

**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 CONWAY MACKENZIE, INC. AS
FINANCIAL ADVISOR NUNC PRO TUNC TO JANUARY 23, 2018**

The Ad Hoc Group of Noteholders Formed Pursuant to January 23, 2018, Order [D.I. 357] (the “Ad Hoc Noteholder Group”) hereby files this Application (the “Application”) for Authority to Employ Conway MacKenzie, Inc. as Financial Advisor to the Ad Hoc Noteholder Group, *nunc pro tunc* to January 23, 2018. This Application is supported by the Declaration of Matthew D. Sedigh (the “Sedigh Declaration”), attached hereto as **Exhibit A**. In support of this Application, the Ad Hoc Noteholder Group respectfully states as follows:

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).

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>.

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 327, 328(a), and 1103 of the Bankruptcy Code. Relief is also proper pursuant to Bankruptcy Rule 2014 and the Local Rules of this District.

BACKGROUND

A. Chapter 11 Cases

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. No trustee or examiner has been appointed in these chapter 11 cases.

3. On December 18, 2017, the Ad Hoc Committee of Promissory Notes of Woodbridge Mortgage Investment Fund Entities and Affiliates (the "Movant Ad Hoc Committee") filed a motion [D.I. 85] (the "Committee Appointment Motion") pursuant to section 1102(a)(2) of the Bankruptcy Code for entry of an order directing appointment of an official committee of Woodbridge noteholders (the "Noteholders"). The motion was opposed by the Official Committee of Unsecured Creditors (the "Creditors' Committee") [D.I. 288]. On January 23, 2018, the Court entered an order approving a global resolution of several pending contested matters, including the Committee Appointment Motion [D.I. 357] (the "Settlement Order").

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

5. Also on February 2, 2018, the Ad Hoc Noteholder Group selected and retained, subject to approval by this Court, Conway MacKenzie as its proposed financial advisor.

6. The Ad Hoc Noteholder Group's selection of Conway MacKenzie as its financial advisor was based upon, among other things: (a) the Ad Hoc Noteholder Group's need to retain a financial advisory firm to provide advice relevant to the scope of the Ad Hoc Noteholder Group's mandate; (b) Conway MacKenzie's senior professionals' extensive experience and excellent reputation in providing financial advisory services in chapter 11 cases such as these cases; and (c) Conway MacKenzie's knowledge of the industry.

7. The Ad Hoc Noteholder Group determined that Conway MacKenzie brought a unique blend of case-specific knowledge, relevant experience and expertise, given not only the firm's own experience and prior involvement in the chapter 11 cases, but also in view of the added subject matter expertise brought about by Conway MacKenzie's collaboration with staff from Dundon Advisers LLC, who are associating with Conway MacKenzie for the Ad Hoc Noteholder Group engagement. The Ad Hoc Noteholder Group believes that Conway MacKenzie's proposed compensation structure is competitive, appropriate, and reasonable in the context of these chapter 11 cases.

B. Conway MacKenzie's Background

1. Conway MacKenzie is a turnaround and crisis management consulting firm specializing in corporate restructurings, operations improvement, litigation analytics and valuations. Conway MacKenzie has extensive experience working with and for distressed companies in complex financial and operational restructurings, both out-of-court and in chapter 11 proceedings throughout the United States. Conway MacKenzie professionals have advised debtors, creditors and equity constituents in numerous reorganizations, which advisory services

have included financial analysis and budgeting, forecasting, cash management, operational assessments and improvements, and the provision of interim management. Conway MacKenzie has advised companies with annual sales ranging from \$5 million to over \$5 billion in a broad range of industries.

2. In light of the size and complexity of these chapter 11 cases, the Ad Hoc Noteholder Group requires the services of a seasoned and experienced financial advisor familiar with the industry to, among other things, assist the Ad Hoc Noteholder Group in (i) understanding the Debtors' businesses and operations, (ii) executing its fiduciary duties and (iii) maximizing the value of the Debtors' estates. Therefore, the Ad Hoc Noteholder Group respectfully submits that the services of Conway MacKenzie are necessary and appropriate to ensure that the Ad Hoc Noteholder Group's interests are protected.

3. In addition, in order to provide the Ad Hoc Noteholder Group with additional subject matter expertise, on securities, trading, and certain transactional and litigation advisory matters, and without the need to engage a separate advisor, Conway Mackenzie has associated with staff from the firm of Dundon Advisers LLC, headed by Matthew Dundon.

RELIEF REQUESTED

4. Pursuant to this Application, pursuant to section 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 B**, approving the employment and retention of Conway MacKenzie as its financial advisor, *nunc pro tunc* to January 23, 2018, in connection with the Debtors' Chapter 11 cases.

RETENTION OF CONWAY MACKENZIE

A. Services to be Provided

8. The Ad Hoc Noteholder Group requests that this Court approve the employment of Conway MacKenzie to perform advisory 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 support and/or negotiation assistance on 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.

9. Conway MacKenzie'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) Assistance in the analysis, review and monitoring of the restructuring process, including, but not limited to an assessment of potential recoveries for Noteholders;
- (c) Advising and designing potential claims liquidity solutions for Noteholders, including measures to foster reasonable claims trading activities;
- (d) Review and analysis of financial information prepared by the Debtors, including, but not limited to, cash flow projections and budgets, business plans, cash receipts and disbursement analysis, asset and liability analysis, and the economic analysis of proposed transactions for which Court approval is sought;
- (e) Review and analysis of any tax issues associated with Noteholder treatment and recoveries;
- (f) Review and analysis necessary for the confirmation of a plan and related disclosure statement in these chapter 11 proceedings;

- (g) Attendance at meetings and assistance in discussions with the Debtors, potential investors, the Official Committee of Unsecured Creditors, the Ad Hoc Unitholder Group, the U.S. Trustee, and other parties in interest and professionals hired by the same, as requested;
- (h) Review and analysis of financial related disclosures required by the Court, including Schedules of Assets and Liabilities, Statements of Financial Affairs and Monthly Operating Reports;
- (i) Review and analysis of issues on disposition of executory contracts and unexpired leases;
- (j) Review, analysis and investigation of potential causes of action, including fraudulent conveyances and preferential transfers and certain transactions between the Debtors and affiliated entities;
- (k) Assistance in the prosecution of Ad Hoc Noteholder Group responses/objections to case motions, including attendance at depositions and provision of expert reports/testimony on case issues as required by the Ad Hoc Noteholder Group;
- (l) 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;
- (m) Assisting on issues of unencumbered assets, insofar as they affect DIP draw requirements and adequate protection for Noteholders' existing liens;
- (n) Representing Noteholders interests, as the cases' largest economic constituency, in keeping the cases' professional fee budgeting to the minimum amounts necessary;
- (o) Representing Noteholder interests in any sale of assets of the Debtors' estates; and
- (p) Performing such other advisory services for the Ad Hoc Noteholder Group as may be necessary or proper in these proceedings, subject to the aforementioned scope.

B. Compensation

5. Bankruptcy Code section 328(a) provides, in relevant part, that a committee appointed under Bankruptcy Code section 1102 "with the court's approval, may employ or authorize the employment of a professional person under section 327 or 1103 of this title . . . on

any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis.” 11 U.S.C. § 328(a).

6. Subject to the Court’s approval, and in accordance with section 328(a) of the Bankruptcy Code, Conway MacKenzie proposes to render its services on an hourly fee basis according to its customary hourly rates in effect when the services are rendered. Conway MacKenzie Professionals will be providing will be billed at their respective standard hourly rates as set forth below:

Conway MacKenzie	
Standard Hourly Rate Structure	
Senior Managing Director	\$600 - \$675
Managing Director	\$500 - \$600
Director	\$400 - \$500
Senior Associate	\$350 - \$400
Paraprofessional	\$150 - 200

7. Conway MacKenzie will be reimbursed for its reasonable and necessary out-of-pocket expenses (which shall be charged at cost) incurred in connection with this engagement, such as travel, lodging, duplicating, research, messenger and telephone charges. Conway MacKenzie will charge for these expenses at rates consistent with charges made to other Conway MacKenzie clients, and subject to the guidelines of the United States Trustee.

