Proposed Order.

B. Redundant Claim

14. The Disputed Claim listed on Exhibit B to the Proposed Order under the heading titled “CLAIM TO BE DISALLOWED & EXPUNGED” (the “Redundant Claim”) asserts amounts that have already been asserted in the proof of claim listed under the heading titled “REMAINING CLAIM” on Exhibit B to the Proposed Order. The Debtors believe that it was not the intention of the claimant asserting these claims to seek a double recovery against the Debtors’ estates. Instead, the filing of the Redundant Claim appears to be a function of the claimant filing multiple (though not identical) proofs of claim on account of a single claim. Regardless of the claimant’s reasons for filing the Redundant Claim, at most, only one claim against the Debtors’ estates should be allowed for the claimant. Any failure to disallow the Redundant Claim will result in the applicable claimant potentially receiving an unwarranted double recovery against the Debtors’ estates, to the detriment of other creditors in these Chapter 11 Cases.

15. Accordingly, the Debtors object to the Redundant Claim and request entry of the Proposed Order disallowing and expunging the Redundant Claim.

RESPONSES TO THIS OBJECTION

16. Any responses to this Objection must be filed **on or before 4:00 p.m. (ET) on October 2, 2018**, in accordance with the procedures set forth in the notice of this Objection.

RESERVATION OF RIGHTS

17. The Debtors reserve the right to adjourn the hearing on any Disputed Claim, and in the event that the Debtors do so, the Debtors will state the same in the agenda for the hearing on that Disputed Claim, which agenda will be served on the applicable claimant.

18. The Debtors and their estates reserve any and all rights to amend, supplement, or otherwise modify this Objection, the Proposed Order, or Exhibit A or B thereto and to file additional objections to any and all claims filed in these Chapter 11 Cases, including, without limitation, any and all of the Disputed Claims and the Remaining Claims. The Debtors and their estates also reserve any and all rights, claims and defenses with respect to any and all of the Disputed Claims and the Remaining Claims, and nothing included in or omitted from this Objection, the Proposed Order, or Exhibit A or B thereto is intended or shall be deemed to impair, prejudice, waive, or otherwise affect any rights, claims, or defenses of the Debtors and their estates with respect to the Disputed Claims and the Remaining Claims.

NOTICE

19. Notice of this Objection has been provided to the following parties: (i) the United States Trustee for the District of Delaware; (ii) counsel to the Committee; (iii) counsel to the Noteholder Group; (iv) counsel to the Unitholder Group; (v) counsel to the DIP lender; (vi) all parties that, as of the filing of this Objection, have requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002;³ and (vii) claimants whose Disputed Claims are subject to this Objection. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

CONCLUSION

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter the Proposed Order, and (b) grant such other and further relief as may be just and proper.

³ In accordance with Local Rule 3007-2, the Debtors have served the parties that, as of the filing of this Motion, have requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002, with the Notice and the Exhibit to the Objection.

Dated: September 18, 2018
Wilmington, Delaware

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

-and-

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

Counsel to the Debtors and Debtors in Possession

**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)

Hrg. Date: October 24, 2018, at 10:00 a.m. (ET)
Obj. Deadline: October 2, 2018, at 4:00 p.m. (ET)

**NOTICE OF DEBTORS' SECOND (2ND) OMNIBUS (SUBSTANTIVE)
OBJECTION TO CLAIMS PURSUANT TO SECTION 502 OF THE
BANKRUPTCY CODE, BANKRUPTCY RULE 3007,
AND LOCAL RULES 3007-1 AND 3007-2**

**PARTIES RECEIVING THIS NOTICE SHOULD LOCATE
THEIR NAMES AND THEIR DISPUTED CLAIMS IDENTIFIED
ON EXHIBITS A AND B TO THE PROPOSED ORDER**

TO: (I) THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL TO THE CREDITORS' COMMITTEE; (III) COUNSEL TO THE NOTEHOLDERS GROUP; (IV) COUNSEL TO THE UNITHOLDERS GROUP; (V) COUNSEL TO THE DIP LENDER; (VI) ALL PARTIES THAT, AS OF THE FILING OF THIS NOTICE, HAVE REQUESTED NOTICE IN THESE CHAPTER 11 CASES PURSUANT TO BANKRUPTCY RULE 2002;² AND (VII) CLAIMANTS WHOSE DISPUTED CLAIMS ARE SUBJECT TO THE OBJECTION

PLEASE TAKE NOTICE that Woodbridge Group of Companies, LLC and its above-captioned affiliated debtors and debtors in possession (each, a "Debtor," and collectively, the "Debtors") have filed the attached *Debtors' Second (2nd) Omnibus (Substantive) Objection to Claims Pursuant to Section 502 of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rules 3007-1 and 3007-2* (the "Objection").³

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.

² In accordance with Local Rule 3007-2, the Debtors have served the parties that, as of the filing of this Notice, have requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002, with this Notice and the Exhibits to the Objection.

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

PLEASE TAKE FURTHER NOTICE that any responses (each, a “Response”) to the relief requested in the Objection must be filed on or before **October 2, 2018, at 4:00 p.m. (ET)** (the “Response Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, any party submitting a Response (each, a “Respondent”) must serve a copy of its Response upon the undersigned counsel to the Debtors so as to be received on or before the Response Deadline.

