

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

In re:

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

Remaining Debtors.

Chapter 11

Case No. 17-12560 (BLS)

(Jointly Administered)

Hrg. Date: June 24, 2020 at 9:00 a.m. (ET)

Obj. Deadline: June 3, 2020 at 4:00 p.m. (ET)

**TWENTY-NINTH (29TH) 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 AMOUNT  
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

<sup>1</sup> 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 Thomas P. Jeremiassen (the “Jeremiassen 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.<sup>2</sup>

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<sup>2</sup> 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 Claims<sup>3</sup> and Net Unit Claims.<sup>4</sup> 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

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<sup>3</sup> 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.

<sup>4</sup> 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.<sup>5</sup>

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, which amount 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**

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<sup>5</sup> 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 June 3, 2020**, 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.

*[Remainder of page intentionally left blank.]*

**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: May 20, 2020  
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)

Bradford J. Sandler (DE Bar No. 4142)

Colin R. Robinson (DE Bar No. 5524)

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, DE 19899 (Courier 19801)

Telephone: 302-652-4100

Fax: 302-652-4400

Email: rpachulski@pszjlaw.com

acaine@pszjlaw.com

bsandler@pszjlaw.com

crobinson@pszjlaw.com

-and-

KTBS LAW LLP

*f/k/a 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

Tel: (310) 407-4000

Fax: (310) 407-9090

*Counsel to Woodbridge Liquidation Trust*

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

In re:

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

Remaining Debtors.

Chapter 11

Case No. 17-12560 (BLS)

(Jointly Administered)

Hrg. Date: June 24, 2020 at 9:00 a.m. (ET)

Obj. Deadline: June 3, 2020 at 4:00 p.m. (ET)

**NOTICE OF TWENTY-NINTH (29TH) 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 AMOUNT  
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 OBJECTION<sup>2</sup>

**PLEASE TAKE NOTICE** that the Woodbridge Liquidation Trust (the “Trust”) has filed the attached *Twenty-Ninth (29th) 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>

**PLEASE TAKE FURTHER NOTICE** that any responses (each, a “Response”) to the relief requested in the Objection must be filed on or before **June 3, 2020, at 4:00 p.m. (ET)**

<sup>1</sup> 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.

<sup>2</sup> 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.

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

(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 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 JUNE 24, 2020, AT 9:00 A.M. (ET) BEFORE THE HONORABLE BRENDAN L. SHANNON, UNITED STATES BANKRUPTCY JUDGE, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6TH FLOOR, COURTROOM NO. 1, 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: May 20, 2020  
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)  
Bradford J. Sandler (DE Bar No. 4142)  
Colin R. Robinson (DE Bar No. 5524)  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, DE 19899 (Courier 19801)  
Telephone: 302-652-4100  
Fax: 302-652-4400  
Email: rpachulski@pszjlaw.com  
acaine@pszjlaw.com  
bsandler@pszjlaw.com  
crobinson@pszjlaw.com

-and-

KTBS LAW LLP

*f/k/a 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  
Tel: (310) 407-4000  
Fax: (310) 407-9090

*Counsel to Woodbridge Liquidation Trust*

**EXHIBIT 1**

Declaration of Thomas P. Jeremiassen

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

In re:

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

Remaining Debtors.

Chapter 11

Case No. 17-12560 (BLS)

(Jointly Administered)

**DECLARATION OF THOMAS P. JEREMIASSEN IN SUPPORT OF TWENTY-NINTH  
(29TH) 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, Thomas P. Jeremiassen, pursuant to 28 U.S.C. § 1746, declare:

1. I am a Senior Managing Director 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 supported the Chief Restructuring Officer 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

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<sup>1</sup> 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.

debtors in possession (each, a “Debtor” and collectively, the “Debtors”) in the above-captioned jointly administered chapter 11 cases (the “Chapter 11 Cases”).

3. On February 13, 2018, the Court entered an order authorizing the Debtors to retain and employ DSI as their restructuring advisor. 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 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 *Twenty-Ninth (29th) 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>

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.

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

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



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 May 20, 2020

/s/ Thomas P. Jeremiassen  
Thomas P. Jeremiassen

**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>

Remaining Debtors.

Chapter 11

Case No. 17-12560 (BLS)

(Jointly Administered)

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

**ORDER SUSTAINING TWENTY-NINTH (29TH) 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 *Twenty-Ninth (29th) 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 Jeremiassen 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 of these Chapter 11 Cases; and after due deliberation thereon and good and

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<sup>1</sup> 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.

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

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.

