

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

In re:

WOODBIDGE GROUP OF COMPANIES, LLC, *et al.*,¹

Remaining Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Hrg. Date: May 1, 2019 at 10:00 a.m. (ET)

Obj. Deadline: April 11, 2019 at 4:00 p.m. (ET)

**TENTH (10TH) 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 EXHIBIT A
TO THE PROPOSED ORDER**

**BY THIS OBJECTION, THE TRUST IS NOT MODIFYING THE AMOUNT OF ANY
NET NOTE CLAIM OR NET UNIT CLAIM FOR ANY DISPUTED CLAIM
HEREUNDER FROM THE AMOUNTS PREVIOUSLY CALCULATED BY THE
DEBTORS AND SET FORTH ON THE APPLICABLE BALLOT, WHICH EACH
CLAIMANT SUBJECT TO THIS OBJECTION HAS NOT DISPUTED.**

Woodbridge Liquidation Trust (the “Trust”), formed pursuant to the confirmed and effective *First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors* [D.I. 2397] (the “Plan”) in the jointly-administered chapter 11 bankruptcy cases (the “Chapter 11 Cases”) of Woodbridge Group of Companies, LLC and its affiliated debtors (the “Debtors”), hereby files 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

¹ The Remaining Debtors and the last four digits of their respective federal tax identification numbers are as follows: Woodbridge Group of Companies, LLC (3603) and Woodbridge Mortgage Investment Fund 1, LLC (0172). The Remaining Debtors’ mailing address is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423.

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 Exhibit A (collectively, the “Disputed Claims”) to the proposed form of order attached hereto as Exhibit 2 (the “Proposed Order”), and request the entry of the Proposed Order modifying the Disputed Claims, as indicated in further detail below and on Exhibit A to the Proposed Order. In support of this Objection, the Trust relies on the declaration of Bradley D. Sharp (the “Sharp Declaration”), a copy of which is attached hereto as Exhibit 1. In further support of this Objection, the Trust respectfully represents 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 Trust consents 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 3007-2.²

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

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 managed their financial affairs as debtors in possession.

3. The Chapter 11 Cases were jointly administered pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1. No trustee or examiner was appointed in the Chapter 11 Cases.

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 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.

6. 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).

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

8. On August 3, 2018, the Debtors filed 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. 2284] (as subsequently revised, the “Disclosure Statement”). The Disclosure Statement included, as Schedule 3 thereto, a “Schedule of Principal Amounts and Prepetition Distributions,” which set forth the Debtors’ calculation of Net Note Claims³ and Net Unit Claims.⁴ With respect to a small number of claimants, the Debtors subsequently filed a revised Schedule of Principal Amounts and Prepetition Distributions. *See* Docket No. 2639.

9. On August 21, 2018, the Court entered the *Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Scheduling Plan Confirmation Hearing and Approving For and Manner of Related Notice and Objection Procedures, (IV) Approving Solicitation Packages and Procedures and Deadlines for Soliciting, Receiving, and Tabulating Votes on the Plan, and (V) Approving Forms of Ballots and Notice to Non-Voting Classes* [Docket No. 2396] (the “Solicitation Procedures Order”).

10. The Solicitation Procedures Order approved and attached, as Exhibit 2 thereto, forms of ballots, including ballots for Noteholders and Unitholders (each, a “Ballot”). Each Ballot mailed to a Noteholder or Unitholder (other than Excluded Parties, none of whom are the subject

³ The Outstanding Principal Amount of the Note Claims held by a particular Noteholder, minus the aggregate amount of all Prepetition Distributions received by such Noteholder.

⁴ The Outstanding Principal Amount of the Unit Claims held by a particular Unitholder, minus the aggregate amount of all Prepetition Distributions received by such Unitholder.

of this Objection) set forth the amount of such claimant's Net Note Claim and/or Net Unit Claim, as applicable, and explained in bold font that: **"Unless you check the box in this Item 3 indicating that you disagree with the Debtors' calculation, the Net [Note/Unit] Claim set forth in the Schedule of Principal Amounts and Prepetition Distributions will be the amount of your Net [Note/Unit] Claim for purposes of Distributions under the Plan."** Each Ballot provided the option for a claimant to check a box next to bold text stating that: **"The undersigned Claimant DISPUTES the Net [Note/Unit] Claim amounts set forth in the Schedule of Principal Amounts and Prepetition Distributions."**

11. No claimant holding a Disputed Claim subject to this Objection elected to opt out of the Debtors' calculation of such claimant's Net Note Claim and/or Net Unit Claim. Accordingly, pursuant to the Solicitation Procedures Order, those amounts (rather than the amounts in the proofs of claim) are the amounts of the Net Note Claims and Net Unit Claims for purposes of distributions in respect of the Disputed Claims under the Plan.

12. In addition, the Disputed Claims on Exhibit A also assert that the respective claim (or a portion thereof) is entitled to secured and/or priority status. The Plan does not afford such status to Class 3 Standard Note Claims or Class 5 Unit Claims; rather, the Plan's treatment of Class 3 Standard Note Claims and Class 5 Unit Claims is as unsecured claims not entitled to any priority. No Holder of a Disputed Claim (or any Holder of a Claim in Class 3 or Class 5) elected to dispute or otherwise object to such Holder's classification under the Plan.

RELIEF REQUESTED

13. By this Objection, the Trust requests 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, modifying the Disputed Claims, as indicated in further detail below and on Exhibit A to the Proposed Order.

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

OBJECTION TO DISPUTED CLAIMS

15. Each of the Disputed Claims listed on Exhibit A to the Proposed Order is a proof of claim in respect of Notes and/or Units filed by a claimant who did *not* elect to dispute the amount of such claimant's Net Note Claim and/or Net Unit Claim in accordance with the Court's Solicitation Procedures Order. However, because the Bar Date passed before claimants viewed the Disclosure Statement, many claimants filed claims, and included in such claims a claim amount that differed from the amount of the Net Note Claim or Net Unit Claim included in the Schedule of Principal Amounts and Prepetition Distributions. Because these claimants subsequently did not dispute the Debtors' calculation of their Net Claims, the amount set forth in the Disputed Claims have therefore been superseded. The Trust files this Objection simply to ensure that the claims register reflects the correct amount of each Disputed Claim—namely, the undisputed amount of each Net Note Claim or Net Unit Claim. The Disputed Claims on Exhibit A are Disputed Claims that contain an amount that differs from the undisputed Net Claim amount.

16. In addition, the Disputed Claims on Exhibit A also assert that the respective claim (or a portion thereof) is entitled to secured and/or priority status. The Plan does not afford such status to Class 3 Standard Note Claims or Class 5 Unit Claims; rather, the Plan's treatment of Class 3 Standard Note Claims and Class 5 Unit Claims is as unsecured claims not entitled to any priority. No Holder of a Disputed Claim (or any Holder of a Claim in Class 3 or Class 5) elected to dispute

or otherwise object to such Holder's classification under the Plan. Accordingly, no Disputed Claim is entitled to secured and/or priority status.

17. Accordingly, Exhibit A contains Disputed Claims in respect of which the Trust seeks to modify the amount of the Disputed Claim, and to change the status of the Disputed Claim to an unsecured claim not entitled to priority, consistent with the claimant's Class 3 and/or Class 5 (as applicable) treatment under the Plan.

