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8 **UNITED STATES BANKRUPTCY COURT**  
9 **CENTRAL DISTRICT OF CALIFORNIA**  
10 **RIVERSIDE DIVISION**

11 In re:

12 WOODSIDE GROUP, LLC, et al.,<sup>1</sup>

13 Debtors.

Chapter 11

Case No. 6:08-bk-20682-PC

(Jointly Administered)

**NOTICE OF AMENDED MOTION AND  
AMENDED MOTION OF DEBTORS FOR  
ORDER: (1) APPROVING THE DISCLOSURE  
STATEMENT; (2) APPROVING PLAN  
SOLICITATION, NOTICE, AND VOTING  
PROCEDURES; (3) APPROVING FORMS OF  
NOTICE AND BALLOTS; AND  
(4) ESTABLISHING PLAN CONFIRMATION  
DEADLINES AND PROCEDURES;  
MEMORANDUM OF POINTS AND  
AUTHORITIES; DECLARATION OF LEONARD  
K. ARAVE**

Disclosure Statement Hearing:

Date: June 15, 2009

Time: 10:30 a.m.

Place: Courtroom 303  
3420 Twelfth Street  
Riverside, CA 92501

25  Affects ALL DEBTORS

27 \_\_\_\_\_  
28 <sup>1</sup> For a listing of all of the debtors and debtors in possession in the above-captioned cases, see Exhibit A to the First Amended Joint Plan of Reorganization of Woodside Group, LLC and Affiliated Debtors, filed on April 15, 2009, which is available for review on [www.kccllc.net/woodside](http://www.kccllc.net/woodside).



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1           **TO THE HONORABLE PETER H. CARROLL, UNITED STATES BANKRUPTCY**  
2 **JUDGE, THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS IN CASE NO. 08-**  
3 **20682, JOINT VENTURE PARTNERS IN THE UNRESTRICTED SUBSIDIARIES, THE**  
4 **OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF ALAMEDA**  
5 **INVESTMENTS, LLC, ALL PARTIES REQUESTING SPECIAL NOTICE, AND THE**  
6 **OFFICE OF THE UNITED STATES TRUSTEE:**

7           **PLEASE TAKE NOTICE** that a hearing will be held on June 15, 2009, at 10:30 a.m.,  
8 before the Honorable Peter H. Carroll, United States Bankruptcy Judge, in Courtroom 303 at 3420  
9 Twelfth Street, Riverside, California, 92501 to consider the amended motion (the "Amended  
10 Motion") of Woodside Group, LLC, et al., the debtors and debtors in possession herein (the  
11 "Debtors"), for entry of an order, in substantially the form attached hereto as **Exhibit A**, pursuant to  
12 sections 105, 502 and 1126 of title 11 of the United States Code (the "Bankruptcy Code") and Rules  
13 1007(i), 3003, 3017 and 3018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy  
14 Rules"), approving and/or setting, as described more fully below, (1) the Disclosure Statement (as  
15 defined below), (2) certain Plan (as defined below) solicitation, notice, and voting procedures, (3)  
16 confirmation deadlines and procedures, certain specified procedures for transmitting the Plan and  
17 Disclosure Statement in support of the Plan, ballots, and related solicitation materials, and notice of  
18 same, (4) certain procedures for tabulating votes on the Plan, (5) the forms of ballots that will  
19 accompany the Plan and Disclosure Statement sent to those classes of creditors entitled to vote on  
20 the Plan, (6) the form of notice of the confirmation hearing and related matters, and (7) the requisite  
21 dates in connection with the solicitation, voting, and confirmation process.

22           **PLEASE TAKE FURTHER NOTICE** that the Amended Motion is based upon this Notice  
23 of Amended Motion and Amended Motion, the Memorandum of Points and Authorities and  
24 Declaration of Leonard K. Arave submitted herewith, the record in this case and all other matters of  
25 which this Court may take judicial notice pursuant to Rule 201 of the Federal Rules of Evidence, and  
26 such other arguments or evidence as may be presented at the hearing.