**EXHIBIT A**<sup>1</sup>

Disputed Claims

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<sup>1</sup> 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
MAINSTAR TRUST CFBO NATALIE L RUBACHA ROTH IRA		5768	25,000.00	24,026.04	Secured	General Unsecured	See Footnote 4
SOPHIA RUBEL AND LINDA VALENTINO		6978 9248	50,378.13 50,378.13	46,940.62	Secured Secured	General Unsecured	See Footnote 4
TODD & BARBARA RUBENSTEIN		2323	25,000.00	23,874.96	Secured	General Unsecured	See Footnote 4
VALERIE RUBENSTEIN		2649	30,000.00	29,404.17	Secured	General Unsecured	See Footnote 4
FRAN RUBIN AND MARK RUBIN		6825	30,247.50	16,991.66	Secured	General Unsecured	See Footnote 4
HOWARD D & CINDY M RUBIN		7419	30,000.00	29,635.00	Secured	General Unsecured	See Footnote 4
HOWARD RUBIN		6650 8143	140,880.00 140,880.00	115,955.33	Secured Secured	General Unsecured	See Footnote 4
DIANE RUBY		1718	30,000.00	29,870.83	Secured	General Unsecured	See Footnote 4
HAROLD M RUECKERT		3635	25,000.00	23,605.17	Secured	General Unsecured	See Footnote 4

<sup>1</sup> 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).

<sup>2</sup> This number reflects the amount in which the applicable Disputed Claim was filed.

<sup>3</sup> This number reflects the amount to which the Trust proposes to modify each Disputed Claim.

