

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**CERTIFICATION OF COUNSEL REGARDING ORDER APPOINTING  
FEE EXAMINER AND ESTABLISHING RELATED PROCEDURES FOR THE  
REVIEW OF FEE APPLICATIONS OF RETAINED PROFESSIONALS**

The undersigned hereby certifies as follows:

1. On December 4, 2017, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) commenced with this Court voluntary cases under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”). On December 14, 2017, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the official committee of unsecured creditors (the “Committee”) pursuant to section 1102 of the Bankruptcy Code [Docket No. 79].

2. On January 23, 2018, the Court held a hearing to resolve, among other matters, two motions to appoint a chapter 11 trustee, and entered an order approving the settlement reached between the Debtors and other parties in interest (the “Settlement Order”). Attached as Exhibit 1 to the Settlement Order was a term sheet enumerating the terms of the settlement (the “Joint Resolution”). Among other things, the Joint Resolution provided for the

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<sup>1</sup> The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Blvd #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

formation of an ad hoc noteholder group (the “Noteholder Group”) and an ad hoc unitholder group (the “Unitholder Group”).

3. On January 29, 2018, the Court requested that counsel to the Debtors submit a proposed order (the “Proposed Order”), attached hereto as Exhibit I, appointing Elise S. Frejka as fee examiner (the “Fee Examiner”) and a declaration of disinterestedness for the Fee Examiner, attached to the Proposed Order as Exhibit A. Counsel to the Debtors has worked with the U.S. Trustee and Fee Examiner to prepare a mutually agreeable Proposed Order. In addition, counsel to the Debtors provided the Proposed Order to counsel to the Committee, counsel to the Noteholder Group, and counsel to the Unitholder Group, and none have raised an objection thereto.

4. The Debtors submit that the Proposed Order is appropriate and consistent with the Debtors’ discussions with the U.S. Trustee and the Fee Examiner. Accordingly, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience without further notice or a hearing.

*[Remainder of Page Intentionally Left Blank]*

Dated: February 7, 2018  
Wilmington, Delaware

*/s/ Ian J. Bambrick*

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YOUNG CONAWAY STARGATT & TAYLOR, LLP

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

-and-

GIBSON, DUNN & CRUTCHER LLP

Samuel A. Newman (CA No. 217042)  
Oscar Garza (CA No. 149790)  
Daniel B. Denny (CA No. 238175)  
333 South Grand Avenue  
Los Angeles, California 90071  
Tel: (213) 229-7000  
Fax: (213) 229-7520

-and-

J. Eric Wise (NY No. 3000957)  
Matthew K. Kelsey (NY No. 4250296)  
Matthew P. Porcelli (NY No. 5218979)  
200 Park Avenue  
New York, New York 10166  
Tel: (212) 351-4000  
Fax: (212) 351-4035

*Counsel to the Debtors and Debtors in Possession*

**EXHIBIT I**

**Proposed Order**

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

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

**ORDER APPOINTING FEE EXAMINER AND  
ESTABLISHING RELATED PROCEDURES FOR THE REVIEW OF FEE  
APPLICATIONS OF RETAINED PROFESSIONALS**

Upon consideration of the *Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Interim Compensation Procedures entered on January 9, 2018* (the “Interim Compensation Order”) [D.I. 261]<sup>2</sup>; and this United States Bankruptcy Court for the District of Delaware (the “Court”) having determined that the appointment of a fee examiner (the “Fee Examiner”) is in the best interests of the Debtors’ estates, their creditors and all parties in interest; and it further appearing that (a) the Court has jurisdiction over this matter under 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 (b) this is a core proceeding under 28 U.S.C. § 157(b)(2); and the Debtors, the Official Committee of Unsecured Creditors (the “Committee”), the ad hoc noteholder group (the “Ad Hoc Noteholder”

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<sup>2</sup> Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Interim Compensation Order.

Group”), an ad hoc unitholder group (the “Ad Hoc Unitholder Group”), and the Office of the United States Trustee for the District of Delaware (the “United States Trustee”) having conferred and having reached an agreement with respect to this form of order for the appointment of the Fee Examiner to be appointed in the Chapter 11 Cases and the establishment of related procedures set forth in this Order; and good and sufficient cause appearing therefor; it is hereby,

**FOUND AND DETERMINED THAT:**

A. On December 4, 2017 (the “Petition Date”), the Debtors each filed a petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), commencing these Chapter 11 Cases. The Chapter 11 Cases are jointly administered.

B. Given the size and complexity of the Debtors’ Chapter 11 Cases, the Court proposed that a fee examiner be appointed to review and report on, as appropriate, all monthly fee applications (collectively, the “Monthly Fee Applications”), interim fee applications (collectively, the “Interim Fee Applications”), and final fee applications (collectively, the “Final Fee Applications,” and, together with Monthly Fee Applications and Interim Fee Applications, the “Applications”) submitted in accordance with the Interim Compensation Order by any professionals retained in these Chapter 11 Cases under section 327 or 1103 of the Bankruptcy Code or with fees subject to approval under section 330 of the Bankruptcy Code (collectively, the “Retained Professionals”).

C. The Fee Examiner’s purpose will be to assist the Court in its determination of whether the Applications submitted by the Retained Professionals are compliant with the Bankruptcy Code, all applicable Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), to the extent applicable, the

U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, at 28 C.F.R. Part 58, Appendix A, and the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013, at 28 C.F.R. Part 58, Appendix B (collectively the “U.S. Trustee Guidelines”), and the Interim Compensation Order.

D. Elise S. Frejka, of Frejka PLLC, the proposed Fee Examiner, is a “disinterested person” as that term is defined in 11 U.S.C. § 101(14). Elise S. Frejka’s Declaration of Disinterestedness and Disclosure Statement is attached hereto as Exhibit A.

E. The appointment of a Fee Examiner is in the best interests of the Debtors’ estates, creditors, and all parties in interest.

F. Upon the direction of the Court and the agreement of the Debtors, the Committee, the Ad Hoc Noteholder Group, and the Ad Hoc Unitholder Group, and the United States Trustee as to the selection of the Fee Examiner and the procedures outlined herein:

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. This Court hereby appoints Elise S. Frejka, of Frejka PLLC as the Fee Examiner.
2. Unless otherwise ordered by the Court, this Order shall apply to all Retained Professionals except: (i) any claims for reimbursement of professional fees and expenses under section 503(b) of the Bankruptcy Code to the extent permitted by the Court; (ii) any professional in these cases employed or to be employed pursuant to section 363 of the Bankruptcy Code; and (iii) ordinary course professionals employed by the Debtors in accordance with the *Order Authorizing the Employment and Payment of Professionals Used in the Ordinary*

*Course of Business* [D.I. 296] (the “OCP Order”), except to the extent an ordinary course professional is required to file a Monthly Fee Application in accordance with the OCP Order.

3. This Order shall remain in effect unless and until this Court orders otherwise.

4. The Fee Examiner shall ensure that the fees and expenses paid by the Debtors to Retained Professionals are reasonable, actual, and necessary as required by section 330 of the Bankruptcy Code by monitoring, reviewing, and, where appropriate, objecting to Applications filed by Retained Professionals. The Fee Examiner shall conduct her duties in compliance with (i) the Bankruptcy Code (specifically, sections 328, 329, 330, and 331, as applicable), (ii) Bankruptcy Rule 2016, (iii) Local Rule 2016-2, (iv) to the extent applicable, the U.S. Trustee Guidelines, and (v) the Interim Compensation Order.

5. The terms and conditions of the Interim Compensation Order shall not be modified by this Order, except that: (a) no later than three (3) business days after the filing of each Application, the Retained Professional shall send to the Fee Examiner via electronic mail the Application, including the fee detail containing the time entries and the expense detail (“Fee Detail”) in Adobe Acrobat (pdf) format and searchable electronic format (such as Ledes, Excel, Microsoft Word or WordPerfect, but not Adobe Acrobat), and (b) paragraph 2(f) of the Interim Compensation Order, which provides that the first Monthly Fee Application submitted by each Retained Professional may cover only the period from the Petition Date to and including February 28, 2018, is hereby struck so that, for the avoidance of doubt, Retained Professionals whose retention has previously been approved *nunc pro tunc* to the Petition Date may file their first Monthly Fee Applications that cover the period from the Petition Date through December 31, 2017. A Retained Professional need not send to the Fee Examiner the electronic-formatted



Fee Detail for any (i) Interim Fee Application if such Retained Professional has previously submitted the relevant Fee Detail with the applicable Monthly Fee Application or otherwise, or (ii) Final Fee Application if such Retained Professional has previously submitted the relevant Fee Detail with the applicable Interim Fee Application or otherwise. If any Retained Professional cannot reasonably convert its Fee Detail to one of the electronic formats described above, the Fee Examiner will work with such Retained Professional to find an appropriate electronic format.