27           **PLEASE TAKE FURTHER NOTICE** that, pursuant to the *Fifth Amendment to Stipulation*  
28 *Resolving Potential Objections to (A) The Motion of the Debtors Seeking Approval of Certain*

1 *Solicitation Procedures and (B) The Motion of the Official Committee of Unsecured Creditors*  
2 *Seeking to Expand the Scope of Powers of the Chapter 11 Examiner* approved by this Court by entry  
3 of an order on May 4, 2009 [Docket No. 1081], any objection or response to the Amended Motion,  
4 including the request therein for approval of the Disclosure Statement, shall be filed with the Court  
5 and served upon undersigned counsel for the Debtors no later than May 29, 2009. Pursuant to Local  
6 Bankruptcy Rule 9013-1(h), the failure to timely file and serve written opposition may be deemed by  
7 the Court to be consent to the granting of the relief requested in the Amended Motion.

8 WHEREFORE, the Debtors respectfully request that the Court enter an order granting the  
9 Motion, and such other relief as the Court deems just and proper.

10 Dated: May 21, 2009

PACHULSKI STANG ZIEHL & JONES LLP

11 By /s/ Linda F. Cantor

12 Jeremy V. Richards

13 Linda F. Cantor

14 Maxim B. Litvak

15 Attorneys for the Debtors and Debtors in  
16 Possession

1 **MEMORANDUM OF POINTS AND AUTHORITIES**

2 **I.**

3 **INTRODUCTION**

4 By this Amended Motion, the Debtors propose various revised solicitation procedures in  
5 accordance with the terms of the amended plan and disclosure statement filed after the initial motion  
6 to approve solicitation procedures was filed on January 16, 2009 [See Docket No. 567]. The Debtors  
7 request that the Court approve certain solicitation, notice, voting, distribution, tabulation, and related  
8 procedures, as more fully described below, with respect to the Plan (as defined below) and  
9 Disclosure Statement (as defined below) filed by the Debtors. In addition, the Debtors request that  
10 the Court approve the Disclosure Statement and the Debtors' proposed forms of notice of the  
11 confirmation hearing with respect to the Plan and revised ballots for the Plan, each in substantially  
12 the forms attached hereto as **Exhibit B** and **Exhibit C**, respectively, as well as a cover letter and a  
13 notice of non-voting status, substantially in the forms attached hereto as **Exhibit D** and **Exhibit E**,  
14 respectively. Lastly, the Debtors request that the Court establish applicable dates, as set forth herein,  
15 in connection with the solicitation, voting, and confirmation process.

16 **II.**

17 **JURISDICTION**

18 This Court has jurisdiction over this Amended Motion pursuant to 28 U.S.C. §§ 157 and  
19 1334. This is a core proceeding under 28 U.S.C. § 157(b)(2). Venue is proper in this district  
20 pursuant to 28 U.S.C. §§ 1408(1) and (2). The statutory bases for the relief sought herein are  
21 sections 105, 502, 1121, 1125 and 1126 of the Bankruptcy Code and Bankruptcy Rules 1007(i),  
22 3003, 3017 and 3018.

23 **III.**

24 **STATEMENT OF FACTS**

25 **A. Debtors' Background**

26 Woodside Group, LLC ("Woodside Group") and its affiliate entities (collectively, the  
27 "Woodside Entities") operate one of the nation's largest privately held home building companies.  
28 Woodside Group is the parent company of multiple subsidiaries and through approximately 185 of

1 those subsidiaries (the “Restricted Subsidiaries”) is primarily engaged in homebuilding operations in  
2 eight states. Historically, approximately forty-two percent of the Restricted Subsidiaries’  
3 homebuilding revenues were derived from their operations in California. The Restricted  
4 Subsidiaries also have significant homebuilding operations in Nevada, Arizona, Utah, Minnesota,  
5 Florida, Maryland and Texas. The operations of the Woodside Group are financed through  
6 Woodside Group’s affiliate Pleasant Hill Investments, LC (“PHI”). Woodside Group, PHI and each  
7 of the Restricted Subsidiaries are the Debtors herein.