<sup>4</sup> 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
NELLIE T RUELOS		2002	33,000.00	31,267.50	Secured	General Unsecured	See Footnote 4
PROVIDENT TRUST GROUP LLC FBO NELLIE T RUELOS IRA		2000 2001	28,000.00 25,000.00		Secured Secured	General Unsecured	See Footnote 4
KENNETH J RUHLAND		5571	52,000.00	49,585.05	Secured	General Unsecured	See Footnote 4
KENNETH J RUHLAND	HORIZON TR CO-FBO KENNETH RUHLAND	5572	91,631.42	83,056.10	Secured/Unsecured	General Unsecured	See Footnote 4
JUAN B RUIZ		436	58,500.00	57,598.12	Secured/Unsecured	General Unsecured	See Footnote 4
ANGELA RULAND		8724	100,504.16	79,154.75	Secured	General Unsecured	See Footnote 4
RHONDA L RUND	PROV. TR GP-FBO RHONDA RUND IRA	2487	28,000.00	26,350.34	Secured	General Unsecured	See Footnote 4
ROGER F RUND	PROV. TR GP-FBO ROGER RUND IRA	2489	44,750.00	42,083.65	Secured	General Unsecured	See Footnote 4
ALFRED E RUSHING REVOCABLE TRUST AND GERALDINE F RUSHING REVOCABLE TRUST		855 856	150,000.00 100,000.00		Secured Secured	General Unsecured	See Footnote 4
EDWIN H & RUTHE J RUSSELL		2296	50,000.00	45,816.67	Secured	General Unsecured	See Footnote 4
SUSAN F RUSSELL		1623	70,000.00	68,271.40	Secured	General Unsecured	See Footnote 4
THE FOURTH AMENDMENT AND COMPLETE RESTATEMENT TO THE JEFFREY S RUSSEL TRUST BY INSTRUMENT DATED MAY 3, 2000		3762	50,250.00	48,050.00	Secured	General Unsecured	See Footnote 4
MAINSTAR-FBO MARY DIANE RUTHERFORD		6358	42,000.00	38,962.00	Secured	General Unsecured	See Footnote 4
KENNETH D RUTZ & BERNICE J RUTZ		394 395	600,000.00 460,000.00		Secured Secured	General Unsecured	See Footnote 4
JOHN M RYAN JR		7287 7288	100,000.00 100,000.00		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
KATHLEEN A RYAN		6421	109,916.61	88,317.92	Secured/Unsecured	General Unsecured	See Footnote 4
MAINSTAR TRUST, CUSTODIAN FBO MYRA RYE-MYERS #TW003963		7831	37,000.00	36,088.13	Secured	General Unsecured	See Footnote 4
ROBERT M SABINE (DECEASED) & ARNOLD D PFEIFFER		3045	101,000.00	94,839.00	Secured	General Unsecured	See Footnote 4
DAVID D AND LANA KAY SABOT		9586	150,750.00	138,320.82	Secured	General Unsecured	See Footnote 4
ALI HEIDARI SAEID		8104	150,000.00	148,462.50	Secured	General Unsecured	See Footnote 4
IRA SERVICES TRUST COMPANY CFBO CAROLYN J SAIA IRA		5175	25,000.00	23,848.93	Secured	General Unsecured	See Footnote 4
KINDRA S SAILERS	HORIZON TR CO-FBO KINDRA SUE SAILERS IRA	2278	47,269.66	45,147.49	Secured	General Unsecured	See Footnote 4
HORIZON TR CO-FBO VERNE R SAINT VINCENT		3419	76,375.00	69,483.82	Secured/Unsecured	General Unsecured	See Footnote 4
THE SAINT VINCENT FAMILY TRUST		3418 9780	152,750.00 150,000.00	100,419.37	Secured/Unsecured Secured	General Unsecured	See Footnote 4
YOSHIYUKI SAITO		7646	200,000.00	199,280.55	Secured	General Unsecured	See Footnote 4
MAINSTAR- FBO MICHELE SALADYGA		6809	60,400.00	57,893.33	Secured/Unsecured	General Unsecured	See Footnote 4
MAINSTAR- FBO THOMAS SALADYGA		6807 6815 6817	50,375.00 156,162.50 86,573.33	266,943.64	Secured/Unsecured Secured/Unsecured Secured/Unsecured	General Unsecured	See Footnote 4
IRA SVCS TR CO-CFBO JOSEFINA SALANGA IRA		9807	90,512.49	90,512.49	Admin	General Unsecured	See Footnote 4
RICHARD L & KELLY R SALBER		215 8324	110,000.00 110,000.00	96,580.00	Secured Secured	General Unsecured	See Footnote 4
MAGDALENA L & DELARDO G SALINAS		1463 8545	65,000.00 65,000.00	62,684.79	Secured Secured	General Unsecured	See Footnote 4
THOMAS J SALVESTRINI IRA	PROV. TR GP- FBO THOMAS J SALVESTRINI IRA	8441	100,000.00	91,679.80	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
GERALD AND CARMELLA C. SALVUCCI TRUST		1078	150,875.00	133,483.85	Secured/Unsecured	General Unsecured	See Footnote 4
LYNN SAMI		8330	32,025.00	27,845.83	Secured	General Unsecured	See Footnote 4
ANNA LIZA SAN DIEGO	MAINSTAR-FBO ANNA L SAN DIEGO	9081	77,000.00	76,580.78	Secured	General Unsecured	See Footnote 4
HAIDEE & ADRIAN JAMES SANCHEZ		8490	200,000.00	194,833.33	Secured	General Unsecured	See Footnote 4
MARGARITA SANCHEZ		8296	25,000.00	23,541.67	Secured	General Unsecured	See Footnote 4
SANCTUARY HOLDINGS, LLC		5019	25,000.00	23,833.36	Secured	General Unsecured	See Footnote 4
JANE A SANDERS	PROV. TR GP-FBO JANE A SANDERS ICA	6771	114,000.00	108,081.01	Secured	General Unsecured	See Footnote 4
MAINSTAR FBO RAYMOND SANDERS		5769	50,000.00	47,005.55	Secured	General Unsecured	See Footnote 4
RAYMOND SANDERS		5770	100,000.00	91,663.90	Secured	General Unsecured	See Footnote 4
JUDITH B SANDERSON		1961 1962	260,000.00 138,000.00	398,000.00	Secured Secured	General Unsecured	See Footnote 4
RONALD & PATRICIA SANDHOFF		1227 1228 1229	50,000.00 25,000.00 75,000.00	136,612.04	Secured Secured Secured	General Unsecured	See Footnote 4
RUSSELL JON SANDQUIST	PROV. TR GP-FBO RUSSELL J SANDQUIST IRA	2224	77,825.09	56,637.56	Secured/Unsecured	General Unsecured	See Footnote 4
BERNARD F SANNER & SHARON SANNER ROSE		4307	200,000.00	198,277.78	Secured	General Unsecured	See Footnote 4
MARGIA P SATTERFIELD		3506	100,000.00	78,503.49	Secured	General Unsecured	See Footnote 4
ROBERT T SAUNDERS		6393 6394 6395	101,750.02 51,666.65 54,325.00	133,925.63	Secured/Unsecured Secured/Unsecured Secured/Unsecured	General Unsecured	See Footnote 4
PROVIDENT TRUST GROUP, LLC FBO GARY L. SAUTBINE IRA		5590	209,250.00	189,336.37	Secured	General Unsecured	See Footnote 4
MAINSTAR-FBO DAWN SAVAGE		6510	81,316.68	76,417.35	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 TR CUST FBO RICHARD SAVIO		3550	48,000.00	45,391.33	Secured	General Unsecured	See Footnote 4
WILLIAM T SAVOIE AND JANET SAVOIE		592	150,000.00	145,600.00	Secured	General Unsecured	See Footnote 4
MAINSTAR TRUST FOR SHANE SAVOLD	MAINSTAR-FBO SHANE SAVOLD	7261	98,000.00	97,107.11	Secured	General Unsecured	See Footnote 4
TERRENCE L. SAWICKI & MITCHELL D SAWICKI		7377 9753	175,875.00 175,875.00	175,000.00	Secured Secured	General Unsecured	See Footnote 4
HARRIET SAYER		1786 4939	50,000.00 51,250.00		Secured Secured/Unsecured		
AMY B SAYNE		1952	60,000.00	59,588.89	Secured	General Unsecured	See Footnote 4
DOLORES J SCARDINE		7525	25,000.00	24,378.46	Secured	General Unsecured	See Footnote 4
RON SCAROFIL	MAINSTAR-FBO RONALD SCAROFIL	1525	155,000.00	139,962.82	Secured	General Unsecured	See Footnote 4
JOYCE SCARPA		348	25,104.17	24,649.30	Secured	General Unsecured	See Footnote 4
CLARK H SCHABO		3477	25,000.00	24,618.05	Secured	General Unsecured	See Footnote 4
MARK H SCHABO		3476	25,000.00	24,652.77	Secured	General Unsecured	See Footnote 4
TERRY L SCHACKOW		8894	50,000.00	42,017.97	Secured	General Unsecured	See Footnote 4
DAVID SCHAECHTELE		2108	50,000.00	46,373.57	Secured/Unsecured	General Unsecured	See Footnote 4
MAINSTAR TRUST CUSTODIAN FBO DAVID SCHAECHTELE		2109	22,350.95	21,003.67	Secured/Unsecured	General Unsecured	See Footnote 4
ROBERT SCHATNER	PROV. TR GP-FBO ROBERT L SCHATNER IRA	8743	1,428,689.90	479,348.40	Secured	General Unsecured	See Footnote 4
STEPHEN D. SCHEID	PROV. TR GP-FBO STEPHEN D SCHEID IRA	7021	313,039.00	819,169.08	Secured	General Unsecured	See Footnote 4
PAUL M SCHERER		7684	50,333.34	41,772.30	Admin/Secured	General Unsecured	See Footnote 4
JOHN T SCHIEL		7670	125,625.00	104,972.18	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
RICHARD E SCHINDLER & LESLIE A SCHINDLER		8693	50,252.08	47,899.28	Secured/Unsecured	General Unsecured	See Footnote 4
ROBERT & CHERYL SCHLAGE		1276	200,000.00	197,637.50	Secured	General Unsecured	See Footnote 4
		4028	200,000.00		Secured		
		4422	100,000.00		Secured		
		4423	100,000.00		Secured		
PROV. TR GP-FBO JOHN H SCHLAHT IRA		5632	71,810.44	125,160.19	Secured/Unsecured	General Unsecured	See Footnote 4
		5633	82,379.68		Secured/Unsecured		
SCHLATER FAMILY REVOCABLE LIVING TRUST		6422	50,000.00	198,561.10	Secured	General Unsecured	See Footnote 4
		6423	150,000.00		Secured		
STANLEY R SCHLATER	MAINSTAR-FBO STANLEY R SCHLATER	812	42,900.35	42,107.88	Secured	General Unsecured	See Footnote 4
ROBERT A SCHLICHTING		5885	100,000.00	241,714.53	Secured/Unsecured	General Unsecured	See Footnote 4
MICHAEL J AND LYNN D SCHLIES		2646	25,000.00	24,628.46	Secured	General Unsecured	See Footnote 4
KIM L SCHMEHLING		4864	150,000.00	133,850.00	Secured	General Unsecured	See Footnote 4
GARY & BERNICE SCHMELZ		1112	100,000.00	88,187.62	Secured	General Unsecured	See Footnote 4
WALTER R SCHMICK & MARGARET A SCHMICK		3896	65,000.00	112,898.33	Secured	General Unsecured	See Footnote 4
		3905	25,000.00		Secured		
		3915	25,000.00		Secured		
DALE M SCHMIDT		4094	107,000.00	137,004.12	Secured/Unsecured	General Unsecured	See Footnote 4
		4095	54,000.00		Secured/Unsecured		
IRENE H B SCHMIDT		773	100,000.00	91,291.60	Secured	General Unsecured	See Footnote 4
SANDRA SCHMIDT		3961	100,000.00	98,284.71	Secured	General Unsecured	See Footnote 4
SIEGFRIED SCHMIDT		3974	50,000.00	223,971.58	Secured	General Unsecured	See Footnote 4
		3975	50,000.00		Secured		
		3992	100,000.00		Secured		
		3994	50,000.00		Secured		