PLEASE TAKE FURTHER NOTICE that any Response must contain, at a minimum, the following:

- a. a caption setting forth the name of the Court, the above-referenced case number and the title of the Objection to which the Response is directed;
- b. the name of the Respondent and a description of the basis for the amount and classification asserted in the Disputed Claim, if applicable;
- c. a concise statement setting forth the reasons why the particular Disputed Claim should not be disallowed, reclassified or otherwise modified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the claimant will rely in opposing the Objection at any hearing thereon;
- d. all documentation or other evidence of the particular Disputed Claim or asserted amount and classification thereof, to the extent not already included with the proof of claim previously filed, upon which the Respondent will rely in opposing the Objection at any hearing thereon; and
- e. the name, address, telephone number and email address of the person(s) (who may be the Respondent or a legal representative thereof) (i) possessing ultimate authority to reconcile, settle or otherwise resolve the Disputed Claim on behalf of the Respondent and (ii) to whom the Debtors should serve any reply to the Response.

PLEASE TAKE FURTHER NOTICE THAT A HEARING (THE “HEARING”) ON THE OBJECTION WILL BE HELD ON **OCTOBER 24, 2018, AT 10:00 A.M. (ET)** BEFORE THE HONORABLE KEVIN J. CAREY, UNITED STATES BANKRUPTCY JUDGE, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 5TH FLOOR, COURTROOM NO. 5, WILMINGTON, DE 19801.

PLEASE TAKE FURTHER NOTICE THAT, IF YOU ARE A CLAIMANT AND FAIL TO TIMELY FILE AND SERVE A RESPONSE IN ACCORDANCE WITH THE ABOVE REQUIREMENTS, THEN YOU WILL BE DEEMED TO HAVE CONCURRED WITH AND CONSENTED TO THE OBJECTION AND THE RELIEF REQUESTED THEREIN, AND THE DEBTORS WILL PRESENT TO THE COURT, WITHOUT FURTHER NOTICE TO YOU, THE PROPOSED ORDER SUSTAINING THE OBJECTION.

PLEASE TAKE FURTHER NOTICE THAT QUESTIONS CONCERNING THE OBJECTION SHOULD BE DIRECTED TO THE UNDERSIGNED COUNSEL FOR THE DEBTORS, TO THE ATTENTION OF BETSY L. FELDMAN. CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE COURT TO DISCUSS THE MERITS OF THEIR DISPUTED CLAIMS OR THE OBJECTION.

Dated: September 18, 2018
Wilmington, Delaware

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

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

Counsel to the Debtors and Debtors in Possession

EXHIBIT 1

Declaration of Bradley D. Sharp

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**DECLARATION OF BRADLEY SHARP IN SUPPORT OF DEBTORS'
SECOND (2ND) OMNIBUS (SUBSTANTIVE) OBJECTION TO CLAIMS
PURSUANT TO SECTION 502 OF THE BANKRUPTCY CODE,
BANKRUPTCY RULE 3007, AND LOCAL RULES 3007-1 AND 3007-2**

I, BRADLEY D. SHARP, pursuant to 28 U.S.C. § 1746, declare:

1. I am President and CEO of Development Specialists, Inc. ("DSI"), located at 333 S. Grand Avenue, Suite 4070, Los Angeles, California 90071, and the Chief Restructuring Officer of WGC Independent Manager LLC, a Delaware limited liability company ("WGC Independent Manager"), which is the sole manager of debtor Woodbridge Group of Companies, LLC, a Delaware limited liability company and an affiliate of each of the above-captioned debtors and debtors in possession (each, a "Debtor" and collectively, the "Debtors").

2. I have read the *Debtors' Second (2nd) Omnibus (Substantive) Objection to Claims Pursuant to Section 502 of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rules 3007-1 and 3007-2* (the "Objection"),¹ and am directly, or by and through other personnel or representatives of the Debtors, reasonably familiar with the information contained therein, the Proposed Order, and the exhibit attached to the Proposed Order. I am authorized to execute this declaration on behalf of the Debtors.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

3. I am one of the persons responsible for overseeing the claims reconciliation and objection process in these Chapter 11 Cases. Considerable resources and time have been expended in reviewing and reconciling the proofs of claim filed or pending against the Debtors and their estates in these Chapter 11 Cases. The Disputed Claims were carefully reviewed and analyzed in good faith utilizing due diligence by the appropriate personnel and representatives of the Debtors. These efforts resulted in the identification of the Disputed Claims.

4. The information contained in Exhibits A and B to the Proposed Order is true and correct to the best of my knowledge, information and belief.

5. The Debtors have reviewed the proofs of claims for the Modified Amount Claims and determined that the Modified Amount Claims should be modified as provided for on Exhibit A to the Proposed Order in order to prevent the claimants from potentially receiving an unwarranted recovery, to the detriment of other creditors of the Debtors' estates and in contravention of what the claimants themselves have asserted is the total claim amount. Thus, the Debtors seek to modify the value of the Modified Amount Claims, as provided for on Exhibit A to the Proposed Order.

6. Through a review of the claims register in these Chapter 11 Cases, the Debtors have determined that the Redundant Claim identified on Exhibit B to the Proposed Order is redundant of another claim filed in these Chapter 11 Cases. Thus, to prevent the claimant from potentially receiving an unwarranted recovery from the Debtors' estates, the Debtors seek to disallow and expunge the Redundant Claim.

7. I declare under penalty of perjury that the foregoing information is true and correct to the best of my knowledge, information and belief.

