

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

In re:	:	Chapter 11
	:	
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> , ¹	:	Case No. 17-12560 (KJC)
	:	
	:	(Jointly Administered)
	:	
Debtors.	:	Hearing: May 1, 2018 at 11:00 a.m.
	:	Objection Deadline: April 2, 2018 at 4:00 p.m.

**APPLICATION OF THE AD HOC NOTEHOLDER GROUP
FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT
AND RETENTION OF DRINKER BIDDLE & REATH LLP
AS ITS COUNSEL NUNC PRO TUNC TO JANUARY 23, 2018**

The Ad Hoc Group of Noteholders (the “Ad Hoc Noteholder Group”) Formed Pursuant to January 23, 2018, Order [D.I. 357] (the “Settlement Order”) hereby files this application (this “Application”) for entry of an order, substantially in the form attached hereto as **Exhibit A**, authorizing the retention and employment of Drinker Biddle & Reath LLP (“Drinker Biddle”) as its Counsel pursuant to the Settlement Order, sections 105(a), 328(a) and 1103(a) of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Bankruptcy Rules for the United States Bankruptcy Court District of Delaware (the “Local Rules”). In support of this Application, the Ad Hoc Noteholder Group also files the *Declaration of Steven K. Kortanek, Esq. Pursuant to 28 U.S.C. § 1746 in Support of the Application of the Ad Hoc Noteholder Group for Entry of an Order Authorizing the Employment and Retention of Drinker Biddle &*

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. A complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC.

Reath LLP as its Counsel Nunc Pro Tunc to January 23, 2018 (the “Kortanek Declaration”), attached hereto as **Exhibit B**.

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider and grant the relief requested herein pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* dated February 29, 2012, from the United States District Court for the District of Delaware. A proceeding to consider and grant such relief is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 105(a), 328(a) and 1103(a) of the Bankruptcy Code. Relief is also proper pursuant to Bankruptcy Rule 2014 and the Local Rules of this District.

BACKGROUND

2. On December 4, 2017 (the “Petition Date”), the Debtors each filed their respective voluntary petitions with this Court under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On December 11, 2017, Drinker Biddle filed its initial Rule 2019 statements on behalf of the Ad Hoc Committee of Promissory Notes of Woodbridge Mortgage Investment Fund Entities and Affiliates (the “Ad Hoc Noteholder Committee”). Drinker Biddle continued to represent the Ad Hoc Noteholder Committee until the formation of the Ad Hoc Noteholder Group.

4. On December 18, 2017, the Ad Hoc Noteholder Committee filed its motion [D.I. 85] (the “Noteholder Committee Appointment Motion”) pursuant to section 1102(a)(2) of the

Bankruptcy Code, seeking entry of an order directing appointment of an official committee of Woodbridge noteholders (the “Noteholders”). The Noteholder Committee Appointment Motion was opposed by the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) [D.I. 288]. On January 23, 2018, the Court entered the Settlement Order approving a global resolution of several pending contested matters, including the Committee Appointment Motion.

5. On February 2, 2018, in accordance with the Settlement Order, the Movant Committee formed the Ad Hoc Noteholder Group [D.I. 470].

6. Also on February 2, 2018, the Ad Hoc Noteholder Group selected and retained, subject to approval by this Court, Drinker Biddle as its proposed counsel.

RELIEF REQUESTED AND BASIS THEREFOR

7. By way of this Application, pursuant to the Settlement Order, and sections 105(a), 328(a) and 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014, the Ad Hoc Noteholder Group requests entry of the proposed order attached hereto as **Exhibit A**, approving the employment and retention of Drinker Biddle, *nunc pro tunc* to January 23, 2018, as its counsel in connection with these chapter 11 cases.

8. The Ad Hoc Noteholder Group determined that Drinker Biddle’s combination of relevant experience, preparation and analysis, among other considerations, warranted selection of the firm. Drinker Biddle’s attorneys have represented secured and unsecured noteholder groups, secured lenders, and over sixty creditors’ committees, among many other major chapter 11 engagements.

9. Pursuant to section 1103(a) of the Bankruptcy Code, the Ad Hoc Noteholder Group requests that this Court approve the employment of Drinker Biddle as its counsel to

perform legal services consistent with scope set forth respecting the Ad Hoc Noteholder Group in the Settlement Order, consisting primarily of the following areas:

- (a) Analysis and potential litigation and/or negotiation of any aspects of Noteholder treatment in the chapter 11 cases;
- (b) Investigation and analysis of facts and issues related to whether Noteholders are secured; and
- (c) Analysis of possible Noteholder benefits of substantive consolidation of the Debtors' estates.

10. Drinker Biddle's scope will necessarily involve sub-tasks and related tasks, all as contemplated in the Settlement Order, including but not limited to the following:

- (a) Presenting at meetings of the Ad Hoc Noteholder Group, as well as meetings with other key stakeholders and parties;
- (b) Summary review of financial and operational information furnished by the Debtors to the Ad Hoc Noteholder Group, insofar as it relates to consolidation issues and cash management requirements that mandate accurate and complete post-petition intercompany accounting and allocation of professional fees and DIP draws;
- (c) Assisting on issues of unencumbered assets, insofar as they affect DIP draw requirements and adequate protection for Noteholders' existing liens;
- (d) Representing Noteholders interests, as the cases' largest economic constituency, in keeping the cases' professional fee budgeting to the minimum amounts necessary;
- (e) Representing Noteholder interests in any sale of assets of the Debtors' estates;
- (f) Investigation of liens of other purported secured parties;
- (g) Conferring with the Debtors' management, counsel and financial advisors related to the Ad Hoc Noteholders Group scope, and such other matters as reasonably requested by the Debtors;
- (h) Reviewing the Debtors' schedules, statements of financial affairs, and business plans related to the Debtors' real properties;
- (i) Advising the Ad Hoc Noteholder Group as to the ramifications regarding the Debtors' activities and motions before this Court that bear upon the aforementioned scope;

- (j) Preparing and filing appropriate pleadings on behalf of the Ad Hoc Noteholder Group;
- (k) Reviewing and analyzing the Debtors' financial professionals' work product and report to the Ad Hoc Noteholder Group on that analysis, subject to the aforementioned scope; and
- (l) Performing such other legal services for the Ad Hoc Noteholder Group as may be necessary or proper in these proceedings, subject to the aforementioned scope.

11. Drinker Biddle has advised the Ad Hoc Noteholder Group that it intends to apply to the Court for compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, as well as the administrative compensation order and fee examiner order entered in these cases. The proposed rates of compensation, subject to final Court approval, are the customary hourly rates in effect when services are performed by the attorneys, legal assistants and staff who provide services to the Ad Hoc Noteholder Group. The current hourly rates of the primary Drinker Biddle professionals anticipated to be staffed on this engagement are as follows:

Timekeeper	Title	Hourly Rate
Steven K. Kortanek	Partner	\$805
James H. Millar	Partner	\$990
Michael P. Pompeo	Partner	\$770
Patrick A. Jackson	Associate	\$605
Joseph N. Argentina, Jr.	Associate	\$495
Cathy Greer	Paralegal	\$400

Drinker Biddle has advised the Ad Hoc Noteholder Group that the firm's hourly rates are subject to periodic adjustment, of which the firm will provide notice.

12. Consistent with the firm's policy with respect to its other clients, Drinker Biddle will charge the Ad Hoc Noteholder Group for all charges and disbursements incurred in rendering services to the Ad Hoc Noteholder Group. These customary items include, among other things, photocopying, facsimiles, travel, business meals, computerized research, postage,

witness fees, and other fees related to trials and hearings. Internal costs or overhead cost and document production services (including regular secretarial and word processing time), will not be charged for separately.

13. Based upon the Kortanek Declaration filed contemporaneously herewith, the Ad Hoc Noteholder Group is satisfied that (i) Drinker Biddle does not hold or represent an adverse in connection with the cases, and that its employment is in the best interest of the estates, (ii) Drinker Biddle has no connection with the U.S. Trustee or any other person employed in the office of the U.S. Trustee, and (iii) Drinker Biddle has not been paid any retainer against which to bill fees and expenses. To the best of the Ad Hoc Noteholder Group's knowledge, Drinker Biddle has no connection with creditors or any other party in interest except as otherwise noted in the Kortanek Declaration.

14. Nunc pro tunc relief is warranted with respect to Drinker Biddle's retention. The firm has been diligent since its selection by the Ad Hoc Noteholder Group in preparing and prosecuting its application in a timely manner under the circumstances of these cases. Since entry of the Settlement Order on January 23, 2018, Drinker Biddle has been diligently working on behalf of the Ad Hoc Noteholder Group. These circumstances warrant nunc pro tunc relief. *See, e.g., In re United Cos. Fin. Corp.*, 241 B.R. 521, 526 (Bankr. D. Del. 1999).

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

15. Drinker Biddle will apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Drinker Biddle also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in 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 (the "Revised UST Guidelines"), both in connection with this application and the interim and final fee applications to be filed by Drinker Biddle in these chapter 11 cases.