## 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
THE SCHMIDT FAMILY TRUST		530	250,000.00	243,159.70	Secured	General Unsecured	See Footnote 4
WAYNE & TONI SCHMIDT		1793	210,000.00	203,705.83	Secured	General Unsecured	See Footnote 4
PAMELA SCHMIEDICKE	MAINSTAR-FBO PAMELA SCHMIEDICKE	301	74,500.00	67,400.78	Secured	General Unsecured	See Footnote 4
ROBERT SCHNECK		3365	51,784.73	49,284.73	Secured	General Unsecured	See Footnote 4
ERIN A SCHNEIDER	HORIZON TR CO-FBO ERIN A SCHNEIDER IRA	9077	71,916.08	64,182.21	Secured/Unsecured	General Unsecured	See Footnote 4
MR LEON SCHNEIDER		794 796 797	25,000.00 50,000.00 50,000.00		Secured Secured Secured		
CAROLE SCHOENBERG AND PAUL SCHOENBERG		8658	90,556.88	75,738.75	Secured	General Unsecured	See Footnote 4
CAROL E AND CHAZZ SCHOENFELD		7237 7344	50,000.00 50,000.00	95,242.37	Secured Secured	General Unsecured	See Footnote 4
MARCIA E SCHOENLEIN		2878	51,000.00	44,415.42	Secured	General Unsecured	See Footnote 4
PROV TR GP, LLC FBO ELIZABETH A SCHOENLIEN IRA		7882	68,000.00	59,160.00	Secured	General Unsecured	See Footnote 4
CO-CFBO EUGENE J SCHOOLS	IRA SVCS TR CO-CFBO EUGENE J SCHOOLS	3874	35,000.00	33,771.52	Secured/Unsecured	General Unsecured	See Footnote 4
ELDON D SCHRAG & RUTH M SCHRAGE FAMILY TRUST		9096	60,000.00	56,908.33	Secured	General Unsecured	See Footnote 4
RONALD G & BETTY S SCHROEDER		3502	25,000.00	24,175.00	Secured	General Unsecured	See Footnote 4
ROBERT E & KAREN A SCHROER		2211	200,000.00	198,090.27	Secured	General Unsecured	See Footnote 4
ROBERT AND NANCY SCHULER PROVIDENT TRUST GRP LLC		622	50,000.00	43,872.84	Secured	General Unsecured	See Footnote 4
FBO RITA A SCHULTE IRA		4389	127,250.00	118,201.10	Secured	General Unsecured	See Footnote 4
RITA A SCHULTE		4390	115,000.00	107,956.25	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
ELIZABETH SCHULTZ		1818 1819	25,000.00 100,000.00	121,604.17	Secured Secured	General Unsecured	See Footnote 4
		969 970 985 986 988	42,280.00 42,280.00 42,280.00 50,354.17 50,354.17		Secured Secured Secured Secured Secured		
STEVEN G SCHULTZ	PROV. TR GP-FBO STEVEN G SCHULTZ ROTH IRA			215,992.72		General Unsecured	See Footnote 4
ALAN E. SCHULZ	PROV. TR GP-FBO ALAN SCHULZ IRA	6038	26,933.47	20,743.74	Secured/Priority	General Unsecured	See Footnote 4
CHAD A SCHULZE AND JODY L SCHULZE		819	30,000.00	29,708.33	Secured	General Unsecured	See Footnote 4
JAY A SCHULZE		816	25,000.00	24,100.67	Secured	General Unsecured	See Footnote 4
JERALD SCHULZE	MAINSTAR-FBO JERALD SCHULZE	6425	100,000.00	99,650.00	Secured	General Unsecured	See Footnote 4
JERALD SCHULZE	MAINSTAR-FBO JERALD SCHULZE	6426	61,000.00	60,786.50	Secured	General Unsecured	See Footnote 4
MICHAEL A SCHULZE RT DTD 08/15/98		7824 7826	50,000.00 25,000.00	59,056.00	Secured Secured	General Unsecured	See Footnote 4
VICTORIA A SCHULZE	MAINSTAR-FBO VICTORIA A SCHULZE	822	309,800.00	306,598.73	Secured	General Unsecured	See Footnote 4
JONATHAN SCHWARTZ	MAINSTAR-FBO JONATHAN SCHWARTZ	3851	68,062.01	44,774.61	Secured	General Unsecured	See Footnote 4
JONATHAN SCHWARTZ		3851	68,062.01	18,662.19	Secured	General Unsecured	See Footnote 4
		698 736 7575	25,000.00 25,000.00 25,000.00		Secured Secured Secured		
LINDA SCHWARTZ				24,972.22		General Unsecured	See Footnote 4
MAINSTAR TRUST CUSTODIAN FBO WILLIAM SCHWARTZ #TW003516		2004	251,458.33	232,145.90	Secured/Unsecured	General Unsecured	See Footnote 4
BERTHOLD & ANITA SCHWARZ		4900 4901 4902	102,750.00 25,687.00 25,625.00		Secured/Unsecured Secured/Unsecured Secured/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
ERNEST & BIRGIT SCHWEGEL		8540	30,000.00	27,380.00	Secured	General Unsecured	See Footnote 4
JERRY AND DARLENE SCLATER		1288	25,750.00	23,461.76	Secured	General Unsecured	See Footnote 4
RANDALL SCOFIELD		2065	150,000.00	125,340.26	Secured	General Unsecured	See Footnote 4
RUTH E SCOTT		8231	30,165.00	25,716.67	Secured	General Unsecured	See Footnote 4
SUZANNE W SCOTT		9004	50,000.00	82,568.96	Secured	General Unsecured	See Footnote 4
KARIN V SCOTT TRUSTEE OF THE KARIN V SCOTT TRUST AGREEMENT DATED 5/22/2012		2429 2430	50,291.67 50,291.67	Secured Secured	Secured	General Unsecured	See Footnote 4
FLORENCE ANN SEELIG RECOVERABLE LIVING TRUST		915	25,822.22	24,132.99	Secured	General Unsecured	See Footnote 4
MICHAEL SEELY	MAINSTAR-FBO MICHAEL J SEELY	1354	200,000.00	178,577.83	Secured	General Unsecured	See Footnote 4
EUGENE G SEGER IRREVOCABLE TRUST DATED 7/18/2011		2447	50,000.00	44,391.67	Secured	General Unsecured	See Footnote 4