18. To conform the claims register to the Trust's books and records, the Plan, and the respective Ballots submitted by these claimants, the Trust therefore seeks to make modifications to the Disputed Claims, as more specifically set forth on Exhibit A to the Proposed Order with respect to each Disputed Claim, to indicate (i) that each Disputed Claim is in the undisputed amount set forth on the applicable Ballot for the respective Claim and (ii) that none of the Disputed Claims are entitled to secured or priority status.⁵

19. For the avoidance of doubt, pursuant to this Objection, **the Trust is not modifying the amount of any Net Note Claim or Net Unit Claim from the amounts previously calculated by the Debtors and set forth on the applicable Ballot, to which each claimant in respect of a Disputed Claim has not disputed.** Rather, the Trust is modifying the amounts set forth in the proofs of claim for the Disputed Claims to conform to the amounts of the undisputed Net Note Claims and/or Net Unit Claims previously calculated by the Debtors and set forth on the applicable Ballot. **Because no claimant in respect of a Disputed Claim elected to dispute (i) the amount of such claimant's Net Note Claim and/or Net Unit Claim in accordance with the Court's Solicitation**

⁵ Certain of the Disputed Claims on Exhibit A are also subject to the Debtors' previously filed *Fourth (4th) 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* [Docket No. 3380] or the *Fifth (5th) 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* [Docket No. 3381], pursuant to which the Debtors sought to make ministerial changes to modify the creditor name and/or payment address for such claims to conform to the Debtors' books and records.

Procedures Order or (ii) the classification of such Claims as either Class 3 Standard Note Claims or Class 5 Unit Claims, the amounts set forth in the Ballots (rather than the amounts in the proofs of claim) are the amounts of the Net Note Claims and Net Unit Claims for purposes of distributions in respect of the Disputed Claims, and such Claims are not entitled to secured or priority status.

RESPONSES TO THIS OBJECTION

20. Any responses to this Objection must be filed **on or before 4:00 p.m. (ET) on April 11, 2019**, in accordance with the procedures set forth in the notice of this Objection.

RESERVATION OF RIGHTS

21. The Trust reserves the right to adjourn the hearing on any Disputed Claim, and in the event that the Trust does so, the Trust will state the same in the agenda for the hearing on that Disputed Claim, which agenda will be served on the applicable claimant.

22. The Trust reserves any and all rights to amend, supplement, or otherwise modify this Objection, the Proposed Order, or Exhibit A 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. The Trust also reserves any and all rights, claims and defenses with respect to any and all of the Disputed Claims, and nothing included in or omitted from this Objection, the Proposed Order, or Exhibit A thereto is intended or shall be deemed to impair, prejudice, waive, or otherwise affect any rights, claims, or defenses of the Trust with respect to the Disputed Claims.

REQUEST FOR WAIVER

23. Although the Trust does not believe this Objection is one “based on substantive grounds, other than incorrect classification of a claim,” Del. Bankr. L.R. 3007-1(f)(iii), and therefore does not believe that the Objection is required to “include all substantive objections to such claim,” *id.*, or is limited to 150 claims, Del. Bankr. L.R. 3007-1(f)(i), this Objection requests

(out of an abundance of caution) a waiver of Local Rules 3007-1(f)(iii) and (f)(i) to the extent such rules might otherwise be construed to apply. Such a waiver is authorized by Local Rule 1001-1(c), which provides that “[t]he application of these Local Rules in any case or proceeding may be modified by the Court in the interest of justice,” Del. Bankr. L.R. 3007-1(f)(i), and is proper in this instance given that the modifications to the claims register requested by the Trust hereby are ministerial rather than substantive.

NOTICE

24. Notice of this Objection has been provided to the following parties: (i) the United States Trustee for the District of Delaware; (ii) the Trust and its counsel; (iii) any person whose rights are affected by this Objection; and (iv) any Person filing a specific request for notices and papers on and after the Effective Date. The Trust submits that, in light of the nature of the relief requested herein, no other or further notice need be given.

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CONCLUSION

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

Dated: March 28, 2019
Wilmington, Delaware

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Colin R. Robinson

Richard M. Pachulski (CA Bar No. 90073)

Andrew W. Caine (CA Bar No. 110345)

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Counsel to the Liquidation Trust

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

In re:

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

Remaining Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Hrg. Date: May 1, 2019 at 10:00 a.m. (ET)

Obj. Deadline: April 11, 2019 at 4:00 p.m. (ET)

**NOTICE OF TENTH (10TH) 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 EXHIBIT A TO THE PROPOSED ORDER**

**BY THIS OBJECTION, THE TRUST IS NOT MODIFYING THE AMOUNT OF ANY
NET NOTE CLAIM OR NET UNIT CLAIM FOR ANY DISPUTED CLAIM
HEREUNDER FROM THE AMOUNTS PREVIOUSLY CALCULATED BY THE
DEBTORS AND SET FORTH ON THE APPLICABLE BALLOT, WHICH EACH
CLAIMANT SUBJECT TO THIS OBJECTION HAS NOT DISPUTED.**

TO: (I) THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) THE TRUST AND ITS COUNSEL; (III) ANY PERSON FILING A SPECIFIC REQUEST FOR NOTICES AND PAPERS ON AND AFTER THE EFFECTIVE DATE; AND (IV) CLAIMANTS WHOSE DISPUTED CLAIMS ARE SUBJECT TO THE OBJECTION²

PLEASE TAKE NOTICE that the Woodbridge Liquidation Trust (the “Trust”) has filed the attached *Tenth (10th) 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”).³

PLEASE TAKE FURTHER NOTICE that any responses (each, a “Response”) to the relief requested in the Objection must be filed on or before **April 11, 2019, at 4:00 p.m.**

¹ The Remaining Debtors and the last four digits of their respective federal tax identification numbers are as follows: Woodbridge Group of Companies, LLC (3603) and Woodbridge Mortgage Investment Fund 1, LLC (0172). The Remaining Debtors’ mailing address is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423.

² In accordance with Local Rule 3007-2, the Trust has served the parties that, as of the filing of this Notice, have requested notices on and after the Effective Date, with this Notice and the Exhibits to the Objection.

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

(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 Trust 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 Trust should serve any reply to the Response.

PLEASE TAKE FURTHER NOTICE THAT A HEARING (THE “HEARING”) ON THE OBJECTION WILL BE HELD ON MAY 1, 2019, 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, YOU WILL BE DEEMED TO HAVE CONCURRED WITH AND CONSENTED TO THE OBJECTION AND THE RELIEF REQUESTED THEREIN, AND THE TRUST 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 TRUST, TO THE ATTENTION OF JONATHAN M. WEISS. CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE COURT TO DISCUSS THE MERITS OF THEIR DISPUTED CLAIMS OR THE OBJECTION.

Dated: March 28, 2019
Wilmington, Delaware

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Colin R. Robinson

Richard M. Pachulski (CA Bar No. 90073)

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Counsel to the Liquidation Trust

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.*,¹

Remaining Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**DECLARATION OF BRADLEY D. SHARP IN SUPPORT OF TENTH (10TH)
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 4100, Los Angeles, California 90071. Following the “Effective Date” of the *First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and Its Affiliated Debtors* (the “Plan”), DSI has been engaged to provide forensic accounting and financial advisory services to the Woodbridge Wind-Down Entity LLC (the “Wind-Down Entity”) and the Woodbridge Liquidation Trust (the “Trust”).