8 Woodside Group also has subsidiaries that are engaged in business activities outside its  
9 standard homebuilding operations (the “Unrestricted Subsidiaries”). The Unrestricted Subsidiaries  
10 purchase land from third parties, hold real estate, obtain zoning and other entitlements on longer-  
11 term projects, reinsure the Restricted Subsidiaries, invest in joint venture projects with other  
12 homebuilders, perform renovation work on governmental facilities and sell land to Restricted  
13 Subsidiaries at market prices.

14 During 2007, the Woodside Entities generated revenues exceeding one billion dollars on a  
15 consolidated basis. As of December 31, 2007, the Woodside Entities had consolidated assets and  
16 liabilities of approximately \$1.5 billion and \$1.1 billion, respectively.

17 **B. The Bankruptcy Cases**

18 Woodside AMR 107, Inc. (“AMR 107”) and Woodside Portofino, Inc. (“Portofino”) and  
19 together with AMR 107, the “March 2008 Debtors”), two of the Restricted Subsidiaries, filed  
20 voluntary petitions for relief under chapter 11 of the Bankruptcy Code in this Court on March 31,  
21 2008.

22 On August 20, 2008 (in respect to the Debtors other than the March 2008 Debtors, December  
23 2008 Debtors (defined below), and January 2009 Debtor (defined below), an ad hoc group of  
24 noteholders commenced the filing of involuntary petitions (the “Noteholder Petitions”) against the  
25 Debtors other than the March 2008 Debtors, December 2008 Debtors and January 2009 Debtor. On  
26 August 20, 2008, JPMorgan Chase Bank, N.A. on behalf of a group of lenders (the “Bank Group”),  
27 commenced filing certain joinders to the Noteholder Petitions (the “Bank Petitions,” and together  
28 with the Noteholder Petitions, the “Involuntary Petitions”). Subsequently, pursuant to a Court-

1 approved stipulation, these Debtors (collectively, the “September 2008 Debtors”) agreed, among  
2 other things, to consent to the commencement of chapter 11 cases with respect to the Involuntary  
3 Petitions no later than September 16, 2008. In accordance therewith, on September 16, 2008, the  
4 Debtors consented to the entry of orders for relief.

5 Debtors Woodside Ceramista Village, LLC (“Ceramista Village”) and Woodside Ceramista  
6 City, LLC (“Ceramista City” and together with Ceramista Village, the “December 2008 Debtors” or  
7 the “Ceramista Entities”) also filed chapter 11 bankruptcy petitions in this Court on December 19,  
8 2008.

9 Debtor Alameda Investments, LLC (“Alameda” or the “January 2009 Debtor”) filed a  
10 chapter 11 bankruptcy petition on January 9, 2009.

11 Debtor Liberty Holdings Group, LLC (“Liberty” or the “February 2009 Debtor”) filed a  
12 chapter 11 petition on February 26, 2009.

13 The Debtors’ cases are being jointly administered for procedural purposes. The Debtors  
14 remain in possession of and manage their assets as debtors in possession.

15 On October 2, 2008, the Office of the United States Trustee (the “U.S. Trustee”) appointed  
16 the Official Committee of Unsecured Creditors (the “General Committee”) for the March 2008  
17 Debtors, the September 2008 Debtors, and the December 2008 Debtors.

18 On April 6, 2009, the U.S. Trustee appointed the Official Committee of Unsecured Creditors  
19 for Alameda (the “Alameda Committee”).

20 On January 14, 2009, the Debtors filed the original Joint Plan of Reorganization of Woodside  
21 Group, LLC and Affiliated Debtors and accompanying original Disclosure Statement In Support of  
22 Joint Plan of Reorganization of Woodside Group, LLC and Affiliated Debtors.