16. The following is provided in response to the request for additional information set forth in Paragraph D.1. of the Revised UST Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed post-petition, explain the difference and the reasons for the difference.

Response: The Ad Hoc Noteholder Group was formed post-petition. Drinker Biddle's billing rates and material financial terms have not changed post-petition.

Question: Has your client approved your prospective budget and staffing plan, and if so for what budget period?

Response: The relevant budget has been established as an initial matter by the Court's January 23, 2018 order, which reflected arms-length budget negotiations of the Noteholder

Group's professional fee budget, covering through January 1, 2019. The firm has furnished a staffing plan and budget detail consistent with the negotiated budget.

NOTICE

17. Notice of this Application is being provided to (i) the U.S. Trustee for this Region; (ii) counsel for the Debtors; (iii) counsel for the Creditors' Committee; (iv) counsel for the Ad Hoc Unitholders Group; (v) counsel for the Agent under the Debtors' post-petition financing; and (vi) all parties having formally requested notice in these proceedings pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure and Rules 2014-1(b), 9013-1, and 2002-1(b) of the Local Rules for the United States Bankruptcy Court for the District of Delaware via the Court's CM/ECF system. The Ad Hoc Noteholder Group respectfully submits that, in light of the nature of the relief requested, no further notice is necessary or required.

CONCLUSION

WHEREFORE, the Ad Hoc Noteholder Group hereby respectfully requests that it be authorized to retain and employ Drinker Biddle & Reath LLP as its counsel *nunc pro tunc* to January 23, 2018, that Drinker Biddle be paid such compensation as may be allowed by this Court in accordance with sections 330 and 331 of the Bankruptcy Code, and that the Ad Hoc Noteholder Group be awarded such other further relief as is deemed just and proper.

Dated: March 19, 2018

The Ad Hoc Noteholder Group

By: /s/ Jay Beynon
Jay Beynon, solely in his capacity as Co-Chair

By: /s/ Marc Fruchter
Marc Fruchter, solely in his capacity as Co-Chair

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

In re:	:	Chapter 11
	:	
WOODBIDGE GROUP OF COMPANIES LLC, <i>et al.</i> , ¹	:	Case No. 17-12560 (KJC)
	:	
	:	(Jointly Administered)
	:	
Debtors.	:	Hearing: May 1, 2018 at 11:00 a.m.
	:	Objection Deadline: April 2, 2018 at 4:00 p.m.

**NOTICE OF APPLICATION OF THE AD HOC NOTEHOLDER GROUP
FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT
AND RETENTION OF DRINKER BIDDLE & REATH LLP AS ITS
COUNSEL NUNC PRO TUNC TO JANUARY 23, 2018**

PLEASE TAKE NOTICE that, on March 19, 2018, the Ad Hoc Group of Noteholders Formed Pursuant to January 23, 2018, Order [D.I. 357] (the “Ad Hoc Noteholder Group”), filed the attached *Application of the Ad Hoc Noteholder Group for Entry of an Order Authorizing the Employment and Retention of Drinker Biddle & Reath LLP as its Counsel Nunc Pro Tunc to January 23, 2018* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that responses or objections, if any, to the Application shall conform with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules, and shall be filed with the Court and be served upon the undersigned so as to be received no later than April 2, 2018 at 4:00 p.m. (EDT).

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. A complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC. The Noteholder Group maintains an informational website at <http://www.omnimgt.com/woodbridge>.

PLEASE TAKE FURTHER NOTICE that if one or more objections or responses to the Application are timely filed and served, then the Application will be considered at a hearing on May 1, 2018, at 11:00 a.m. before the Honorable Kevin J. Carey, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom 5, Wilmington, DE 19801, otherwise the Court may enter an order granting the Application without further notice or hearing.

Dated: March 19, 2018
Wilmington, Delaware

DRINKER BIDDLE & REATH LLP

/s/ Joseph N. Argentina, Jr. _____

Steven K. Kortanek (Del. Bar No. 3106)
Patrick A. Jackson (Del. Bar No. 4976)
Joseph N. Argentina (Del. Bar No. 5453)
222 Delaware Avenue, Suite 1410
Wilmington, Delaware 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201
steven.kortanek@dbr.com
patrick.jackson@dbr.com
joseph.argentina@dbr.com

-and-

James H. Millar
Michael Pompeo
1177 Avenue of the Americas, 41st Floor
New York, New York 10036-2714
Telephone: (212) 248-3140
Facsimile: (212) 248-3141
james.millar@dbr.com
michael.pompeo@dbr.com

*Proposed Counsel for the
Ad Hoc Noteholder Group*

EXHIBIT A
PROPOSED ORDER

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

In re:	:	Chapter 11
	:	
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> , ¹	:	Case No. 17-12560 (KJC)
	:	
	:	(Jointly Administered)
	:	
Debtors.	:	Re. Docket No. ____
	:	

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF DRINKER BIDDLE & REATH LLP AS COUNSEL FOR
THE AD HOC NOTEHOLDER GROUP**

Upon the application (the “Application”) of the Ad Hoc Noteholder Group (the “Ad Hoc Noteholder Group”) in the above-captioned chapter 11 cases for entry of an order authorizing the Ad Hoc Noteholder Group to employ and retain Drinker Biddle & Reath LLP (“Drinker Biddle”) as its counsel *nunc pro tunc* to January 23, 2018, pursuant to the Settlement Order and sections 105(a), 328(a) 1103 of title 11 of the United States Code; and upon the Declaration of Steven K. Kortanek of Drinker Biddle & Reath LLP (the “Kortanek Declaration”) attached to the Application as **Exhibit B**; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* dated February 29, 2012, from the United States District Court for the District of Delaware; and it appearing that the Application is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that the Court can enter a final order consistent with Article III of the United States Constitution; and venue being proper in this Court pursuant to sections 1408 and 1409 of

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title 28 of the United States Code; and the Court being satisfied that notice of this Application and the opportunity for a hearing on this application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Kortanek Declaration, that Drinker Biddle does not hold or represent an adverse in connection with the cases, and that Drinker Biddle is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and the Court having determined that the relief sought in the Application is in the best interests of the Ad Hoc Noteholder Group, the Debtors, their creditors, and all parties in interest; and this Court having determined that the legal and factual bases set forth in the Application and the Kortanek Declaration, and at the hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

It is hereby **ORDERED**, that:

1. The Application is GRANTED to the extent set forth herein.
2. Pursuant to sections 328 and 1103(a) of the Bankruptcy Code, the Ad Hoc Noteholder Group is authorized to employ and retain Drinker Biddle as counsel *nunc pro tunc* to January 23, 2018.
3. Drinker Biddle shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, any case-specific fee protocols approved by the Court and the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals entered by this Court, and any other applicable procedures and orders of the Court. Drinker Biddle also intends to make a reasonable effort to comply with the U.S.

Trustee's requests for information and additional disclosures as set forth in 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 (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Drinker Biddle in these chapter 11 cases.

4. Drinker Biddle shall provide ten business days' notice to the Debtors, the U.S. Trustee, and the Ad Hoc Noteholder Group before any increases in the rates set forth in the Application or any agreement entered into in connection with the Ad Hoc Noteholder Group's retention of Drinker Biddle are implemented and shall file such notice with the Court, provided, however, that in the event that Drinker Biddle attorneys responsible for the matter do not have sufficient advance notice of such rate increases, Drinker Biddle shall provide notice to the Debtors, the U.S. Trustee, and the Ad Hoc Noteholder Group as soon as practicable after the information regarding rate increases becomes available to Drinker Biddle attorneys responsible for this matter. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. Drinker Biddle shall make all reasonable efforts to avoid any inappropriate duplication of services provided by any of the Ad Hoc Noteholder Group's other retained Professionals in these Chapter 11 Cases.

6. No agreement or understanding exists between Drinker Biddle and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with this case. Drinker Biddle shall not share or agree to

share compensation received for services rendered in connection with this case with any other person other than as permitted by Bankruptcy Code section 504.

7. Notwithstanding anything in the Application to the contrary, Drinker Biddle shall, (i) to the extent that Drinker Biddle uses the services of independent contractors, subcontractors, or employees of foreign affiliates or subsidiaries (collectively, the “Contractors”) in this case, pass-through the cost of such Contractors to the Debtor at the same rate that Drinker Biddle pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for Drinker Biddle’s retention; and (iv) file with this Court such disclosures required by Bankruptcy Rule 2014.

8. Notwithstanding anything to the contrary in the Application, any order entered in connection therewith, or any agreement entered into in connection with the retention of Drinker Biddle, Drinker Biddle shall not seek reimbursement of expenses for office supplies.