2. Prior to the “Effective Date” of the Plan, I was the Chief Restructuring Officer (“CRO”) of WGC Independent Manager LLC, a Delaware limited liability company (“WGC Independent Manager”), which was the sole manager of Woodbridge Group of Companies, LLC, a Delaware limited liability company and an affiliate of each of the entities that were debtors and debtors in possession (each, a “Debtor” and collectively, the “Debtors”) in the above-captioned

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jointly administered chapter 11 cases (the “Chapter 11 Cases”). I also was Chief Restructuring Officer of each of the Debtors.

3. On February 13, 2018, the Court entered an order authorizing the Debtors to retain and employ DSI as their restructuring advisor and to designate me as CRO, *nunc pro tunc* to January 26, 2018. In such capacity, I became familiar with the day-to-day operations and financial affairs of the Debtors. I was one of the individuals responsible for devising and implementing the Debtors’ wind-down and liquidation strategies and overseeing the Debtors’ financial and operational affairs. I have been consistently involved in or am familiar with the Debtors’ wind-down activities and development of the Plan.

4. I submit this declaration in support of the *Tenth (10th) 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”).²

5. 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 the 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, the Trust, and the Wind-Down Entity. These efforts resulted in the identification of the Disputed Claims.

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

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

7. Through a review of the claims register maintained by the claims and noticing agent in these Chapter 11 Cases, the Ballots, and the Trust's books and records, the Trust has determined that each of the Disputed Claims listed on Exhibit A to the Proposed Order is a claim in respect of Notes and/or Units filed by a claimant who did not elect to dispute the amount of such claimant's Net Note Claim and/or Net Unit Claim in accordance with the Court's Solicitation Procedures Order, and who did not object to, or otherwise dispute, the classification of such Disputed Claim as a Class 3 Standard Note Claim or Class 5 Unit Claim (which classes are not afforded any secured or priority status under the Plan). Nevertheless, the Disputed Claims set forth a claim amount that differs from the Debtors' calculation of the amount of the respective Net Note Claim and/or Net Unit Claim as set forth on the applicable Ballot. To conform the claims register to the Trust's books and records, the Plan, and the respective Ballots submitted by these claimants, the Objection seeks to make modifications to the Disputed Claims to indicate (i) that each Disputed Claim is in the amount set forth on the applicable Ballot for the respective Net Note Claim and/or Net Unit Claim and (ii) that none of the Disputed Claims are entitled to secured or priority status.

8. 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 March 28, 2019

/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

Remaining Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket No. ____

**ORDER SUSTAINING TENTH (10TH) 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 *Tenth (10th) 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”)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 Trust, its beneficiaries, and other parties in interest; and it appearing that notice 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

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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 these Chapter 11 Cases; 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 Disputed Claims identified on Exhibit A to this Order are hereby modified as set forth on Exhibit A with respect to each such Disputed Claim.
3. The Trust's 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.
4. Garden City Group, Inc. is directed to modify the official claims register it maintains to comport with the relief granted by this Order.
5. To the extent applicable to the Objection, Local Rules 3007-1(f)(i) and (iii) are hereby waived.
6. Any and all rights of the Trust 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, shall be reserved. Any and all rights, claims, and defenses of the Trust with respect to any and all of the Disputed 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 Trust with respect to the Disputed 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: _____, 2019
Wilmington, Delaware

The Honorable Kevin J. Carey
United States Bankruptcy Judge

EXHIBIT A¹

Disputed Claims

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

Exhibit A

| Filed Creditor Name | Modified Creditor Name (if applicable) (See Footnote 1) | Claim Number | Filed Amount (See Footnote 2) | Modified Amount (See Footnote 3) | Filed Status | Modified Status | Reason for Modification |
|---|---|----------------------|--|--|-------------------------------|-------------------|----------------------------|
| MARK S BEACH | | 5777 5778 | 50,250.00 50,291.67 | 82,878.44 | Secured Secured | General Unsecured | See Footnote 4 |
| HERBERT R & JOELLEN BEADLE CO-TR 03/29/11 | | 3526 3527 3528 | 100,000.00 100,000.00 100,000.00 | 248,891.05 | Secured Secured Secured | General Unsecured | See Footnote 4 |
| JOSEPH BEAL AND RUTH A. BEAL | | 8652 | 50,366.67 | 43,994.48 | Secured | General Unsecured | See Footnote 4 |
| DAN J. AND RUTH A. BEASLEY | | 6877 | 100,000.00 | 94,566.67 | Secured | General Unsecured | See Footnote 4 |
| CAROLYN BEATTY | | 7180 | 30,000.00 | 29,908.33 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| MAINSTAR TRUST CUSTODIAN - FBO KATHLEEN M BEATTY T2176219 | | 4812 | 40,411.00 | 38,083.44 | Secured | General Unsecured | See Footnote 4 |
| SUSAN L. BEATTY AND CELIA L. REYNOLDS | | 6860 | 50,458.33 | 48,229.68 | Secured | General Unsecured | See Footnote 4 |
| BEAU VISAGE, INC. | | 6049 | 60,400.00 | 48,328.38 | Secured | General Unsecured | See Footnote 4 |

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- ¹ Pursuant to the Trust's books and records, the Disputed Claim is held in a manner other than as it was filed (i.e., through a legal custodian, jointly by two claimants). The Debtors (pre-Effective Date) objected to such Disputed Claim on that basis (in the Fourth and Fifth Omnibus Objections). For clarity, this Exhibit sets forth both the name of the applicable creditor as filed (the "Filed Creditor Name" column) as well as the name to which the Debtors' previous objections sought to modify the Disputed Claim (the "Modified Creditor Name" column).
- ² This number reflects the amount in which the applicable Disputed Claim was filed.
- ³ This number reflects the amount to which the Trust proposes to modify each Disputed Claim.
- ⁴ In accordance with the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors (the "Plan"), the claim amounts set forth for the Disputed Claims in the "Modified Amount" column represent the Debtors' calculation of the Net Note Claim or Net Unit Claim (as such terms are defined in the Plan) applicable to such Disputed Claim. No claimant in respect of a Disputed Claim herein elected in such claimant's ballot to dispute the amount of such claimant's Net Note Claim or Net Unit Claim. Accordingly, the Trust believes that each such Disputed Claim should be modified to reflect the amount of each undisputed Net Note Claim or Net Unit Claim. In addition, each Disputed Claim herein asserted entitlement to either secured and/or priority status. However, each Disputed Claim herein was classified as either a Class 3 Standard Note Claim or a Class 5 Unit Claim, and no holder of a Disputed Claim listed herein objected to, or otherwise disputed their classification. The Plan does not provide any secured or priority status to Class 3 Standard Note Claims or Class 5 Unit Claims. Accordingly, the Trust believes that each such Disputed Claim should also be modified to clarify that each is an unsecured claim not entitled to priority.