6. All Applications and all other documents, notices, or pleadings required to be sent to or served upon any Notice Party under the Interim Compensation Order on and after the date hereof, shall be served upon the Fee Examiner at the following address: Elise S. Frejka, Frejka PLLC, 135 East 57<sup>th</sup> Street – 6<sup>th</sup> Floor, New York, New York 10022, email: [efrejka@FREJKA.com](mailto:efrejka@FREJKA.com).<sup>3</sup>

7. The Fee Examiner shall:

- (a) review Applications (and related Fee Detail) filed by each Retained Professional in these Chapter 11 Cases. To the extent practicable, the Fee Examiner shall avoid duplicative review when reviewing (i) Interim Fee Applications comprised of Monthly Fee Applications; and (ii) Final Fee Applications comprised of Interim Fee Applications that have already been reviewed by the Fee Examiner;
- (b) during the course of her review of an Application, consult, as it deems appropriate, with each Retained Professional concerning such Application;
- (c) during the course of her review of an Application, review, to the extent appropriate, any relevant documents filed in these Chapter 11 Cases and to be generally familiar with these Chapter 11 Cases and the dockets;

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<sup>3</sup> The Fee Examiner shall also be deemed to have filed a request for notice of papers filed in the Chapter 11 Cases under Rule 2002 of the Bankruptcy Rules and the Fee Examiner shall be served with all such papers.

- (d) within 30 days after a Retained Professional files an Interim Fee Application or Final Fee Application, serve an initial report (the “Initial Report”) on the Retained Professional designed to quantify and present factual data relevant to whether the requested fees, disbursements, and expenses meet the applicable standards of section 330 of the Bankruptcy Code and Local Rule 2016-2;
- (e) within 15 days after service of the Initial Report, engage in written communication with each Retained Professional, the objective of which is to resolve matters raised in the Initial Report and endeavor to reach consensual resolution with each Retained Professional with respect to that Retained Professional’s requested fees and expenses. The Fee Examiner may also use the resolution process to revise findings contained in the Initial Report. Each Retained Professional may provide the Fee Examiner with supplemental information that the Retained Professional believes is relevant to the Initial Report;
- (f) following communications between the Fee Examiner and the Retained Professional, and the Fee Examiner’s review of any supplemental information provided by such Retained Professional in response to the Initial Report, conclude the resolution period by filing with the Court a report with respect to each Application (the “Final Report”), within 30 days after the service of the Initial Report, subject to paragraph 7(ii) below. The Final Report shall be in a format designed to quantify and present factual data relevant to whether the requested fees and expenses of each Retained Professional meet the applicable standards of section 330 of the Bankruptcy Code and Local Rule 2016-2. The Final Report shall also inform the Court of any proposed consensual resolutions of the fee or expense reimbursement request for each Retained Professional; and
- (g) serve each Final Report on counsel for the Debtors, the United States Trustee, and each Retained Professional whose fees and expenses are addressed in the Final Report.

7. A Retained Professional subject to a Final Report may (i) file with the Court a response (a “Final Response”) to such Final Report no later than 20 days after the Fee Examiner’s service of a Final Report and request a ruling with respect to any fees or expenses to which an objection was made (the “Incremental Amount”) at the next interim fee hearing or the final fee hearing *or*, in the alternative, (ii) defer filing the Final Response and request a ruling at

any subsequent fee hearing, so as to allow continuing discussions with the Fee Examiner. Any Final Response shall be served upon those parties served with the Final Report, and the Fee Examiner.

8. The Fee Examiner, the Retained Professionals, and the Debtors shall use best efforts to have the undisputed portion of Applications allowed by the Court paid as soon as reasonably practicable, even if the Incremental Amount remains disputed and subject to the procedures set forth above.

9. An Interim Fee Application or Final Fee Application shall not be considered by the Court prior to review by the Fee Examiner and the submission to the Court of a Final Report specific to such Interim Fee Application or Final Fee Application, *unless* the Fee Examiner has expressly stated that such hearing should go forward without the Final Report being filed. The Fee Examiner may conduct discovery in connection with any contested Interim Fee Application or Final Fee Application.

10. Any of the periods set forth above may be extended with the consent of the Fee Examiner, the applicable Retained Professional, and the Debtors' counsel. Should a Retained Professional fail to meet one or more deadlines set forth herein for the review of an Application, and in the reasonable discretion of the Fee Examiner, the Retained Professional's failure to meet these deadlines does not allow sufficient time for the review process to be completed, such Application shall be heard at a subsequent hearing date. Nothing herein shall be construed or interpreted to require the filing of Final Reports on all Applications prior to any Application and the Final Report specific thereto being considered by the Court, and the delay or adjournment of consideration of an Application shall not affect the timing of hearings on the Applications of other Retained Professionals.

11. The Fee Examiner is authorized to take, defend, or appear in any appeal regarding an Application and to conduct and respond to discovery, including making herself available for depositions, consistent with Rule 706 of the Federal Rules of Evidence.

12. The Debtors and all Retained Professionals shall cooperate with all reasonable requests made by the Fee Examiner in the discharge of her duties and shall respond as soon as practicable to any such reasonable request for information or meetings with the Fee Examiner. The Fee Examiner may request that Retained Professionals provide budgets, staffing plans, or other information to the Fee Examiner. Any such budgets requested of Retained Professionals shall not constitute a limit on the amount of fees or expenses that may be allowed or restrict the extent or scope of services that a Retained Professional may, in her professional discretion, determine are necessary for such Retained Professional to fulfill her professional responsibilities.

13. If a Retained Professional or its client provides privileged or work product information to the Fee Examiner and identifies the nature of such information to the Fee Examiner, the Fee Examiner shall treat such information as confidential. The disclosure of such information to the Fee Examiner shall not be deemed to be a waiver by the disclosing party of any applicable work product, attorney client, or other privilege.

14. The Fee Examiner may retain attorneys and other professional that she deems necessary to assist her in the discharge of her duties. The Fee Examiner's retention of professionals shall be subject to Court approval. The requirements pursuant to Local Rule 9010-1(c) and (d) shall be waived with respect to the Fee Examiner and any attorneys retained by the Fee Examiner, and the Fee Examiner shall not be required to obtain representation by or associate with a member of the Bar of the District Court of Delaware.

15. The Fee Examiner, and any professionals retained by the Fee Examiner, shall be entitled to compensation from the Debtors' estates for their reasonable fees and expenses. The fees and expenses of the Fee Examiner shall be subject to application and review pursuant to section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Rule 2016-2, to the extent applicable, the U.S. Trustee Guidelines, and the Interim Compensation Order, and shall be paid from the Debtors' estates as an administrative expense under section 503(b)(2) of the Bankruptcy Code. The Fee Examiner and her professionals shall be expressly subject to the Interim Compensation Order. The total fees paid to the Fee Examiner for her services in accordance with this Order shall be charged at the ordinary hourly rate of the Fee Examiner for services of this nature and shall not include any contingency or success fees. The Fee Examiner's expenses shall be subject to the information detail requirements set forth in Local Rule 2016-2(e).

16. Counsel for the Debtors shall promptly serve a copy of this Order, in accordance with the Local Rules, on (i) the United States Trustee and (ii) each Retained Professional in these cases.

17. This Order does not limit the statutory rights and obligations of interested parties in these cases, including, but not limited to, the rights of parties-in-interest to object to Applications. Nothing herein shall (i) affect the exemptions and waivers granted to, and the standard of review applied to the Retained Professionals as established under any orders previously entered by this Court; or (ii) affect any party's right to request a waiver of the requirements of Local Rule 2016-2 or the U.S. Trustee Guidelines, to the extent they apply.

18. The Fee Examiner is hereby appointed an officer of the Court with respect to the performance of her duties as Fee Examiner and shall be provided the maximum immunity

permitted by law from civil actions for all acts taken or omitted in the performance of her duties and powers. No person or entity shall seek discovery from the Fee Examiner, subpoena the Fee Examiner as a witness, or commence an action against the Fee Examiner in connection with her duties and powers hereunder except in this Court, and with the prior approval of this Court (or, with respect to discovery, the Fee Examiner's consent), which retains exclusive jurisdiction therefor.

19. Any and all claims or causes of action not instituted against the Fee Examiner prior to the tenth calendar day after entry of an order determining the last Final Fee Application in these Chapter 11 Cases shall be forever barred and discharged, and all persons and entities shall be forever enjoined from prosecuting such claims in any manner thereafter.

20. The Debtors and the Fee Examiner are authorized and empowered to take any and all actions necessary to implement and effectuate the terms of this Order.

21. Notwithstanding any applicability of Bankruptcy Rules 6004(h), 7062 or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

22. To the extent there is any inconsistency between the terms of any professional's retention agreement and this Order, the terms of this Order shall govern.