9. The Ad Hoc Noteholder Group and Drinker Biddle are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

10. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. During the course of these bankruptcy cases, this Court has and shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: April _____, 2018
Wilmington, Delaware

HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

KORTANEK DECLARATION

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

In re:	:	Chapter 11
	:	
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> , ¹	:	Case No. 17-12560 (KJC)
	:	
	:	(Jointly Administered)
	:	
Debtors.	:	
	:	

**DECLARATION OF STEVEN K. KORTANEK, ESQ. PURSUANT TO 28 U.S.C. § 1746
IN SUPPORT OF THE APPLICATION OF THE AD HOC NOTEHOLDER GROUP
FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT
AND RETENTION OF DRINKER BIDDLE & REATH LLP
AS ITS COUNSEL NUNC PRO TUNC TO JANUARY 23, 2018**

STEVEN K. KORTANEK, of full age, under penalty of perjury, hereby declares as follows:

1. I am an attorney at law and a partner at the law firm of Drinker Biddle & Reath LLP, a Delaware Limited Liability Partnership (“Drinker Biddle”). I make this Declaration pursuant to section 1103 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and Federal Rule of Bankruptcy Procedure 2014.

2. Drinker Biddle is a national law firm of approximately 560 attorneys, which maintains an office at 222 Delaware Ave., Ste. 1410, Wilmington, DE 19801-1621, among other locations. Subject to this Court’s approval, Drinker Biddle proposes to provide legal services to the Ad Hoc Group of Noteholders Formed Pursuant to January 23, 2018, Order [D.I. 357] (the “Ad Hoc Noteholder Group”), at the rates approved by the Court, in compliance with sections

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504 and 1103 of the Bankruptcy Code, and to provide disclosure required under Rules 2014(a) and 2016(a) of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”). Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon Drinker Biddle’s completion of further review or as additional party-in-interest information becomes available to it, a supplemental declaration will be submitted to the Court reflecting such amended or modified information.

CONNECTIONS REVIEW PROCESS

3. In order to prepare this Declaration, Drinker Biddle compared the Debtors’ bankruptcy petitions, current and former officers & directors, largest investors, contract counterparties, court personnel, insurers, landlords, lenders, significant litigation parties, professionals, significant unsecured creditors, significant vendors, utilities, and other interested parties (collectively, the “Potentially Interested Parties”), with the information contained in the database system of clients, parties and matters maintained by Drinker Biddle (collectively, the “Conflict Check System”). A list of entities searched is attached hereto as **Schedule 1**.

4. The facts stated in this Declaration as to the relationship between Drinker Biddle lawyers on one hand, and the Debtors, the Debtors’ creditors, other parties in interest, the respective attorneys and accountants, the Office of the United States Trustee for Region Three (the “U.S. Trustee”), other persons employed by the U.S. Trustee, and those persons and entities who are defined as not disinterested persons in § 101(14) of the Bankruptcy Code, on the other hand, are based upon the results of the review of the Conflict Check System.

5. In addition, through a firmwide e-mail, firm personnel also solicited information directly from Drinker Biddle attorneys to determine whether any of them were aware of any

connections with parties in this case. In the event that any additional information is received, Drinker Biddle will promptly supplement the disclosures contained herein to the Court.

6. The Conflict Check System is a computerized database of current and former clients and adverse and related parties that is regularly maintained and updated in the course of the firm's business. These procedures are designed to include every matter on which the firm is now or has been engaged, by which entity the firm is now or has been engaged, and, in each instance, to include and record the identity of related parties and adverse parties and the attorney in the firm who is knowledgeable about the matter. It is Drinker Biddle's policy that that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the Conflict Check System the information necessary to check such matter for conflicts, including the identity of the prospective client, the matter and related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by Drinker Biddle and reflects entries that are noted in the systems at the time the information becomes known by persons whose regular duties include recording and maintaining this information. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter. As a partner in the firm, I regularly send information to update the Conflict Check System and use and rely upon the information contained in the system in the performance of my duties at the firm and in my practice of law.

**DRINKER BIDDLE'S CONNECTIONS WITH PARTIES IN INTEREST
IN MATTERS UNRELATED TO THESE CHAPTER 11 CASES**

7. To the best of my knowledge and information after due inquiry, (i) except as disclosed herein, Drinker Biddle has no connections, within the meaning of Bankruptcy Rule 2014(a), with the Debtors, their creditors, any other party in interest, their respective attorneys or accountants, the office of the United States Trustee, or any persons employed therein;

(ii) Drinker Biddle does not hold or represent an adverse in connection with the cases; and (iii) Drinker Biddle is a disinterested person within the meaning of section 101(14) of the Bankruptcy Code.

8. In order to make the above statements, the firm reviewed reports from its client/matter database for representations and other potential connections over the past three (3) years.

9. No attorney at Drinker Biddle presently represents any of the Debtors.

10. Drinker Biddle previously represented, currently represents, and may represent in the future the entities set forth in the chart below (or their affiliates), who are Potentially Interested Parties, in matters totally unrelated to these chapter 11 cases.

11. The firm discloses the following connections as a result of its comprehensive review, using the parties listed on Schedule 1 hereto:

Matched Entity	Relationship to Debtors	Relationship to Drinker Biddle & Reath LLP
Westlake Financial Services	Identified on list of Debtors' prepetition and postpetition secured lenders, advisors and counsel Potential DIP Lender	Former Client
Buchalter	Counsel to DIP Lender	Current Client
Citibank N.A.	Known Litigation Party	Current Client
Haight Brown & Bonesteel LLP	Known Litigation Party	Current Client
Levy, Clynt Allen a/k/a Clynt Levy	Known Litigation Party	Current Client
U.S. Securities and Exchange Commission	Known Litigation Party	A Drinker Biddle attorney held a position with the SEC prior to joining the firm

Matched Entity	Relationship to Debtors	Relationship to Drinker Biddle & Reath LLP
City of Los Angeles	30 Largest Creditors (Vendors)	Former Client
City of Los Angeles	Government and Regulatory Agencies	Former Client
City of Los Angeles – Brush Clearance	Government and Regulatory Agencies	Former Client
City of Los Angeles – Bureau of Engineering	Government and Regulatory Agencies	Former Client
City of Los Angeles – Permits	Government and Regulatory Agencies	Former Client
AT&T – CA	Utility Provider	Current Client
Comcast Cable	Utility Provider	Current Client
ComEd	Utility Provider	Current Client
PPL Electric Utilities	Utility Provider	Current Client
Republic Services #902	Utility Provider	Current Client
The Gas Company	Utility Provider	Possible Affiliate of Former Client
Farmers Insurance Exchange	Insurers and Insurance Brokers	Current Client
Farmers Insurance Group	Insurers and Insurance Brokers	Current Client
Travelers	Insurers and Insurance Brokers	Current Client
Garden City Group	Professionals to be employed by the Debtors in the Bankruptcy Cases	Former Client

12. In addition to the connections disclosed herein, Drinker Biddle and certain of its partners, counsel and associates may have in the past represented, may currently represent, and

likely in the future will represent others of the Potentially Interested Parties in connection with matters wholly unrelated to the Debtors or their cases. Moreover, Drinker Biddle appears in many cases, proceedings, and transactions involving different attorneys, financial consultants and investment bankers, some of which may now or in the future represent the parties-in-interest in these cases. Drinker Biddle may also represent in the future certain Ad Hoc Noteholder Group members and/or their affiliates in their capacities as official committee members in other chapter 11 cases, all of which involve matters wholly unrelated to these chapter 11 cases.

13. No attorney at Drinker Biddle represents an insider of the Debtors, any subsidiary, or other affiliate.

14. No attorney at Drinker Biddle has been paid fees prepetition or holds a security interest, guarantee, or other assurance of compensation for services performed and to be performed in these proceedings except as set forth herein.

15. There is no agreement of any nature, other than the Drinker Biddle partnership agreement, as to the sharing of any compensation to be paid to Drinker Biddle.

16. Except as disclosed in this Declaration, no attorney at Drinker Biddle has any other connection with the Debtors, their creditors, the U.S. Trustee, or any employee of that office, or any parties in interest in these proceedings.

17. To the best of my knowledge, no attorney at Drinker Biddle is a relative of, currently has, or previously has had any connection with the bankruptcy judge approving the employment of Drinker Biddle as the Ad Hoc Noteholder Group's counsel that would render the employment improper.

18. To the best of my knowledge, no attorney at Drinker Biddle has any other interest, direct or indirect, that may be affected by the proposed representation.

19. Drinker Biddle will not, while employed by the Ad Hoc Noteholder Group, represent any other person or entity having an adverse interest in connection with these chapter 11 cases.

20. To the extent that Drinker Biddle discovers any connection with any interested party or enters into any new relationship with any interested party, the firm will promptly supplement its disclosure to the Court.

DRINKER BIDDLE'S RATES AND BILLING PRACTICES

21. The current hourly rates applicable to the principal attorneys and paralegals of Drinker Biddle proposed to represent the Ad Hoc Noteholder Group are as follows:

Timekeeper	Title	Hourly Rate
Steven K. Kortanek	Partner	\$805
James H. Millar	Partner	\$990
Michael P. Pompeo	Partner	\$770
Patrick A. Jackson	Associate	\$605
Joseph N. Argentina, Jr.	Associate	\$495
Cathy Greet	Paralegal	\$400

22. The hourly rates set forth above are the firm's usual and customary hourly rates for work of this nature. The firm's rates are set at a level designed to fairly compensate Drinker Biddle for its work and to cover fixed and routine overhead expenses. It is Drinker Biddle's policy to charge its clients in all areas of practice for certain other expenses incurred in connection with the client's matter. The expenses charged to clients include, among other things, certain facsimile charges, mail and express mail charges, special or hand-delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, and transcription costs. Drinker Biddle will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to its

clients. Drinker Biddle will not seek to be reimbursed for secretarial and other overtime as expenses.