JOAN E & ELIZABETH A SEGER		7626	100,666.67	76,377.66	Secured	General Unsecured	See Footnote 4
TIM S & MARY K SEGER		2373	100,000.00	89,533.33	Secured	General Unsecured	See Footnote 4
ELEANOR J SEIBEL TTEE CLIFFORD R SEIBEL TTEE U/A DTD 04/11/1991		2119	40,000.00	37,211.06	Secured/Unsecured	General Unsecured	See Footnote 4
SHARON KAY SELF		6616	37,000.00	33,925.00	Secured/Unsecured	General Unsecured	See Footnote 4
SUSAN SELLERS	PROV. TR GP-FBO SUSAN I SELLERS IRA	2804	71,000.00	69,398.56	Admin/Secured/Priority/Unsecured	General Unsecured	See Footnote 4
BRUCE SEMERIA		6636	81,066.66	76,066.68	Secured/Unsecured	General Unsecured	See Footnote 4
MAINSTAR - FBO BRUCE SEMERIA		6638 6640 6643	180,995.83 95,633.33 906,000.00	Secured/Unsecured Secured/Unsecured Secured/Unsecured	Secured/Unsecured	General Unsecured	See Footnote 4
MAINSTAR-FBO MARY BETH SERAFANO		6892	1,000,000.00	982,666.67	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
MAINSTAR TR CUST FBO MARISSA T SERNA-ARAGOZA		475	121,250.00	116,286.78	Secured	General Unsecured	See Footnote 4
LEROY B SERRANO & JOE SERRANO	MAINSTAR-FBO LEROY SERRANO	4457	607,334.72	573,250.00	Secured	General Unsecured	See Footnote 4
MAINSTAR TRUST CFBO STEVEN SERY		5378 5379	150,000.00 100,000.00	236,336.11	Secured Secured	General Unsecured	See Footnote 4
STEVEN J AND SUZAN C SERY		5377	150,000.00	119,283.33	Secured	General Unsecured	See Footnote 4
SADAGOPAN & RADHIKA SADAGOPAN SESHADRI		1721	50,000.00	41,763.83	Secured/Unsecured	General Unsecured	See Footnote 4
PETER SETIAN		851	153,750.00	114,175.00	Secured	General Unsecured	See Footnote 4
MAINSTAR-FBO DONALD G SETTERLOF		7928 7929	148,804.17 124,883.33	240,919.16	Secured/Unsecured Secured/Unsecured	General Unsecured	See Footnote 4
MAINSTAR-FBO MARGARET A SETTERLOF		7930	89,596.88	80,421.06	Secured/Unsecured	General Unsecured	See Footnote 4
SANDRA SETTLEMIRE		8449	95,556.88	82,753.33	Secured	General Unsecured	See Footnote 4
MAINSTAR TRUST CFBO JAMES SEXTON		5160	100,000.00	99,468.99	Secured	General Unsecured	See Footnote 4
PROV. TR GP-FBO JAMES R SEYMOUR IRA		9414	104,820.86	93,606.33	Secured	General Unsecured	See Footnote 4
TIMOTHY G SHAFFER		5042	38,328.66	34,704.21	Secured/Unsecured	General Unsecured	See Footnote 4
RICHARD P SHAFTER		700	175,000.00	175,000.00	Secured	General Unsecured	See Footnote 4
OJ SHAH		309 3238	25,000.00 49,000.00	24,642.35	Secured Admin/Secured	General Unsecured	See Footnote 4
SNEHAL M SHAH & NIPA S SHAH		5812 5813	50,250.00 50,291.67	97,652.77	Secured Secured	General Unsecured	See Footnote 4
SONAL SHAH		308 3240	100,000.00 100,000.00	98,569.43	Secured Admin/Secured	General Unsecured	See Footnote 4
WEIWEI SHAO		411	300,000.00	290,273.33	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
CARRIE SHAPIRO	MAINSTAR-FBO CARRIE SHAPIRO	7340	19,000.00	18,176.67	Secured	General Unsecured	See Footnote 4
SHREE & ANU SHARMA		6440 6441	100,000.00 68,000.00	134,648.20	Secured Secured	General Unsecured	See Footnote 4
KATHY SHASHA, MAINSTAR TRUST IRA	MAINSTAR-FBO KATHY SHASHA	2657	61,045.00	53,666.09	Secured	General Unsecured	See Footnote 4
MARGARET A SHAUGHNESSY		4163	35,029.42	33,164.83	Secured	General Unsecured	See Footnote 4
ANNA SHAVER	MAINSTAR-FBO ANNA SHAVER	1489	180,000.00	163,847.50	Secured	General Unsecured	See Footnote 4
ANNA SHAVER		1504 1505	60,000.00 120,000.00	158,382.50	Secured Secured	General Unsecured	See Footnote 4
DENNIS D SHAW TRUSTEE		3759	270,000.00	259,068.75	Secured/Priority	General Unsecured	See Footnote 4
JEFFREY V SHAW		1109 9716	50,000.00 50,000.00	46,091.67	Secured Secured	General Unsecured	See Footnote 4
MAINSTAR TRUST CUSTODIAN FBO DAWN M SHAW		1931	61,458.35	54,791.33	Secured	General Unsecured	See Footnote 4
PROV TRST GP LLC FBO VIVIAN SHAW IRA		6849	225,282.28	219,979.76	Secured	General Unsecured	See Footnote 4
VIVIAN F SHAW REVOCABLE TRUST		7945	100,550.00	93,683.33	Secured	General Unsecured	See Footnote 4
VIRGINIA A SHEARER		4744	50,000.00	42,881.18	Secured	General Unsecured	See Footnote 4
DAVID A SHEDLOCK		6754	100,500.00	99,650.00	Secured/Unsecured	General Unsecured	See Footnote 4
JEANETTE M SHEEHAN	MAINSTAR-FBO JEANETTE M SHEEHAN	7489	75,040.50	69,506.25	Secured	General Unsecured	See Footnote 4
ROBERT & LINDA SHEETZ		2258	25,000.00	22,708.33	Secured	General Unsecured	See Footnote 4
SCOTT N AND VIKI C SHEFFIELD		2592 2593 2594 2595	50,000.00 50,000.00 50,000.00 100,000.00	229,865.95	Secured Secured Secured Secured	General Unsecured	See Footnote 4