23 The Debtors filed their First Amended Joint Plan of Reorganization of Woodside Group,  
24 LLC and Affiliated Debtors (the “Plan”) on April 15, 2009, and the First Amended Disclosure  
25 Statement In Support of First Amended Joint Plan of Reorganization of Woodside Group, LLC and  
26 Affiliated Debtors (the “Disclosure Statement”) on April 24, 2009.<sup>2</sup> Pursuant to the Fifth  
27 Amendment to Stipulation resolving Potential Objections to (A) The Motion of the Debtors Seeking  
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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.



1 Approval of Certain Solicitation Procedures and (B) The Motion of the Official Committee of  
2 Unsecured Creditors Seeking to Expand the Scope of Powers of the Chapter 11 Examiner (the “Fifth  
3 Amended Stipulation”), the hearing to consider approval of the Disclosure Statement is scheduled on  
4 June 15, 2009 at 10:30 A.M.

5 Pursuant to the Fifth Amended Stipulation, the Debtors’ exclusive period in which to solicit  
6 acceptances of the Plan is extended to July 31, 2009; provided that any party in interest may move to  
7 terminate, reduce or extend such period.

8 The Plan effectuates a reorganization with respect to the “Reorganizing Debtors” (*i.e.*, all  
9 Debtors other than Alameda and Liberty) and a liquidation of the “Liquidating Debtors” (*i.e.*,  
10 Alameda and Liberty). The Plan provides the following treatment of classes of claim against and  
11 interests in the Reorganizing Debtors and the Liquidating Debtors (as well as certain unclassified  
12 claims):

13 **Classes Applicable to Reorganizing Debtors:**

14	RD Class 1	Reorganizing Debtor Priority Non-Tax Claims	Unimpaired, deemed to accept
15	RD Class 2	Reorganizing Debtor Secured Claims (each secured creditor in a separate class identified as RD Class 2A, Class 2B, etc.)	Unimpaired, deemed to accept
16	RD Class 3	Reorganizing Debtor Essential Trade Claims	Unimpaired, deemed to accept
17	RD Class 4	Reorganizing Debtor Financial Lender Claims	Impaired, entitled to vote
18	RD Class 5	Reorganizing Debtor Bond Indemnity Claims	Impaired, entitled to vote
19	RD Class 6	Reorganizing Debtor General Unsecured Claims	Impaired, entitled to vote
20	RD Class 7	Reorganizing Debtor De Minimis Convenience Class Claims	Impaired, entitled to vote
21	RD Class 8	Reorganizing Debtor Pre-Relief Date Intercompany Claims	Impaired, consent to the Plan
22	RD Class 9	Reorganizing Debtor Interests	Impaired, deemed to reject

**Classes Applicable to Liquidating Debtors:**

LD Class 1	Alameda Priority Non-Tax Claims	Unimpaired, deemed to accept
LD Class 2	Liberty Priority Non-Tax Claim	Unimpaired, deemed to accept
LD Class 3	Alameda Secured Claims (each secured creditor in a separate class identified as LD Class 3A, Class 3B, etc.)	Unimpaired, deemed to accept
LD Class 4	Liberty Secured Claims (each secured creditor in a separate class identified as LD Class 4A, Class 4B, etc.)	Unimpaired, deemed to accept
LD Class 5	Alameda Bond Indemnity Claims	Impaired, entitled to vote
LD Class 6	Alameda General Unsecured Claims	Impaired, entitled to vote
LD Class 7	Liberty Bond Indemnity Claims	Impaired, entitled to vote
LD Class 8	Liberty General Unsecured Claims	Impaired, entitled to vote
LD Class 9	Liquidating Debtor Pre-Relief Date Intercompany Claims	Impaired, consent to the Plan
LD Class 10	Liquidating Debtor Interests	Impaired, deemed to reject

Along with the Plan, the Debtors have prepared a Disclosure Statement describing, among other things, the proposed Plan, the proposed treatment of various Claims and Interests pursuant thereto, and the potential effects of such treatment on the entities holding those Claims and Interests. Approval and distribution of the Disclosure Statement and the development of confirmation procedures comprise the first step in the confirmation process.