Executed on September 18, 2018

/s/ *Bradley D. Sharp*

Bradley D. Sharp

EXHIBIT 2

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 SUSTAINING DEBTORS' SECOND (2ND) OMNIBUS (SUBSTANTIVE)
OBJECTION TO CLAIMS PURSUANT TO SECTION 502 OF THE
BANKRUPTCY CODE, BANKRUPTCY RULE 3007,
AND LOCAL RULES 3007-1 AND 3007-2**

Upon consideration of the *Debtors' Second (2nd) Omnibus (Substantive) Objection to Claims Pursuant to Section 502 of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rules 3007-1 and 3007-2* (the "Objection")² and the Sharp Declaration; and it appearing that this Court has jurisdiction to consider the Objection 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 it appearing that venue of these Chapter 11 Cases and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Objection is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and it appearing that notice

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

of the Objection was good and sufficient upon the particular circumstances and that no other or further notice need be given; and upon the record herein; and after due deliberation thereon and good and sufficient cause appearing therefor; it is hereby **ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Objection is SUSTAINED, as set forth herein.
2. The Modified Amount Claims identified on Exhibit A to the Order are hereby modified to the dollar values indicated in the column titled “MODIFIED CLAIM AMOUNT” on Exhibit A to the Order.
3. The Redundant Claim identified on Exhibit B to the Order is hereby disallowed and expunged in its entirety.
4. The Debtors’ objection to each Disputed Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate Order with respect to each claim. Any stay of this Order pending appeal by any of the claimants subject to this Order shall only apply to the contested matter which involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters covered hereby.
5. Garden City Group, Inc. is directed to modify the official claims register it maintains to comport with the relief granted by this Order.
6. Any and all rights of the Debtors and their estates to amend, supplement, or otherwise modify the Objection and to file additional objections to any and all claims filed in these Chapter 11 Cases, including, without limitation, any and all of the Disputed Claims and the Remaining Claims, shall be reserved. Any and all rights, claims, and defenses of the Debtors and their estates with respect to any and all of the Disputed Claims and the Remaining Claims

shall be reserved, and nothing included in or omitted from the Objection is intended or shall be deemed to impair, prejudice, waive, or otherwise affect any rights, claims, or defenses of the Debtors and their estates with respect to the Disputed Claims and the Remaining Claims.

7. This Court shall retain jurisdiction and power over any and all affected parties with respect to any and all matters, claims or rights arising from or related to the implementation or interpretation of this Order.

Dated: _____, 2018
Wilmington, Delaware

Kevin J. Carey
United States Bankruptcy Judge

EXHIBIT A

Modified Amount Claims

Modified Amount Claims

***Please note, the Debtors disagree that any part of the claims listed below are secured for the reasons set forth in the Disclosure Statement. However, the Debtors do not hereby challenge the secured status of the claims listed below. Instead, the Debtors request that the Court modify the claims only to address the discrepancies in the proofs of claims between the total stated amounts and the other amounts asserted. As set forth in the Objection, the Debtors reserve their rights to challenge, among other things, the asserted secured status at a later date to the extent that ever becomes necessary.**

	NAME	CLAIM NO.	CLAIM AMOUNT	MODIFIED CLAIM AMOUNT	REASON
1	Patricia A. Bennett 1109 West 34th Way Vancouver, WA 98660 Date Filed: December 22, 2017 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	115	Secured: \$1,890,000.00 Total Stated Claim: \$200.00 Total Incorrect Claim Currently on Register: \$1,890,000	Secured: \$200.00 Total Claim: \$200.00	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.
2	Connors, Charles C 2905 Spring Forest Rd Imperial, MO 63052 Date Filed: June 5, 2018 Debtor: Woodbridge Mortgage Investment Fund 3A, LLC	6716	Secured: \$248,390.00 Priority: \$248,390.00 Total Stated Claim: \$248,390.00 Total Incorrect Claim Currently on Register: \$496,780.00	Secured: \$248,390.00 Total Claim: \$248,390.00	Double Counting Claim: Proof of claim asserts a Stated Claim but then counts that Stated Claim as both secured and entitled to priority, with the result being that the Stated Claim is double counted. In addition, section 507(a)(5) of the Bankruptcy Code does not apply because claimant was not an employee. Claim must be modified to match the total stated claim to address the discrepancy.
3	Dox, Hector A. 12026 Water Ridge Dr Oxford, MS 38655 Date Filed: December 29, 2017 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	208	Secured: \$25,000.00 Unsecured: \$384,000.00 Priority: \$409,000.00 Total Stated Claim: \$409,000.00 Total Incorrect Claim Currently on Register: \$818,000.00	Secured: \$25,000.00 Unsecured: \$384,000.00 Total Claim: \$409,000.00	Double Counting Claim: Proof of claim asserts a Stated Claim but then counts that Stated Claim as both secured/unsecured and entitled to priority, with the result being that the Stated Claim is double counted. In addition, section 507(a)(5) of the Bankruptcy Code does not apply because claimant was not an employee. Claim must be modified to match the total stated claim to address the discrepancy.
4	Drenguba, Donald J & Dawn 580 S Brevard Ave #834 Cocoa Beach, FL 32931 Date Filed: January 19, 2018 Debtor: Woodbridge Group of Companies, LLC	387	Secured: \$6,650,000.00 Total Stated Claim: \$25,000.00 Total Incorrect Claim Currently on Register: \$6,650,000.00	Secured: \$25,000.00 Total Claim: \$25,000.00	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.