23. Drinker Biddle did not receive a retainer with respect to this representation.

24. Other than as set forth above, there is no proposed arrangement to compensate Drinker Biddle in connection with its representation of the Ad Hoc Noteholder Group.

STATEMENT PURSUANT TO REVISED U.S. TRUSTEE GUIDELINES

25. Drinker Biddle will apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Drinker Biddle also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in 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 (the "Revised UST Guidelines"), both in connection with this application and the interim and final fee applications to be filed by Drinker Biddle in these chapter 11 cases.

26. The following is provided in response to the request for additional information set forth in Paragraph D.1. of the Revised UST Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material

financial terms have changed post-petition, explain the difference and the reasons for the difference.

Response: The Ad Hoc Noteholder Group was formed post-petition. Drinker Biddle's billing rates and material financial terms have not changed post-petition.

Question: Has your client approved your prospective budget and staffing plan, and if so for what budget period?

Response: The relevant budget has been established as an initial matter by the Court's January 23, 2018 order, which reflected arms-length budget negotiations of the Noteholder Group's professional fee budget, covering through January 1, 2019. The firm has furnished a staffing plan and budget detail consistent with the negotiated budget.

27. Drinker Biddle has agreed to provide legal services to the Ad Hoc Noteholder Group and recognizes that any allowance of compensation for services rendered on behalf of the Ad Hoc Noteholder Group in connection with these proceedings and any reimbursement of disbursements made in connection therewith are subject to the prior approval and authorization by order of this Court. Drinker Biddle realizes that any application for fees must be supported by detailed contemporaneous time records. Drinker Biddle also understands that this Court's approval of its retention application is not approval of any proposed terms of compensation and that this Court may allow compensation on terms different from those proposed.

28. Drinker Biddle will abide by the terms of any administrative order establishing professional compensation and reimbursement procedures entered in these cases.

29. The foregoing constitutes the statement of Drinker Biddle pursuant to sections 504 and 1103 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(a).

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

Executed on: March 19, 2018
Wilmington, Delaware

By: /s/ Steven K. Kortanek
Steven K. Kortanek, Esq.
A Member of the Firm

Schedule 1**List of Identified Parties Included in Connections Review**

Debtor and Non-Debtor Affiliates (including any tradenames)	
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
¹	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.	
01:22670633.1	
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 Papirovka 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 Wilderndest 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.	Papirovska 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.	Wintercross 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
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	
1.	Robert Shapiro
2.	Robert Reed
3.	Nina Pedersen
Debtors' prepetition and postpetition secured lenders, advisors and counsel Potential DIP Lenders	
1.	The Hankey Group
2.	Don Hankey
3.	Westlake Financial Services
Other Secured Lenders	
1.	805 Nimes Place, LLC
2.	Ashley Land, LLC
3.	Tintarella, LLC
Counsel	
1.	Buchalter 2.
Top 30 Unitholders	
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
27.	Mainstar Tr-FBO Brian Millyard
28.	Sarah Kaufman Rev Trust #3
29.	Prov. Tr Gp-FBO Evan Brodie IRA
30.	Joseph C. Hull
Parties relating to known litigation matters involving the Debtors	
Litigation	
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
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
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
The Debtors' 32 largest unsecured creditors (who are not insiders) on a consolidated basis as identified in their chapter 11 petitions - Noteholders	
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
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
The Debtors' 30 largest unsecured creditors (who are not insiders) on a consolidated basis as identified in their chapter 11 petitions – Vendors	
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 l 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
Critical Vendors (not listed on Top 30 Largest Unsecured Creditors - Vendors)	
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
The Debtors' other professionals	
1.	Boies, Schiller & Flexner LLP
The Debtors' landlords	
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
Government and Regulatory Agencies	
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
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
Utility Providers	
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
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
The Debtors' insurers and insurance brokers	
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
The Debtors' insurers and insurance brokers	
11.	Travelers
12.	United States Liability Insurance Co.
13.	US Assure Insurance Services of FL Inc.
14.	Wright National Flood Insurance Company
Professionals to be employed by the Debtors in the Chapter 11 Cases	
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
Employees in U.S. Trustee's Office, District of Delaware	
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
U.S. Bankruptcy Court Judges, District of Delaware	
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
Debtors' Bank Accounts	
1.	United Bank
Top 42 Investors for WMIF 1	
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 Heimbuck
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
Top 25 Investors for WMIF 2	
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
Top 29 Investors for WMIF 3	
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
Top 25 Investors for WMIF 3A	
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
Top 25 Investors for WMIF 4	
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

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

In re:	:	Chapter 11
	:	
WOODBRIIDGE GROUP OF	:	Case No. 17-12560 (KJC)
COMPANIES LLC, <i>et al.</i> , ⁵	:	
	:	(Jointly Administered)
	:	
Debtors.	:	
	:	

CERTIFICATE OF SERVICE

I, Steven K. Kortanek, hereby certify that on this 19th day of March 2018, I caused to be served a copy of the *Application of the Ad Hoc Noteholder Group for Entry of an Order Authorizing the Employment and Retention of Drinker Biddle & Reath LLP as its Counsel Nunc Pro Tunc to January 23, 2018* upon the following in the manner indicated.


Dated: March 19, 2018


DRINKER BIDDLE & REATH LLP


/s/ Steven K. Kortanek
 Steven K. Kortanek (Del. Bar No. 3106)
 222 Delaware Avenue, Suite 1400
 Wilmington, DE 19801
 Telephone: (302) 467-4200
 Steven.Kortanek@dbr.com

⁵ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. A complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC.