*[Remainder of Page Intentionally Left Blank]*

23. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order. Notwithstanding any provisions of this Order to the contrary, the Court shall retain the ultimate authority to determine whether fees and expenses requested are necessary and reasonable under section 330 of the Bankruptcy Code

Dated: \_\_\_\_\_, 2018  
Wilmington, Delaware

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The Honorable Kevin J. Carey  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

**DECLARATION OF DISINTERESTEDNESS AND DISCLOSURE STATEMENT OF ELISE  
S. FREJKA**



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

In re:

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

Debtors.

Case No. 17-12560 (KJC)

(Jointly Administered)

Chapter 11

**DECLARATION OF DISINTERESTEDNESS AND  
DISCLOSURE STATEMENT OF ELISE S. FREJKA**

I, Elise S. Frejka, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true to the best of my knowledge, information and belief:

1. I am a member of the law firm of Frejka PLLC (the “Firm”) and admitted to practice law in the State of New York.
2. I submit this Declaration to establish that I am a “disinterested person” as that term is defined in 11 U.S.C. § 101(14) in connection with my appointment as Fee Examiner in the above-captioned chapter 11 cases of Woodbridge Group of Companies, LLC and its affiliated debtors (collectively, the “Debtors”).
3. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein.
4. With respect to my “disinterestedness” under Section 101(14) of the Bankruptcy Code, I provide the following information:

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<sup>1</sup> The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC), or by contacting counsel for the Debtors.

- a. Neither the Firm nor I is, and has not been, during the pendency of these chapter 11 cases, a creditor, equity security holder or insider of any of the Debtors.
- b. Neither any attorney at the Firm nor I is, and has not been, a director, officer or employee of any of the Debtors.
- c. Neither the Firm nor I have an interest materially adverse to the interests of these bankruptcy estates or any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with or interest in any of the Debtors, or for any other reason.
- d. Neither any attorney at the Firm nor I is a relative of any Bankruptcy Judge of the United States Bankruptcy Court for the District of Delaware, the Office of the United States Trustee for Region 3 or any person employed by the Office of the United States Trustee for Region 3 except that, prior to January 30, 2009, Juliet Sarkessian and I were both associates in the Bankruptcy, Business Restructuring and Reorganization department in different office locations at Dechert LLP.
- e. Neither the Firm nor I represent or has represented in the past any of the Debtors or any of their affiliates.
- f. Neither the Firm nor I represent or has represented in the past any party in interest in connection with the Debtors' chapter 11 cases.
- g. Neither the Firm nor I has any connection with any of the professionals which have been retained by the Debtors or the Official Committee of Unsecured Creditors (the "Retained Professionals") except that as the fee examiner in the chapter 11 case of *TSAWD Holdings, Inc., et al. (f/k/a Sports Authority Holdings, Inc.)*, Case No.: 16-10527 (MFW), I am responsible for reviewing the fees and expenses of certain of these Retained Professionals. Both the Firm and I have, in the past, and from time to time, in the future, will likely have numerous interactions with the Retained Professionals, hire a Retained Professional as an expert or consultant on behalf of one of our clients or represent a client in a matter in which a Retained Professional represents an adverse party or serves as an expert or consultant for an adverse party. However, neither the Firm nor I currently represents any of the Retained Professionals and neither the Firm nor I is currently working with any of the Retained Professionals on behalf of a client.
- h. Neither the Firm nor I have any connection with any of the members of the Official Committee of Unsecured Creditors or the interested parties set forth on Exhibit 1. Neither I nor my Firm will represent any other entity in connection with the Debtors' chapter 11 cases.

5. I do not believe that any of the disclosures set forth in paragraph 4 above will in any way compromise my disinterestedness as Fee Examiner in the Debtors' chapter 11 cases.

6. If I discover any facts bearing on the matters described herein, I will supplement the information contained in this Declaration.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 6th day of February, 2018, at New York, New York.

A handwritten signature in black ink, appearing to read "Elise Frejka", written in a cursive style. The signature is positioned above a horizontal line.

Elise S. Frejka

**EXHIBIT I – LIST OF INTERESTED PARTIES<sup>1</sup>**

<b>Debtor and Non-Debtor Affiliates (including any tradenames)</b>	
1.	Woodbridge Group of Companies, LLC
2.	Woodbridge Capital Investments, LLC
3.	WMF Management, LLC
4.	Woodbridge Commercial Bridge Loan Fund 1, LLC
5.	Woodbridge Commercial Bridge Loan Fund 2, LLC
6.	Woodbridge Mortgage Investment Fund 1, LLC
7.	Woodbridge Mortgage Investment Fund 2, LLC
8.	Woodbridge Mortgage Investment Fund 3, LLC
9.	Woodbridge Mortgage Investment Fund 3A, LLC
10.	Woodbridge Mortgage Investment Fund 4, LLC
11.	1336, LLC
12.	14068 Davana Holding Company, LLC
13.	14068 Davana Terrace, LLC
14.	14112, LLC
15.	15672 Castlewoods Drive, LLC
16.	15672 Castlewoods Owners, LLC
17.	15714 Castlewoods Drive, LLC
18.	15714 Castlewoods Owners, LLC
19.	204 Derby Ave, LLC
20.	215 North 12th Street, LLC
21.	3x A Charm, LLC
22.	695 Buggy Circle, LLC
23.	A Plus Holdings, LLC
24.	Acacia Circle, LLC
25.	Acme Diversified Holdings, LLC
26.	Acme Now, LLC
27.	Addison Park Investments, LLC
28.	Akebia Square Funding, LLC
29.	Alpine Rose LLC
30.	Alpine Rose, LLC
31.	Ambrosia Circle, LLC
32.	American Note Company, LLC
33.	Amnoco Holdings, LLC
34.	Anchorpoint Investments, LLC
35.	Arborvitae Investments, LLC
36.	Archivolt Investments, LLC
37.	Archstone Development, LLC

<sup>1</sup> Some parties may appear in more than one category. Categories are for reference purposes only and are not indicative of any party's rights, or the nature of any party's claim, against the Debtors or in the Chapter 11 Cases.

38.	Arlington Ridge Investments, LLC
39.	Arrowpoint Investments, LLC
40.	Ash Square Funding, LLC
41.	Ashburton Way Investments, LLC
42.	Atalaya Circle Investments, LLC
43.	Baleroy Investments, LLC
44.	Basswood Funding, LLC
45.	Basswood Holding, LLC
46.	Bay Village Investments, LLC
47.	Bear Brook Investments, LLC
48.	Bearberry Square Funding, LLC
49.	Bearingside Investments, LLC
50.	Beech Creek Investments, LLC
51.	Bellflower Funding, LLC
52.	Bellmire Investments, LLC
53.	Birchwood Manor Investments, LLC
54.	Bishop White Investments, LLC
55.	Bittersweet Square Funding, LLC
56.	Black Bass Investments, LLC
57.	Black Locust Investments, LLC
58.	Blazingstar Funding, LLC
59.	Bluff Point Investments, LLC
60.	Boiling Spring Investments, LLC
61.	Bonifacio Hill Investments, LLC
62.	Bowman Investments, LLC
63.	Bowstring Investments, LLC
64.	Boxwood Funding, LLC
65.	Bramley Investments, LLC
66.	Breckenridge Investments, LLC
67.	Breckenridge, LLC
68.	Brise Soleil Investments, LLC
69.	Broadsands Investments, LLC
70.	Brynderwen Investments, LLC
71.	Cablestay Investments, LLC
72.	Caisson Investments, LLC
73.	Calder Grove Investments, LLC
74.	Calendonia Circle Investments, LLC
75.	California Commercial Lenders, LLC
76.	Cannington Investments, LLC
77.	Cantilever Investments, LLC
78.	Carbondale Basalt Owners, LLC
79.	Carbondale Doocy, LLC
80.	Carbondale Glen Lot A-5, LLC
81.	Carbondale Glen Lot D-22, LLC
82.	Carbondale Glen Lot E-15, LLC