Exhibit A

| Filed Creditor Name | Modified Creditor Name (if applicable) (See Footnote 1) | Claim Number | Filed Amount (See Footnote 2) | Modified Amount (See Footnote 3) | Filed Status | Modified Status | Reason for Modification |
|---|---|-----------------|----------------------------------|--|--|-------------------|----------------------------|
| JOHN BEAVER | | 8484 8485 | 90,000.00 57,000.00 | 131,000.99 | Secured Secured | General Unsecured | See Footnote 4 |
| MAINSTAR-FBO ROBERT W BEAVER | | 7148 | 25,000.00 | 24,426.39 | Secured | General Unsecured | See Footnote 4 |
| PROV. TR GP-FBO JOHN BEAVER IRA | | 8483 | 107,045.00 | 97,012.50 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| ROGER BECK | | 565 | 100,000.00 | 97,833.33 | Secured | General Unsecured | See Footnote 4 |
| THOMAS H & CYNTHIA M BEEBE | | 1 7971 | 100,000.00 100,583.33 | 95,197.25 | Secured Secured/Unsecured | General Unsecured | See Footnote 4 |
| DAVID E BEER | DAVID & LYNN BEER | 703 | 40,000.00 | 40,000.00 | Secured | General Unsecured | See Footnote 4 |
| JUDY BEERBAUM AND JAMES BEERBAUM | | 496 | 50,000.00 | 48,175.00 | Secured | General Unsecured | See Footnote 4 |
| HUSEYIN M BEKIROV | | 2452 2453 | 100,000.00 100,000.00 | 181,919.50 | Secured Secured | General Unsecured | See Footnote 4 |
| PROVIDENT TRUST GROUP, LLC FBO RICHARD E BELDT IRA | | 7165 7167 | 63,144.15 150,713.10 | 179,961.79 | Secured/Unsecured Secured/Unsecured | General Unsecured | See Footnote 4 |
| RICHARD E. BELDT | | 7166 | 65,325.00 | 57,588.23 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| FURMAN L BELIN AND BETTY A BELIN | | 6488 6489 | 25,000.00 25,000.00 | 43,918.72 | Secured Secured | General Unsecured | See Footnote 4 |
| PROVIDENT TRUST GROUP LLC FBO BETTY A BELIN IRA | | 6487 | 280,000.00 | 272,393.33 | Secured | General Unsecured | See Footnote 4 |
| BRIAN BELL | MAINSTAR-FBO BRIAN BELL | 3692 | 46,725.00 | 45,716.52 | Secured | General Unsecured | See Footnote 4 |
| BRIAN BELL | MAINSTAR-FBO BRIAN BELL | 3693 | 101,950.00 | 99,372.93 | Secured | General Unsecured | See Footnote 4 |
| BRIAN BELL | | 3691 | 75,000.00 | 72,739.58 | Secured | General Unsecured | See Footnote 4 |
| EARL WOODROW BELL JR | SUNWEST TR EARL WOODROW BELL JR IRA | 2428 | 200,000.00 | 192,383.33 | Secured | General Unsecured | See Footnote 4 |
| MAINSTAR TRUST CUSTODIAN FBO CAROL DIANE BELL | | 4697 | 25,700.00 | 25,440.26 | Secured | General Unsecured | See Footnote 4 |

Exhibit A

| Filed Creditor Name | Modified Creditor Name (if applicable) (See Footnote 1) | Claim Number | Filed Amount (See Footnote 2) | Modified Amount (See Footnote 3) | Filed Status | Modified Status | Reason for Modification |
|---|---|-----------------|----------------------------------|--|------------------------------|-------------------|----------------------------|
| MARY BELL | | 8908 | 25,000.00 | 25,000.00 | Secured | General Unsecured | See Footnote 4 |
| RONALD W BELTRAN | | 2846 | 260,000.00 | 130,000.00 | Secured | General Unsecured | See Footnote 4 |
| LANI M BELTRANO | | 7243 | 25,000.00 | 23,711.09 | Secured | General Unsecured | See Footnote 4 |
| JOSEPH DEAN BENDER | | 4160 | 80,028.20 | 76,997.76 | Secured | General Unsecured | See Footnote 4 |
| PROV TR GRP FBO MILTON J BENDER ROTH IRA | | 4158 | 37,307.00 | 31,509.82 | Secured | General Unsecured | See Footnote 4 |
| PROVIDENT TRUST GROUP LLC FBO JANE BENDER IRA | | 4159 | 26,758.00 | 23,639.06 | Secured | General Unsecured | See Footnote 4 |
| MARIE BENESEERE | | 8732 | 251,604.16 | 220,833.40 | Secured | General Unsecured | See Footnote 4 |
| MINA A BENNETT | MAINSTAR-FBO MINA BENNETT | 2059 | 115,000.00 | 102,005.02 | Priority | General Unsecured | See Footnote 4 |
| IRA SERVICES TRUST CO CFBO PATRICIA A BENNETT | | 115 6379 | 200.00 44,800.00 | 39,766.67 | Secured Secured/Unsecured | General Unsecured | See Footnote 4 |
| KEMP BENNETT | | 4821 | 50,000.00 | 49,465.28 | Secured | General Unsecured | See Footnote 4 |
| JEROME J BENSMAN & MARILYN J BENSMAN IRREVOCABLE TRUST DATED OCTOBER 8, 2013 | | 813 | 50,000.00 | 49,659.72 | Secured | General Unsecured | See Footnote 4 |
| PATRICIA A BENSON | | 6486 | 85,000.00 | 84,043.75 | Secured | General Unsecured | See Footnote 4 |
| PROVIDENT TRUST GRP LLC FBO PATRICIA A BENSON IRA | | 6492 | 55,700.00 | 52,121.27 | Secured | General Unsecured | See Footnote 4 |
| BENTLEY FAMILY HOLDINGS, LLC / CHARLES BEN | | 8858 | 101,125.00 | 197,083.35 | Secured | General Unsecured | See Footnote 4 |
| CHARLES BENTLEY | | 8845 8850 | 100,874.50 100,874.50 | 75,405.65 | Secured Secured | General Unsecured | See Footnote 4 |
| DENELLE BENTLEY INHERITED IRA MAINSTAR TRUST | MAINSTAR-FBO DENELLE C BENTLEY | 2925 | 645,280.00 | 591,506.67 | Secured | General Unsecured | See Footnote 4 |

Exhibit A

| Filed Creditor Name | Modified Creditor Name (if applicable) (See Footnote 1) | Claim Number | Filed Amount (See Footnote 2) | Modified Amount (See Footnote 3) | Filed Status | Modified Status | Reason for Modification |
|---|---|---------------------|--|--|-------------------------------|-------------------|----------------------------|
| DENELLE BENTLEY INHERITED IRA MAINSTAR TRUST | MAINSTAR-FBO DENELLE C BENTLEY | 2926 | 386,950.00 | 354,753.47 | Secured | General Unsecured | See Footnote 4 |
| LARRY BERDOLL IRA | PROV. TR GP-FBO LARRY BERDOLL IRA | 7328 | 180,000.00 | 59,375.04 | Secured | General Unsecured | See Footnote 4 |
| LARRY BERDOLL IRA | PROV. TR GP-FBO LAWRENCE BERDOLL IRA | 7328 | 180,000.00 | 76,805.56 | Secured | General Unsecured | See Footnote 4 |
| BERG FAMILY 2012 LIVING TRUST DTD 6/21/12 | | 5789 5894 | 161,377.88 60,318.75 | 212,752.57 | Secured Secured | General Unsecured | See Footnote 4 |
| CHRISTOPHER J BERG | | 9297 9298 | 45,609.98 31,400.00 | 20,831.18 | Secured Secured | General Unsecured | See Footnote 4 |
| PHILIP J BERGQUIST | | 7816 | 51,750.00 | 45,008.40 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| WILLIAM EDWARD BERK III | | 770 5759 7967 | 110,000.00 110,000.00 110,000.00 | 105,094.33 | Secured Secured Secured | General Unsecured | See Footnote 4 |
| RITA J BERMAN TRUST | | 7944 | 55,453.75 | 50,647.40 | Secured | General Unsecured | See Footnote 4 |
| REVOCABLE TRUST RHODA BERMON | | 9408 | 201,191.68 | 172,018.30 | Secured | General Unsecured | See Footnote 4 |
| MARYANN BERNARD | | 6816 | 75,464.07 | 69,421.85 | Secured | General Unsecured | See Footnote 4 |
| LOUIS & SHIRLEY BERNARDY | | 6681 | 60,000.00 | 49,708.33 | Secured | General Unsecured | See Footnote 4 |
| HELENE BERNSTIEN | | 8268 | 55,340.32 | 46,178.50 | Secured | General Unsecured | See Footnote 4 |
| LAURA BERNSTEIN | | 1107 | 25,406.26 | 23,722.54 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| DR PATRICK BERRYHILL TRUST | | 882 | 25,000.00 | 24,382.65 | Secured | General Unsecured | See Footnote 4 |
| NORMA JEAN BERTRAND | MAINSTAR-FBO NORMA J BERTRAND | 3360 9774 | 49,350.00 49,350.00 | 46,477.78 | Secured Admin/Secured | General Unsecured | See Footnote 4 |
| JULIE BERTSCH | | 3749 | 25,208.24 | 24,361.09 | Secured/Unsecured | General Unsecured | See Footnote 4 |