Modified Amount Claims

***Please note, the Debtors disagree that any part of the claims listed below are secured for the reasons set forth in the Disclosure Statement. However, the Debtors do not hereby challenge the secured status of the claims listed below. Instead, the Debtors request that the Court modify the claims only to address the discrepancies in the proofs of claims between the total stated amounts and the other amounts asserted. As set forth in the Objection, the Debtors reserve their rights to challenge, among other things, the asserted secured status at a later date to the extent that ever becomes necessary.**

	NAME	CLAIM NO.	CLAIM AMOUNT	MODIFIED CLAIM AMOUNT	REASON
5	Elchiness, Nancy 1516 Cravens Ave Unit 16 Torrence, CA 90501 Date Filed: June 18, 2018 Debtor: Woodbridge Mortgage Investment Fund 2, LLC	9044	Secured: \$130,000.00 Admin: \$130,000.00 Total Stated Claim: \$130,000.00 Total Incorrect Claim Currently on Register: \$260,000.00	Secured: \$130,000.00 Total Claim: \$130,000.00	Double Counting Claim: Proof of claim asserts a Stated Claim but then counts that Stated Claim as both secured and entitled to administrative priority, with the result being that the Stated Claim is double counted. In addition, section 503(b)(9) of the Bankruptcy Code does not apply because claimant does not allege any transaction involving goods. Claim must be modified to match the total stated claim to address the discrepancy.
6	Galan, Francisco 3059 Windmill Canyon Dr Clayton, CA 94517 Date Filed: May 21, 2018 Debtor: Woodbridge Mortgage Investment Fund 2, LLC	4510	Secured: \$215,355,000.00 Unsecured: \$265,000.00 Priority: \$265,000.00 Total Stated Claim: \$265,000.00 Total Incorrect Claim Currently on Register: \$215,885,000.00	Secured: \$265,000.00 Total Claim: \$265,000.00	Double Counting Claim: Proof of claim asserts a Stated Claim but then counts that Stated Claim as secured, unsecured, and entitled to priority, with the result being that the Stated Claim is double counted. In addition, section 507(a) of the Bankruptcy Code does not apply because claimant has not alleged any entitlement to a claim under that section. Claim must be modified to match the total stated claim to address the discrepancy.
7	Hu, Yungang 250 Lemon Grove Irvine, CA 92618 Date Filed: February 2, 2018 Debtor: Woodbridge Group of Companies, LLC	633	Secured: \$909,000.00 Total Stated Claim: \$50,000.00 Total Incorrect Claim Currently on Register: \$909,000.00	Secured: \$50,000.00 Total Claim: \$50,000.00	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.

Modified Amount Claims

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	NAME	CLAIM NO.	CLAIM AMOUNT	MODIFIED CLAIM AMOUNT	REASON
8	Hu, Yungang 250 Lemon Grove Irvine, CA 92618 Date Filed: February 2, 2018 Debtor: Woodbridge Group of Companies, LLC	634	Secured: \$19,950,000.00 Total Stated Claim: \$150,000.00 Total Incorrect Claim Currently on Register: \$19,950,000.00	Secured: \$150,000.00 Total Claim: \$150,000.00	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.
9	Ira Services Trust Company CFBO Glen Allen Reidhead PO Box 7080 San Carlos, CA 94070 Date Filed: May 10, 2018 Debtor: Willow Grove Investments and Woodbridge Mortgage Investment Fund 3A, LLC	3531	Secured: \$6,720,000.00 Total Stated Claim: \$70,260.00 Total Incorrect Claim Currently on Register: \$6,720,000.00	Secured: \$70,260.00 Total Claim: \$70,260.00	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.
10	Jaime, Dan 2956 Anawood Way Spring Valley, CA 91978 Date Filed: June 18, 2018 Debtor: Willow Grove Investments, LLC	9141	Secured: \$5,950,000.00 Total Stated Claim: \$26,500.00 Total Incorrect Claim Currently on Register: \$5,976,500.00	Secured: \$26,500.00 Total Claim: \$26,500.00	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.

Modified Amount Claims

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	NAME	CLAIM NO.	CLAIM AMOUNT	MODIFIED CLAIM AMOUNT	REASON
11	Karnegie, Benjamin G & Vivian B Schneider 2416 Salzburg Loop Winter Haven, FL 33884 Date Filed: January 2, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	227	Secured: \$1,005,000.00 Total Stated Claim: \$100,416.66 Total Incorrect Claim Currently on Register: \$1,005,000.00	Secured: \$100,416.66 Total Claim: \$100,416.66	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a value related to the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.
12	Lerner, Naum (Ira) 300 Winston Dr #904 Cliffside Park, NJ 07010 Date Filed: March 29, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	1870	Secured: \$126,409.78 Priority: \$126,409.78 Total Stated Claim: \$126,409.78 Total Incorrect Claim Currently on Register: \$252,819.56	Secured: \$126,409.78 Total Claim: \$126,409.78	Double Counting Claim: Proof of claim asserts a Stated Claim but then counts that Stated Claim as both secured and entitled to priority, with the result being that the Stated Claim is double counted. In addition, sections 507(a)(1)(A) and (a)(1)(B) of the Bankruptcy Code are inapplicable because the claim is based on an investment in the Debtors rather than support obligations. Claim must be modified to match the total stated claim to address the discrepancy.
13	Mahler, Brenda S. 4721 Lucerne Lakes Blvd E, #727 Lake Worth FL 33467 Date Filed: April 20, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	2329	Secured: \$130,000.00 Unsecured: \$130,000.00 Total Stated Claim: \$130,000.00 Total Incorrect Claim Currently on Register: \$260,000.00	Secured: \$130,000.00 Total Claim: \$130,000.00	Double Counting Claim: Proof of claim asserts a Stated Claim but then counts that Stated Claim as both secured and unsecured, with the result being that the Stated Claim is double counted. Claim must be modified to match the total stated claim to address the discrepancy.
14	Maicki, Alan & Ruth 9909 Balsaridge CT Trinity, FL 34655 Date Filed: May 3, 2018 Debtor: Woodbridge Mortgage Investment Fund 4, LLC	2819	Secured: \$253,728.12 Admin: \$253,728.12 Total Stated Claim: \$253,728.12 Total Incorrect Claim Currently on Register: \$507,456.24	Secured: \$253,728.12 Total Claim: \$253,728.12	Double Counting Claim: Proof of claim asserts a Stated Claim but then counts that Stated Claim as both secured and entitled to administrative priority, with the result being that the Stated Claim is double counted. In addition, section 503(b)(9) of the Bankruptcy Code does not apply because claimant does not allege any transaction involving goods. Claim must be modified to match the total stated claim to address the discrepancy.