83.	Carbondale Glen Lot E-24, LLC
84.	Carbondale Glen Lot E-38, LLC
85.	Carbondale Glen Lot E-8, LLC
86.	Carbondale Glen Lot GV-13, LLC
87.	Carbondale Glen Lot GV6, LLC
88.	Carbondale Glen Lot IS - 11, LLC
89.	Carbondale Glen Lot L-2, LLC
90.	Carbondale Glen Mesa Lot 19, LLC
91.	Carbondale Glen Owners, LLC
92.	Carbondale Glen River Mesa, LLC
93.	Carbondale Glen Sundance Ponds, LLC
94.	Carbondale Glen Sweetgrass Vista, LLC
95.	Carbondale Peaks Lot L-1 LLC
96.	Carbondale Spruce 101, LLC
97.	Casper Falls Investments, LLC
98.	Castle Pines Investments, LLC
99.	Centershot Investments, LLC
100.	Chaplin Investments, LLC
101.	Chestnut Investments, LLC
102.	Chestnut Ridge Investments, LLC
103.	Clementina Park Investments, LLC
104.	Cliff Park Investments, LLC
105.	Clover Basin Investments, LLC
106.	Coffee Creek Investments, LLC
107.	Conneaut Lake Investments, LLC
108.	Copper Sands Investments, LLC
109.	Craven Investments, LLC
110.	Crestmark Investments, LLC
111.	Crossbeam Investments, LLC
112.	Crosskeys Investments, LLC
113.	Crowfield Investments, LLC
114.	Crystal Valley Holdings, LLC
115.	Crystal Woods Investments, LLC
116.	Cuco Settlement, LLC
117.	Daffodil Square Funding, LLC
118.	Dahlia Square Funding, LLC
119.	Daleville Investments, LLC
120.	Dandelion Funding, LLC
121.	Davana Owners, LLC
122.	Davana Sherman Oaks Owners, LLC
123.	Deerfield Park Investments, LLC
124.	Derbyshire Investments, LLC
125.	Diamond Cove Investments, LLC
126.	Direct Insurance Source, LLC
127.	Dixmont State Investments, LLC

128.	Dixville Notch Investments, LLC
129.	Dogwood Valley Investments, LLC
130.	Dollis Brook Investments, LLC
131.	Donnington Investments, LLC
132.	Doubleleaf Investments, LLC
133.	Drawspan Investments, LLC
134.	DVDO Design, LLC
135.	DVDO Holding Company, LLC
136.	Eldredge Investments, LLC
137.	Elm City Investments, LLC
138.	Elstar Investments, LLC
139.	Emerald Lake Investments, LLC
140.	Evergreen Way Investments, LLC
141.	Fern Square Funding, LLC
142.	Fieldpoint Investments, LLC
143.	Fieldpoint Investments, LLC
144.	Foothill CL Nominee, LLC
145.	Foxridge Investments, LLC
146.	Foxridge Investments, LLC
147.	Franconia Notch Investments, LLC
148.	Frog Rock Investments, LLC
149.	Fulton Underwood, LLC
150.	Gateshead Investments, LLC
151.	Glenhaven Heights Investments, LLC
152.	Glenn Rich Investments, LLC
153.	Golden Gate Investments, LLC
154.	Golden Mesa Ventures, LLC
155.	Golden Primrose Ventures, LLC
156.	Goose Rocks Investments, LLC
157.	Goosebrook Investments, LLC
158.	Graeme Park Investments, LLC
159.	Grand Midway Investments, LLC
160.	Gravenstein Investments, LLC
161.	Graywater Investments, LLC
162.	Great Sand Investments, LLC
163.	Green Gables Investments, LLC
164.	Grenadier Investments, LLC
165.	Grumblethorpe Investments, LLC
166.	GS Metropolitan Investments, LLC
167.	H1 Silverbaron Holding Company, LLC
168.	H10 Deerfield Park Holding Company, LLC
169.	H11 Silk City Holding Company, LLC
170.	H12 White Birch Holding Company, LLC
171.	H13 Bay Village Holding Company, LLC
172.	H14 Dixville Notch Holding Company, LLC

173.	H15 Bear Brook Holding Company, LLC
174.	H16 Monadnock Holding Company, LLC
175.	H17 Pemigewasset Holding Company, LLC
176.	H18 Massabesic Holding Company, LLC
177.	H19 Emerald Lake Holding Company, LLC
178.	H2 Arlington Holding Company, LLC
179.	H2 Arlington Ridge Holding Company, LLC
180.	H20 Bluff Point Holding Company, LLC
181.	H21 Summerfree Holding Company, LLC
182.	H22 Papirovska Holding Company, LLC
183.	H23 Pinova Holding Company, LLC
184.	H24 Stayman Holding Company, LLC
185.	H25 Elstar Holding Company, LLC
186.	H26 Gravenstein Holding Company, LLC
187.	H27 Grenadier Holding Company, LLC
188.	H28 Black Locust Holding Company, LLC
189.	H29 Zestar Holding Company, LLC
190.	H3 Evergreen Way Holding Company, LLC
191.	H30 Silver Maple Holding Company, LLC
192.	H31 Addison Park Holding Company, LLC
193.	H32 Arborvitae Holding Company, LLC
194.	H33 Hawthorn Holding Company, LLC
195.	H34 Pearman Holding Company, LLC
196.	H34 Pearman Holding Company, LLC
197.	H35 Hornbeam Holding Company, LLC
198.	H36 Sturmer Pippin Holding Company, LLC
199.	H37 Idared Holding Company, LLC
200.	H38 Mutsu Holding Company, LLC
201.	H39 Haralson Holding Company, LLC
202.	H4 Pawtuckaway Holding Company, LLC
203.	H40 Bramley Holding Company, LLC
204.	H41 Grumblethorpe Holding Company, LLC
205.	H42 Hillview Holding Company, LLC
206.	H43 Lenni Heights Holding Company, LLC
207.	H44 Green Gables Holding Company, LLC
208.	H45 Harmony Inn Holding Company, LLC
209.	H46 Beech Creek Holding Company, LLC
210.	H47 Summit Cut Holding Company, LLC
211.	H48 Irondale Inn Holding Company, LLC
212.	H49 Bowman Holding Company, LLC
213.	H5 Chestnut Ridge Holding Company, LLC
214.	H50 Sachs Bridge Holding Company, LLC
215.	H51 Old Carbon Holding Company, LLC
216.	H52 Willow Grove Holding Company, LLC
217.	H53 Black Bass Holding Company, LLC



218.	H54 Seven Stars Holding Company, LLC
219.	H55 Old Maitland Holding Company, LLC
220.	H56 Craven Holding Company, LLC
221.	H57 Cliff Park Holding Company, LLC
222.	H58 Baleroy Holding Company, LLC
223.	H59 Rising Sun Holding Company, LLC
224.	H6 Lilac Meadow Holding Company, LLC
225.	H60 Moravian Holding Company, LLC
226.	H61 Grand Midway Holding Company, LLC
227.	H62 Holmesburg Holding Company, LLC
228.	H63 Dixmont State Holding Company, LLC
229.	H64 Pennhurst Holding Company, LLC
230.	H65 Thornbury Farm Holding Company, LLC
231.	H66 Heilbron Manor Holding Company, LLC
232.	H66 Hellbron Manor Holding Company, LLC
233.	H67 Powel House Holding Company, LLC
234.	H68 Graeme Park Holding Company, LLC
235.	H69 Conneaut Lake Holding Company, LLC
236.	H7 Dogwood Valley Holding Company, LLC
237.	H70 Bishop White Holding Company, LLC
238.	H71 Calendonia Circle Holding Company, LLC
239.	H72 Clementina Park Holding Company, LLC
240.	H73 Glenhaven Heights Holding Company, LLC
241.	H74 Imperial Aly Holding Company, LLC
242.	H75 Pacific Heights Holding Company, LLC
243.	H76 Diamond Cove Holding Company, LLC
244.	H77 New Montgomery Holdiing Company, LLC
245.	H78 Ingleside Path Holding Company, LLC
246.	H79 Atalaya Circle Holding Company, LLC
247.	H8 Melody Lane Holding Company, LLC
248.	H81 Boilling Spring Holding Company, LLC
249.	H81 Golden Gate Holding Company, LLC
250.	H82 Van Ness Holding Company, LLC
251.	H83 Octavia Holding Company, LLC
252.	H83 Seacliff Run Holding Company, LLC
253.	H84 Holly Park Holding Company, LLC
254.	H85 Birchwood Manor Holding Company, LLC
255.	H86 Bonifacio Hill Holding Company, LLC
256.	H86 Hellbron Manor Holding Company, LLC
257.	H87 Copper Sands Holding Company, LLC
258.	H88 Ashburton Way Holding Company, LLC
259.	H89 Vista Verde Holding Company, LLC
260.	H9 Strawberry Fields Holding Company, LLC
261.	H90 Harbor Point Holding Company, LLC
262.	Hackmatack Investments, LLC