8. Conway MacKenzie will maintain detailed records of fees and expenses incurred in connection with the rendering of the legal services described above, in accordance with applicable rules and guidelines.

9. In light of the foregoing, the Ad Hoc Noteholder Group believes that Conway MacKenzie’s fee structure is reasonable, market-based, and designed to fairly compensate

Conway MacKenzie for its work in these chapter 11 cases and to cover fixed and routine overhead expenses.

DISINTERESTEDNESS; LACK OF ADVERSE INTEREST

10. To the best of the Ad Hoc Noteholder Group's knowledge and based on the Sedigh Declaration, the Ad Hoc Noteholder Group submits that Conway MacKenzie is a "disinterested person" as that term is defined in Bankruptcy Code section 101(14). The Ad Hoc Noteholder Group submits that Conway MacKenzie currently neither holds nor represents any interest adverse to the Debtors' estates or the Ad Hoc Noteholder Group, except as set forth in the Sedigh Declaration. Further, except as set forth in the Sedigh Declaration, Conway MacKenzie has no connection with any Debtor, creditor, other party-in-interest, their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee.

11. Conway MacKenzie will not, while employed by the Ad Hoc Noteholder Group, represent any other entity having an adverse interest in connection with the Debtors' chapter 11 cases.

12. The Ad Hoc Noteholder Group has been informed that Conway MacKenzie is conducting an ongoing review of its files to ensure that no disqualifying circumstances arise. To the extent that Conway MacKenzie discovers any connection with any interested party or enters into any new relationship with any interested party, Conway MacKenzie will promptly supplement its disclosure to the Court.

13. The Ad Hoc Noteholder Group submits that the employment of Conway MacKenzie on the terms and conditions set forth herein is in the best interests of the Ad Hoc Noteholder Group and its constituency.

14. Nunc pro tunc relief is warranted with respect to Conway MacKenzie'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 extraordinary circumstances of these cases. Since entry of the Settlement Order on January 23, 2018, Conway MacKenzie has been very actively engaged in 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).

NO PRIOR REQUEST

15. No previous application for the relief requested herein has been made to this or any other court.

NOTICE

16. 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 Conway MacKenzie, Inc. as Financial Advisor *nunc pro tunc* to January 23, 2018, that Conway MacKenzie, Inc. 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
	:	
WOODBRIIDGE GROUP OF	:	Case No. 17-12560 (KJC)
COMPANIES LLC, <i>et al.</i> , ¹	:	
	:	(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 CONWAY MACKENZIE, INC. AS
FINANCIAL ADVISOR 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 Conway MacKenzie, Inc. as Financial Advisor 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. _____

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*Proposed Counsel for the
Ad Hoc Noteholder Group*

EXHIBIT A

Declaration of Matthew D. Sedigh

**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 MATTHEW D. SEDIGH PURSUANT TO 28 U.S.C. § 1746
IN SUPPORT OF THE APPLICATION OF THE AD HOC NOTEHOLDER GROUP
FORMED PURSUANT TO JANUARY 23, 2018, ORDER [D.I. 357]
FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT
AND RETENTION OF CONWAY MACKENZIE, INC. AS ITS FINANCIAL
ADVISOR NUNC PRO TUNC TO JANUARY 23, 2018**

I, Matthew D. Sedigh, pursuant to 28 U.S.C. § 1746, to the best of my knowledge and belief, and after reasonable inquiry, declare that the following is true and correct:

1. I am a Managing Director of Conway MacKenzie, Inc. (“Conway MacKenzie”), and am duly authorized to execute this declaration on behalf of Conway MacKenzie. I submit this declaration, pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), in support of the Application of the Ad Hoc Noteholder Group formed Pursuant to January 23, 2018 Order [D.I. 357] for Entry of an Order Authorizing the Employment and Retention of Conway MacKenzie, Inc. as Financial Advisor *Nunc Pro Tunc* to January 23, 2018 (the “Application”).² Unless otherwise stated, I have personal knowledge of the facts stated herein. To the extent any information disclosed herein requires amendment or

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² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

modification upon Conway MacKenzie'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.

A. Conway MacKenzie's Qualifications

2. Conway MacKenzie has been asked to serve as financial advisor to the Ad Hoc Noteholder Group appointed in the chapter 11 cases of Woodbridge Group of Companies, LLC, *et al.* (collectively, the "Debtors").

3. Conway MacKenzie is a turnaround and crisis management consulting firm specializing in corporate restructurings, operations improvement, litigation analytics and valuations. Conway MacKenzie has extensive experience working with and for distressed companies in complex financial and operational restructurings, both out-of-court and in chapter 11 proceedings throughout the United States. Conway MacKenzie professional have advised debtors, creditors and equity constituents in numerous reorganizations, which advisory services have included financial analysis and budgeting, forecasting, cash management, operational assessments and improvements, and the provision of interim management. Conway MacKenzie has advised companies with annual sales ranging from \$5 million to over \$5 billion in a broad range of industries.

4. In light of the size and complexity of these chapter 11 cases, the Ad Hoc Noteholder Group requires the services of a seasoned and experienced financial advisor familiar with the industry to, among other things, assist the Ad Hoc Noteholder Group in (i) understanding the Debtors' businesses and operations, (ii) executing its fiduciary duties and (iii) maximizing the value of the Debtors' estates. Therefore, the Ad Hoc Noteholder Group

respectfully submits that the services of Conway MacKenzie are necessary and appropriate to ensure that the Ad Hoc Noteholder Group's interests are protected.

5. The Ad Hoc Noteholder Group has selected Conway MacKenzie as its financial advisor based upon, among other things: (a) the Ad Hoc Noteholder Group's need to retain a financial advisory firm to provide advice relevant to the scope of the Ad Hoc Noteholder Group's mandate; (b) Conway MacKenzie's senior professionals' extensive experience and excellent reputation in providing financial advisory services in chapter 11 cases such as these cases; and (c) Conway MacKenzie's knowledge of the industry.

6. The Ad Hoc Noteholder Group determined that Conway MacKenzie brought a unique blend of case-specific knowledge, relevant experience and expertise, given not only the firm's own experience and prior involvement in the chapter 11 cases, but also in view of the added subject matter expertise brought about by Conway MacKenzie's collaboration with staff from Dundon Advisers LLC, who are associating with Conway MacKenzie for the Ad Hoc Noteholder Group engagement.

B. Professional Compensation

7. Subject to the Court's approval, and in accordance with section 328(a) of the Bankruptcy Code, Conway MacKenzie proposes to render its services on an hourly fee basis according to its customary hourly rates in effect when the services are rendered. Conway MacKenzie professionals will be billed at their respective standard hourly rates, as set forth below:

Conway MacKenzie	
Standard Hourly Rate Structure	
Senior Managing Director	\$600 - \$675
Managing Director	\$500 - \$600
Director	\$400 - \$500
Senior Associate	\$350 - \$400
Paraprofessional	\$150 - 200

8. Conway MacKenzie will be reimbursed for its reasonable and necessary out-of-pocket expenses (which shall be charged at cost) incurred in connection with this engagement, such as travel, lodging, duplicating, research, messenger and telephone charges. Conway MacKenzie will charge for these expenses at rates consistent with charges made to other Conway MacKenzie clients, and subject to the guidelines of the United States Trustee.