Exhibit A

| Filed Creditor Name | Modified Creditor Name (if applicable) (See Footnote 1) | Claim Number | Filed Amount (See Footnote 2) | Modified Amount (See Footnote 3) | Filed Status | Modified Status | Reason for Modification |
|---|---|------------------------------|--|--|--|-------------------|----------------------------|
| IRA SERVICES TRUST COMPANY CFBO JOHN M BERWICK | | 7405 | 29,000.00 | 28,018.83 | Secured | General Unsecured | See Footnote 4 |
| JOHN M & KATHY J BERWICK | | 7404 | 25,000.00 | 23,789.59 | Secured | General Unsecured | See Footnote 4 |
| DAVID DEAN BESELER & MELINDA CAY BESELER | | 76 3280 3281 | 100,000.00 50,000.00 50,000.00 | 98,541.66 | Secured Secured Secured | General Unsecured | See Footnote 4 |
| BETH TORAH SYNAGOGUE | | 884 | 25,000.00 | 23,700.00 | Secured | General Unsecured | See Footnote 4 |
| BETHEL CEMETERY | | 6653 | 125,000.00 | 114,687.50 | Secured | General Unsecured | See Footnote 4 |
| JEAN ANN BETTERLEY TTEE | | 640 | 100,000.00 | 82,655.08 | Secured | General Unsecured | See Footnote 4 |
| DAVID BETTINGER AND MARILYN BETTINGER | | 2529 2530 2531 2533 | 266,041.63 162,250.00 152,000.00 152,000.00 | 637,056.25 | Secured/Unsecured Secured/Unsecured Secured/Unsecured Secured/Unsecured | General Unsecured | See Footnote 4 |
| DAVID R BETTINGER | | 2532 | 51,500.00 | 29,591.67 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| BRUCE A BIGELOW | | 7401 7403 | 30,000.00 50,000.00 | 79,108.33 | Secured Secured | General Unsecured | See Footnote 4 |
| IRA SERVICES TRUST CO CFBO BRUCE A BIGELOW | | 7402 | 78,000.00 | 75,339.27 | Secured | General Unsecured | See Footnote 4 |
| SUSAN BILLS | | 4547 | 25,000.00 | 22,483.28 | Secured | General Unsecured | See Footnote 4 |
| MAINSTAR-FBO JOHN L BILTZ | | 7208 | 100,000.00 | 99,652.78 | Secured | General Unsecured | See Footnote 4 |
| BRUCE BINNS | PROV. TR GP-FBO BRUCE BINNS IRA | 6837 | 100,500.00 | 83,200.00 | Secured | General Unsecured | See Footnote 4 |
| JOHN BIRKMEYER | | 7215 | 42,000.00 | 40,926.67 | Secured | General Unsecured | See Footnote 4 |
| RANDY LEE BIRRENKOTT | | 79 3251 | 112,000.00 112,000.00 | 108,602.68 | Secured Secured | General Unsecured | See Footnote 4 |

Exhibit A

| Filed Creditor Name | Modified Creditor Name (if applicable) (See Footnote 1) | Claim Number | Filed Amount (See Footnote 2) | Modified Amount (See Footnote 3) | Filed Status | Modified Status | Reason for Modification |
|--|---|--|--|--|--|-------------------|----------------------------|
| RICK BIRRENKOTT | | 72 2868 2869 | 275,000.00 275,000.00 275,000.00 | 242,562.53 | Secured Secured Secured | General Unsecured | See Footnote 4 |
| CHRISTIAN HARTMUT AND RICHARD BITZ | | 5804 | 101,477.11 | 100,000.00 | Secured | General Unsecured | See Footnote 4 |
| IRA SVCS TR CO-CFBO DONALD W BLACK IRA | | 9775 | 100,000.00 | 90,326.28 | Secured | General Unsecured | See Footnote 4 |
| RODNEY BLACK | | 7386 7387 7388 | 403,541.66 705,727.86 545,886.39 | 1,337,092.56 | Secured Secured Secured | General Unsecured | See Footnote 4 |
| LARRY W BLACKBURN | | 8523 | 55,000.00 | 52,479.20 | Secured | General Unsecured | See Footnote 4 |
| MAINSTAR TRUST FBO DAVID F BLACKMORE | | 6390 | 99,950.00 | 95,202.37 | Secured | General Unsecured | See Footnote 4 |
| MELISSA BLAINE | MAINSTAR-FBO MELISSA BLAINE | 1604 | 225,000.00 | 203,598.00 | Secured | General Unsecured | See Footnote 4 |
| LAURA L BLAIR | MAINSTAR-FBO LAURA BLAIR | 5802 | 53,929.16 | 46,608.33 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| LAURA BLAIR | | 5803 | 61,150.00 | 56,961.22 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| DALE BLANCO | | 5767 | 150,000.00 | 128,996.44 | Secured | General Unsecured | See Footnote 4 |
| MARLENA BLAVIN | | 8092 | 40,000.00 | 34,270.00 | Secured | General Unsecured | See Footnote 4 |
| PROV TR GP LLC FBO WILLIAM J BLAZEK IRA | | 1145 | 25,000.00 | 19,075.00 | Secured | General Unsecured | See Footnote 4 |
| GERALD A BLEHM | | 2468 2469 | 50,000.00 51,489.60 | 73,732.64 | Secured/Unsecured Secured/Unsecured | General Unsecured | See Footnote 4 |
| KENNETH BLEHM | | 2302 2303 2304 2305 2306 2307 | 155,387.50 206,833.34 103,287.49 123,500.00 139,021.75 156,250.00 | 666,959.04 | Secured/Unsecured Secured/Unsecured Secured/Unsecured Secured/Unsecured Secured/Unsecured Secured/Unsecured | General Unsecured | See Footnote 4 |
| MICHAEL J BLEND AND LESLY C BLEND | | 559 | 50,000.00 | 48,933.33 | Secured | General Unsecured | See Footnote 4 |