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	NAME	CLAIM NO.	CLAIM AMOUNT	MODIFIED CLAIM AMOUNT	REASON
15	Mainstar FBO John Flikkie 214 W 9th St, Po Box 420 Onaga, KS 66521 Date Filed: June 19, 2018 Debtor: Woodbridge Mortgage Investment Fund 3A, LLC	9383	Secured: \$200,000.00 Unsecured: \$200,000.00 Total Stated Claim: \$200,000.00 Total Incorrect Claim Currently on Register: \$400,000.00	Secured: \$200,000.00 Total Claim: \$200,000.00	Double Counting Claim: Proof of claim asserts a Stated Claim but then counts that Stated Claim as both secured and unsecured, with the result being that the Stated Claim is double counted. Claim must be modified to match the total stated claim to address the discrepancy.
16	Mainstar FBO Richard J Chaykin 214 W 9th St, Po Box 420 Onaga, KS 66521 Date Filed: May 15, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	3902	Secured: \$9,240,000.00 Unsecured: \$269,228.33 Priority: \$269,288.33 Total Stated Claim: \$269,228.33 Total Incorrect Claim Currently on Register: \$9,778,516.66	Secured: \$269,228.33 Total Claim: \$269,228.33	Property Value Claim and Double Counting Claim: One discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. In addition, even after reducing for that discrepancy, the Stated Claim is still triple counted as being secured, unsecured, and entitled to priority. The claim should not be entitled to priority, as section 507(a)(5) of the Bankruptcy Code does not apply because claimant was not an employee. Claim must be modified to match the total stated claim to address the discrepancy.
17	Mainstar Tr Cust FBO Maria Tortorici 2416 Patricia Ln Mchenry, IL 60050 Date Filed: March 2, 2018 Debtor: Woodbridge Mortgage Investment Fund 3A, LLC	1279	Secured: \$175,900.00 Priority: \$175,900.00 Total Stated Claim: \$175,900.00 Total Incorrect Claim Currently on Register: \$351,800.00	Secured: \$175,900.00 Total Claim: \$175,900.00	Double Counting Claim: Proof of claim asserts a Stated Claim but then counts that Stated Claim as both unsecured and entitled to priority, with the result being that the Stated Claim is double counted. In addition, section 507(a) of the Bankruptcy Code does not apply because claimant has not alleged any entitlement to a claim under that section. Claim must be modified to match the total stated claim to address the discrepancy.

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	NAME	CLAIM NO.	CLAIM AMOUNT	MODIFIED CLAIM AMOUNT	REASON
18	Mattox, Robert F. and Barbara A. 7390 Sugarbush Drive Springhill, FL 34606 Date Filed: December 29, 2017 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	2727	Secured: \$7,425,000.00 Total Stated Claim: \$310,000.00 Total Incorrect Claim Currently on Register: \$7,425,000.00	Secured: \$310,000.00 Total Claim: \$310,000.00	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.
19	Michael Weiner MD PA Profit Sharing Plan C/O Michael Weiner Trustee, 2282 Nw 62nd Dr Boca Raton, FL 33496 Date Filed: March 22, 2018 Debtor: Woodbridge Group of Companies, LLC	1766	Secured: \$4,150,760.00 Unsecured: \$62,260.00 Priority: \$4,150,760.00 Total Stated Claim: \$4,213,020.00 Total Incorrect Claim Currently on Register: \$8,363,780.00	Secured: \$4,150,760.00 Unsecured: \$62,260.00 Total Claim: \$4,213,020.00	Double Counting Claim: Proof of claim asserts a Stated Claim but then counts a significant portion of that Stated Claim as both secured and entitled to priority, with the result being that the Stated Claim is nearly double counted. In addition, section 507(a)(5) of the Bankruptcy Code does not apply because claimant was not an employee. Claim must be modified to match the total stated claim to address the discrepancy.
20	Mitchell, Stephen R. 3027 S Fox Pointe Dr Sarasota Springs, UT 84045 Date Filed: June 8, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	7285	Total Stated Claim: \$2,001,667.00 Total Incorrect Claim Currently on Register: \$2,001,667.00	Total Claim: \$259,277.62	Miscalculation: Proof of claim asserts a total claim of \$2,001,667.00 but documents attached indicate principal is \$200,000.00 and additional claim amount of \$59,277.62 in interest. As such, total stated claim represents a miscalculation and total claim should have been principal plus interest for a total of 259,277.62.
21	Naiman, Bernie Ira 910 16th St, Ste 500 Denver CO 80202 Date Filed: April 17, 2018 Debtor: Woodbridge Mortgage Investment Fund 2, LLC	2239	Secured: \$8,000,000.00 Unsecured: \$5,500,000.00 Total Stated Claim: \$308,125.00 Total Incorrect Claim Currently on Register: \$13,500,000.00	Secured: \$308,125.00 Total Claim: \$308,125.00	Property Value Claim: Proof of claim asserts a secured portion and a general unsecured portion of the claim each significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what values need to be listed, where claimant listed purported values tied to the property purportedly securing the claim rather than the portions of the claim that are secured and unsecured. Claim must be modified to match the total stated claim to address the discrepancy.