263.	Haffenburg Investments, LLC
264.	Haralson Investments, LLC
265.	Harbor Point Investments, LLC
266.	Harlem 136th Street Mortgage, LLC
267.	Harmony Inn Investments, LLC
268.	Harringworth Investments, LLC
269.	Hawthorn Investments, LLC
270.	Hays Investments, LLC
271.	Hazelpoint Investments, LLC
272.	Heilbron Manor Investments, LLC
273.	Hillview Investments, LLC
274.	Holly Park Investments, LLC
275.	Hollyline Holdings, LLC
276.	Hollyline Owners, LLC
277.	Holmesburg Investments, LLC
278.	Hornbeam Investments, LLC
279.	Idared Investments, LLC
280.	ILD Holding Company, LLC
281.	Imperial Aly Investments, LLC
282.	Ingleside Path Investments, LLC
283.	Irondale Inn Investments, LLC
284.	Ironsides Investments, LLC
285.	Ivy Circle, LLC
286.	Js Equity, LLC
287.	Junipero Serra Investments, LLC
288.	Kirkstead Investments, LLC
289.	L1 Luxury Holdings, LLC
290.	Lavender Funding, LLC
291.	Lenni Heights Investments, LLC
292.	Leverett Funding, LLC
293.	Lilac Circle, LLC
294.	Lilac Meadow Investments, LLC
295.	Lilac Valley Investments, LLC
296.	Lincolnshire Investments, LLC
297.	Lockwood Investments, LLC
298.	Lonetree Investments, LLC
299.	Longbourn Investments, LLC
300.	M1 Archstone Holding Company, LLC
301.	M10 Gateshead Holding Company, LLC
302.	M11 Anchorpoint Holding Company, LLC
303.	M12 Bearingside Holding Company, LLC
304.	M13 Cablestay Holding Company, LLC
305.	M14 Crossbeam Holding Company, LLC
306.	M15 Doubleleaf Holding Company, LLC
307.	M16 Kirkstead Holding Company, LLC

308.	M17 Lincolnshire Holding Company, LLC
309.	M18 Twin Pier Holding Company, LLC
310.	M19 Arrowpoint Holding Company, LLC
311.	M2 Caisson Holding Company, LLC
312.	M20 Bowstring Holding Company, LLC
313.	M21 Crestmark Holding Company, LLC
314.	M22 Drawspan Holding Company, LLC
315.	M23 Sightline Holding Company, LLC
316.	M24 Fieldpoint Holding Company, LLC
317.	M25 Centershot Holding Company, LLC
318.	M26 Archivolt Holding Company, LLC
319.	M27 Brise Soleil Holding Company, LLC
320.	M28 Broadsands Holding Company, LLC
321.	M29 Brynderwen Holding Company, LLC
322.	M3 Cantilever Holding Company, LLC
323.	M30 Calder Grove Holding Company, LLC
324.	M31 Cannington Holding Company, LLC
325.	M32 Dollis Brook Holding Company, LLC
326.	M33 Harringworth Holding Company, LLC
327.	M34 Quarterpost Holding Company, LLC
328.	M35 Saddlemount Holding Company, LLC
329.	M36 Springline Holding Company, LLC
330.	M37 Topchord Holding Company, LLC
331.	M38 Pemberley Holding Company, LLC
332.	M39 Derbyshire Holding Company, LLC
333.	M4 Sidespar Holding Company, LLC
334.	M40 Longbourn Holding Company, LLC
335.	M41 Silverthorne Holding Company, LLC
336.	M42 Orchard Mesa Holding Company, LLC
337.	M43 White Dome Holding Company, LLC
338.	M44 Wildernest Holding Company, LLC
339.	M45 Clover Basin Holding Company, LLC
340.	M46 Owl Ridge Holding Company, LLC
341.	M47 Bellmire Holding Company, LLC
342.	M48 Vallecito Holding Company, LLC
343.	M49 Squaretop Holding Company, LLC
344.	M5 Stepstone Holding Company, LLC
345.	M50 Wetterhorn Holding Company, LLC
346.	M51 Coffee Creek Holding Company, LLC
347.	M52 Lockwood Holding Company, LLC
348.	M53 Castle Pines Holding Company, LLC
349.	M54 Lonetree Holding Company, LLC
350.	M55 Great Sand Holding Company, LLC
351.	M56 Haffenburg Holding Company, LLC
352.	M57 Ridgecrest Holding Company, LLC

353.	M58 Springvale Holding Company, LLC
354.	M59 Casper Falls Holding Company, LLC
355.	M6 Trestlewood Holding Company, LLC
356.	M60 Thunder Basin Holding Company, LLC
357.	M61 Mineola Holding Company, LLC
358.	M62 Sagebrook Holding Company, LLC
359.	M63 Crowfield Holding Company, LLC
360.	M64 Hays Holding Company, LLC
361.	M65 Phillipsburg Holding Company, LLC
362.	M66 Wonderview Holding Company, LLC
363.	M67 Mountain Spring Holding Company, LLC
364.	M68 Goosebrook Holding Company, LLC
365.	M69 Foxridge Holding Company, LLC
366.	M7 Breckenridge Holding Company, LLC
367.	M70 Pinney Holding Company, LLC
368.	M71 Eldredge Holding Company, LLC
369.	M72 Daleville Holding Company, LLC
370.	M73 Mason Run Holding Company, LLC
371.	M74 Varga Holding Company, LLC
372.	M75 Riley Creek Holding Company, LLC
373.	M76 Chaplin Holding Company, LLC
374.	M77 Frog Rock Holding Company, LLC
375.	M78 Graywater Holding Company, LLC
376.	M79 Chestnut Company, LLC
377.	M8 Crosskeys Holding Company, LLC
378.	M80 Hazelpoint Holding Company, LLC
379.	M81 Boiling Spring Holding Company, LLC
380.	M82 Winnesquam Holding Company, LLC
381.	M82 Winnisquam Holding Company LLC
382.	M83 Mt. Holly Holding Company, LLC
383.	M84 Pembroke Academy Holding Company, LLC
384.	M85 Glenn Rich Holding Company, LLC
385.	M86 Steele Hill Holding Company, LLC
386.	M87 Hackmatack Hills Holding Company, LLC
387.	M88 Franconia Notch Holding Company, LLC
388.	M89 Mount Washington Holding Company, LLC
389.	M9 Donnington Holding Company, LLC
390.	M90 Merrimack Valley Holding Company, LLC
391.	M91 Newville Holding Company, LLC
392.	M92 Crystal Woods Holding Company, LLC
393.	M93 Goose Rocks Holding Company, LLC
394.	M94 Winding Road Holding Company, LLC
395.	M95 Pepperwood Holding Company, LLC
396.	M96 Lilac Valley Holding Company, LLC
397.	M97 Red Woods Holding Company, LLC

398.	M98 Elm City Holding Company, LLC
399.	M99 Ironsides Holding Company, LLC
400.	Mandevilla Circle, LLC
401.	Mason Run Investments, LLC
402.	Massabesic Investments, LLC
403.	Melody Lane Investments, LLC
404.	Mercer Vine, LLC
405.	Merrimack Valley Investments, LLC
406.	Mesa Glen Enterprises, LLC
407.	Mesa Glen Holding Company, LLC
408.	Mesquite Funding, LLC
409.	Midland Loop Enterprises, LLC
410.	Midland Loop Loan, LLC
411.	Mineola Investments, LLC
412.	Monadnock Investments, LLC
413.	Moravian Investments, LLC
414.	Mount Washington Investments, LLC
415.	Mountain Spring Investments, LLC
416.	Mt. Holly Investments, LLC
417.	Mutsu Investments, LLC
418.	New Montgomery Investments, LLC
419.	Newville Investments, LLC
420.	Old Carbon Investments, LLC
421.	Old Maitland Investments, LLC
422.	Orchard Mesa Investments, LLC
423.	Owl Ridge Investments, LLC
424.	Pacific Heights Investments, LLC
425.	Papirovka Investments, LLC
426.	Pawtuckaway Investments, LLC
427.	Pearmain Investments, LLC
428.	Pemberley Investments, LLC
429.	Pembroke Academy Investments, LLC
430.	Pemigewasset Investments, LLC
431.	Pennhurst Investments, LLC
432.	Pepperwood Investments, LLC
433.	Phillipsburg Investments, LLC
434.	Pinney Investments, LLC
435.	Pinova Investments, LLC
436.	Powel House Investments, LLC
437.	Quarterpost Investments, LLC
438.	Red Woods Investments, LLC
439.	Ridgecrest Investments, LLC
440.	Riley Creek Investments, LLC
441.	Rising Sun Investments, LLC
442.	Riverdale Funding, LLC