Rule 2002 Service List

 MASTER SERVICE LIST Woodbridge Group Companies LLC As of 3/13/2018**												
Source *	Function/Party Represented	Company	Contact	Address 1	Address 2	Address 3	City (Foreign ZIP/Country)	State	Zip	Country	Fax	Email
NOA	COUNSEL FOR COMERICA BANK	ASHBY & GEDDES, P.A.	ATTN WILLIAM P BOWDEN, ESQ	500 DELAWARE AVE 8TH FL	PO BOX 1150		WILMINGTON	DE	19899	US	302-654-2067	wbowden@ashbygeddes.com
NOA	COUNSEL FOR BUILDERS TEAM, INC.	ASHFORD - SCHAEEL LLC	ATTN COURTNEY A. SCHAEEL, ESQ.	100 QUIMBY STREET, SUITE 1			WESTFIELD	NJ	07090	US	908-728-3113	cschaeel@ashfordrjlaw.com
NOA	COUNSEL FOR THE MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS, CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU (LARA-CSCLB)	ASSISTANT ATTORNEY GENERAL	ATTN AARON W LEVIN	CORPORATE OVERSIGHT DIVISION	PO BOX 30755		LANSING	MI	48909	US		levina@michigan.gov
NOA	COUNSEL FOR ROBERT SHAPIRO	BAIRD MANDALAS BROCKSTEDT, LLC	ATTN KEVIN A. GUERKE	2961 CENTERVILLE ROAD, SUITE 310			WILMINGTON	DE	19808	US	302-327-1101	kguerke@bmbde.com
MSL	INDEPENDENT DIRECTOR	BELINSON ADVISORY GROUP	ATTN MARC BELINSON							US		mbelinson@belinsonpartners.com
NOA	COUNSEL FOR BEN PEREA AND ELIZABETH PEREA	BEN PEREA AND ELIZABETH PEREA	C/O STEVE H. MAZER, ESQ.	2501 YALE BLVD. SE, STE 204			ALBUQUERQUE	NM	87106	US	877-24-2-18	smazer@regazzlaw.com
NOA	SPECIAL COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS	BERGER SINGERMAN LLP	ATTN PAUL STEVEN SINGERMAN, ESQ	1450 BRICKELL AVE STE 1900			MIAMI	FL	33131	US	305-714-4340	singerman@bergersingerman.com
NOA	SPECIAL COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS	BERGER SINGERMAN LLP	ATTN ISSAC M MARCUSHAMER, ESQ	1450 BRICKELL AVE STE 1900			MIAMI	FL	33131	US	305-714-4340	imarcushamer@bergersingerman.com
NOA	SPECIAL COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS	BERGER SINGERMAN LLP	ATTN CHARLES H LIGHTMAN, ESQ	350 E LAS OLAS BLVD 10TH FL			FORT LAUDERDALE	FL	33301	US	954-523-2872	clightman@bergersingerman.com
NOA	SPECIAL COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS	BERGER SINGERMAN LLP	ATTN GAVIN C GAUKROGER, ESQ	350 E LAS OLAS BLVD 10TH FL			FORT LAUDERDALE	FL	33301	US	(95-4) -523-	ggaukroger@bergersingerman.com
NOA	COUNSEL FOR HANKEY CAPITAL, LLC	BUCHALTER	ATTN WILLIAM S BRODY	1000 WILSHIRE BLVD, STE 1500			LOS ANGELES	CA	90017	US	213-896-0400	wbrody@buchalter.com
NOA	COUNSEL FOR HANKEY CAPITAL, LLC	BUCHALTER	ATTN PAUL S ARROW	1000 WILSIRE BLVD, STE 1500			LOS ANGELES	CA	90017	US	213-896-0400	parrow@buchalter.com
NOA	COUNSEL FOR THOMAS WEIDNER	BUECHLER & GARBER, LLC	ATTN AARON A. GARBER	999 18TH STREET, SUITE 1230-S			DENVER	CO	80202	US	720-381-0382	aaaron@bandglawoffice.com
NOA	COUNSEL FOR CALIFORNIA DEPARTMENT OF BUSINESS OVERSIGHT	CALIFORNIA DEPT OF BUSINESS OVERSIGHT	ATTN KENNY V NGUYEN	SENIOR COUNSEL	1515 K STREET, STE 200		SACRAMENTO	CA	95814	US	916-445-6985	kenny.nguyen@dbo.ca.gov
NOA	COUNSEL FOR THE MARGARET RAE ELSON IRREVOCABLE TRUST	CIARDI, CIARDI & ASTIN	ATTN JOSEPH J. MCMAHON JR.	1204 N. KING STREET			WILMINGTON	DE	19801	US		
NOA	COUNSEL FOR THE MARGARET RAE ELSON IRREVOCABLE TRUST	CIARDI, CIARDI & ASTIN	ATTN DANIEL K. ASTIN	1204 N. KING STREET			WILMINGTON	DE	19801	US	302-658-1300	
NOA	COUNSEL FOR THE MARGARET RAE ELSON IRREVOCABLE TRUST	CIARDI, CIARDI & ASTIN	ATTN JOHN D. MCCLAUGHLIN, JR.	1204 N. KING STREET			WILMINGTON	DE	19801	US	302-658-1300	jmclaughlin@ciardilaw.com
NOA	COUNSEL FOR CONNOLLY & LOFSTEDT, P.C.	CONNOLLY & LOFSTEDT, P.C.	ATTN TOM H. CONNOLLY, ESQ.	950 SPRUCE ST., STE. 1C			LOUISVILLE	CO	80027	US	303-661-9555	tom@clpc-law.com
NOA	COUNSEL FOR FHR, INC.	CONNOLLY GALLAGHER LLP	ATTN KAREN C. BIFFERATO, ESQ.	1000 WEST STREET, SUITE 1400			WILMINGTON	DE	19801	US	302-757-7299	kbifftrato@connollygallagher.com
NOA	COUNSEL FOR FHR, INC.	CONNOLLY GALLAGHER LLP	ATTN KELLY M. CONLAN	1000 WEST STREET, SUITE 1400			WILMINGTON	DE	19801	US	302-757-7299	kconlan@connollygallagher.com
MSL	INTERNAL REVENUE SERVICE	DEPARTMENT OF THE TREASURY	ATTN V. HAYES	INTERNAL REVENUE SERVICE	7850 SW 6TH CT		PLANTATION	FL	33324	US		
MSL	DEPARTMENT OF THE TREASURY	DEPARTMENT OF THE TREASURY		1500 PENNSYLVANIA AVENUE, NW			WASHINGTON	DC	20220	US		
MSL	PROPOSED RESTRUCTURING ADVISORS TO DEBTORS	DEVELOPMENT SPECIALISTS INC	ATTN MATT SORENSON	333 S GRAND AVE STE 4070			LOS ANGELES	CA	90071	US		msorensen@dsi.biz
MSL	PROPOSED RESTRUCTURING ADVISORS TO DEBTORS	DEVELOPMENT SPECIALISTS INC	ATTN FRED CHIN	333 S GRAND AVE STE 4070			LOS ANGELES	CA	90071	US		fchin@dsi.biz
MSL	CHIEF RESTRUCTURING OFFICER TO DEBTORS	DEVELOPMENT SPECIALISTS INC	ATTN BRADLEY D SHARP	333 S GRAND AVE STE 4070			LOS ANGELES	CA	90071	US		bsharp@dsi.biz
NOA	PROPOSED COUNSEL FOR THE AD HOC NOTEHOLDER GROUP	DRINKER BIDDLE & REATH LLP	ATTN STEVEN K KORTANEK, ESQ	222 DELAWARE AVE STE 1410			WILMINGTON	DE	19801	US	302-467-4201	steven.kortanek@dbr.com
NOA	PROPOSED COUNSEL FOR THE AD HOC NOTEHOLDER GROUP	DRINKER BIDDLE & REATH LLP	ATTN PATRICK A JACKSON, ESQ	222 DELAWARE AVE STE 1410			WILMINGTON	DE	19801	US	302-467-4201	patrick.jackson@dbr.com
NOA	PROPOSED COUNSEL FOR THE AD HOC NOTEHOLDER GROUP	DRINKER BIDDLE & REATH LLP	ATTN JOSEPH N ARGENTINA, JR. ESQ	222 DELAWARE AVE STE 1410			WILMINGTON	DE	19801	US	302-467-4201	joseph.argentina@dbr.com
NOA	PROPOSED COUNSEL FOR THE AD HOC NOTEHOLDER GROUP	DRINKER BIDDLE & REATH LLP	ATTN JAMES H MILLAR, ESQ	1177 AVENUE OF THE AMERICAS 41ST FL			NEW YORK	NY	10036	US	212-248-3141	james.millar@dbr.com
NOA	PROPOSED COUNSEL FOR THE AD HOC NOTEHOLDER GROUP	DRINKER BIDDLE & REATH LLP	ATTN MICHAEL P. POMPEO, ESQ.	1177 AVENUE OF THE AMERICAS, 41ST FLOOR			NEW YORK	NY	10036	US	212-248-3141	michael.pompeo@dbr.com
NOA	PROPOSED COUNSEL FOR THE AD HOC NOTEHOLDER GROUP	DRINKER BIDDLE & REATH LLP	ATTN TIMOTHY R CASEY ESQ	191 N WACKER DR STE 3700			CHICAGO	IL	60606	US	312-569-3000	timothy.casey@dbr.com
NOA	COUNSEL FOR LIFE CO. INSURANCE SERVICES & RETIREMENT PLANNING, INC.	FELDERSTEIN FITZGERALD WILLOUGHBY & GIBSON, DUNN, & CRUTCHER, LLP		PASCUZZI LLP	400 CAPITOL MALL, SUITE 1750		SACRAMENTO	CA	95814	US	916-329-7435	ppascuzzi@fwplaw.com
MSL	COUNSEL FOR DEBTORS	GIBSON, DUNN, & CRUTCHER, LLP	ATTN MATTHEW P. PORCELLI	200 PARK AVE			NEW YORK	NY	10166	US	212-351-4035	mporcelli@gibsondunn.com
MSL	COUNSEL FOR DEBTORS	GIBSON, DUNN, & CRUTCHER, LLP	ATTN OSCAR GARZA	333 S GRAND AVE			LOS ANGELES	CA	90071	US		ogarza@gibsondunn.com
MSL	COUNSEL FOR DEBTORS	GIBSON, DUNN, & CRUTCHER, LLP	ATTN J. ERIC WISE	200 PARK AVE			NEW YORK	NY	10166	US	212-351-4035	ewise@gibsondunn.com
MSL	COUNSEL FOR DEBTORS	GIBSON, DUNN, & CRUTCHER, LLP	ATTN MATTHEW K. KELSEY	200 PARK AVE			NEW YORK	NY	10166	US	212-351-4035	mkelsey@gibsondunn.com
MSL	COUNSEL FOR DEBTORS	GIBSON, DUNN, & CRUTCHER, LLP	ATTN DANIEL B. DENNY	333 S GRAND AVE			LOS ANGELES	CA	90071	US		ddenny@gibsondunn.com
MSL	COUNSEL FOR DEBTORS	GIBSON, DUNN, & CRUTCHER, LLP	ATTN SAMUEL A. NEWMAN	333 S GRAND AVE			LOS ANGELES	CA	90071	US	213-229-7520	snewman@gibsondunn.com
MSL	DIP LENDER	HANKEY INVESTMENT COMPANY	ATTN W. SCOTT DOBBINS	4751 WILSHIRE BLVD, STE 110			LOS ANGELES	CA	90010	US		dobbins@hiclp.com
NOA	COUNSEL FOR DOMINIC FUCCI AND JOANN FUCCI	HINDS & SHANKMAN, LLP	ATTN JAMES ANDREW HINDS, JR	21257 HAWTHORNE BLVD., 2ND FLOOR			TORRANCE	CA	90503	US	310-792-5977	jhinds@hindslaw.com
NOA	COUNSEL FOR HOMEOWNERS ASSOCIATION OF ASPEN GLEN, INC.	HOLLAND & HART LLP	ATTN RISA LYNN WOLF-SMITH	555 SEVENTEENTH STREET, SUITE 3200	PO BOX 8749		DENVER	CO	80201	US	303-295-8261	rwolf@hollandhart.com
MSL	IRS CENTRALIZED INSOLVENCY OPERATION	INTERNAL REVENUE SERVICE		CENTRALIZED INSOLVENCY OPERATION	PO BOX 7346		PHILADELPHIA	PA	19101	US		
NOA	COUNSEL FOR TINTARELLA, LLC	JOHN D. MONTE, ESQ.		15303 VENTURA BOULEVARD, FLOOR 9			SHERMAN OAKS	CA	91403	US	323-978-4842	johnmontelaw@gmail.com