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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
ANJE SHEIN REVOCABLE TRUST		912 913	300,000.00 400,000.00		Secured Secured		
MICHAEL S SHELTON IRA	IRA SVCS TR CO-CFBO MICHAEL S SHELTON IRA	7494	27,000.00	618,944.50	Secured	General Unsecured	See Footnote 4
DARREN SHEN-KAO & PEGGY SHEN		8083	25,000.00	26,266.25	Secured	General Unsecured	See Footnote 4
REAGAN SHEN-KAO & PEGGY SHEN		8082	100,000.00	24,363.21	Secured	General Unsecured	See Footnote 4
TYLER SHEN-KAO & PEGGY SHEN		8081	50,000.00	97,452.79	Secured	General Unsecured	See Footnote 4
DIANE SHEPARD		7834	50,000.00	48,726.38	Secured	General Unsecured	See Footnote 4
PROV. TR GR-FBO DALE E. SHEPARD IRA		3293 9471	76,170.00 76,170.00	48,524.29	Secured	General Unsecured	See Footnote 4
JUDITH SHERMAN ROTH IRA	MAINSTAR-FBO JUDITH SHERMAN	2407	39,046.35	70,334.53	Secured/Unsecured Secured	General Unsecured	See Footnote 4
JUDITH SHERMAN TRADITIONAL IRA	MAINSTAR-FBO JUDITH SHERMAN	2408	42,452.55	36,448.42	Secured	General Unsecured	See Footnote 4
XIAOLIN SHI & LAN DIWU		4397	25,000.00	39,263.56	Secured	General Unsecured	See Footnote 4
IZA SHIMANOVICH	MAINSTAR-FBO IZA SHIMANOVICH	4221	25,000.00	24,312.50	Secured	General Unsecured	See Footnote 4
RITA SHIMANOVICH	MAINSTAR-FBO RITA SHIMANOVICH	4222	25,000.00	23,433.98	Secured	General Unsecured	See Footnote 4
GEORGE P SHIMP		7023	50,000.00	23,434.02	Secured	General Unsecured	See Footnote 4
LILLY A SHIRLEY	MAINSTAR-FBO LILLY A SHIRLEY	4099	269,510.00	50,000.00	Secured	General Unsecured	See Footnote 4
LILLY A SHIRLEY		2753 4098	25,000.00 235,000.00	269,153.65	Secured Secured	General Unsecured	See Footnote 4
SEMEN SHKRABOV AND ELENA KORABELNIKOVA		2928 6628	25,143.83 50,250.00	256,752.07	Secured/Unsecured Secured/Unsecured	General Unsecured	See Footnote 4
ROGER & LAURIE SHOEMAKER		198	55,000.00	68,349.31	Secured	General Unsecured	See Footnote 4
CATHY SHOTZBERGER		7054	25,000.00	53,641.82	Secured	General Unsecured	See Footnote 4
				24,677.07	Secured	General Unsecured	See Footnote 4

