

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

In re:

WOODBRIIDGE GROUP OF COMPANIES, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

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

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

**DEBTORS' THIRD (3RD) OMNIBUS (NON-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 B (collectively, the “Disputed Claims”)<sup>2</sup> to the proposed

<sup>1</sup> 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](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

<sup>2</sup> For the avoidance of doubt, the Debtors do not hereby object to any claims listed on Exhibits A or B to the Proposed Order that are identified under the heading titled “REMAINING CLAIMS” (collectively, the “Remaining Claims”), and the term “Disputed Claims” as used herein does not include any such Remaining Claims; provided, however, that the Debtors reserve all rights with respect to the Remaining Claims.

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].

**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**

#### **I. Duplicative Claim**

10. The Disputed Claims listed on Exhibit A to the Proposed Order under the heading titled “CLAIM(S) TO BE DISALLOWED & EXPUNGED” (the “Duplicative Claim”) is duplicative of the proof of claim listed under the heading titled “REMAINING CLAIM(S)” on Exhibit A to the Proposed Order. The Debtors believe that it was not the intention of the claimant asserting these substantively identical claims to seek a double recovery against the Debtors’ estates. Instead, the filing of the Duplicative Claim appears to be a function of the claimants filing two substantively identical proof of claim forms on account of a single claim, or filing the same claim with multiple parties (*e.g.*, the claims and noticing agent in these Chapter 11 Cases, the Debtors, counsel to the Debtors, and/or the Clerk of the Court).<sup>3</sup> Regardless of the claimant’s reasons for filing the Duplicative Claim, at most, only one claim against the Debtors’ estates should be allowed for the claimant. Any failure to disallow the Duplicative Claim will

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<sup>3</sup> For the avoidance of doubt, the Duplicative Claim to which the Debtors hereby object *does not* include claims filed against two or more different Debtors that are otherwise duplicative. *Cf.* Del. Bankr. L.R. 3007-1(d)(i).

result in the applicable claimants potentially receiving an unwarranted double recovery against the Debtors' estates, to the detriment of other creditors in these Chapter 11 Cases.

11. Accordingly, the Debtors object to the Duplicative Claim and request entry of the Proposed Order disallowing and expunging each of the Duplicative Claim.

## **II. Amended Claims**

12. Each of the Disputed Claims listed on Exhibit B to the Proposed Order under the heading titled "CLAIM(S) TO BE DISALLOWED & EXPUNGED" (collectively, the "Amended Claims") have been amended and superseded by subsequently filed proofs of claim listed under the heading titled "REMAINING CLAIM(S)" on Exhibit B to the Proposed Order. The Amended Claims thus no longer represent valid claims against the Debtors' estates. Any failure to disallow the Amended Claims will result in the applicable claimants potentially receiving an unwarranted double recovery against the Debtors' estates, to the detriment of other creditors in these Chapter 11 Cases.

13. Accordingly, the Debtors object to the Amended Claims and request entry of the Proposed Order disallowing and expunging each of the Amended Claims.

### **RESPONSES TO THIS OBJECTION**

14. 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**

15. 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.

16. The Debtors and their estates reserve any and all rights to amend, supplement or otherwise modify this Objection, the Proposed Order, or Exhibits A and 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 Exhibits A and 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**

17. 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;<sup>4</sup> 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.

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<sup>4</sup> 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 Exhibits 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.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

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

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

**NOTICE OF DEBTORS' THIRD (3RD) OMNIBUS (NON-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;<sup>2</sup> 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' Third (3rd) Omnibus (Non-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").<sup>3</sup>

<sup>1</sup> 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](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

<sup>2</sup> 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.

<sup>3</sup> 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, 3<sup>rd</sup> 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)  
Betsy L. Feldman (No. 6410)  
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'  
THIRD (3RD) OMNIBUS (NON-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' Third (3rd) Omnibus (Non-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"),<sup>1</sup> 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.