 MASTER SERVICE LIST Woodbridge Group Companies LLC As of 3/13/2018**													
Source *	Function/Party Represented	Company	Contact	Address 1	Address 2	Address 3	City (Foreign ZIP/Country)	State	Zip	Country	Fax	Email	
NOA	COUNSEL FOR UTAH NOTEHOLDER GROUP	JONES WALDO HOLBROOK & MCDONOUGH PC	ATTN JEFFREY W SHIELDS	170 S MAIN ST STE 1500			SALT LAKE CITY	UT	84101	US		jsields@joneswaldo.com	
NOA	COUNSEL FOR UTAH NOTEHOLDER GROUP	JONES WALDO HOLBROOK & MCDONOUGH PC	ATTN BLAKE D MILLER	170 S MAIN ST STE 1500			SALT LAKE CITY	UT	84101	US	801-328-0537	bmiller@joneswaldo.com	
NOA	COUNSEL FOR UTAH NOTEHOLDER GROUP	JONES WALDO HOLBROOK & MCDONOUGH PC	ATTN PAUL R SMITH	170 S MAIN ST STE 1500			SALT LAKE CITY	UT	84101	US	801-328-0537	psmith@joneswaldo.com	
MSL	PROPOSED COUNSEL FOR DEBTORS	KLEE, TUCHIN, BOGDANOFF & STERN LLP	ATTN JONATHAN M. WEISS	1999 AVE OF THE STARS 39TH FL			LOS ANGELES	CA	90067	US		jweiss@ktsblaw.com	
MSL	PROPOSED COUNSEL FOR DEBTORS	KLEE, TUCHIN, BOGDANOFF & STERN LLP	ATTN DAVID A. FIDLER	1999 AVE OF THE STARS 39TH FL			LOS ANGELES	CA	90067	US		dfidler@ktsblaw.com	
MSL	PROPOSED COUNSEL FOR DEBTORS	KLEE, TUCHIN, BOGDANOFF & STERN LLP	ATTN MICHAEL L. TUCHIN	1999 AVE OF THE STARS 39TH FL			LOS ANGELES	CA	90067	US		mtuchin@ktsblaw.com	
MSL	PROPOSED COUNSEL FOR DEBTORS	KLEE, TUCHING, BOGDANOFF & STERN LLP	ATTN KENNETH N. KLEE	1999 AVE OF THE STARS 39TH FL			LOS ANGELES	CA	90067	US		kklee@ktsblaw.com	
NOA	COUNSEL FOR LISA ST. CLAIR LEWIS	KREKELER STROTHER S.C.	ATTN JENNIFER M. SCHANK	2901 W. BELTLINE HIGHWAY, SUITE 301			MADISON	WI	53713	US	608-663-0287	jschank@ks-lawfirm.com	
NOA	COUNSEL FOR THE NAVAJO NATION AND THE RAMAH CHAPTER OF THE NAVAJO NATION	KUTAK ROCK LLP	ATTN PETER J BARRETT, ESQ	901 E BYRD ST STE 1000			RICHMOND	VA	23219	US		peter.barrett@kutakrock.com	
NOA	COUNSEL FOR ELLEN PARKER	LAFLEUR LAW FIRM	ATTN NINA M. LAFLEUR	POST OFFICE BOX 840158			ST. AUGUSTINE	FL	32080	US		nina@lafleurlaw.com	
NOA	COUNSEL FOR THE JOINT REPRESENTATION GROUP	LAW OFFICE OF CURTIS A HEHN	ATTN CURTIS A HEHN	1007 N ORANGE ST 4TH FL			WILMINGTON	DE	19801	US	302-531-7214	curtishehn@comcast.net	
NOA	COUNSEL FOR THE LAW OFFICES OF RONALD RICHARDS & ASSOCIATES, A.P.C.	LAW OFFICES OF RONALD RICHARDS & ASSOCIATES, A.P.C.	ATTN RONALD RICHARDS	ASSOCIATES, A.P.C	P.O. BOX 11480		BEVERLY HILLS	CA	90213	US	310-277-3325	ron@ronaldrichards.com	
NOA	COUNSEL FOR ALAN ZIMMERER DKT 425 (NOA) COUNSEL FOR ALAN ZIMMERER	LOIZIDES, P.A.	ATTN CHRISTOPHER D. LOIZIDES	1225 KING STREET, SUITE 800			WILMINGTON	DE	19801	US	302-654-0728	loizides@loizides.com	
NOA	COUNSEL FOR SEYMOUR KAUFMAN, SARAH KAUFMAN, ALISON DUNNE, DAVID KAUFMAN, SARAH KAUFMAN REVOCABLE TRUST AND SEYMOUR KAUFMAN REVOCABLE TRUST.	MARGOLIS EDELSTEIN	ATTN JAMES E. HUGGETT, ESQUIRE	300 DELAWARE AVENUE, SUITE 800			WILMINGTON	DE	19801	US	302-888-1119	jhuggett@margolisedelstein.com	
NOA	COUNSEL FOR BUILDERS TEAM, INC.	MCCARTER & ENGLISH LLP	ATTN KATE ROGGIO BUCK, ESQ.	RENAISSANCE CENTRE	405 N. KING ST., 8TH FLR.		WILMINGTON	DE	19801	US	302-984-6399	kbuck@mccarter.com	
NOA	COUNSEL FOR THE COUNTY OF WHARTON, TEXAS	MCCREARY VESELKA BRAGG & ALLEN PC	ATTN LEE GORDON	PO BOX 1269			ROUND ROCK	TX	78680	US	512-323-3205		
NOA	PARTY REQUESTING NOTICE	MILTON BENDER		1690 DUCK CREEK RD			IONE	CA	95640	US		miltonbender@volcano.net	
MSL	PARTY REQUESTING NOTICE	MUFFET FOY CUDDY		25A PASEO NOPAL			SANTE FE	NM	87507	US		muffet74@mac.com	
NOA	COUNSEL FOR THE STATE OF ARIZONA EX REL. ARIZONA CORPORATION COMMISSION ("DEPARTMENT")	OFFICE OF THE ATTORNEY GENERAL	ATTN MATTHEW A SILVERMAN	ARIZONA ASSISTANT ATTORNEY GENERAL	2005 N CENTRAL AVE		PHOENIX	AZ	85004	US	602-542-4273	matthew.silverman@azag.gov	
MSL	OFFICE OF THE UNITED STATES TRUSTEE - REGION 3	OFFICE OF THE UNITED STATES TRUSTEE	ATTN JANE M. LEAMY	REGION 3	844 KING STREET, SUITE 2207	LOCKBOX 35	WILMINGTON	DE	19801	US	302-573-6497		
MSL	UNITED STATES TRUSTEE	OFFICE OF THE UNITED STATES TRUSTEE	ATTN TIMOTHY J. FOX, JR	REGION 3	844 KING STREET, SUITE 2207	LOCKBOX 35	WILMINGTON	DE	19801	US	302-573-6497	timothy.fox@usdoj.gov	
NOA	COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS	PACHULSKI STANG ZIEHL & JONES	ATTN JAMES I. STANG	10100 SANTA MONICA BOULEVARD, 13TH FLOOR			LOS ANGELES	CA	90067	US	310-201-0760	jstang@pszjlaw.com	
NOA	COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS	PACHULSKI STANG ZIEHL & JONES LLP	ATTN RICHARD M. PACHULSKI	10100 SANTA MONICA BOULEVARD, 13TH FLOOR			LOS ANGELES	CA	90067	US	310-201-0760	rpachulski@pszjlaw.com	
NOA	COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS	PACHULSKI STANG ZIEHL & JONES LLP	ATTN JEFFREY N. POMERANTZ	10100 SANTA MONICA BOULEVARD, 13TH FLOOR			LOS ANGELES	CA	90067	US	310-201-0760	jpomerantz@pszjlaw.com	
NOA	COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS	PACHULSKI STANG ZIEHL & JONES LLP	ATTN BRADFORD J SANDLER	919 N. MARKET STREET, 17TH FLOOR			WILMINGTON	DE	19801	US	302-652-4400	bsandler@pszjlaw.com	
NOA	COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS	PACHULSKI STANG ZIEHL & JONES LLP	ATTN COLIN R. ROBINSON	919 N. MARKET STREET, 17TH FLOOR			WILMINGTON	DE	19801	US	302-652-4400	crobins@pszjlaw.com	
NOA	PARTY REQUESTING NOTICE	PAM ZEIER		27090 HIGHWAY 72			GOLDEN	CO	80403	US			
NOA	COUNSEL FOR THE I-GRACE COMPANY	PRYOR CASHMAN LLP	ATTN SETH H. LIEBERMAN, ESQ	7 TIMES SQUARE			NEW YORK	NY	10036	US	212-798-6917	slieberman@pryorcashman.com	
NOA	COUNSEL FOR I-GRACE COMPANY	PRYOR CASHMAN LLP	ATTN RICHARD LEVY, JR., ESQ	7 TIMES SQUARE			NEW YORK	NY	10036	US	212-326-0806	rievy@pryorcashman.com	
NOA	COUNSEL FOR TINTARELLA, LLC	REITER DYE & BRENNAN, LLP	ATTN GENISE REITER, ESQ.	10990 WILSHIRE BLVD.	SUITE 940		LOS ANGELES	CA	90024	US		grr@rdbattorneys.com	
NOA	COUNSEL FOR TINTARELLA, LLC	REITER DYE & BRENNAN, LLP	ATTN PAUL T. DYE, ESQ.	10990 WILSHIRE BLVD.	SUITE 940		LOS ANGELES	CA	90024	US		ptd@rdbattorneys.com	
NOA	COUNSEL FOR HANKEY CAPITAL, LLC	RICHARDS LAYTON & FINGER PA	ATTN JOHN H KNIGHT	ONE RODNEY SQUARE	920 NORTH KING ST		WILMINGTON	DE	19801	US	302-651-7701	knight@rff.com	
NOA	COUNSEL FOR HANKEY CAPITAL, LLC	RICHARDS LAYTON & FINGER PA	ATTN CHRISTOPHER M DELILLO	ONE RODNEY SQUARE	920 NORTH KING ST		WILMINGTON	DE	19801	US	302-651-7701	delillo@rff.com	
NOA	COUNSEL FOR SCOTTHULSE	SCOTTHULSE, PC	ATTN JAMES M. FEUILLE	201 E. MAIN DRIVE, SUITE 1100	PO BOX 99123		EL PASO	TX	79901	US	915-546-8333	jfeu@scotthulse.com	
MSL	SECRETARY OF TREASURY	SECRETARY OF TREASURY		820 SILVER LAKE BOULEVARD	SUITE 100		DOVER	DE	19904	US	302-739-5635		
MSL	SEC HEADQUARTERS	SECURITIES EXCHANGE COMMISSION	ATTN SECRETARY OF THE TREASURY	100 F STREET, NE			WASHINGTON	DC	20549	US	202-772-9317	chairmanoffice@sec.gov	
NOA	COUNSEL FOR ROBERT M. ROWE, LEANN M. ROWE, ROBERT E. ROWE, NORMA J. ROWE, DAVID COX, & MARGARET COX (COLLECTIVELY, THE "NOTEHOLDERS").	SHUTTS & BOWEN LLP	ATTN RYAN C. REINERT, ESQ.	4301 W. BOY SCOUT BLVD, SUITE 300			TAMPA	FL	33607	US	813-229-8901	rreinert@shutts.com	
MSL	FINANCIAL ADVISOR FOR DEBTORS	SIERRA CONSTELLATION PARTNERS, LLC	ATTN LAWRENCE "LARRY" PERKINS	400 S HOPE ST, STE 1050			LOS ANGELES	CA	90071	US		lperkins@scpllc.com	
MSL	FINANCIAL ADVISOR FOR DEBTORS	SIERRA CONSTELLATION PARTNERS, LLC	ATTN LISSA WEISSMAN	400 S HOPE ST, STE 1050			LOS ANGELES	CA	90071	US	213-232-3285	lweissman@scpllc.com	
MSL	FINANCIAL ADVISOR FOR DEBTORS	SIERRA CONSTELLATION PARTNERS, LLC	ATTN REECE FULGHAM	400 S HOPE ST, STE 1050			LOS ANGELES	CA	90071	US		rfulgham@scpllc.com	
MSL	FINANCIAL ADVISOR FOR DEBTORS	SIERRA CONSTELLATION PARTNERS, LLC	ATTN JOHN FARRACE	400 S HOPE ST, STE 1050			LOS ANGELES	CA	90071	US		jfarrace@scpllc.com	
MSL	FINANCIAL ADVISOR FOR DEBTORS	SIERRA CONSTELLATION PARTNERS, LLC	ATTN MILES STAGLIK	400 S HOPE ST, STE 1050			LOS ANGELES	CA	90071	US		mstaglik@scpllc.com	
MSL	FINANCIAL ADVISOR FOR DEBTORS	SIERRA CONSTELLATION PARTNERS, LLC	ATTN ROBERT SHENFELD	400 S HOPE ST, STE 1050			LOS ANGELES	CA	90071	US		rshenfeld@scpllc.com	
NOA	SOUTH COAST ENGINEERING GROUP, INC.	SOUTH COAST ENGINEERING GROUP, INC.		5000 N. PARKWAY CALABASAS	SUITE 307		CALABASAS	CA	91302	US	818-224-2711		