The Disclosure Statement provides extensive information about the Debtors' chapter 11 cases, the Plan, and financial and other information underlying the Plan. Among other things, the Disclosure Statement includes the following information, which courts generally look to in determining whether a disclosure statement provides "adequate information" that will enable creditors and interest holders to make informed decisions with respect to a debtor's chapter 11 plan:

(1) A description of the events leading to and other circumstances preceding the commencement of the cases (Disclosure Statement at Section II.H and II.I);

- 1 (2) A description of the Debtors' businesses, assets and financial affairs  
2 (Disclosure Statement at Section II.A through II.G);
- 3 (3) Disclaimers regarding the Plan, the assumptions underlying the Plan, and  
4 future projections (Disclosure Statement at Section I.B, with other disclaimers throughout the  
5 Disclosure Statement);
- 6 (4) A summary of significant events that occurred during the cases (Disclosure  
7 Statement at Section III);
- 8 (5) Estimates of the Claims in the cases (Disclosure Statement at Sections I.D and  
9 III.L and Exhibit D to the Disclosure Statement );
- 10 (6) Analyses of the potential estimated recoveries of impaired Classes of Claims  
11 in a hypothetical chapter 7 liquidation and the potential estimated recoveries under the Plan, together  
12 with related information on the Debtors' assets, the potential post-Effective Date operations of the  
13 Reorganized Debtors, and the sources of information for the Disclosure Statement and its exhibits  
14 (Disclosure Statement at, *inter alia*, Sections V. and VII. and Exhibit D);
- 15 (7) A detailed summary of the Plan's operative provisions (Disclosure Statement  
16 at Section IV);
- 17 (8) The Debtors' estimated administrative expenses and professional fees  
18 (Disclosure Statement at Section I.D, III.L and IV.A.1 and Exhibit D);
- 19 (9) Financial information and other data relevant to a creditor's decision to accept  
20 or reject the Plan (Disclosure Statement at, *inter alia*, Section V and Exhibit D);
- 21 (10) A discussion of the potential risks under the Plan (Disclosure Statement at  
22 Section V.B);
- 23 (11) A discussion of potential preferential or otherwise voidable transfers and other  
24 potential claims and causes of action (Disclosure Statement at, *inter alia*, Sections II.G.4 and V.A);
- 25 (12) A discussion of certain of the Plan's tax consequences (Disclosure Statement  
26 at Section V.C); and
- 27 (13) A discussion of certain securities law matters related to the Plan (Disclosure  
28 Statement at Section V.D).

1           The Disclosure Statement also includes a description of the proposed settlement (the  
2           “Settlement”) of certain claims and causes of action and defenses between and among the Debtors,  
3           pursuant to which among other things, the January 2008 Alameda-Liberty Transactions will be  
4           unwound. Specifically, under section 6.2.6 of the Plan, among other events, Liberty will return to  
5           Alameda all of Liberty’s rights and interests in certain Joint Ventures that were transferred  
6           prepetition by Alameda to Liberty, and prepetition transfers of certain related obligations of Liberty  
7           and Alameda will be reversed. Additionally, pursuant to the proposed Settlement, Liberty and  
8           Alameda will transfer to PHI all rights and interests of Liberty and Alameda to assert Causes of  
9           Action or Defenses in the nature of Potential Insider Litigation (identified in Exhibit C to the Plan);  
10          Liberty will have an allowed \$16.9 million general unsecured claim against PHI; Woodside will  
11          have an allowed subordinated claim against Liberty; and PHI will voluntarily reduce the amount of  
12          certain claims against Alameda that PHI would otherwise have after the unwinding of the January  
13          2008 Alameda-Liberty Transactions. If the Plan is confirmed by the Bankruptcy Court but the  
14          Settlement Trigger Events have not occurred by the Effective Date, the settlements and transfers  
15          proposed to be effected will not be implemented, and each of the Reorganizing Debtors, Liberty and  
16          Alameda will have the right to pursue Claims against one another through the claims administration  
17          process.