9. Conway MacKenzie will maintain detailed records of fees and expenses incurred in connection with the rendering of the legal services described above, in accordance with applicable rules and guidelines.

10. The Ad Hoc Noteholder Group believes that the fee structure is reasonable, market-based, and designed to fairly compensate Conway MacKenzie for its work in these chapter 11 cases and to cover fixed and routine overhead expenses.

C. Disinterestedness

11. Neither Conway MacKenzie, any director, officer or employee thereof, nor I, insofar as I have been able to ascertain, represents any interest adverse to that of the Debtors' estates in the matters upon which the Ad Hoc Noteholder Group seeks to engage Conway MacKenzie, and I believe the firm to be a "disinterested person" within the meaning of Bankruptcy Code section 101(14).

12. From time to time, Conway MacKenzie has provided services, and likely will continue to provide services, to certain creditors of the Debtors and various other parties adverse to the Debtors in matters wholly unrelated to these chapter 11 cases. As described below, however, Conway MacKenzie has undertaken a detailed search to determine, and to disclose, whether it is providing or has provided, services to any significant creditor, investors, insider or other party in interest in such unrelated matters.

13. Conway MacKenzie provides services in connection with numerous cases, proceedings and transactions unrelated to these chapter 11 cases. Those unrelated matters involve numerous attorneys, financial advisors and creditors, some of whom may be claimants or parties with actual or potential interests in these chapter 11 cases, or may represent such parties.

14. Conway MacKenzie's personnel may have business associations with certain creditors of the Debtors unrelated to these chapter 11 cases. In addition, in the ordinary course of its business, Conway MacKenzie may engage counsel or other professionals in unrelated matters who now represent, or who may in the future represent, creditors or other parties in interest in these chapter 11 cases.

15. In connection with the preparation of this Declaration, Conway MacKenzie conducted a review of its (and its affiliates' and employees') contacts with the Debtors, their non-debtor affiliates, and certain entities holding large claims against or interest in the Debtors that were made reasonably known to Conway MacKenzie. A listing of the parties reviewed is reflected in Schedule "1" attached to this Declaration. Conway MacKenzie's review, completed under my supervision, consisted of a query of the Schedule 1 parties containing names of individuals and entities that are represented by Conway MacKenzie.

16. Based on the results of its review, Conway MacKenzie (including its affiliates and employees) does not have a relationship with any of the parties listed in Schedule 1 in matters related to these proceedings. To the best of my knowledge, no services have been provided to these parties-in-interest that involve their rights in the Debtors' cases, nor does Conway MacKenzie's involvement in this case compromise its ability to continue such consulting services.

17. Further, as part of its diverse practice, Conway MacKenzie appears in numerous cases, proceedings, and transactions that involve many different professionals, including attorneys, accountants, and financial consultants, who may represent claimants and parties-in-interest in the chapter 11 cases. Further, Conway MacKenzie (including its affiliates and employees) has performed, in the past, and may perform in the future, consulting services for various attorneys and law firms, and has been represented by several attorneys and law firms, some of whom may be involved in these proceedings. Based on Conway MacKenzie's current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships creates interests materially adverse to the Debtors, and none is in connection with this case.

18. On a going forward basis, Conway MacKenzie shall disclose any and all facts that may have a bearing on whether the firm, its affiliates, and/or any individuals working on the engagement hold or represent any interest adverse to the Debtors, their creditors, or other parties-in-interest.

19. Conway MacKenzie (including its affiliates and employees) and I do not believe any of us is a "creditor" of any of the Debtors within the meaning of section 101(1) of the Bankruptcy Code. Further, neither I, Conway MacKenzie (including its affiliates and

employees) nor any member of the Conway MacKenzie engagement team serving the Debtors, to the best of my knowledge, is a holder of any of the Debtors' outstanding debt, equity or preferred stock investments.

20. Neither Conway MacKenzie, any member or employee thereof, nor I, insofar as I have been able to ascertain, is so connected with the Judges of the United States Bankruptcy Court for the District of Delaware, the United States Trustee (Region 3) or the Assistant Trustee or Trial Attorneys for the Office of the United States Trustee, as to render the employment of Conway MacKenzie, as financial advisor for the Ad Hoc Noteholder Group, inappropriate under Bankruptcy Rule 5002(b).

21. Neither Conway MacKenzie, any director, officer or employee thereof, nor I, insofar as I have been able to ascertain, is or was a creditor, an equity holder, or insider of the Debtors.

22. Neither Conway MacKenzie, any director, officer or employee thereof, nor I, insofar as I have been able to ascertain, is or was a director, officer or employee of the Debtors as defined in Bankruptcy Code sections 101(14)(B) or (C) within two years before the date of filing of the Debtors' chapter 11 cases.

23. On the basis of the above, I believe Conway MacKenzie to be a "disinterested person" within the meaning of Bankruptcy Code section 101(14).

24. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 19, 2016

CONWAY MACKENZIE, INC.

By: /s/ Matthew D. Sedigh
Matthew D. Sedigh

Schedule 1

List of Identified Parties Included in Connections Review

Party Type	Name
Debtors and Debtor Affiliates	Woodbridge Group of Companies, LLC
	Woodbridge Capital Investments, LLC
	WMF Management, LLC
	Woodbridge Commercial Bridge Loan Fund 1, LLC
	Woodbridge Commercial Bridge Loan Fund 2, LLC
	Woodbridge Mortgage Investment Fund 1, LLC
	Woodbridge Mortgage Investment Fund 2, LLC
	Woodbridge Mortgage Investment Fund 3, LLC
	Woodbridge Mortgage Investment Fund 3A, LLC
	Woodbridge Mortgage Investment Fund 4, LLC
	1336, LLC
	14068 Davana Holding Company, LLC
	14068 Davana Terrace, LLC
	14112, LLC
	15672 Castlewoods Drive, LLC
	15672 Castlewoods Owners, LLC
	15714 Castlewoods Drive, LLC
	15714 Castlewoods Owners, LLC
	204 Derby Ave, LLC
	215 North 12th Street, LLC
	3x A Charm, LLC
	695 Buggy Circle, LLC
	A Plus Holdings, LLC
	Acacia Circle, LLC
	Acme Diversified Holdings, LLC
	Acme Now, LLC
	Addison Park Investments, LLC
	Akebia Square Funding, LLC
	Alpine Rose LLC
	Alpine Rose, LLC
	Ambrosia Circle, LLC
	American Note Company, LLC
	Amnoco Holdings, LLC
	Anchorpoint Investments, LLC
	Arborvitae Investments, LLC
	Archivolt Investments, LLC
	Archstone Development, LLC
	Arlington Ridge Investments, LLC
	Arrowpoint Investments, LLC
	Ash Square Funding, LLC

Ashburton Way Investments, LLC
Atalaya Circle Investments, LLC
Baleroy Investments, LLC
Basswood Funding, LLC
Basswood Holding, LLC
Bay Village Investments, LLC
Bear Brook Investments, LLC
Bearberry Square Funding, LLC
Bearingside Investments, LLC
Beech Creek Investments, LLC
Bellflower Funding, LLC
Bellmire Investments, LLC
Birchwood Manor Investments, LLC
Bishop White Investments, LLC
Bittersweet Square Funding, LLC
Black Bass Investments, LLC
Black Locust Investments, LLC
Blazingstar Funding, LLC
Bluff Point Investments, LLC
Boiling Spring Investments, LLC
Bonifacio Hill Investments, LLC
Bowman Investments, LLC
Bowstring Investments, LLC
Boxwood Funding, LLC
Bramley Investments, LLC
Breckenridge Investments, LLC
Breckenridge, LLC
Brise Soleil Investments, LLC
Broadsands Investments, LLC
Brynderwen Investments, LLC
Cablestay Investments, LLC
Caisson Investments, LLC
Calder Grove Investments, LLC
Calendonia Circle Investments, LLC
California Commercial Lenders, LLC
Cannington Investments, LLC
Cantilever Investments, LLC
Carbondale Basalt Owners, LLC
Carbondale Doocy, LLC
Carbondale Glen Lot A-5, LLC
Carbondale Glen Lot D-22, LLC
Carbondale Glen Lot E-15, LLC