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<sup>1</sup> 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. Through a review of the claims register in these Chapter 11 Cases, the Debtors have determined that the Duplicative Claim is duplicative of other claims filed in these Chapter 11 Cases. Additionally, the Debtors have determined, based upon a review of the claims register in these Chapter 11 Cases, that the Amended Claims have been amended and superseded by subsequently filed claims. Thus, to prevent the claimants from potentially receiving an unwarranted recovery from the Debtors' estates, the Debtors seek to disallow and expunge the Duplicative Claim and the Amended Claims.

6. 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.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket No. \_\_\_\_

**ORDER SUSTAINING DEBTORS' THIRD (3RD) OMNIBUS (NON-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' Third (3rd) Omnibus (Non-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")<sup>2</sup> 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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<sup>1</sup> 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](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

<sup>2</sup> 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 Duplicative Claim identified on Exhibit A to this Order is hereby disallowed and expunged in its entirety.
3. The Amended Claims identified on Exhibit B to this Order are hereby disallowed and expunged in their 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**

Duplicative Claim

**Exhibit A****Duplicate Claims**

\*Note claimants are listed alphabetically

SEQ. NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			REMAINING CLAIM(S)			REASON FOR DISALLOWANCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
1	Welker, Thomas Edward & Julie Anne 9773 Quay Loop Broomfield, CO 80021  Date Filed: June 19, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	9474	Secured: \$5,950,000.00 Total Claim Asserted: \$25,135.42	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 Claim Asserted: \$25,135.42	Claim is duplicative of the claim referenced in the Remaining Claims column.

**EXHIBIT B**

Amended Claims

**Exhibit B****Amended Claims**

\*Note claimants are listed alphabetically

SEQ. NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			REMAINING CLAIM(S)			REASON FOR DISALLOWANCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
1	Chaykin, Richard J. 5729 115th Drive East Parrish, FL 34219 May 3, 2018 Date Filed: May 3, 2018 Debtor: Woodbridge Group of Companies, LLC	2828	Secured: \$9,240,000.00 Priority: \$268,228.33 Unsecured: \$269,228.33 Total Claim Asserted: \$268,118.33	Chaykin, Richard J. 5729 115th Drive East Parrish, FL 34219 Date Filed: June 18, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	9034	Secured: \$268,118.33 Total Claim Asserted: \$268,118.33	Claim was amended by the claim referenced in the Remaining Claims column.
2	Enfinger, William D. 283 North Park Avenue Dothan, AL 36303 Date Filed: January 25, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	113	Total Claim Asserted: \$50,000,500.00	Enfinger, William D. 283 North Park Avenue Dothan, AL 36303 Date Filed: January 25, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	479	Total Claim Asserted: \$50,250.00	Claim was amended by the claim referenced in the Remaining Claims column.
3	Hunt, Russell H. 2354 Del Mar Road Norco, CA 92860 Date Filed: February 2, 2018 Debtor: Woodbridge Group of Companies, LLC	635	Secured: \$104,000.00 Unsecured: \$59,396,000.00 Total Claim Asserted: \$104,000.00	Hunt, Russell H. 2354 Del Mar Road Norco, CA 92860 Date Filed: February 8, 2018 Debtor: Woodbridge Group of Companies, LLC	727	Secured: \$104,000.00 Unsecured: \$0 Total Claim Asserted: \$104,000.00	Claim was amended by the claim referenced in the Remaining Claims column.
4	Jaime, Dan 2956 Anawood Way Spring Valley, CA 91978 Date Filed: June 18, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	600	Secured: \$5,950,000.00 Priority: \$25,500.00 Total Claim Asserted: \$25,500.00	Jaime, Dan 2956 Anawood Way Spring Valley, CA 91978 Date Filed: June 18, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	9141	Secured: \$5,256,627.00 Total Claim Asserted: \$26,500.00	Claim was amended by the claim referenced in the Remaining Claims column.
5	Mattox, Robert F. and Barbara A. 7390 Sugarbush Drive Springhill, FL 34606 Date Filed: December 29, 2017 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	195	Secured: \$7,425,000.00 Total Claim Asserted: \$310,000.00	Mattox, Robert F. and Barbara A. 7390 Sugarbush Drive Springhill, FL 34606 Date Filed: May 1, 2018 Debtor: Woodbridge Group of Companies, LLC	2727	Secured: \$7,425,000.00 Total Claim Asserted: \$310,000.00	Claim was amended by the claim referenced in the Remaining Claims column.
6	Nielsen, Justin W. 5762 Bolsa Avenue Suite 217 Huntington Beach, CA 92649 Date Filed: February 9, 2018 Debtor: Woodbridge Group of Companies, LLC	792	Secured: \$5,256,627.00 Total Claim Asserted: \$25,500.00	Nielsen, Justin W. 5762 Bolsa Avenue Suite 217 Huntington Beach, CA 92649 Date Filed: June 18, 2018 Debtor: Woodbridge Mortgage Investment Fund 4, LLC	9142	Secured: \$5,256,627.00 Total Claim Asserted: \$26,500.00	Claim was amended by the claim referenced in the Remaining Claims column.
7	Obenhaus, Denise Karla 6311 Wyoming Street Vancouver, WA 98661 Date Filed: May 3, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	2851	Unsecured: \$128,125.00 Total Claim Asserted: \$128,125.00	Obenhaus, Denise Karla 6311 Wyoming Street Vancouver, WA 98661 Date Filed: June 1, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	5948	Unsecured: \$138,729.17 Total Claim Asserted: \$138,729.17	Claim was amended by the claim referenced in the Remaining Claims column.