Exhibit A

| Filed Creditor Name | Modified Creditor Name (if applicable) (See Footnote 1) | Claim Number | Filed Amount (See Footnote 2) | Modified Amount (See Footnote 3) | Filed Status | Modified Status | Reason for Modification |
|--|---|--------------------------------------|---|--|---|-------------------|----------------------------|
| SANDRA E BLESSMAN | | 7589 | 30,178.75 | 28,737.92 | Secured | General Unsecured | See Footnote 4 |
| JAMES DAVID BLEVINS AND MELANIE ANN BLEVINS | | 2054 | 50,250.00 | 44,735.00 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| ORVILLE & JAN BLEVINS | | 611 | 72,808.52 | 71,291.67 | Secured/Priority | General Unsecured | See Footnote 4 |
| CHARLES C BRIGHT AND SAYURI BLIGHT | | 3769 | 159,184.99 | 149,507.54 | Secured | General Unsecured | See Footnote 4 |
| SAYURI BLIGHT MAINSTAR TRUST IRA | MAINSTAR-FBO SAYURI BLIGHT | 3976 | 108,150.00 | 99,910.42 | Secured | General Unsecured | See Footnote 4 |
| BLINDBURY FAMILY TRUST DATED APRIL 1, 1991 | | 4545 | 50,291.67 | 49,494.44 | Secured | General Unsecured | See Footnote 4 |
| STEPHEN M AND MARIE B BLUE FAMILY TRUST | | 6406 6451 | 51,625.00 51,750.00 | 97,356.97 | Secured/Unsecured Secured/Unsecured | General Unsecured | See Footnote 4 |
| CONSTANCE E BOATWRIGHT | | 5295 | 200,000.00 | 188,700.00 | Secured | General Unsecured | See Footnote 4 |
| PROVIDENT TR GRP LLC FBO CONSTANCE E BOATWRIGHT IRA | | 5297 | 27,780.00 | 26,106.25 | Secured | General Unsecured | See Footnote 4 |
| PROVIDENT TRUST, LLC FBO ALAN BOATZ IRA | | 4372 | 53,074.00 | 45,715.86 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| CHRISTINE M BOCHENSKY | | 4853 | 52,083.34 | 50,000.00 | Secured | General Unsecured | See Footnote 4 |
| MARK J & MARY KAY BOCKENSTETTE | | 3324 | 40,000.00 | 33,400.00 | Secured/Priority/Unsecured | General Unsecured | See Footnote 4 |
| ROBERT & BRADLEY BODINE | | 8539 | 250,000.00 | 242,664.95 | Secured | General Unsecured | See Footnote 4 |
| LELAND H BODMER | | 3023 | 25,000.00 | 23,680.52 | Secured | General Unsecured | See Footnote 4 |
| KRISTINA BOEDEKER | | 5880 | 100,000.00 | 88,567.12 | Secured | General Unsecured | See Footnote 4 |
| THE KENNETH & ROSANNE BOEDEKER RLT | | 6057 | 50,000.00 | 43,200.00 | Secured | General Unsecured | See Footnote 4 |
| RUSSELL W & TERRY BLAKE BOEHM | | 6362 6363 6364 6365 6367 | 100,666.67 50,333.33 50,354.17 100,500.00 50,291.67 | 304,577.83 | Secured/Unsecured Secured/Unsecured Secured/Unsecured Secured/Unsecured Secured/Unsecured | General Unsecured | See Footnote 4 |

Exhibit A

| Filed Creditor Name | Modified Creditor Name (if applicable) (See Footnote 1) | Claim Number | Filed Amount (See Footnote 2) | Modified Amount (See Footnote 3) | Filed Status | Modified Status | Reason for Modification |
|---|---|-----------------|----------------------------------|--|--|-------------------|----------------------------|
| RUSSELL W BOEHM | | 6368 | 50,291.67 | 38,966.64 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| GINGER BOGAN | PROV. TR GP-FBO GINGER BOGAN IRA | 2063 | 66,000.00 | 51,910.44 | Secured | General Unsecured | See Footnote 4 |
| PROV. TR GP-FBO JERRY LEE BOGGS IRA | | 9581 | 174,000.00 | 161,583.17 | Secured | General Unsecured | See Footnote 4 |
| PROVIDENT TRUST GRP LLC FBO MICHELLE BOGGS IRA | | 9321 9327 | 160,000.00 64,300.00 | 146,192.22 | Secured Secured | General Unsecured | See Footnote 4 |
| ROBERT F BOHLANDER | | 4716 | 25,000.00 | 24,368.04 | Secured | General Unsecured | See Footnote 4 |
| MARK D BOLGEN | | 1827 | 200,000.00 | 197,277.77 | Priority | General Unsecured | See Footnote 4 |
| FRANK M BOLON | MAINSTAR-FBO FRANK BOLON | 9280 | 267,255.00 | 204,563.36 | Secured | General Unsecured | See Footnote 4 |
| JULIANNE BOLTZ | | 6453 | 25,833.34 | 24,555.54 | Secured | General Unsecured | See Footnote 4 |
| RONALD O & JOHN M BOLTZ | | 7044 | 41,333.34 | 39,061.09 | Secured | General Unsecured | See Footnote 4 |
| PHILIP BONCARO SR | | 1520 | 25,000.00 | 24,178.49 | Secured | General Unsecured | See Footnote 4 |
| PROVIDENT TR GR FBO HENYA BONETSKY IRA | | 7191 | 60,000.00 | 59,425.00 | Secured | General Unsecured | See Footnote 4 |
| CHRISTOPHER M & ANN M BOOKS | | 7018 7019 | 201,085.04 100,497.31 | 295,938.90 | Secured/Unsecured Secured/Unsecured | General Unsecured | See Footnote 4 |
| GARY & BARB BOOR | | 3682 | 25,000.00 | 24,808.33 | Secured | General Unsecured | See Footnote 4 |
| ELIZABETH BOOTH | | 1411 | 25,000.00 | 24,635.42 | Secured | General Unsecured | See Footnote 4 |
| PAUL E BOOTH | | 8911 | 40,000.00 | 39,005.54 | Secured | General Unsecured | See Footnote 4 |
| SHERRY BORCHERT | | 2220 | 50,000.00 | 49,786.11 | Secured | General Unsecured | See Footnote 4 |
| JAN BORIS BURBA AND NANY L BURBA | | 7624 7627 | 45,243.75 50,270.84 | 89,891.79 | Secured Secured | General Unsecured | See Footnote 4 |
| RAYMOND BORNER | MAINSTAR-FBO RAYMOND BORNER | 9610 | 50,000.00 | 46,895.84 | Secured | General Unsecured | See Footnote 4 |