Carbondale Glen Lot E-24, LLC
Carbondale Glen Lot E-38, LLC
Carbondale Glen Lot E-8, LLC
Carbondale Glen Lot GV-13, LLC
Carbondale Glen Lot GV6, LLC
Carbondale Glen Lot IS - 11, LLC
Carbondale Glen Lot L-2, LLC
Carbondale Glen Mesa Lot 19, LLC
Carbondale Glen Owners, LLC
Carbondale Glen River Mesa, LLC
Carbondale Glen Sundance Ponds, LLC
Carbondale Glen Sweetgrass Vista, LLC
Carbondale Peaks Lot L-1 LLC
Carbondale Spruce 101, LLC
Casper Falls Investments, LLC
Castle Pines Investments, LLC
Centershot Investments, LLC
Chaplin Investments, LLC
Chestnut Investments, LLC
Chestnut Ridge Investments, LLC
Clementina Park Investments, LLC
Cliff Park Investments, LLC
Clover Basin Investments, LLC
Coffee Creek Investments, LLC
Conneaut Lake Investments, LLC
Copper Sands Investments, LLC
Craven Investments, LLC
Crestmark Investments, LLC
Crossbeam Investments, LLC
Crosskeys Investments, LLC
Crowfield Investments, LLC
Crystal Valley Holdings, LLC
Crystal Woods Investments, LLC
Cuco Settlement, LLC
Daffodil Square Funding, LLC
Dahlia Square Funding, LLC
Daleville Investments, LLC
Dandelion Funding, LLC
Davana Owners, LLC
Davana Sherman Oaks Owners, LLC
Deerfield Park Investments, LLC
Derbyshire Investments, LLC
Diamond Cove Investments, LLC

Direct Insurance Source, LLC
Dixmont State Investments, LLC
Dixville Notch Investments, LLC
Dogwood Valley Investments, LLC
Dollis Brook Investments, LLC
Donnington Investments, LLC
Doubleleaf Investments, LLC
Drawspan Investments, LLC
DVDO Design, LLC
DVDO Holding Company, LLC
Eldredge Investments, LLC
Elm City Investments, LLC
Elstar Investments, LLC
Emerald Lake Investments, LLC
Evergreen Way Investments, LLC
Fern Square Funding, LLC
Fieldpoint Investments, LLC
Fieldpoint Investments, LLC
Foothill CL Nominee, LLC
Foxridge Investments, LLC
Foxridge Investments, LLC
Franconia Notch Investments, LLC
Frog Rock Investments, LLC
Fulton Underwood, LLC
Gateshead Investments, LLC
Glenhaven Heights Investments, LLC
Glenn Rich Investments, LLC
Golden Gate Investments, LLC
Golden Mesa Ventures, LLC
Golden Primrose Ventures, LLC
Goose Rocks Investments, LLC
Goosebrook Investments, LLC
Graeme Park Investments, LLC
Grand Midway Investments, LLC
Gravenstein Investments, LLC
Graywater Investments, LLC
Great Sand Investments, LLC
Green Gables Investments, LLC
Grenadier Investments, LLC
Grumblethorpe Investments, LLC
GS Metropolitan Investments, LLC
H1 Silverbaron Holding Company, LLC
H10 Deerfield Park Holding Company, LLC

H11 Silk City Holding Company, LLC
H12 White Birch Holding Company, LLC
H13 Bay Village Holding Company, LLC
H14 Dixville Notch Holding Company, LLC
H15 Bear Brook Holding Company, LLC
H16 Monadnock Holding Company, LLC
H17 Pemigewasset Holding Company, LLC
H18 Massabesic Holding Company, LLC
H19 Emerald Lake Holding Company, LLC
H2 Arlington Holding Company, LLC
H2 Arlington Ridge Holding Company, LLC
H20 Bluff Point Holding Company, LLC
H21 Summerfree Holding Company, LLC
H22 Papirovska Holding Company, LLC
H23 Pinoa Holding Company, LLC
H24 Stayman Holding Company, LLC
H25 Elstar Holding Company, LLC
H26 Gravenstein Holding Company, LLC
H27 Grenadier Holding Company, LLC
H28 Black Locust Holding Company, LLC
H29 Zestar Holding Company, LLC
H3 Evergreen Way Holding Company, LLC
H30 Silver Maple Holding Company, LLC
H31 Addison Park Holding Company, LLC
H32 Arborvitae Holding Company, LLC
H33 Hawthorn Holding Company, LLC
H34 Pearman Holding Company, LLC
H34 Pearman Holding Company, LLC
H35 Hornbeam Holding Company, LLC
H36 Sturmer Pippin Holding Company, LLC
H37 Idared Holding Company, LLC
H38 Mutsu Holding Company, LLC
H39 Haralson Holding Company, LLC
H4 Pawtuckaway Holding Company, LLC
H40 Bramley Holding Company, LLC
H41 Grumblethorpe Holding Company, LLC
H42 Hillview Holding Company, LLC
H43 Lenni Heights Holding Company, LLC
H44 Green Gables Holding Company, LLC
H45 Harmony Inn Holding Company, LLC
H46 Beech Creek Holding Company, LLC
H47 Summit Cut Holding Company, LLC
H48 Irondale Inn Holding Company, LLC

H49 Bowman Holding Company, LLC
H5 Chestnut Ridge Holding Company, LLC
H50 Sachs Bridge Holding Company, LLC
H51 Old Carbon Holding Company, LLC
H52 Willow Grove Holding Company, LLC
H53 Black Bass Holding Company, LLC
H54 Seven Stars Holding Company, LLC
H55 Old Maitland Holding Company, LLC
H56 Craven Holding Company, LLC
H57 Cliff Park Holding Company, LLC
H58 Baleroy Holding Company, LLC
H59 Rising Sun Holding Company, LLC
H6 Lilac Meadow Holding Company, LLC
H60 Moravian Holding Company, LLC
H61 Grand Midway Holding Company, LLC
H62 Holmesburg Holding Company, LLC
H63 Dixmont State Holding Company, LLC
H64 Pennhurst Holding Company, LLC
H65 Thornbury Farm Holding Company, LLC
H66 Heilbron Manor Holding Company, LLC
H66 Hellbron Manor Holding Company, LLC
H67 Powel House Holding Company, LLC
H68 Graeme Park Holding Company, LLC
H69 Conneaut Lake Holding Company, LLC
H7 Dogwood Valley Holding Company, LLC
H70 Bishop White Holding Company, LLC
H71 Calendonia Circle Holding Company, LLC
H72 Clementina Park Holding Company, LLC
H73 Glenhaven Heights Holding Company, LLC
H74 Imperial Aly Holding Company, LLC
H75 Pacific Heights Holding Company, LLC
H76 Diamond Cove Holding Company, LLC
H77 New Montgomery Holdiing Company, LLC
H78 Ingleside Path Holding Company, LLC
H79 Atalaya Circle Holding Company, LLC
H8 Melody Lane Holding Company, LLC
H81 Boilling Spring Holding Company, LLC
H81 Golden Gate Holding Company, LLC
H82 Van Ness Holding Company, LLC
H83 Octavia Holding Company, LLC
H83 Seacliff Run Holding Company, LLC
H84 Holly Park Holding Company, LLC
H85 Birchwood Manor Holding Company, LLC