Modified Amount Claims

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	NAME	CLAIM NO.	CLAIM AMOUNT	MODIFIED CLAIM AMOUNT	REASON
22	Nielsen, Justin W. 5762 Bolsa Ave Ste 217 Huntington Beach, CA 92649 Date Filed: June 18, 2018 Debtor: Woodbridge Mortgage Investment Fund 4, LLC	9142	Secured: \$5,256,627.00 Total Stated Claim: \$26,500.00 Total Incorrect Claim Currently on Register: \$5,256,627.00	Secured: \$26,500.00 Total Claim: \$26,500.00	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.
23	Olito, Gary B 4233 Mason Ln Sacramento, CA 95821 Date Filed: March 6, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	1394	Secured: \$251,000.00 Priority: \$251,000.00 Total Stated Claim: \$251,000.00 Total Incorrect Claim Currently on Register: \$502,000.00	Secured: \$251,000.00 Total Claim: \$251,000.00	Double Counting Claim: Proof of claim asserts a Stated Claim but then counts that Stated Claim as both unsecured and entitled to priority, with the result being that the Stated Claim is double counted. In addition, section 507(a) of the Bankruptcy Code does not apply because claimant has not alleged any entitlement to a claim under that section. Claim must be modified to match the total stated claim to address the discrepancy.
24	Onesko, Doug E. 144 N Waterside Dr Seneca, SC 29672 Date Filed: June 16, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	8606	Secured: \$219,701.21 Priority: \$219,701.21 Total Stated Claim: \$219,701.21 Total Incorrect Claim Currently on Register: \$439,402.42	Secured: \$219,701.21 Total Claim: \$219,701.21	Double Counting Claim: Proof of claim asserts a Stated Claim but then counts that Stated Claim as both unsecured and entitled to priority, with the result being that the Stated Claim is double counted. In addition, section 507(a)(5) of the Bankruptcy Code does not apply because claimant was not an employee. Claim must be modified to match the total stated claim to address the discrepancy.
25	Onesko, Doug E. 144 N Waterside Dr Seneca, SC 29672 Date Filed: June 16, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	8610	Secured: \$306,000.00 Priority: \$306,000.00 Total Stated Claim: \$306,000.00 Total Incorrect Claim Currently on Register: \$612,000.00	Secured: \$306,000.00 Total Claim: \$306,000.00	Double Counting Claim: Proof of claim asserts a Stated Claim but then counts that Stated Claim as both unsecured and entitled to priority, with the result being that the Stated Claim is double counted. In addition, section 507(a)(5) of the Bankruptcy Code does not apply because claimant was not an employee. Claim must be modified to match the total stated claim to address the discrepancy.

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	NAME	CLAIM NO.	CLAIM AMOUNT	MODIFIED CLAIM AMOUNT	REASON
26	Onesko, Kim M. 144 N Waterside Dr Seneca, SC 29672 Date Filed: June 16, 2018 Debtor: Woodbridge Mortgage Investment Fund 4, LLC	8614	Secured: \$175,000.00 Priority: \$175,000.00 Total Stated Claim: \$175,000.00 Total Incorrect Claim Currently on Register: \$350,000.00	Secured: \$175,000.00 Total Claim: \$175,000.00	Double Counting Claim: Proof of claim asserts a Stated Claim but then counts that Stated Claim as both unsecured and entitled to priority, with the result being that the Stated Claim is double counted. In addition, section 507(a)(5) of the Bankruptcy Code does not apply because claimant was not an employee. Claim must be modified to match the total stated claim to address the discrepancy.
27	Onesko, Kim M. 144 N Waterside Dr Seneca, SC 29672 Date Filed: June 16, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	8616	Secured: \$670,000.00 Priority: \$670,000.00 Total Stated Claim: \$670,000.00 Total Incorrect Claim Currently on Register: \$1,340,000.00	Secured: \$670,000.00 Total Claim: \$670,000.00	Double Counting Claim: Proof of claim asserts a Stated Claim but then counts that Stated Claim as both unsecured and entitled to priority, with the result being that the Stated Claim is double counted. In addition, section 507(a)(5) of the Bankruptcy Code does not apply because claimant was not an employee. Claim must be modified to match the total stated claim to address the discrepancy.
28	Peco, Val And Tamara 2510 NE 51st St Lighthouse Point, FL 33064 Date Filed: December 22, 2017 Debtor: Woodbridge Group of Companies, LLC	127	Secured: \$39,760,000.00 Total Stated Claim: \$183,163.58 Total Incorrect Claim Currently on Register: \$39,760,000.00	Secured: \$183,163.58 Total Claim: \$183,163.58	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.
29	Porter, John F. And Lucille T. Po Box 2 Poulan, GA 31781 Date Filed: June 16, 2018 Debtor: Woodbridge Mortgage Investment Fund 3A, LLC	1436	Secured: \$28,000,000.00 Total Stated Claim: \$100,000.00 Total Incorrect Claim Currently on Register: \$28,000,000.00	Secured: \$100,000.00 Total Claim: \$100,000.00	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.