443.	Roscoe Blvd. Investments, LLC
444.	RS Protection Trust
445.	SAC Aspen Acquisition, LLC
446.	SAC Holding Company of Aspen, LLC
447.	SAC Management, LLC
448.	Sachs Bridge Investments, LLC
449.	Saddlemount Investments, LLC
450.	Sagebrook Investments, LLC
451.	Schwartz Direct Media, LLC
452.	Schwartz Media Buying Company, LLC
453.	Schwartz Media Holding, LLC
454.	Seacliff Run Holding Company, LLC
455.	Seven Star Investments, LLC
456.	Seven Stars Investments, LLC
457.	Sidespar Investments, LLC
458.	Sightline Investments, LLC
459.	Silk City Investments, LLC
460.	Silver Maple Investments, LLC
461.	Silverbaron Investments, LLC
462.	Silverleaf Funding, LLC
463.	Silverthorne Investments, LLC
464.	Springline Investments, LLC
465.	Springvale Investments, LLC
466.	Squaretop Investments, LLC
467.	Stayman Investments, LLC
468.	Steele Hill Investments, LLC
469.	Stepstone Investments, LLC
470.	Stover Real Estate Partners, LLC
471.	Strawberry Fields Investments, LLC
472.	Sturmer Pippin Investments, LLC
473.	Suffield Funding, LLC
474.	Summerfree Investments, LLC
475.	Summit Cut Investments, LLC
476.	Texas Co-Lenders 01, LLC
477.	Thornbury Farm Investments, LLC
478.	Thunder Basin Investments, LLC
479.	Tillinghast Investments, LLC
480.	Topchord Investments, LLC
481.	Trestlewood Development, LLC
482.	Twin Pier Investments, LLC
483.	U Street Holdings, LLC
484.	VA Properties, LLC
485.	Vallecito Investments, LLC
486.	Van Ness Investments, LLC
487.	Varga Investments, LLC

488.	Vista Verde Investments, LLC
489.	Wall 123, LLC
490.	Wall 1234, LLC
491.	West 134th Street Investments, LLC
492.	West 134th Street, LLC
493.	Wetterhorn Investments, LLC
494.	White Birch Investments, LLC
495.	White Dome Investments, LLC
496.	Whiteacre Funding, LLC
497.	Wilderness Investments, LLC
498.	Willow Grove Investments, LLC
499.	Winding Road Investments, LLC
500.	Winnesquam Investments, LLC
501.	Winnisquam Investments LLC
502.	Wintercress Funding, LLC
503.	Wisteria Funding LLC
504.	Wonderview Investments, LLC
505.	Woodbridge Baric Pre-Settlement Investments, LLC
506.	Woodbridge Construction Loan Fund 1, LLC
507.	Woodbridge Construction Loan Fund 2, LLC
508.	Woodbridge Crowdfunding 1, LLC
509.	Woodbridge Custom Homes Holding, LLC
510.	Woodbridge Custom Homes, LLC
511.	Woodbridge Guarantee Holding, LLC
512.	Woodbridge Guarantee, LLC
513.	Woodbridge Investments, LLC
514.	Woodbridge Lending Fund 1, LLC
515.	Woodbridge Luxury Homes of California, Inc.
516.	Woodbridge Luxury Homes, LLC
517.	Woodbridge Management Company, LLC
518.	Woodbridge Mezzanine Fund 1, LLC
519.	Woodbridge Mezzanine Fund 2, LLC
520.	Woodbridge Pre-Settlement Funding 2, LLC
521.	Woodbridge Pre-Settlement Funding, LLC
522.	Woodbridge Realty of Colorado, LLC
523.	Woodbridge Servicing Company, LLC
524.	Woodbridge Structured Funding, LLC
525.	Woodport News Holding Company, LLC
526.	Zestar Investments, LLC

<b>Current officers and directors, board members of the Debtors and individuals who have served as officers or directors of the Debtors in the past two years</b>	
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1.	Robert Shapiro
2.	Robert Reed

3.	Nina Pedersen
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<b>Debtors' prepetition and postpetition secured lenders, advisors and counsel</b>	
<b>Potential DIP Lenders</b>	
1.	The Hankey Group
2.	Don Hankey
3.	Westlake Financial Services
<b>Other Secured Lenders</b>	
1.	805 Nimes Place, LLC
2.	Ashley Land, LLC
3.	Tintarella, LLC
<b>Counsel</b>	
1.	Buchalter
2.	

<b>Top 30 Unitholders</b>	
1.	Archie R. and Dani N. Beckett
2.	Ironbridge Asset Fund 2 LLC
3.	Ironbridge Asset Fund LLC
4.	Nelson FLP
5.	Prov. Tr Gp-FBO Larry Logero IRA
6.	Raymond C. & Cydnei K Blackburn
7.	Schwartz Media Buying Company, LLC
8.	Alfred S. and Gail E. Malianni RLT 3/27/14
9.	Mainstar Tr-FBO Donald M. Cooper T2175043
10.	Usama Sabry Awad Halim
11.	Mainstar Tr-FBO Raymond C. Blackburn
12.	Oliver Andrew Entine 1984 Tr
13.	The Gerald Entine 1988 Family Trust
14.	Ramah Navajo Chapter
15.	Prov. Tr Gp-FBO Ellis W. Presson IRA
16.	Joseph G. Poehler
17.	Ironbridge Asset Fund 1 LLC
18.	Mainstar-FBO James Fodor T2176917
19.	Prov. Tr Gp-FBO James Krupka IRA
20.	The Stone Living Trust
21.	Dr. Vikram Patel
22.	Prov. Tr Gp-FBO Maxim Insurance Group ICA
23.	Haynes FT
24.	Vertex Property Holdings LLC
25.	The Kwan FT Dtd 02/24/89
26.	Prov. Tr Gp-FBO Robert P. Regner IRA



<b>Top 30 Unitholders</b>	
27.	Mainstar Tr-FBO Brian Millyard
28.	Sarah Kaufman Rev Trust #3
29.	Prov. Tr Gp-FBO Evan Brodie IRA
30.	Joseph C. Hull

<b>Parties relating to known litigation matters involving the Debtors</b>	
<b>Litigation</b>	
1.	8 Figures LLC
2.	16 Hicks Lane Holding Corp
3.	42-21 214th Realty LLC
4.	91 LLC
5.	4550 Real Estate, LLC
6.	461 New Lots Avenue, LLC
7.	Alvarez, Sylvia C.
8.	Anvil Steel Corporation
9.	Atlantic Home Capital Corp.
10.	Atlantis National Services, Inc.
11.	Balayan, Diana
12.	Balayan, Lianna
13.	Baldwin, Heather
14.	Battaglia, Matteo, individually and as Trustee of the Matteo Battaglia Trust Dated June 15, 2004
15.	Beeman Studio City, LLC
16.	Biscardi, Robert
17.	Boreal Water Collections, Inc.
18.	Burns, Bob
19.	Busljeta, Renato
20.	Campbell, James E., Jr.
21.	Caskey, Ronald E.
22.	Cham
23.	Chicago Title Land Trust Company, not individually, but as trustee u/t/a dated May 1, 2009 and known as Trust #8002352808
24.	Citibank NA
25.	Criminal Court of the City of New York
26.	Dale, Julia
27.	Desiena, Susan
28.	Disanza, Felice
29.	Ditrapani Esq., Matthew
30.	Domus Appraisals
31.	Dunn, Boyd
32.	Ebrahimzadeh, David
33.	Entine, Oliver

<b>Parties relating to known litigation matters involving the Debtors</b>	
34.	Envirocare, LLC
35.	ERC I, LLC
36.	Forese, Tom
37.	Fred Martin Floors, Inc.
38.	French, James
39.	GCP Maui, LLC
40.	Golden Esq., David E.
41.	Gorgian, Issac
42.	Haight Brown & Bonesteel LLP
43.	Hashemi, Mogjan
44.	Hosseini, Robert
45.	Humphries, Antoine
46.	J & NM Properties of NC, LLC
47.	Jeanrenaud, Barbara
48.	Jeanrenaud, Henri
49.	Jeff Bank f/k/a The First National Bank of Jeffersonville
50.	John, Desmond
51.	Johnson, Brad
52.	Kaplan Esq., Bart
53.	Kaplan Esq., Jared
54.	Kaplan Kaplan & DiTrapani LLP
55.	Kendil, Moshe
56.	Khoury Family Trust, The
57.	Krinos Venture Capital Co.
58.	Law Offices of Spitalnic Law Firm P.C.
59.	Leavitt Esq., Jeffrey H.
60.	Levy Holding & Trust, LLC
61.	Levy, Clynt Allen a/k/a Clynt Levy
62.	Loyola, Kaila Alana
63.	LTF 55 Properties, LTD
64.	Luxury Properties & Interiors, LLC
65.	McConville, Mona
66.	McConville, Randolph
67.	McGuire, Timothy C.
68.	McInerney Jr, Ronald
69.	Murray, William J. , Esq. as Deputy Director and General Counsel of New York State Division of Lottery
70.	New York City Environmental Control Board
71.	New York State Division of the Lottery
72.	NY State Department of Taxation and Finance
73.	Old Republic National Title Insurance Co.
74.	Oloa, Francois
75.	Olson, Justin
76.	Owen, Donald