H86 Bonifacio Hill Holding Company, LLC
H86 Hellbron Manor Holding Company, LLC
H87 Copper Sands Holding Company, LLC
H88 Ashburton Way Holding Company, LLC
H89 Vista Verde Holding Company, LLC
H9 Strawberry Fields Holding Company, LLC
H90 Harbor Point Holding Company, LLC
Hackmatack Investments, LLC
Haffenburg Investments, LLC
Haralson Investments, LLC
Harbor Point Investments, LLC
Harlem 136th Street Mortgage, LLC
Harmony Inn Investments, LLC
Harringworth Investments, LLC
Hawthorn Investments, LLC
Hays Investments, LLC
Hazelpoint Investments, LLC
Heilbron Manor Investments, LLC
Hillview Investments, LLC
Holly Park Investments, LLC
Hollyline Holdings, LLC
Hollyline Owners, LLC
Holmesburg Investments, LLC
Hornbeam Investments, LLC
Idared Investments, LLC
ILD Holding Company, LLC
Imperial Aly Investments, LLC
Ingleside Path Investments, LLC
Irondale Inn Investments, LLC
Ironsides Investments, LLC
Ivy Circle, LLC
Js Equity, LLC
Junipero Serra Investments, LLC
Kirkstead Investments, LLC
L1 Luxury Holdings, LLC
Lavender Funding, LLC
Lenni Heights Investments, LLC
Leverett Funding, LLC
Lilac Circle, LLC
Lilac Meadow Investments, LLC
Lilac Valley Investments, LLC
Lincolnshire Investments, LLC

Lockwood Investments, LLC
Lonetree Investments, LLC
Longbourn Investments, LLC
M1 Archstone Holding Company, LLC
M10 Gateshead Holding Company, LLC
M11 Anchorpoint Holding Company, LLC
M12 Bearingside Holding Company, LLC
M13 Cablestay Holding Company, LLC
M14 Crossbeam Holding Company, LLC
M15 Doubleleaf Holding Company, LLC
M16 Kirkstead Holding Company, LLC
M17 Lincolnshire Holding Company, LLC
M18 Twin Pier Holding Company, LLC
M19 Arrowpoint Holding Company, LLC
M2 Caisson Holding Company, LLC
M20 Bowstring Holding Company, LLC
M21 Crestmark Holding Company, LLC
M22 Drawspan Holding Company, LLC
M23 Sightline Holding Company, LLC
M24 Fieldpoint Holding Company, LLC
M25 Centershot Holding Company, LLC
M26 Archivolt Holding Company, LLC
M27 Brise Soleil Holding Company, LLC
M28 Broadsands Holding Company, LLC
M29 Brynderwen Holding Company, LLC
M3 Cantilever Holding Company, LLC
M30 Calder Grove Holding Company, LLC
M31 Cannington Holding Company, LLC
M32 Dollis Brook Holding Company, LLC
M33 Harringworth Holding Company, LLC
M34 Quarterpost Holding Company, LLC
M35 Saddlemount Holding Company, LLC
M36 Springline Holding Company, LLC
M37 Topchord Holding Company, LLC
M38 Pemberley Holding Company, LLC
M39 Derbyshire Holding Company, LLC
M4 Sidespar Holding Company, LLC
M40 Longbourn Holding Company, LLC
M41 Silverthorne Holding Company, LLC
M42 Orchard Mesa Holding Company, LLC
M43 White Dome Holding Company, LLC
M44 Wildernest Holding Company, LLC
M45 Clover Basin Holding Company, LLC

M46 Owl Ridge Holding Company, LLC
M47 Bellmire Holding Company, LLC
M48 Vallecito Holding Company, LLC
M49 Squaretop Holding Company, LLC
M5 Stepstone Holding Company, LLC
M50 Wetterhorn Holding Company, LLC
M51 Coffee Creek Holding Company, LLC
M52 Lockwood Holding Company, LLC
M53 Castle Pines Holding Company, LLC
M54 Lonetree Holding Company, LLC
M55 Great Sand Holding Company, LLC
M56 Haffenburg Holding Company, LLC
M57 Ridgecrest Holding Company, LLC
M58 Springvale Holding Company, LLC
M59 Casper Falls Holding Company, LLC
M6 Trestlewood Holding Company, LLC
M60 Thunder Basin Holding Company, LLC
M61 Mineola Holding Company, LLC
M62 Sagebrook Holding Company, LLC
M63 Crowfield Holding Company, LLC
M64 Hays Holding Company, LLC
M65 Phillipsburg Holding Company, LLC
M66 Wonderview Holding Company, LLC
M67 Mountain Spring Holding Company, LLC
M68 Goosebrook Holding Company, LLC
M69 Foxridge Holding Company, LLC
M7 Breckenridge Holding Company, LLC
M70 Pinney Holding Company, LLC
M71 Eldredge Holding Company, LLC
M72 Daleville Holding Company, LLC
M73 Mason Run Holding Company, LLC
M74 Varga Holding Company, LLC
M75 Riley Creek Holding Company, LLC
M76 Chaplin Holding Company, LLC
M77 Frog Rock Holding Company, LLC
M78 Graywater Holding Company, LLC
M79 Chestnut Company, LLC
M8 Crosskeys Holding Company, LLC
M80 Hazelpoint Holding Company, LLC
M81 Boiling Spring Holding Company, LLC
M82 Winnesquam Holding Company, LLC
M82 Winnisquam Holding Company, LLC
M83 Mt. Holly Holding Company, LLC

M84 Pembroke Academy Holding Company, LLC
M85 Glenn Rich Holding Company, LLC
M86 Steele Hill Holding Company, LLC
M87 Hackmatack Hills Holding Company, LLC
M88 Franconia Notch Holding Company, LLC
M89 Mount Washington Holding Company, LLC
M9 Donnington Holding Company, LLC
M90 Merrimack Valley Holding Company, LLC
M91 Newville Holding Company, LLC
M92 Crystal Woods Holding Company, LLC
M93 Goose Rocks Holding Company, LLC
M94 Winding Road Holding Company, LLC
M95 Pepperwood Holding Company, LLC
M96 Lilac Valley Holding Company, LLC
M97 Red Woods Holding Company, LLC
M98 Elm City Holding Company, LLC
M99 Ironsides Holding Company, LLC
Mandevilla Circle, LLC
Mason Run Investments, LLC
Massabesic Investments, LLC
Melody Lane Investments, LLC
Mercer Vine, LLC
Merrimack Valley Investments, LLC
Mesa Glen Enterprises, LLC
Mesa Glen Holding Company, LLC
Mesquite Funding, LLC
Midland Loop Enterprises, LLC
Midland Loop Loan, LLC
Mineola Investments, LLC
Monadnock Investments, LLC
Moravian Investments, LLC
Mount Washington Investments, LLC
Mountain Spring Investments, LLC
Mt. Holly Investments, LLC
Mutsu Investments, LLC
New Montgomery Investments, LLC
Newville Investments, LLC
Old Carbon Investments, LLC
Old Maitland Investments, LLC
Orchard Mesa Investments, LLC
Owl Ridge Investments, LLC
Pacific Heights Investments, LLC
Papirovka Investments, LLC