Exhibit A

| Filed Creditor Name | Modified Creditor Name (if applicable) (See Footnote 1) | Claim Number | Filed Amount (See Footnote 2) | Modified Amount (See Footnote 3) | Filed Status | Modified Status | Reason for Modification |
|---|---|----------------------|---------------------------------------|--|--|-------------------|----------------------------|
| MAINSTAR-FBO STEPHEN R BOROS | | 7918 7921 | 26,125.00 121,708.33 | 121,626.41 | Secured/Unsecured Secured/Unsecured | General Unsecured | See Footnote 4 |
| HASSAN BOROUJERDI MD INC DEFINED BENEFIT PLAN TR | | 2315 | 250,000.00 | 247,187.49 | Secured/Priority | General Unsecured | See Footnote 4 |
| MAINSTAR TRUST CUSTODIAN FBO EDWIN BOSO | | 2098 | 253,169.48 | 236,449.75 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| MAINSTAR TRUST CUSTODIAN FBO PEGGY BOSO | | 2097 | 250,000.00 | 238,906.25 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| IRA SERVICES TRUST CO CFBO CLYDE R BOST | | 8095 | 30,000.00 | 27,410.00 | Secured | General Unsecured | See Footnote 4 |
| IRA SERVICES TRUST COMPANY CFBO SELENA K BOST | | 8096 | 35,500.00 | 33,097.83 | Secured | General Unsecured | See Footnote 4 |
| GEORGE I & MARILYN L BOSTWICK | | 4192 | 48,564.30 | 38,254.40 | Secured | General Unsecured | See Footnote 4 |
| PROV. TR GP-FBO GEORGE I BOSTWICK IRA | | 4193 | 41,117.65 | 32,457.44 | Secured | General Unsecured | See Footnote 4 |
| ELIZABETH E BOTCHIS | ELIZABETH BOTCHIS & JENNIFER HAWTHORNE | 3223 3224 3225 | 50,000.00 50,000.00 60,000.00 | 154,856.03 | Secured Secured Secured | General Unsecured | See Footnote 4 |
| CATHERINE BOTELLO | | 2174 | 300,000.00 | 299,791.67 | Priority | General Unsecured | See Footnote 4 |
| DONALD A. BOTTARO & FLORENCE H. BOTTARO | | 6354 | 276,695.82 | 261,940.98 | Secured | General Unsecured | See Footnote 4 |
| CHERYL J BOTTASS | MAINSTAR-FBO CHERYL J BOTTASS | 1849 1850 | 152,404.94 90,000.00 | 219,218.28 | Secured Secured | General Unsecured | See Footnote 4 |
| JOY A BOTTENFIELD | IRA SVCS TR CO-CFBO JOY BOTTENFIELD | 1177 | 199,829.00 | 197,700.97 | Secured | General Unsecured | See Footnote 4 |
| PROV TR GR FBO RANDY C BOTWINICK | | 8196 8197 8198 | 180,551.28 25,156.25 297,783.59 | 455,320.08 | Secured Secured Secured | General Unsecured | See Footnote 4 |

Exhibit A

| Filed Creditor Name | Modified Creditor Name (if applicable) (See Footnote 1) | Claim Number | Filed Amount (See Footnote 2) | Modified Amount (See Footnote 3) | Filed Status | Modified Status | Reason for Modification |
|---|---|------------------------------|---|--|---|-------------------|----------------------------|
| RANDY C BOTWINICK | | 8192 8193 8194 9043 | 100,625.00 98,612.50 150,937.50 125,781.25 | 445,943.70 | Secured Secured Secured Secured | General Unsecured | See Footnote 4 |
| ROBERT & FRANCINE BOTWINICK | | 8188 8189 8190 8191 | 50,312.50 25,156.25 25,156.25 25,156.25 | 119,843.75 | Secured Secured Secured Secured | General Unsecured | See Footnote 4 |
| SUSAN BOUDREAUX | | 564 | 50,000.00 | 48,975.00 | Secured | General Unsecured | See Footnote 4 |
| BRUCE BOUGHTON | | 274 275 7889 | 176,750.00 176,750.00 175,875.00 | 172,375.00 | Secured/Unsecured Secured/Unsecured Secured | General Unsecured | See Footnote 4 |
| IRA SERVICES TR CO CFBO KIMBERLY F BOURGEOIS IRA | | 5468 | 32,000.00 | 26,915.63 | Secured | General Unsecured | See Footnote 4 |
| GAIL SUSAN BOUSUM | | 1322 1323 | 25,000.00 25,000.00 | 49,788.19 | Secured Secured | General Unsecured | See Footnote 4 |
| KRISTEN ELIZABETH BOWEN | | 4503 | 110,000.00 | 108,224.72 | Secured | General Unsecured | See Footnote 4 |
| RICHARD BOWEN | | 2615 | 100,000.00 | 48,794.43 | Priority/Unsecured | General Unsecured | See Footnote 4 |
| JOHN R & SANDRA K BOWER | | 3012 3013 3014 | 50,500.00 50,500.00 50,500.00 | 127,250.03 | Secured/Unsecured Secured/Unsecured Secured/Unsecured | General Unsecured | See Footnote 4 |
| LEE A BOWERS | | 1972 | 66,553.16 | 63,880.57 | Secured | General Unsecured | See Footnote 4 |
| ROY BOWERS AND EDITH BOWERS | | 566 | 55,000.00 | 53,826.67 | Secured | General Unsecured | See Footnote 4 |
| IRA SVCS TR CO-CFBO JAMES P BOWMAN | | 8004 | 154,500.00 | 151,719.00 | Secured | General Unsecured | See Footnote 4 |
| THE GERALD BOXSTEIN TRUST - 1991 | | 1133 | 25,000.00 | 23,791.67 | Secured | General Unsecured | See Footnote 4 |
| RICHARD A BOYCE | | 8059 | 25,000.00 | 24,266.67 | Secured | General Unsecured | See Footnote 4 |

Exhibit A

| Filed Creditor Name | Modified Creditor Name (if applicable) (See Footnote 1) | Claim Number | Filed Amount (See Footnote 2) | Modified Amount (See Footnote 3) | Filed Status | Modified Status | Reason for Modification |
|--|---|-----------------|----------------------------------|--|--------------------|-------------------|----------------------------|
| JAMES BOYDSTUN | | 3488 | 40,000.00 | 37,120.00 | Secured | General Unsecured | See Footnote 4 |
| MR. & MRS. STEPHEN BOYLE | | 4111 | 70,000.00 | 60,063.83 | Secured | General Unsecured | See Footnote 4 |
| PROVIDENT TG, FBO JOAN E. BOYLE | | 4113 | 125,000.00 | 107,989.61 | Secured | General Unsecured | See Footnote 4 |
| PROVIDENT TG, FBO STEPHEN M. BOYLE | | 4112 | 71,000.00 | 62,025.84 | Secured | General Unsecured | See Footnote 4 |
| JAMES R BRACKMAN | | 4215 | 100,000.00 | 99,047.23 | Secured | General Unsecured | See Footnote 4 |
| VERNON BRACKMAN | | 7217 | 30,000.00 | 29,970.00 | Secured | General Unsecured | See Footnote 4 |
| ELIZABETH BRADFORD | | 2084 | 150,000.00 | 142,156.25 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| VERA & BRYAN BRADFORD | | 7618 | 103,000.00 | 89,731.89 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| SALLY SUE BRADLEY | | 734 3588 | 25,000.00 25,000.00 | 24,697.91 | Secured Secured | General Unsecured | See Footnote 4 |
| STANLEY J BRADLEY | | 2575 | 25,000.00 | 22,102.20 | Secured | General Unsecured | See Footnote 4 |
| STEPHEN J. BRADLEY, IRA C/O PROVIDENT TR GRP | PROV. TR GP-FBO STEPHEN J BRADLEY IRA | 2576 | 488,000.00 | 401,480.30 | Secured | General Unsecured | See Footnote 4 |
| MARIPAZ BRAGADO | | 1750 | 100,000.00 | 49,166.67 | Secured | General Unsecured | See Footnote 4 |
| MILAGROS BRAGADO | | 1751 | 300,000.00 | 147,750.00 | Secured | General Unsecured | See Footnote 4 |
| ROBERT CHARLES BRAKER | | 7188 | 45,834.43 | 37,847.75 | Secured/Priority | General Unsecured | See Footnote 4 |
| MARY LOU & DAVID KENT BRANDEBERY | | 1783 | 206,000.00 | 175,216.67 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| CHERYL BRANDT | MAINSTAR-FBO CHERYL BRANDT | 1341 | 51,800.00 | 46,296.25 | Secured | General Unsecured | See Footnote 4 |
| SUSAN E. BRANTLEY | PROV. TR GP-FBO SUSAN E BRANTLEY IRA | 9012 | 49,000.00 | 41,984.83 | Secured | General Unsecured | See Footnote 4 |
| THE BRANTER FAMILY TRUST 2-7-2001 | | 9290 | 65,000.00 | 57,943.92 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| GILBERT E BRAUN | | 908 | 180,000.00 | 171,902.50 | Secured | General Unsecured | See Footnote 4 |