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	NAME	CLAIM NO.	CLAIM AMOUNT	MODIFIED CLAIM AMOUNT	REASON
30	Poulan United Methodist Church 120 S Cotton St, Po Box 38 Poulan, GA 31781 Date Filed: March 8, 2018 Debtor: Woodbridge Mortgage Investment Fund 2, LLC	1435	Secured: \$2,100,000.00 Total Stated Claim: \$50,000.00 Total Incorrect Claim Currently on Register: \$2,100,000.00	Secured: \$50,000.00 Total Claim: \$50,000.00	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.
31	Russell, Susan F. 4565 Pond Lane Marietta, GA 30062 Date Filed: March 14, 2018 Debtor: Woodbridge Group of Companies, LLC	1623	Secured: \$28,280,000.00 Total Stated Claim: \$70,000.00 Total Incorrect Claim Currently on Register: \$28,280,000.00	Secured: \$70,000.00 Total Claim: \$70,000.00	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.
32	Schneider, Vivian B & Benjamin Karmegie 2416 Salzburg Loop Winter Haven, FL 33884 Date Filed: January 2, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	226	Secured: \$1,005,000.00 Total Stated Claim: \$100,416.66 Total Incorrect Claim Currently on Register: \$1,005,000.00	Secured: \$100,416.66 Total Claim: \$100,416.66	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a value related to the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.

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	NAME	CLAIM NO.	CLAIM AMOUNT	MODIFIED CLAIM AMOUNT	REASON
33	Stephens, James L. 19440 Angel Lane Odessa, FL 33556 Date Filed: March 12, 2018 Debtor: Woodbridge Mortgage Investment Fund 4, LLC	1572	Secured: \$500,000.00 General Unsecured: \$500,000.00 Total Stated Claim: \$500,000.00 Total Incorrect Claim Currently on Register: \$1,000,000.00	Secured: \$500,000.00 Total Claim: \$500,000.00	Double Counting Claim: Proof of claim asserts a Stated Claim but then counts that Stated Claim as both unsecured and secured, with the result being that the Stated Claim is double counted. Claim must be modified to match the total stated claim to address the discrepancy.
34	The Stern 1994 Family Trust Dated 8/24/94 4129 Pindar Way Oceanside Ca 92056 Date Filed: June 1, 2018 Debtor: Woodbridge Mortgage Investment Fund 4, LLC	7013	Secured: \$50,000.00 General Unsecured: \$10,450,000.00 Total Stated Claim: \$50,000.00 Total Incorrect Claim Currently on Register: \$10,500,000.00	Secured: \$50,000.00 Total Claim: \$50,000.00	Property Value Claim: Proof of claim asserts that the unsecured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what unsecured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is unsecured. Claim must be modified to match the total stated claim to address the discrepancy.
35	The Stern 1994 Family Trust Dated 8/24/94 4129 Pindar Way Oceanside Ca 92056 Date Filed: June 1, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	7016	Secured: \$50,000.00 General Unsecured: \$3,910,000.00 Total Stated Claim: \$50,000.00 Total Incorrect Claim Currently on Register: \$3,960,000.00	Secured: \$50,000.00 Total Claim: \$50,000.00	Property Value Claim: Proof of claim asserts that the unsecured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what unsecured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is unsecured. Claim must be modified to match the total stated claim to address the discrepancy.

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	NAME	CLAIM NO.	CLAIM AMOUNT	MODIFIED CLAIM AMOUNT	REASON
36	The Stern 1994 Family Trust Dated 8/24/94 4129 Pindar Way Oceanside Ca 92056 Date Filed: June 1, 2018 Debtor: Woodbridge Mortgage Investment Fund 4, LLC	7014	Secured: \$50,000.00 General Unsecured: \$5,350,000.00 Total Stated Claim: \$50,000.00 Total Incorrect Claim Currently on Register: \$5,400,000.00	Secured: \$50,000.00 Total Claim: \$50,000.00	Property Value Claim: Proof of claim asserts that the unsecured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what unsecured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is unsecured. Claim must be modified to match the total stated claim to address the discrepancy.
37	The Stern 1994 Family Trust Dated 8/24/94 4129 Pindar Way Oceanside Ca 92056 Date Filed: June 1, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	7015	Secured: \$50,000.00 General Unsecured: \$1,850,000.00 Total Stated Claim: \$50,000.00 Total Incorrect Claim Currently on Register: \$1,900,000.00	Secured: \$50,000.00 Total Claim: \$50,000.00	Property Value Claim: Proof of claim asserts that the unsecured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what unsecured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is unsecured. Claim must be modified to match the total stated claim to address the discrepancy.
38	The Stern 1994 Family Trust Dated 8/24/94 4129 Pindar Way Oceanside Ca 92056 Date Filed: June 1, 2018 Debtor: Woodbridge Mortgage Investment Fund 3A, LLC	7017	Secured: \$50,000.00 General Unsecured: \$1,850,000.00 Total Stated Claim: \$50,000.00 Total Incorrect Claim Currently on Register: \$1,900,000.00	Secured: \$50,000.00 Total Claim: \$50,000.00	Property Value Claim: Proof of claim asserts that the unsecured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what unsecured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is unsecured. Claim must be modified to match the total stated claim to address the discrepancy.