Pawtuckaway Investments, LLC
Pearmain Investments, LLC
Pemberley Investments, LLC
Pembroke Academy Investments, LLC
Pemigewasset Investments, LLC
Pennhurst Investments, LLC
Pepperwood Investments, LLC
Phillipsburg Investments, LLC
Pinney Investments, LLC
Pinoa Investments, LLC
Powel House Investments, LLC
Quarterpost Investments, LLC
Red Woods Investments, LLC
Ridgecrest Investments, LLC
Riley Creek Investments, LLC
Rising Sun Investments, LLC
Riverdale Funding, LLC
Roscoe Blvd. Investments, LLC
RS Protection Trust
SAC Aspen Acquisition, LLC
SAC Holding Company of Aspen, LLC
SAC Management, LLC
Sachs Bridge Investments, LLC
Saddlemount Investments, LLC
Sagebrook Investments, LLC
Schwartz Direct Media, LLC
Schwartz Media Buying Company, LLC
Schwartz Media Holding, LLC
Seacliff Run Holding Company, LLC
Seven Star Investments, LLC
Seven Stars Investments, LLC
Sidespar Investments, LLC
Sightline Investments, LLC
Silk City Investments, LLC
Silver Maple Investments, LLC
Silverbaron Investments, LLC
Silverleaf Funding, LLC
Silverthorne Investments, LLC
Springline Investments, LLC
Springvale Investments, LLC
Squaretop Investments, LLC
Stayman Investments, LLC

Steele Hill Investments, LLC
Stepstone Investments, LLC
Stover Real Estate Partners, LLC
Strawberry Fields Investments, LLC
Sturmer Pippin Investments, LLC
Suffield Funding, LLC
Summerfree Investments, LLC
Summit Cut Investments, LLC
Texas Co-Lenders 01, LLC
Thornbury Farm Investments, LLC
Thunder Basin Investments, LLC
Tillinghast Investments, LLC
Topchord Investments, LLC
Trestlewood Development, LLC
Twin Pier Investments, LLC
U Street Holdings, LLC
VA Properties, LLC
Vallecito Investments, LLC
Van Ness Investments, LLC
Varga Investments, LLC
Vista Verde Investments, LLC
Wall 123, LLC
Wall 1234, LLC
West 134th Street Investments, LLC
West 134th Street, LLC
Wetterhorn Investments, LLC
White Birch Investments, LLC
White Dome Investments, LLC
Whiteacre Funding, LLC
Wilderness Investments, LLC
Willow Grove Investments, LLC
Winding Road Investments, LLC
Winnesquam Investments, LLC
Winnisquam Investments LLC
Wintercross Funding, LLC
Wisteria Funding LLC
Wonderview Investments, LLC
Woodbridge Baric Pre-Settlement Investments,
LLC
Woodbridge Construction Loan Fund 1, LLC
Woodbridge Construction Loan Fund 2, LLC
Woodbridge Crowdfunding 1, LLC
Woodbridge Custom Homes Holding, LLC

Woodbridge Custom Homes, LLC
Woodbridge Guarantee Holding, LLC
Woodbridge Guarantee, LLC
Woodbridge Investments, LLC
Woodbridge Lending Fund 1, LLC
Woodbridge Luxury Homes of California, Inc.
Woodbridge Luxury Homes, LLC
Woodbridge Management Company, LLC
Woodbridge Mezzanine Fund 1, LLC
Woodbridge Mezzanine Fund 2, LLC
Woodbridge Pre-Settlement Funding 2, LLC
Woodbridge Pre-Settlement Funding, LLC
Woodbridge Realty of Colorado, LLC
Woodbridge Servicing Company, LLC
Woodbridge Structured Funding, LLC
Woodport News Holding Company, LLC
Zestar Investments, LLC

Current and Former Officers and Directors

Robert Shapiro
Robert Reed
Nina Pedersen

Debtors' prepetition and postpetition secured lenders, advisors and counsel Potential DIP Lenders

The Hankey Group
Don Hankey
Westlake Financial Services

Other Secured Lenders

805 Nimes Place, LLC
Ashley Land, LLC
Tintarella, LLC

Counsel

Buchalter

AT&T

Top 30 Unitholders

Archie R. and Dani N. Beckett
Ironbridge Asset Fund 2 LLC
Ironbridge Asset Fund LLC
Nelson FLP

Prov. Tr Gp-FBO Larry Logero IRA
Raymond C. & Cydnei K Blackburn
Schwartz Media Buying Company, LLC
Alfred S. and Gail E. Malianni RLT 3/27/14

Mainstar Tr-FBO Donald M. Cooper
T2175043
Usama Sabry Awad Halim
Mainstar Tr-FBO Raymond C. Blackburn
Oliver Andrew Entine 1984 Tr
The Gerald Entine 1988 Family Trust
Ramah Navajo Chapter
Prov. Tr Gp-FBO Ellis W. Presson IRA
Joseph G. Poehler

Ironbridge Asset Fund 1 LLC
Mainstar-FBO James Fodor T2176917
Prov. Tr Gp-FBO James Krupka IRA
The Stone Living Trust
Dr. Vikram Patel
Prov. Tr Gp-FBO Maxim Insurance Group ICA
Haynes FT
Vertex Property Holdings LLC
The Kwan FT Dtd 02/24/89
Prov. Tr Gp-FBO Robert P. Regner IRA
Mainstar Tr-FBO Brian Millyard
Sarah Kaufman Rev Trust #3
Prov. Tr Gp-FBO Evan Brodie IRA
Joseph C. Hull

Known Litigation Parties

8 Figures LLC
16 Hicks Lane Holding Corp
42-21 214th Realty LLC

91 LLC
4550 Real Estate, LLC
461 New Lots Avenue, LLC
Alvarez, Sylvia C.
Anvil Steel Corporation
Atlantic Home Capital Corp.
Atlantis National Services, Inc.
Balayan, Diana
Balayan, Lianna
Baldwin, Heather
Battaglia, Matteo, individually and as Trustee of
the Matteo Battaglia Trust Dated June 15, 2004

Beeman Studio City, LLC
Biscardi, Robert
Boreal Water Collections, Inc.
Burns, Bob
Busljeta, Renato
Campbell, James E., Jr.
Caskey, Ronald E.
Cham
Chicago Title Land Trust Company, not
individually, but as trustee u/t/a dated May 1,
2009 and known as Trust #8002352808
Citibank NA
Criminal Court of the City of New York
Dale, Julia
Desiena, Susan
Disanza, Felice
Ditrapani Esq., Matthew
Domus Appraisals
Dunn, Boyd
Ebrahimzadeh, David
Entine, Oliver
Envirocare, LLC
ERC I, LLC
Forese, Tom
Fred Martin Floors, Inc.
French, James
GCP Maui, LLC
Golden Esq., David E.
Gorgian, Issac
Haight Brown & Bonesteel LLP

Hashemi, Mogjan
Hosseini, Robert
Humphries, Antoine
J & NM Properties of NC, LLC
Jeanrenaud, Barbara
Jeanrenaud, Henri
Jeff Bank f/k/a The First National Bank of
Jeffersonville
John, Desmond
Johnson, Brad
Kaplan Esq., Bart
Kaplan Esq., Jared
Kaplan Kaplan & DiTrapani LLP
Kendil, Moshe
Khoury Family Trust, The
Krinos Venture Capital Co.
Law Offices of Spitalnic Law Firm P.C.
Leavitt Esq., Jeffrey H.
Levy Holding & Trust, LLC
Levy, Clynt Allen a/k/a Clynt Levy
Loyola, Kaila Alana
LTF 55 Properties, LTD
Luxury Properties & Interiors, LLC
McConville, Mona
McConville, Randolph
McGuire, Timothy C.
McInerney Jr, Ronald
Murray, William J. , Esq. as Deputy Director
and General Counsel of New York State
Division of Lottery
New York City Environmental Control Board
New York State Division of the Lottery
NY State Department of Taxation and Finance
Old Republic National Title Insurance Co.
Oloa, Francois
Olson, Justin
Owen, Donald
Partners 95
Pettys, Michael
Purcell, James Hammond
Quontic Bank
RCN Capital Funding, LLC