Exhibit A

| Filed Creditor Name | Modified Creditor Name (if applicable) (See Footnote 1) | Claim Number | Filed Amount (See Footnote 2) | Modified Amount (See Footnote 3) | Filed Status | Modified Status | Reason for Modification |
|---|---|--|--|--|--|-------------------|----------------------------|
| CHARLES E. BRAY AND LESLIE C. BRAY | | 7460 | 50,291.67 | 50,000.00 | Secured | General Unsecured | See Footnote 4 |
| RICHARD R & CATHERINE E BREMER | | 3069 | 50,291.97 | 40,992.54 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| BRUCE B BREMNER AND TREVA A BREMNER | | 534 560 | 100,000.00 100,000.00 | 195,311.10 | Secured Secured | General Unsecured | See Footnote 4 |
| DAVID BREMSON | PROV. TR GP-FBO DAVID BREMSON IRA | 678 | 241,552.21 | 225,693.64 | Secured | General Unsecured | See Footnote 4 |
| LEE BREMSON T O D DAVID BREMSON | | 676 9301 | 100,000.00 100,000.00 | 93,765.97 | Secured Secured | General Unsecured | See Footnote 4 |
| NATALIE L BREMSON AND DAVID B BREMSON | | 677 | 50,000.00 | 46,751.26 | Secured | General Unsecured | See Footnote 4 |
| LOIS BRENNAN | | 5043 5044 | 50,000.00 50,000.00 | 81,966.35 | Secured/Unsecured Secured | General Unsecured | See Footnote 4 |
| LANNY L BRENNER | MAINSTAR-FBO LANNY L BRENNER | 815 | 427,353.81 | 417,216.03 | Secured | General Unsecured | See Footnote 4 |
| PROV TR GP LLC FBO JAMES & SHEILA BRENTON | | 1148 | 30,000.00 | 25,225.00 | Secured | General Unsecured | See Footnote 4 |
| HARRY BREYER REV LIVING TRUST | | 7866 7867 7868 7873 7875 7878 7880 7869 7870 7871 7872 7876 7877 7879 | 201,416.67 201,333.33 201,416.67 201,333.33 100,750.00 201,500.00 201,333.33 201,416.67 201,333.33 100,750.00 201,333.33 201,500.00 201,500.00 201,333.33 | 2,430,533.30 | Secured Secured Secured Secured Secured Secured Secured Secured Secured Secured Secured Secured Secured Secured | General Unsecured | See Footnote 4 |
| KERMIT R BREYER | | 5338 5339 | 89,445.00 11,055.00 | 83,317.67 | Secured/Unsecured Secured/Unsecured | General Unsecured | See Footnote 4 |

Exhibit A

| Filed Creditor Name | Modified Creditor Name (if applicable) (See Footnote 1) | Claim Number | Filed Amount (See Footnote 2) | Modified Amount (See Footnote 3) | Filed Status | Modified Status | Reason for Modification |
|--|---|----------------------|--|--|---|-------------------|----------------------------|
| MARY K BREYER | | 5337 | 25,125.00 | 22,700.00 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| BARRY BRIDGES | | 4615 | 35,000.00 | 31,199.64 | Secured | General Unsecured | See Footnote 4 |
| WILLIAM BRIGHT | PROV. TR GP-FBO WILLIAM BRIGHT IRA | 9500 | 59,896.41 | 48,986.68 | Secured | General Unsecured | See Footnote 4 |
| RONALD E & KATHERINE H BRIM | | 1677 | 80,000.00 | 74,146.67 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| WILLIAM J BRINATI TRUST DATED JANUARY 21, 2010 | | 2225 | 50,000.00 | 42,083.33 | Secured | General Unsecured | See Footnote 4 |
| KENNETH W BRINGLE | | 7206 | 50,000.00 | 47,008.33 | Secured | General Unsecured | See Footnote 4 |
| JANET P BRINK RT 01/19/94- JANET BRINK TR | | 7228 | 50,000.00 | 35,083.22 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| MAINSTAR-FBO JANET P BRINK | | 7224 | 27,561.16 | 21,934.13 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| MAINSTAR-FBO ROGER W BRINK | | 7225 7226 | 30,000.00 84,854.47 | 91,592.57 | Secured/Unsecured Secured/Unsecured | General Unsecured | See Footnote 4 |
| ROGER W & JANET P BRINK | | 7223 7229 7230 | 100,000.00 100,000.00 100,000.00 | 237,745.76 | Secured/Unsecured Secured/Unsecured Secured/Unsecured | General Unsecured | See Footnote 4 |
| ROGER W BRINK | ROGER W BRINK RT 01/19/94- ROGER BRINK TR | 7227 | 50,000.00 | 35,083.22 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| CHRISTINE M BRINTNALL AND TIMOTHY PETER BRINTNALL | | 4550 | 25,145.83 | 22,277.04 | Secured | General Unsecured | See Footnote 4 |
| HORIZON TRUST CO CFBO CHRISTINE M BRINTNALL | | 4549 | 54,648.75 | 52,181.07 | Secured | General Unsecured | See Footnote 4 |
| KENT R BRITTON | | 2561 | 80,400.00 | 69,533.38 | Secured/Unsecured | General Unsecured | See Footnote 4 |
| HOLLY A BROADWAY | | 3467 | 100,000.00 | 87,833.34 | Secured | General Unsecured | See Footnote 4 |
| PROV. TR GP-FBO LINDA J BROCKMAN IRA | | 3243 | 80,000.00 | 71,488.89 | Secured | General Unsecured | See Footnote 4 |
| APRIL BROCKSON | | 5852 | 200,000.00 | 195,933.33 | Secured | General Unsecured | See Footnote 4 |

Exhibit A

| Filed Creditor Name | Modified Creditor Name (if applicable) (See Footnote 1) | Claim Number | Filed Amount (See Footnote 2) | Modified Amount (See Footnote 3) | Filed Status | Modified Status | Reason for Modification |
|---------------------|---|-----------------|----------------------------------|--|----------------------------|-------------------|----------------------------|
| DIANE IRENE BRODAHL | | 2983 | 53,375.00 | | Secured | | |
| | | 2984 | 53,374.99 | 96,395.89 | Secured | General Unsecured | See Footnote 4 |
| CAROL A BRODNAN | | 1293 | 574,499.98 | | Secured | | |
| | | 5453 | 55,416.71 | 42,916.61 | Secured/Priority/Unsecured | General Unsecured | See Footnote 4 |
| CAROL ANN BRODNAN | | 1293 | 574,499.98 | | Secured | | |
| | | 5454 | 71,386.58 | | Secured/Priority/Unsecured | | |
| | | 5455 | 221,666.69 | 219,671.35 | Secured/Priority/Unsecured | General Unsecured | See Footnote 4 |