 MASTER SERVICE LIST Woodbridge Group Companies LLC As of 3/13/2018**												
Source *	Function/Party Represented	Company	Contact	Address 1	Address 2	Address 3	City (Foreign ZIP/Country)	State	Zip	Country	Fax	Email
NOA NOA	PARTY REQUESTING NOTICE COUNSEL FOR GAYLYNN MORTENSEN	STERLING ZEIER STOEL RIVES LLP	ATTN DAVID L MORTENSEN, ESQ	27090 HIGHWAY 72 201 S MAIN ST STE 1100			GOLDEN SALT LAKE CITY	CO UT	80403 84111	US US	801-578-6999	david.mortensen@stoel.com
NOA	COUNSEL FOR THE HAZEN FAMILY IRREVOCABLE TRUST.	SULLIVAN HAZELTINE ALLINSON LLC	ATTN WILLIAM D SULLIVAN	901 N MARKET ST STE 1300			WILMINGTON	DE	19801	US	302-428-8195	
NOA	COUNSEL FOR THE HAZEN FAMILY IRREVOCABLE TRUST.	SULLIVAN HAZELTINE ALLINSON LLC	ATTN ELIHU E ALLINSON III	901 N MARKET ST STE 1300			WILMINGTON	DE	19801	US	302-428-8195	
NOA	COUNSEL FOR G3 GROUP LA, INC.	SULMEYERKUPETZ	ATTN ALAN G TIPPPIE	A PROFESSIONAL CORPORATION	333 S HOPE ST 35TH FL		LOS ANGELES	CA	90071	US	213-629-4520	atippie@sulmeyerlaw.com
NOA	COUNSEL FOR GRACE LA MONTAGNE AND JOHN SIEGLER	THE INFURNA LAW FIRM, P.A.	ATTN JUSTIN R. INFURNA ESO	121 SOUTH ORANGE AVE. SUITE 1500			ORLANDO	FL	32801	US	800-774-1560	justininfurna@alwaysavailablelawyer.com
NOA	COUNSEL FOR STEVEN AND MARJORIE TANDLICH COUNSEL FOR BETTY LU DUNNE COUNSEL FOR CONNIE FELDKICK SINGLETON COUNSEL FOR THE KEN PADDOCK FAMILY TRUST DATED 2001 COUNSEL FOR BARRY AND FERNE KORNFELD COUNSEL FOR CLINTON J CARROUGHER COUNSEL FOR KENT A FLETCHER AND PATRICIA S FLETCHER COUNSEL FOR ELIZABETH CRUZ COUNSEL FOR ROSE MARTIN COUNSEL FOR SUZANNE HUFF COUNSEL FOR FEN C DYKMAN COUNSEL FOR CARMEN G SANCHEZ AND ARMANDO J ESCALANTE COUNSEL FOR FRANK AND JOSIANE GERARDI COUNSEL FOR LEONARD SIMONS COUNSEL FOR GARY HARDER COUNSEL FOR ADRIENNE PRICE AND SHELDON PRICE COUNSEL FOR WAYNE JAKOBS AND ANGELA JAKOBS COUNSEL FOR ANDREA M. CORKHILL COUNSEL FOR ROBERTA LEBLANC RYAN COUNSEL FOR ROBERT SCHATTNER COUNSEL FOR DAN SOLOWEY COUNSEL FOR DORIS AND HARRY FRANKEL COUNSEL FOR CAROL AND JOHN LOCCICERO COUNSEL FOR MARK AND LINDA SIEGEL COUNSEL FOR AMANDA AND LINDA SIEGEL COUNSEL FOR JANET L. CASTANEDA COUNSEL FOR LORI AND LLOYD FELDMAN COUNSEL FOR THE BERNARD AND SYLVIA FINEBERG LIVING TRUST COUNSEL FOR DANIEL AND LINDA GROSS COUNSEL FOR BRIAN D. MILYARD COUNSEL FOR	THE SARACHEK LAW FIRM	ATTN JOSEPH E SARACHEK ESO	101 PARK AVENUE 27TH FLOOR			NEW YORK	NY	10178	US	646-861-4950	sarachekesq@gmail.com
NOA	COUNSEL FOR SEC	U.S. SECURITIES AND EXCHANGE COMMISSION	ATTN DAVID W. BADDLEY	ATLANTA REGIONAL OFFICE	950 EAST PACES ROAD, N.E., SUITE 900		ATLANTA	GA	30326	US		baddleyd@sec.gov
NOA	COUNSEL FOR THE SEC	U.S. SECURITIES AND EXCHANGE COMMISSION	ATTN NEAL JACOBSON	NEW YORK REGIONAL OFFICE	BROOKFIELD PLACE	200 VESEY STREET, SUITE 400	NEW YORK	NY	10281	US	212-336-1317	jacobsonn@sec.gov
NOA	COUNSEL FOR THE U.S. SECURITIES AND EXCHANGE COMMISSION	U.S. SECURITIES AND EXCHANGE COMMISSION	ATTN RUSSELL KOONIN	MIAMI REGIONAL OFFICE	801 BRICKELL AVE	SUITE 1800	MIAMI	FL	33131	US		kooninr@sec.gov
NOA	COUNSEL FOR THE SEC.	U.S. SECURITIES AND EXCHANGE COMMISSION	ATTN CHRISTINE NESTOR	MIAMI REGIONAL OFFICE	801 BRICKELL AVE.	SUITE 1800	MIAMI	FL	33131	US	305-536-4154	nestorc@sec.gov
MSL	OFFICE OF US ATTORNEY	UNITED STATES ATTORNEY'S OFFICE	ATTN DAVID C. WEISS	NEMOURS BUILDING	1007 ORANGE STREET, SUITE 700		WILMINGTON	DE	19801	US	302-573-6220	askdcoj@usdoj.gov
NOA	COUNSEL FOR THE UNITED STATES OF AMERICA	UNITED STATES DEPARTMENT OF JUSTICE	ATTN ANDREW D WARNER	CIVIL DIVISION	1100 L ST NW		WASHINGTON	DC	20530	US	202-514-9163	andrew.warner@usdoj.gov
MSL	SEC NORTHEAST REGIONAL	US SECURITIES & EXCHANGE COMMISSION	ATTN ANDREW CALAMARI REGIONAL DIRECTOR	NEW YORK REGIONAL OFFICE	BROOKFIELD PLACE	200 VESEY ST, STE 400	NEW YORK	NY	10281	US	212-336-1345	newyork@sec.gov
MSL	US TREASURY	US TREASURY		1500 PENNSYLVANIA AVE NW			WASHINGTON	DC	20220	US		
NOA	COUNSEL FOR UNITHOLDERS GROUP	VENABLE LLP	ATTN JEFFREY S SABIN, ESQ	ROCKEFELLER CENTER	1270 AVENUE OF THE AMERICAS 24TH FL		NEW YORK	NY	10020	US	212-307-5598	jsabin@venable.com
NOA	COUNSEL FOR UNITHOLDERS GROUP	VENABLE LLP	ATTN CAROL WEINER-LEVY, ESO	ROCKEFELLER CENTER	1270 AVENUE OF THE AMERICAS 24TH FL		NEW YORK	NY	10020	US	212-307-5598	cweinerlevy@venable.com
NOA	COUNSEL FOR UNITHOLDERS GROUP	VENABLE LLP	ATTN ANDREW J CURRIE, ESO	750 E PRATT ST STE 900			BALTIMORE	MD	21202	US	410-244-7742	ajcurrie@venable.com
NOA	COUNSEL FOR UNITHOLDERS GROUP	VENABLE LLP	ATTN JAMIE L EDMONSON, ESO	1201 N MARKET ST STE 1400			WILMINGTON	DE	19801	US	302-298-3550	jledmonson@venable.com
MSL	DIP LENDER	WESTLAKE FINANCIAL SERVICES	ATTN PAUL KERWIN	4751 WILSHIRE BLVD, STE 110			LOS ANGELES	CA	90010	US		pkerwin@westlakefinancial.com
NOA	COUNSEL FOR TINTARELLA, LLC	WHITEFORD TAYLOR & PRESTON L.L.P.	ATTN CHRISTOPHER A. JONES, ESQ.	3190 FAIRVIEW PARK DRIVE, SUITE 800			FALLS CHURCH	VA	22042	US	703-280-9139	cajones@wtplaw.com
NOA	COUNSEL FOR TINTARELLA, LLC	WHITEFORD, TAYLOR & PRESTON LLC	ATTN L. KATHERINE GOOD	THE RENAISSANCE CENTRE	405 NORTH KING STREET, SUITE 500		WILMINGTON	DE	19801	US	302-661-7950	kgood@wtplaw.com
NOA	COUNSEL FOR TINTARELLA, LLC	WHITEFORD, TAYLOR & PRESTON LLC	ATTN STEPHEN B. GERALD	THE RENAISSANCE CENTRE	405 NORTH KING STREET, SUITE 500		WILMINGTON	DE	19801	US	302-661-7950	sgerald@wtplaw.com
NOA	COUNSEL FOR PATRICK W. O'BRIEN AND DENISE L. O'BRIEN	WILK AUSLANDER LLP	ATTN ELOY A. PERAL, ESQ.	1515 BROADWAY, 43RD FLOOR			NEW YORK	NY	10036	US		eperal@wilkauslander.com
NOA	COUNSEL FOR PATRICK W. O'BRIEN AND DENISE L. O'BRIEN	WILK AUSLANDER LLP	ATTN ERIC J. SNYDER, ESQ.	1515 BROADWAY, 43RD FLOOR			NEW YORK	NY	10036	US		esnyder@wilkauslander.com
NOA	COUNSEL FOR THE LAWRENCE GUTHRIE TRUST	WILLIAM W. ERHART, ESQUIRE		2961 CENTERVILLE ROAD, SUITE 350			WILMINGTON	DE	19808	US	302-651-0331	
NOA	COUNSEL FOR COMERICA BANK	WINSTON & STRAWN LLP	ATTN DAVID NEIER, ESO	200 PARK AVE			NEW YORK	NY	10166	US	212-294-4700	dneier@winston.com
NOA	COUNSEL FOR UTAH NOTEHOLDER GROUP	WOMBLE BOND DICKINSON (US) LLP	ATTN MARK DESGROSSEILLIERS	222 DELAWARE AVE STE 1501			WILMINGTON	DE	19801	US		mark.desgrosseillers@wbd-us.com
NOA	COUNSEL FOR UTAH NOTEHOLDER GROUP	WOMBLE BOND DICKINSON (US) LLP	ATTN ERICKA JOHNSON	222 DELAWARE AVE STE 1501			WILMINGTON	DE	19801	US		ericka.johnson@wbd-us.com
MSL	LEAD DEBTOR	WOODBIDGE GROUP OF COMPANIES, LLC	ATTN EUGENE RUBINSTEIN, ASSOC. COUNSEL	14140 VENTURA BLVD #302			SHERMAN OAKS	CA	91423	US		eugene@woodbridgecompanies.com
MSL	LEAD DEBTOR	WOODBIDGE GROUP OF COMPANIES, LLC	ATTN ROBERT REED, GENERAL COUNSEL	14140 VENTURA BLVD #302			SHERMAN OAKS	CA	91423	US		rreed@woodbridgecompanies.com