Renval Construction LLC
Rome, Gerald, Commissioner of Colorado Division
of Securities
Rosenberg
Sabharwal, Gunit S.
Saul, Eric
Senn, Esq., Kevin J.
Sent, Fernieda
Shapiro, Robert
Shulamit Namdar a/k/a Shoula Namdar
Sparks, Shawn
Spitalnic Esq., Daniel
Sterling National Bank
Sunshine, Nancy T
Tashvighi, Arash
Thatcher, Vanessa
The Law Firm of Adam Kalish, P.C.
The Russell A. Racette Jr. Living Trust
Tobin, Andy
Trustee Mark Rosenberg, Esq.
Twelve Bee Corporation, LLC
U.S. Securities and Exchange Commission
Universal Debt Services, Inc.
Vanderburgh County Treasurer
Vision Developers & Associates, Inc.
Wade
Warren Lex LLP
Warren Lex LLP
Zeze Food Corporation
16 Hicks Lane Holding Corp

32 Largest Unsecured Creditors (Noteholders) according to bankruptcy petitions
Michael Weiner MD PA Prof Sharing Plan
Clayton Capital Investments Corp.
Rosewood Capital Investments Inc.
Harry Breyer RLT
Bad Riv Band LK Sup Chippewa Indians
GS Metro Investments
James A Lochtefeld
Jara Group II
Jara Group II LLC
Lynne Friend
Jesse Randle

Leonard Shemtob
Oliver Andrew Entine 1984 Trust
Max & Shelia Humbert
Gerald D. & Elizabeth J. Sjaastad
Provident-Doug E Onesko IRA
Mainstar-Bruce Semeria TW003685
Daniel J. & Linda J. Valentino
Evers Dairy
Rodney Black
Provident-Jackways D. Kesling INH IRA
Mainstar-James Fodor T2176917
Norma Weiner Living Trust dated 11/13/13
Barry A. Wiener
Christensen Livestock Co. LLP
June D. Lindsey
Marlene & Maurice Mallah RLT
Mary Beth Serafano T2177816
Randy & Ester Schreffler
Richard L Feller
The Eddan Restructured Sales TR
William E. Lindsey

30 Largest Creditors (Vendors)

G3 Group
Dane Coyle Custom Homes Inc.
Builder's Team
City of Los Angeles
Janckila Construction Inc.
Los Angeles County Tax Collector-54018
Los Angeles County Tax Collector-60186
OHS Design & Development LLC
The I-Grace Company
KAA Design Group Inc.
Los Angeles Department of Water and Power
John Labib & Associates
Alba Environmental Services Inc.
BT Construction & Development
Boswell Construction
HM DG Inc.
Studio Tim Campbell
Plus Development LLC
A Logan Insurance Brokerage
Walker Workshop Design Build

Standard LLP
Studiomk27 Arquitetos I TDA
Javid Construction, Inc.
Bulli Corporation
Crest Real Estate LLC
Jeffer Mangels Butler & Mitchell LLP
Novack Burnbaum Crystal LLP
Good Panda Landscape LLC
WDR Contracting
Trees 'n Scapes Unlimited

Critical Vendors not listed above

Vicente Ramirez
Ofelia Gutierrez
George Barajas
GFS Construction Inc.
Jorge Flores
Jose E. Rascon
Meyer Davis Studio inc.
Pero Alberto Viera
Roberto Lopez
Titan Contracting Services
Woods + Dangaran

Debtors' Other Professionals

Boies, Schiller & Flexner LLP

Landlords

14140 Investment, LTD
Garden First Center, LLC
GPR1 LLC
Kayline, LLC
NN, Inc.
Seidel & Shaw Realty Holding, LLC
SMP LLC

Government and Regulatory Agencies

Borough of Litchfield – Tax Collector
City of Beverly Hills – Permits
City of Los Angeles
City of Los Angeles – Brush Clearance
City of Los Angeles – Bureau of Engineering
City of Los Angeles – Permits

City of Menasha
City of New York – Department of Buildings
City of New York – Department of Finance
City of New York – Finance Commissioner
City of Portsmouth
Columbus – City Treasurer
Cook County Treasurer
County of Maui
DeKalb County Tax Commissioner
Delaware Department of the Treasury
Delaware Division of Revenue, Dept of Taxation

Department of Finance
Donald X. Clavin, Jr.
Eagle County Treasurer
Franchise Tax Board
Garfield County Treasurer
Judith Linder Tax Collector
Los Angeles County Tax Collector
Lower Merion Township, Tax Collector
Maricopa County Treasurer
Nassau County Treasurer
Office of Tax & Revenue Real Property
Pitkin County Treasurer
Portsmouth City Treasurer
St. Clair County Clerk
St. Clair County Collector
Tax Claim Bureau
Town of Camden
Town of Carbondale
Town of Litchfield – Tax Collector
Vanderburgh County Treasurer
Village of Dolton
Wharton County Tax Office

Utility Providers

Associated Utility Services
AT&T – CA
Athens Services
Black Hills Energy
Centurylink
City of Beverly Hills – Utility
City of Chicago – Water

City of Chicago – Dept. of Finance
City of Chicago – Water
City of Glenwood Springs
City of Los Angeles - Department of Water and Power
Comcast Cable
ComEd
Consolidated Edison Company of NY Inc.
Dominion Energy Virginia
Dominion Virginia Power
Excel Energy
Fox Crossing Utilities
Frontier
Georgia Power
Holy Cross Energy
HRSD
Las Virgenes Water District
Mid Valley Metropolitan District
Mountain Waste & Recycling
New York City Water Board
PPL Electric Utilities
Reliant
Republic Services #902
Roaring Fork Water & Sanitation District
Shenandoah Valley Electric Cooperative
Snowmass Water & Sanitation
Snowmass Wildfire Protection District
SoCal Waste, Inc.
Southern California Edison
Southern California Gas Company
Starwood Metropolitan District
The Gas Company
Time Warner Cable
Town of Carbondale
Town of Menasha Utility District
Town of Snowmass Village Public Works
Waste Management
Waste Management – Sun Valley
WE Energies
White Horse Springs Water & Sanitation
Xcel Energy

Insurers and Insurance Brokers

Blackburn Tabb Insurance
Braishfield Associates Inc.
Farmers Insurance Exchange
Farmers Insurance Group
First Insurance Funding Corp.
John D Bell
Kar Insurance
Levitt-Fuirst Assoc Ltd.
Nationwide Insurance
NFP Property & Casualty Services
Travelers
United States Liability Insurance Co.
US Assure Insurance Services of FL Inc.
Wright National Flood Insurance Company

Professionals to be employed by the Debtors in the Bankruptcy Cases

Gibson, Dunn & Crutcher LLP
SierraConstellation Partners LLC Lawrence
Perkins
Young Conaway Stargatt & Taylor, LLP
Garden City Group
Homer Bonner Jacobs
Moelis & Company LLC

Employees of the U.S. Trustee's Office, District of Delaware

Attix, Lauren
Buchbinder, David
Casey, Linda
Dice, Holly
Dortch, Shakima L.
Fox, Timothy J., Jr.
Giordano, Diane
Green, Christine
Hackman, Benjamin
Heck, Jeffrey
Keilson, Bryan
Kenney, Mark
Leamy, Jane
McCollum, Hannah M.
O'Malley, James R.
Panacio, Michael
Sarkessian, Juliet
Schepacarter, Richard

Serrano, Edith A.
Starr, Karen
Tinker, T. Patrick
Vinson, Ramona
Weissgerber, Jaclyn
West, Michael
Wynn, Dion