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	NAME	CLAIM NO.	CLAIM AMOUNT	MODIFIED CLAIM AMOUNT	REASON
39	Tift, Ted N. 733 Crazy Woman Canyon Rd Buffalo, WY 82834 Date Filed: May 4, 2018 Debtor: Woodbridge Group of Companies, LLC	2991	Secured: \$2,940,000.00 Total Stated Claim: \$100,500.00 Total Incorrect Claim Currently on Register: \$2,940,000.00	Secured: \$100,500.00 Total Claim: \$100,500.00	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.
40	Thompson, Gregory N. & Carol A. 10086 Zenobia Ct Westminster, CO 80031 Date Filed: April 13, 2018 Debtor: Woodbridge Mortgage Investment Fund 3A, LLC	2161	Secured: \$7,350,000.00 Total Stated Claim: \$100,000.00 Total Incorrect Claim Currently on Register: \$7,350,000.00	Secured: \$100,000.00 Total Claim: \$100,000.00	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.
41	Unger, Donald J Unger And Marty G 26740 Quartz Valley Road Evergreen, CO 80439 Date Filed: May 8, 2018 Debtor: Woodbridge Mortgage Investment Fund 2, LLC	3263	Secured: \$7,880,000.00 Total Stated Claim: \$50,250.00 Total Incorrect Claim Currently on Register: \$7,880,000.00	Secured: \$50,250.00 Total Claim: \$50,250.00	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.

Modified Amount Claims

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	NAME	CLAIM NO.	CLAIM AMOUNT	MODIFIED CLAIM AMOUNT	REASON
42	Weaver, Donald H & Kathleen 6214 Alexandria Cir Fort Pierce, FL 34982 Date Filed: May 8, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	3248	Secured: \$100,000.00 Unsecured: \$6,400,000.00 Total Stated Claim: \$100,000.00 Total Incorrect Claim Currently on Register: \$6,500,000.00	Secured: \$100,000.00 Total Claim: \$100,000.00	Property Value Claim: Proof of claim asserts that the unsecured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what unsecured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is unsecured. Claim must be modified to match the total stated claim to address the discrepancy.
43	Welker, Thomas Edward & Julie Anne 9773 Quay Loop Broomfield, CO 80021 Date Filed: May 21, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	4453	Secured: \$5,950,000.00 Total Stated Claim: \$25,135.42 Total Incorrect Claim Currently on Register: \$5,950,000.00	Secured: \$25,135.42 Total Claim: \$25,135.42	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.
44	Wysocki, Joseph E. 1579 Culpepper Dr Naperville, IL 60540 Date Filed: March 2, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	1245	Secured: \$100,000.00 Unsecured: \$907,166.00 Total Stated Claim: \$1,007,166.00 Total Incorrect Claim Currently on Register: \$1,007,166.00	Secured: \$100,000.00 Unsecured: \$7,166.00 Total Claim: \$107,166.00	Property Value Claim: Proof of claim asserts that the unsecured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what unsecured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is unsecured. Claim must be modified to match the total stated claim to address the discrepancy.

Modified Amount Claims

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	NAME	CLAIM NO.	CLAIM AMOUNT	MODIFIED CLAIM AMOUNT	REASON
45	Yu, Judy Jaw Ching 17312 El Cajon Ave Yorba Linda, CA 92886 Date Filed: June 1, 2018 Debtor: Woodbridge Mortgage Investment Fund 4, LLC	6077	Secured: \$2,850,000.00 Total Stated Claim: \$25,000.00 Total Incorrect Claim Currently on Register: \$2,850,000.00	Secured: \$25,000.00 Total Claim: \$25,000.00	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.
46	Ziemann, Oliver L., Jr. & Sharon K. 6060 Sequoia Circle Vero Beach, FL 32967 Date Filed: May 7, 2018 Debtor: Woodbridge Mortgage Investment Fund 4, LLC	3192	Secured: \$24,990,000.00 Total Stated Claim: \$78,125.00 Total Incorrect Claim Currently on Register: \$24,990,000.00	Secured: \$78,125.00 Total Claim: \$78,125.00	Property Value Claim: Proof of claim asserts that the secured portion of the claim is significantly in excess of the total stated claim. Discrepancy appears to be based on a misunderstanding as to what secured value needs to be listed, where claimant listed a purported value of the property purportedly securing the claim rather than the amount of the claim that is secured. Claim must be modified to match the total stated claim to address the discrepancy.

EXHIBIT B

Redundant Claim

Exhibit B**Redundant Claims**

SEQ. NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			REMAINING CLAIM			REASON FOR DISALLOWANCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
1	Schneider, Vivian B & Benjamin Karmegie 2416 Salzburg Loop Winter Haven, FL 33884 Date Filed: May 1, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	2728	Secured: \$1,005,000.00 Total Stated Claim: \$100,416.66	Schneider, Vivian B & Benjamin Karmegie 2416 Salzburg Loop Winter Haven, FL 33884 Date Filed: January 2, 2018 Debtor: Woodbridge Mortgage Investment Fund 4, LLC	226	Secured: \$1,005,000.00 Total Stated Claim: \$100,416.66	Claim is duplicative of the claim referenced in the Remaining Claims column.