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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
HORIZON TR CO-FBO REBECCA SHRECK SEP IRA		5972	95,841.00	90,997.50	Secured/Unsecured	General Unsecured	See Footnote 4
LORRAINE J SHRIVER		4479	50,000.00	43,854.15	Secured	General Unsecured	See Footnote 4
EDWARD W SHUMAN		1865 3245	25,000.00 25,000.00	23,516.67	Secured Secured	General Unsecured	See Footnote 4
LOLA SHURDEN		3830 3831	50,000.00 100,000.00		Secured Secured		
J MORGAN SHUSTER & THERESA C SHUSTER		3546	201,166.67	192,599.31	Secured/Unsecured	General Unsecured	See Footnote 4
FBO: JACQUELINE T-SICKLES	ENTRUST GRP FBO JACQUELINE T-SICKLES	9427	250,000.00	229,166.70	Priority	General Unsecured	See Footnote 4
SANDRA SICORELLA		945	101,380.00	93,773.57	Secured	General Unsecured	See Footnote 4
LINDA SIEBE	MAINSTAR-FBO LINDA SIEBE	515	75,800.00	73,766.03	Secured	General Unsecured	See Footnote 4
PAUL A & SONJA K SIEFRING		3424	25,000.00	24,475.68	Secured	General Unsecured	See Footnote 4
AMANDA SIEGEL AND LINDA SIEGEL		6226	85,499.59	78,891.38	Secured	General Unsecured	See Footnote 4
MARK SIEGEL AND LINDA SIEGEL		6804	75,469.79	68,727.47	Secured	General Unsecured	See Footnote 4
JOHN SIGL		3892	33,000.00	32,450.00	Secured	General Unsecured	See Footnote 4
MAINSTAR-FBO DEBRA L SIGLER		5447	70,793.75	67,311.83	Secured	General Unsecured	See Footnote 4
MAREL J & RONALD SIGSWAY		6348 6350	60,000.00 275,000.00	292,617.36	Secured Secured	General Unsecured	See Footnote 4
PROV. TR GP-FBO MAREL J SIGSWAY IRA		6347 6349 6353	25,000.00 120,000.00 234,718.00	315,658.70	Secured Secured Secured	General Unsecured	See Footnote 4
PROV. TR GP-FBO RONALD SIGSWAY IRA		6351 6352	140,000.00 113,267.00	212,820.97	Secured Secured	General Unsecured	See Footnote 4
SILER FAMILY IRREVOCABLE TRUST		9095	70,000.00	70,000.00	Secured	General Unsecured	See Footnote 4