<b>Parties relating to known litigation matters involving the Debtors</b>	
77.	Partners 95
78.	Pettys, Michael
79.	Purcell, James Hammond
80.	Quontic Bank
81.	RCN Capital Funding, LLC
82.	Renval Construction LLC
83.	Rome, Gerald, Commissioner of Colorado Division of Securities
84.	Rosenberg
85.	Sabharwal, Gunit S.
86.	Saul, Eric
87.	Senn, Esq., Kevin J.
88.	Sent, Fernieda
89.	Shapiro, Robert
90.	Shulamit Namdar a/k/a Shoula Namdar
91.	Sparks, Shawn
92.	Spitalnic Esq., Daniel
93.	Sterling National Bank
94.	Sunshine, Nancy T
95.	Tashvighi, Arash
96.	Thatcher, Vanessa
97.	The Law Firm of Adam Kalish, P.C.
98.	The Russell A. Racette Jr. Living Trust
99.	Tobin, Andy
100.	Trustee Mark Rosenberg, Esq.
101.	Twelve Bee Corporation, LLC
102.	U.S. Securities and Exchange Commission
103.	Universal Debt Services, Inc.
104.	Vanderburgh County Treasurer
105.	Vision Developers & Associates, Inc.
106.	Wade
107.	Warren Lex LLP
108.	Warren Lex LLP
109.	Zeze Food Corporation
110.	16 Hicks Lane Holding Corp

<b>The Debtors' 32 largest unsecured creditors (who are not insiders) on a consolidated basis as identified in their chapter 11 petitions - Noteholders</b>	
1.	Michael Weiner MD PA Prof Sharing Plan
2.	Clayton Capital Investments Corp.
3.	Rosewood Capital Investments Inc.
4.	Harry Breyer RLT
5.	Bad Riv Band LK Sup Chippewa Indians
6.	GS Metro Investments

<b>The Debtors' 32 largest unsecured creditors (who are not insiders) on a consolidated basis as identified in their chapter 11 petitions - Noteholders</b>	
7.	James A Lochtefeld
8.	Jara Group II
9.	Jara Group II LLC
10.	Lynne Friend
11.	Jesse Randle
12.	Leonard Shemtob
13.	Oliver Andrew Entine 1984 Trust
14.	Max & Shelia Humbert
15.	Gerald D. & Elizabeth J. Sjaastad
16.	Provident-Doug E Onesko IRA
17.	Mainstar-Bruce Semeria TW003685
18.	Daniel J. & Linda J. Valentino
19.	Evers Dairy
20.	Rodney Black
21.	Provident-Jackways D. Kesling INH IRA
22.	Mainstar-James Fodor T2176917
23.	Norma Weiner Living Trust dated 11/13/13
24.	Barry A. Wiener
25.	Christensen Livestock Co. LLP
26.	June D. Lindsey
27.	Marlene & Maurice Mallah RLT
28.	Mary Beth Serafano T2177816
29.	Randy & Ester Schreffler
30.	Richard L Feller
31.	The Eddan Restructured Sales TR
32.	William E. Lindsey

<b>The Debtors' 30 largest unsecured creditors (who are not insiders) on a consolidated basis as identified in their chapter 11 petitions – Vendors</b>	
1.	G3 Group
2.	Dane Coyle Custom Homes Inc.
3.	Builder's Team
4.	City of Los Angeles
5.	Janckila Construction Inc.
6.	Los Angeles County Tax Collector-54018
7.	Los Angeles County Tax Collector-60186
8.	OHS Design & Development LLC
9.	The I-Grace Company
10.	KAA Design Group Inc.
11.	Los Angeles Department of Water and Power
12.	John Labib & Associates
13.	Alba Environmental Services Inc.
14.	BT Construction & Development
15.	Boswell Construction
16.	HM DG Inc.
17.	Studio Tim Campbell
18.	Plus Development LLC
19.	A Logan Insurance Brokerage
20.	Walker Workshop Design Build
21.	Standard LLP
22.	Studiomk27 Arquitetos I TDA
23.	Javid Construction, Inc.
24.	Bulli Corporation
25.	Crest Real Estate LLC
26.	Jeffer Mangels Butler & Mitchell LLP
27.	Novack Burnbaum Crystal LLP
28.	Good Panda Landscape LLC
29.	WDR Contracting
30.	Trees 'n Scapes Unlimited

<b>Critical Vendors (not listed on Top 30 Largest Unsecured Creditors - Vendors)</b>	
1.	Vicente Ramirez
2.	Ofelia Gutierrez
3.	George Barajas
4.	GFS Construction Inc.
5.	Jorge Flores
6.	Jose E. Rascon
7.	Meyer Davis Studio inc.
8.	Pero Alberto Viera
9.	Roberto Lopez
10.	Titan Contracting Services
11.	Woods + Dangaran

<b>The Debtors' other professionals</b>	
1.	Boies, Schiller & Flexner LLP

<b>The Debtors' landlords</b>	
1.	14140 Investment, LTD
2.	Garden First Center, LLC
3.	GPR1 LLC
4.	Kayline, LLC
5.	NN, Inc.
6.	Seidel & Shaw Realty Holding, LLC
7.	SMP LLC

<b>Government and Regulatory Agencies</b>	
1.	Borough of Litchfield – Tax Collector
2.	City of Beverly Hills – Permits
3.	City of Los Angeles
4.	City of Los Angeles – Brush Clearance
5.	City of Los Angeles – Bureau of Engineering
6.	City of Los Angeles – Permits
7.	City of Menasha
8.	City of New York – Department of Buildings
9.	City of New York – Department of Finance
10.	City of New York – Finance Commissioner
11.	City of Portsmouth
12.	Columbus – City Treasurer
13.	Cook County Treasurer
14.	County of Maui

<b>Government and Regulatory Agencies</b>	
15.	Dekalb County Tax Commissioner
16.	Delaware Department of the Treasury
17.	Delaware Division of Revenue, Dept of Taxation
18.	Department of Finance
19.	Donald X. Clavin, Jr.
20.	Eagle County Treasurer
21.	Franchise Tax Board
22.	Garfield County Treasurer
23.	Judith Linder Tax Collector
24.	Los Angeles County Tax Collector
25.	Lower Merion Township, Tax Collector
26.	Maricopa County Treasurer
27.	Nassau County Treasurer
28.	Office of Tax & Revenue Real Property
29.	Pitkin County Treasurer
30.	Portsmouth City Treasurer
31.	St. Clair County Clerk
32.	St. Clair County Collector
33.	Tax Claim Bureau
34.	Town of Camden
35.	Town of Carbondale
36.	Town of Litchfield – Tax Collector
37.	Vanderburgh County Treasurer
38.	Village of Dolton
39.	Wharton County Tax Office

<b>Utility Providers</b>	
1.	Associated Utility Services
2.	AT&T – CA
3.	Athens Services
4.	Black Hills Energy
5.	Centurylink
6.	City of Beverly Hills – Utility
7.	City of Chicago – Water
8.	City of Chicago – Dept. of Finance
9.	City of Chicago – Water
10.	City of Glenwood Springs
11.	City of Los Angeles - Department of Water and Power
12.	Comcast Cable
13.	ComEd
14.	Consolidated Edison Company of NY Inc.
15.	Dominion Energy Virginia
16.	Dominion Virginia Power

<b>Utility Providers</b>	
17.	Excel Energy
18.	Fox Crossing Utilities
19.	Frontier
20.	Georgia Power
21.	Holy Cross Energy
22.	HRSD
23.	Las Virgenes Water District
24.	Mid Valley Metropolitan District
25.	Mountain Waste & Recycling
26.	New York City Water Board
27.	PPL Electric Utilities
28.	Reliant
29.	Republic Services #902
30.	Roaring Fork Water & Sanitation District
31.	Shenandoah Valley Electric Cooperative
32.	Snowmass Water & Sanitation
33.	Snowmass Wildfire Protection District
34.	SoCal Waste, Inc.
35.	Southern California Edison
36.	Southern California Gas Company
37.	Starwood Metropolitan District
38.	The Gas Company
39.	Time Warner Cable
40.	Town of Carbondale
41.	Town of Menasha Utility District
42.	Town of Snowmass Village Public Works
43.	Waste Management
44.	Waste Management – Sun Valley
45.	WE Energies
46.	White Horse Springs Water & Sanitation
47.	Xcel Energy

<b>The Debtors' insurers and insurance brokers</b>	
1.	Blackburn Tabb Insurance
2.	Braishfield Associates Inc.
3.	Farmers Insurance Exchange
4.	Farmers Insurance Group
5.	First Insurance Funding Corp.
6.	John D Bell
7.	Kar Insurance
8.	Levitt-Fuirst Assoc Ltd.
9.	Nationwide Insurance
10.	NFP Property & Casualty Services



<b>The Debtors' insurers and insurance brokers</b>	
11.	Travelers
12.	United States Liability Insurance Co.
13.	US Assure Insurance Services of FL Inc.
14.	Wright National Flood Insurance Company

<b>Parties to material executory contracts</b>	
1.	[TO COME]
2.	
3.	
4.	