Bankruptcy Judges, District of Delaware

The Hon. Kevin J. Carey
The Hon. Kevin Gross
The Hon. Brendan L. Shannon
The Hon. Laurie Selber Silverstein
The Hon. Christopher S. Sontchi
The Hon. Mary F. Walrath

Debtors' Bank Account

United Bank

Top 42 Investors for WMIF 1

Clayton Capital Investments Corp
Rosewood Capital Investments Inc.
Jesse Randle
Leonard Shemtob
Jeffrey & Mary Morsch LT 08/26/10
Prov. Tr Gp-FBO George L Bathory IRA
Daniel K. & Lisa M. Lind
Edward & Jennifer Goldbaum
Mainstar-FBO Michael J Seely
Maria R Murray second it C Murray Ttee
Evelyn M Slifer
Karnail Singh
Eastridge family Irrev Tr
Temple Investment Tr
Tim & Lauren M West
Bentley Family Holdings LLC
Betty Lou Harvey Tr Dtd 04/10/96
Brian & Anita Martin Ft
Bruce W Eley Rt Dtd 04/14/16
Christina L & Kevin P Hart
Corrie Kundert
Darold N & Margaret S Allen
Dewey & Sharlene Steele

Evelyn & Carl Newmark Tr
Floyd Cline
Huseyin Bekirov
James A & Helen L Paltzer
John J & Ellen M Schvetz
Joseph H Harer Ft
Joy Miller
Kenneth L & Kelley A Pilgrim
Knowles Foundation Inc
Lauren West Tr Utd 12/11/12
Leland Wolford
Michael D & Mary Kay Heimback
Myrna & Alexander Benda
Prov. Tr Gp-FBO David W Mobley IRA
Prov. Tr Gp-FBO Edward E Shuret IRA
Sarah Kaufman Rlt
Sarah Y Smith
The Moscovitch Family Irrev Tr
The Wilfred & Bernice Skvarch Tr 08/04/05

Top 25 Investors for WMIF 2

Jesse Randle
Rosewood Capital Investments Inc
Clayton Capital Investments Corp
Leonard Shemtob
Final Frontier Ventures LLC
IRA Svcstr Co-cFBO Andrew M Antonio IRA
Mainstar-FBO William J Spirka
Edward Antonio
Roslyn Bobenchik
Mainstar-FBO Dennis Michael Murphy
Mainstar-FBO Domingos Fernandes
Anje Shein Rt
Harry Breyer Rlt
Mcconnell Crt 08/94 Ua 08/26/94
Prov. Tr Gp-FBO Bernard A Naiman IRA
Sanford & Laura Stern Rt 11/05/92
Stephen T Scott
Roque & Elvira Gonzales
Donald P Stiers
Lynne Friend
Michael Weiner Md Pa Prof Sharing Pln
Shirley Larsen

Prov. Tr Gp-FBO Randal K Garrett IRA
Prov. Tr Gp-FBO Arnold L Berman IRA
IRA Svcstr Co-cFBO Kenneth G Walls IRA

Top 29 Investors for WMIF 3

Mainstar-FBO Mary Beth Serafano
Randy & Ester Schreffler
The Gary Lee Fite Rt Dtd 10/13/09
William E Lindsey
Michael Weiner Md Pa Prof Sharing Pln
Lisa M Shelley
Victoria Entine 1984 Tr
Prov. Tr Gp-FBO Jackways D Kesling Inh IRA
Harry Breyer Rlt
James A Lochtefeld
Susan Peck-Zirpolo
Prov. Tr Gp-FBO Kim M Onesko IRA
Herczog Ft
Mainstar-FBO James Andrew Street
Xiao Qing Wang
Lowell S Peterson
Prov. Tr Gp-FBO Doug E Onesko IRA
Prov. Tr Gp-FBO John C Keith IRA
Jara Group II LLC
Mainstar-FBO Steven Krol
Larita Kay Merrick
Broad Insights 401k FBO J G Wiginton III
Charles E & Shirley J Anderson
Gary O & Patricia M Post
Gs Metro Investments
Jay Beynon Ft Dtd 10/23/98
Randall Leon Ford It
Robert M & Leann M Rowe
Mainstar-FBO Mary Beth Serafano

Top 25 Investors for WMIF 3A

Bad Riv Band Lk Sup Chippewa Indians
Gs Metro Investments
Michael Weiner Md Pa Prof Sharing Pln
Harry Breyer Rlt
Hershey & Freda Bowers
June D Lindsey
Robert E & Norma J Rowe

The Gary Lee Fite Rt Dtd 10/13/09
Rosewood Capital Investments Inc
Robert L Schattner Tr
Gerald D & Elizabeth J Sjaastad
Craig A Mcfoy
Heidi Politi
Prov. Tr Gp-FBO James Wheeler IRA
John J & Joan E O'neill
Max & Shelia Humbert
Clayton Capital Investments Corp
Prov. Tr Gp-FBO Clyde Done IRA
Daniel J & Linda J Valentino
David Masao Mayeda
The Ronald E Myrick Sr Rlt Dtd 02/12/07
Leonard & Sandra Cameron
William D Henry
Mainstar-FBO Phillip Strong
Elizabeth J & Gerald D Sjaastad

Top 25 Investors for WMIF 4

Michael Weiner MD PA of Sharing Pln
Robert E & Norma J Rowe
The Eddan Restructured Sales Tr
Mainstar-FBO Bruce Semeria
Friends of Travis Fisher House
Prov. Tr Gp-FBO Gary Lee Fite IRA
Wiener FT
Mainstar-FBO Mark Poulson
IRA Svcs Tr Co-CFBO James Webre IRA
Marlene & Maurice Mallah Rlt
Elizabeth M Geller Tr
Barry A Wiener
FHR Inc.
Mainstar-FBO James Fodor
Sidney H Geller Tr
Ann Hardin Ford Tr
Daniel J & Linda J Valentino
Lynne Friend
Mainstar-FBO Denelle C Bentley
Mainstar-FBO Marshall D Ogden
Mainstar-FBO Doreen Riccinto
Max & Shelia Humbert
IRA Svcs Tr Co-CFBO Charlotte Woolard Inh

Monica & Lawrence Laclair
Rodney Black

EXHIBIT B

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 CONWAY MACKENZIE, INC. AS FINANCIAL ADVISOR FOR
THE AD HOC NOTEHOLDER GROUP**

Upon the application (the “Application”) of the Ad Hoc Group of Noteholders Formed Pursuant to January 23, 2018, Order [D.I. 357] (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 Conway MacKenzie, Inc. (“Conway MacKenzie”) as financial advisor *nunc pro tunc* to January 23, 2018, pursuant to section 1103 of title 11 of the United States Code; and upon the Declaration of Matthew D. Sedigh (the “Sedigh Declaration”); 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 title 28 of the United States Code; and the Court

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.

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 Sedigh Declaration, that Conway MacKenzie does not hold or represent an adverse in connection with the cases, and that Conway MacKenzie 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 Sedigh 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 Conway MacKenzie as financial advisor *nunc pro tunc* to January 23, 2018 on the terms and conditions set forth in the Application, which is hereby approved in all respects.
3. Conway MacKenzie 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.

4. The Ad Hoc Noteholder Group and Conway MacKenzie 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.

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

6. 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

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

In re:	:	Chapter 11
	:	
WOODBIDGE GROUP OF	:	Case No. 17-12560 (KJC)
COMPANIES LLC, <i>et al.</i> , ¹	:	
	:	(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 Formed Pursuant to January 23, 2018, Order [D.I. 357] for Entry of an Order Authorizing the Employment and Retention of Conway MacKenzie, Inc. as its Financial Advisors 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


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.


Rule 2002 Service List



MASTER SERVICE LIST
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As of 3/13/2018**

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