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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
PROV. TR GP-FBO EDMUND DE SILVA ROTH IRA		7545	205,796.94	190,612.87	Secured	General Unsecured	See Footnote 4
RICHARD & GENITA SILVA		6730	42,000.00	38,949.98	Secured	General Unsecured	See Footnote 4
WILLIAM & KAREN SILVER		7741	300,000.00	236,394.48	Secured/Unsecured	General Unsecured	See Footnote 4
AMANDA PAGE SILVERBERG		7047	25,000.00	23,510.38	Secured	General Unsecured	See Footnote 4
STANLEY J & HAZEL SILVERBERG		3689	25,000.00	23,846.83	Secured	General Unsecured	See Footnote 4
JAMES KYLE AND BONNIE SIMMERMAN		1085	25,000.00	24,064.26	Secured	General Unsecured	See Footnote 4
IRA SVCS TR CO-CFBO SANDIE I SIMMONS IRA		9697	279,000.00	237,607.25	Secured	General Unsecured	See Footnote 4
JOAN SIMMONS MAINSTAR TRUST IRA	MAINSTAR-FBO JOAN SIMMONS	2750	192,332.55	175,244.28	Secured	General Unsecured	See Footnote 4
ANNE MARIE SIMONEAU		3379	29,798.00	27,839.17	Secured	General Unsecured	See Footnote 4
EDWIN A SIMONS		6013 6014	75,000.00 25,000.00	87,702.26	Secured Secured	General Unsecured	See Footnote 4
MYRA SIMONS AND LEONARD SIMONS		8446	95,587.81	78,794.25	Secured	General Unsecured	See Footnote 4
PROV TRST GP LEONARD SIMONS		8447	85,735.39	74,817.93	Secured	General Unsecured	See Footnote 4
PROV TRST GP MYRA SIMONS		8448	48,952.86	42,719.18	Secured	General Unsecured	See Footnote 4
JULIA SIMPSON		4926	25,000.00	24,099.31	Secured	General Unsecured	See Footnote 4
LAURA J SIMPSON	MAINSTAR-FBO LAURA SIMPSON	5170	95,900.00	91,727.01	Secured	General Unsecured	See Footnote 4
LAURA J SIMPSON		5113 5169	70,000.00 180,597.00	239,476.00	Secured Secured	General Unsecured	See Footnote 4
MAINSTAR TRUST CUSTODIAN FBO LORNA SIMPSON		3449	67,500.00	63,539.06	Secured	General Unsecured	See Footnote 4

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SHERYL SIMPSON		379	30,000.00	182,589.16	Secured	General Unsecured	See Footnote 4
		380	100,000.00		Secured		
		381	40,000.00		Secured		
		382	30,000.00		Secured		
GEORGE L JR & LINDA C SIMS		5887	50,583.34	80,258.96	Secured	General Unsecured	See Footnote 4
		5888	50,666.66		Secured		
MAINSTAR TRUST CUSTODIAN FBO VICTORIA G SIMS		1932	34,245.48	29,762.31	Secured	General Unsecured	See Footnote 4
KARNAIL SINGH		7109	125,000.00	135,590.31	Secured	General Unsecured	See Footnote 4
		7115	25,000.00		Secured		
CONNIE FELDICK SINGLETON MAINSTAR-FBO RICKIE SISEMORE		6288	25,160.41	24,275.71	Secured	General Unsecured	See Footnote 4
		4250	51,000.00		Secured		