MASTER SERVICE LIST
Woodbridge Group Companies LLC
 As of 3/13/2018**

Source *	Function/Party Represented	Company	Contact	Address 1	Address 2	Address 3	City (Foreign ZIP/Country)	State	Zip	Country	Fax	Email
MSL	COUNSEL FOR DEBTORS	YOUNG, CONAWAY, STARGATT, & TAYLOR, LLP	ATTN IAN J. BAMBRICK	RODNEY SQUARE	1000 N KING ST		WILMINGTON	DE	19801	US		ibambrick@ycst.com
MSL	COUNSEL FOR DEBTORS	YOUNG, CONAWAY, STARGATT, & TAYLOR, LLP	ATTN SEAN M. BEACH	RODNEY SQUARE	1000 N KING ST		WILMINGTON	DE	19801	US	302-571-1253	sbeach@ycst.com
MSL	COUNSEL FOR DEBTORS	YOUNG, CONAWAY, STARGATT, & TAYLOR, LLP	ATTN ALLISON S. MIELKE	RODNEY SQUARE	1000 N KING ST		WILMINGTON	DE	19801	US		amielke@ycst.com
MSL	COUNSEL FOR DEBTORS	YOUNG, CONAWAY, STARGATT, & TAYLOR, LLP	ATTN EDMON L. MORTON	RODNEY SQUARE	1000 N KING ST		WILMINGTON	DE	19801	US		emorton@ycst.com
	* MSL – Master Service List											
	NOA – Notice of Appearance											
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