

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket No. 2903

NOTICE OF STIPULATION

PLEASE TAKE NOTICE that attached hereto as Exhibit A is a copy of the *Stipulation Regarding Contributed Claims Election of Claimant Carolyn K. Liss* (the “Stipulation”) entered into by the above-captioned debtors and debtors in possession (the “Debtors”) and Ms. Liss. Pursuant to the Stipulation, upon the Effective Date² of the Plan and the formation of the Liquidation Trust, Ms. Liss will be deemed, without further action, to have contributed her Contributed Claims to the Liquidation Trust and shall be deemed a Contributing Claimant.

PLEASE TAKE FURTHER NOTICE that, prior to filing this Notice of Stipulation, the Debtors conferred with the Unsecured Creditors’ Committee, the Noteholder Committee, and the Unitholder Committee, each of which confirmed it did not object to the Debtors’ entry into the Stipulation.

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 Capitalized terms used herein, but not otherwise defined, have the meanings given to them in the *First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and Its Affiliated Debtors* [Docket No. 2903, Ex. A] (the “Plan”).

Dated: January 4, 2019
Wilmington, Delaware

/s/ Betsy L. Feldman
YOUNG CONAWAY STARGATT & TAYLOR, LLP
Sean M. Beach (No. 4070)
Edmon L. Morton (No. 3856)
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-and-

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Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Stipulation

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**STIPULATION REGARDING CONTRIBUTED CLAIMS ELECTION
OF CLAIMANT CAROLYN K. LISS**

This Stipulation is entered into by and between, on the one hand, Carolyn K. Liss (“Liss”) and, on the other hand, Woodbridge Group of Companies, LLC *et al.* (the “Debtors,” and with Liss, the “Parties” and each a “Party”).

A. **WHEREAS**, on December 4, 2017, the Debtors commenced voluntary cases under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”);

B. **WHEREAS**, on August 22, 2018, the Debtors filed the *First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors* [Docket No. 2397] (as it may be amended, supplemented, or modified from time to time pursuant to the terms thereof, the “Plan”),² and the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors* [Docket No. 2398] (as it may be amended, supplemented, or modified from time to

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² Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Plan.

time, the “Disclosure Statement”);

C. **WHEREAS**, on August 22, 2018, the Bankruptcy Court entered an order approving the Disclosure Statement and authorizing the Debtors to solicit votes to accept the Plan [Docket No. 2396];

D. **WHEREAS**, on October 26, 2018, the Bankruptcy Court entered an order confirming the Plan [Docket No. 2903];

E. **WHEREAS**, the Plan provides, *inter alia*, that each Holder of a Class 3 Standard Note Claim may agree, by electing on its Ballot, to contribute its Contributed Claims to the Liquidation Trust;

F. **WHEREAS**, Liss holds a Class 3 Standard Note Claim (the “Claim”);

G. **WHEREAS**, pursuant to the order approving the Disclosure Statement, the Debtors mailed a Class 3 Ballot to Liss at her address on record;

H. **WHEREAS**, Liss did not return her Ballot, but she desires to assign her Contributed Claims to the Liquidation Trust and become a Contributing Claimant; and

I. **WHEREAS**, Liss represents and warrants that her Contributed Claims are free and clear of any pledge, lien, security interest, charge, claim, equity, option, proxy, voting restriction, right of first refusal, or other limitation on disposition or encumbrance of any kind that would adversely affect in any way Liss’s ability to contribute such Contributed Claims to the Liquidation Trust.

NOW THEREFORE, the Parties agree as follows:

1. Recitals A through I, inclusive, are true and correct and are an integral part of this Stipulation.

2. Liss shall be deemed to have elected to contribute her Contributed Claims to the Liquidation Trust as if Liss had made such election on her Class 3 Ballot.

3. Liss shall be deemed a Contributing Claimant under the Plan and shall receive the treatment set forth in the Plan (including, without limitation, under Section 3.4 of the Plan) for Holders of Class 3 Standard Note Claims who are Contributing Claimants.

4. The Bankruptcy Court shall have exclusive jurisdiction and power to resolve any dispute arising out of, relating to, or deriving from this Stipulation and has the jurisdiction and power to enter a final order thereon.

[Remainder of page intentionally left blank]

Dated: 1-3, 2019

WOODBIDGE GROUP OF COMPANIES,
LLC, ET AL.

By:  _____

Name: Bradley D. Sharp

Title: Chief Restructuring Officer

CAROLYN K. LISS

Dated: Jan. 3, 2019

WOODBIDGE GROUP OF COMPANIES,
LLC, ET AL.

By: _____

Name: Bradley D. Sharp

Title: Chief Restructuring Officer

CAROLYN K. LISS

Carolyn K. Liss

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