<b>Professionals to be employed by the Debtors in the Chapter 11 Cases</b>	
1.	Gibson, Dunn & Crutcher LLP
2.	SierraConstellation Partners LLC Lawrence Perkins
3.	Young Conaway Stargatt & Taylor, LLP
4.	Garden City Group
5.	Homer Bonner Jacobs
6.	Moelis & Company LLC

<b>Employees in U.S. Trustee's Office, District of Delaware</b>	
1.	Attix, Lauren
2.	Buchbinder, David
3.	Casey, Linda
4.	Dice, Holly
5.	Dortch, Shakima L.
6.	Fox, Timothy J., Jr.
7.	Giordano, Diane
8.	Green, Christine
9.	Hackman, Benjamin
10.	Heck, Jeffrey
11.	Keilson, Bryan
12.	Kenney, Mark
13.	Leamy, Jane
14.	McCollum, Hannah M.
15.	O'Malley, James R.
16.	Panacio, Michael
17.	Sarkessian, Juliet
18.	Schepacarter, Richard
19.	Serrano, Edith A.
20.	Starr, Karen
21.	Tinker, T. Patrick
22.	Vinson, Ramona
23.	Weissgerber, Jaclyn
24.	West, Michael
25.	Wynn, Dion

<b>U.S. Bankruptcy Court Judges, District of Delaware</b>	
1.	The Hon. Kevin J. Carey
2.	The Hon. Kevin Gross
3.	The Hon. Brendan L. Shannon
4.	The Hon. Laurie Selber Silverstein
5.	The Hon. Christopher S. Sontchi

6.	The Hon. Mary F. Walrath
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<b>Debtors' Bank Accounts</b>	
1.	United Bank

<b>Top 42 Investors for WMIF 1</b>	
1.	Clayton Capital Investments Corp
2.	Rosewood Capital Investments Inc.
3.	Jesse Randle
4.	Leonard Shemtob
5.	Jeffrey & Mary Morsch LT 08/26/10
6.	Prov. Tr Gp-FBO George L Bathory IRA
7.	Daniel K. & Lisa M. Lind
8.	Edward & Jennifer Goldbaum
9.	Mainstar-FBO Michael J Seely
10.	Maria R Murray second it C Murray Ttee
11.	Evelyn M Slifer
12.	Karnail Singh
13.	Eastridge family Irrev Tr
14.	Temple Investment Tr
15.	Tim & Lauren M West
16.	Bentley Family Holdings LLC
17.	Betty Lou Harvey Tr Dtd 04/10/96
18.	Brian & Anita Martin Ft
19.	Bruce W Eley Rt Dtd 04/14/16
20.	Christina L & Kevin P Hart
21.	Corrie Kundert
22.	Darold N & Margaret S Allen
23.	Dewey & Sharlene Steele
24.	Evelyn & Carl Newmark Tr
25.	Floyd Cline
26.	Huseyin Bekirov
27.	James A & Helen L Paltzer
28.	John J & Ellen M Schvetz
29.	Joseph H Harer Ft
30.	Joy Miller
31.	Kenneth L & Kelley A Pilgrim
32.	Knowles Foundation Inc
33.	Lauren West Tr Utd 12/11/12
34.	Leland Wolford
35.	Michael D & Mary Kay Heimback
36.	Myrna & Alexander Benda
37.	Prov. Tr Gp-FBO David W Mobley IRA

38.	Prov. Tr Gp-FBO Edward E Shuret IRA
39.	Sarah Kaufman Rlt
40.	Sarah Y Smith
41.	The Moscovitch Family Irrev Tr
42.	The Wilfred & Bernice Skvarch Tr 08/04/05

<b>Top 25 Investors for WMIF 2</b>	
1.	Jesse Randle
2.	Rosewood Capital Investments Inc
3.	Clayton Capital Investments Corp
4.	Leonard Shemtob
5.	Final Frontier Ventures LLC
6.	IRA Svcstr Co-cFBO Andrew M Antonio IRA
7.	Mainstar-FBO William J Spirka
8.	Edward Antonio
9.	Roslyn Bobenchik
10.	Mainstar-FBO Dennis Michael Murphy
11.	Mainstar-FBO Domingos Fernandes
12.	Anje Shein Rt
13.	Harry Breyer Rlt
14.	Mcconnell Crt 08/94 Ua 08/26/94
15.	Prov. Tr Gp-FBO Bernard A Naiman IRA
16.	Sanford & Laura Stern Rt 11/05/92
17.	Stephen T Scott
18.	Roque & Elvira Gonzales
19.	Donald P Stiers
20.	Lynne Friend
21.	Michael Weiner Md Pa Prof Sharing Pln
22.	Shirley Larsen
23.	Prov. Tr Gp-FBO Randal K Garrett IRA
24.	Prov. Tr Gp-FBO Arnold L Berman IRA
25.	IRA Svcstr Co-cFBO Kenneth G Walls IRA

<b>Top 29 Investors for WMIF 3</b>	
1.	Mainstar-FBO Mary Beth Serafano
2.	Randy & Ester Schreffler
3.	The Gary Lee Fite Rt Dtd 10/13/09
4.	William E Lindsey
5.	Michael Weiner Md Pa Prof Sharing Pln
6.	Lisa M Shelley
7.	Victoria Entine 1984 Tr
8.	Prov. Tr Gp-FBO Jackways D Kesling Inh IRA
9.	Harry Breyer Rlt

10.	James A Lochtefeld
11.	Susan Peck-Zirpolo
12.	Prov. Tr Gp-FBO Kim M Onesko IRA
13.	Herczog Ft
14.	Mainstar-FBO James Andrew Street
15.	Xiao Qing Wang
16.	Lowell S Peterson
17.	Prov. Tr Gp-FBO Doug E Onesko IRA
18.	Prov. Tr Gp-FBO John C Keith IRA
19.	Jara Group II LLC
20.	Mainstar-FBO Steven Krol
21.	Larita Kay Merrick
22.	Broad Insights 401k FBO J G Wiginton III
23.	Charles E & Shirley J Anderson
24.	Gary O & Patricia M Post
25.	Gs Metro Investments
26.	Jay Beynon Ft Dtd 10/23/98
27.	Randall Leon Ford It
28.	Robert M & Leann M Rowe
29.	Mainstar-FBO Mary Beth Serafano

<b>Top 25 Investors for WMIF 3A</b>	
1.	Bad Riv Band Lk Sup Chippewa Indians
2.	Gs Metro Investments
3.	Michael Weiner Md Pa Prof Sharing Pln
4.	Harry Breyer Rlt
5.	Hershey & Freda Bowers
6.	June D Lindsey
7.	Robert E & Norma J Rowe
8.	The Gary Lee Fite Rt Dtd 10/13/09
9.	Rosewood Capital Investments Inc
10.	Robert L Schattner Tr
11.	Gerald D & Elizabeth J Sjaastad
12.	Craig A Mcfoy
13.	Heidi Politi
14.	Prov. Tr Gp-FBO James Wheeler IRA
15.	John J & Joan E O'Neill
16.	Max & Shelia Humbert
17.	Clayton Capital Investments Corp
18.	Prov. Tr Gp-FBO Clyde Done IRA
19.	Daniel J & Linda J Valentino
20.	David Masao Mayeda
21.	The Ronald E Myrick Sr Rlt Dtd 02/12/07
22.	Leonard & Sandra Cameron

23.	William D Henry
24.	Mainstar-FBO Phillip Strong
25.	Elizabeth J & Gerald D Sjaastad

<b>Top 25 Investors for WMIF 4</b>	
1.	Michael Weiner MD PA of Sharing Pln
2.	Robert E & Norma J Rowe
3.	The Eddan Restructured Sales Tr
4.	Mainstar-FBO Bruce Semeria
5.	Friends of Travis Fisher House
6.	Prov. Tr Gp-FBO Gary Lee Fite IRA
7.	Wiener FT
8.	Mainstar-FBO Mark Poulson
9.	IRA Svcs Tr Co-CFBO James Webre IRA
10.	Marlene & Maurice Mallah Rlt
11.	Elizabeth M Geller Tr
12.	Barry A Wiener
13.	FHR Inc.
14.	Mainstar-FBO James Fodor
15.	Sidney H Geller Tr
16.	Ann Hardin Ford Tr
17.	Daniel J & Linda J Valentino
18.	Lynne Friend
19.	Mainstar-FBO Denelle C Bentley
20.	Mainstar-FBO Marshall D Ogden
21.	Mainstar-FBO Doreen Riccinto
22.	Max & Shelia Humbert
23.	IRA Svcs Tr Co-CFBO Charlotte Woolard Inh
24.	Monica & Lawrence Laclair
25.	Rodney Black