## Amended Claims

\*Note claimants are listed alphabetically

SEQ. NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			REMAINING CLAIM(S)			REASON FOR DISALLOWANCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
8	Olito, Gary B 4233 Mason Lane Sacramento, CA 95821  Date Filed: February 5, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	672	Secured: \$254,000.00 Priority: \$251,000.00 Unsecured: \$251,000.00 Total Claim Asserted: \$251,000.00	Olito, Gary B 4233 Mason Lane 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 Claim Asserted: \$251,000.00	Claim was amended by the claim referenced in the Remaining Claims column.
9	The Richardson Company Attn: Charles J Brown III, 1201 N. Orange Street, Suite 300 Wilmington, DE 19801  Date Filed: May 7, 2018 Debtor: Woodbridge Mortgage Investment Fund 4, LLC	3094	Secured: \$297,150.00 Priority: \$2,850.00 Total Claim Asserted: \$300,000.00	The Richardson Company, a Tennessee General Partnership Attn: Elaine R. Jordan, General Partner 124 Sand Dollar Street Holden Beach, NC 28462  Date Filed: June 19, 2018 Debtor: Woodbridge Mortgage Investment Fund 4, LLC	9267	Total Claim Asserted: \$306,438.05	Claim was amended by the claim referenced in the Remaining Claims column.
10	Spooner, Dennis and Judy 936 County Road F Willows, CA 95988  Date Filed: June 14, 2018 Debtor: Woodbridge Mortgage Investment Fund 3A, LLC	8080	Total Claim Asserted: \$1,000,000.00	Spooner, Dennis and Judy 936 County Road F Willows, CA 95988  Date Filed: June 15, 2018 Debtor: Woodbridge Mortgage Investment Fund 3A, LLC	8328	Total Claim Asserted: \$100,000.00	Claim was amended by the claim referenced in the Remaining Claims column.
11	Welker, Thomas Edward & Julie Anne 9773 Quay Loop Broomfield, CO 80021  Date Filed: April 23, 2018 Debtor: Woodbridge Mortgage Investment Fund 3, LLC	2379	Secured: \$5,950,000.00 Total Claim Asserted: \$25,677.10	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 Claim Asserted: \$25,135.42	Claim was amended by the claim referenced in the Remaining Claims column.