18           The Settlement will be effectuated under the Plan only if it is expressly approved by the  
19          following creditor classes: (i) the Alameda Bond Indemnity Claims (*i.e.*, LD Class 5), (ii) the  
20          Alameda General Unsecured Claims (*i.e.*, LD Class 6), (iii) the Liberty Bond Indemnity Claims (*i.e.*,  
21          LD Class 7), (iv) the Liberty General Unsecured Claims (*i.e.*, LD Class 8) and (v) at least one Class  
22          of Reorganizing Debtor Unsecured Non-Priority Claims (*i.e.*, RD Class 4, RD Class 5, RD Class 6,  
23          and RD Class 7). Creditors may vote on the Settlement separate and apart from their vote on the  
24          Plan, as described below. Approval of the Settlement by creditors will be in accordance with the  
25          requirements otherwise necessary to accept a plan as set forth in section 1126(c) of the Bankruptcy  
26          Code.

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IV.

**ARGUMENTS AND AUTHORITIES**

**A. The Disclosure Statement Contains Adequate Information**

Bankruptcy Code section 1125(b) provides that an acceptance or rejection of a proposed chapter 11 plan may not be solicited from a party unless and until there has been transmitted to that party (1) either the plan or a summary of the plan and (2) a written disclosure statement that the bankruptcy court has approved, after notice and a hearing, as containing adequate information. The Bankruptcy Code defines adequate information as information that would enable a hypothetical, reasonable investor to make an informed judgment about the proposed plan:

“[A]dequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of the claims or interests in the case, that would enable a hypothetical investor of the relevant class to make an informed judgment about the plan, but adequate information need not include such information about any other possible or proposed plan and in determining whether a disclosure statement provides adequate information to creditors and other parties in interest, and the cost of providing additional information ....”

11 U.S.C. § 1125(a). The reason that the Bankruptcy Code requires such “adequate information” is to require a debtor to furnish to voting classes of claims and interests (if applicable) sufficient financial and operating information to enable each voting party to make an “informed judgment” whether to accept or reject a proposed plan of reorganization. *See In re Valrico Square Ltd. Partnership*, 113 B.R. 794, 795 (Bankr. S.D. Fla. 1990); *In re Stanley Hotel, Inc.*, 13 B.R. 926 (Bankr. D. Colo. 1981).

The determination of whether a particular disclosure statement provides adequate information is subjective, made on a case-by-case basis, and is largely within the discretion of the bankruptcy court. In making this determination, depending on the circumstances of the debtor and its case, courts may consider whether the disclosure statement provides the following information:

1. A description of the events that led to the commencement of a bankruptcy case;
2. A description of the debtor’s available assets and their actual or potential value;

- 1           3.     A discussion of the anticipated future of the company;
- 2           4.     A description of the source of information contained in the disclosure statement;
- 3           5.     A disclaimer;
- 4           6.     A discussion of the debtor's condition during its chapter 11 case;
- 5           7.     A discussion of scheduled and filed claims against the debtor;
- 6           8.     An analysis of the estimated return to creditors under a chapter 7 liquidation;
- 7           9.     A discussion of the debtor's future management or successor(s);
- 8           10.    Either the chapter 11 plan or a summary of the plan;
- 9           11.    A discussion of estimated administrative expenses, including professionals' fees;
- 10          12.    Financial information, data, or projections relevant to the creditors' decision to accept  
11 or reject the chapter 11 plan;
- 12          13.    Information relevant to the risks posed to creditors under the plan;
- 13          14.    A discussion of preferential or otherwise voidable transfers;
- 14          15.    A discussion of the litigation likely to arise; and
- 15          16.    An analysis of tax implications of the plan.

16    *See, e.g., In re Metrocraft Publishing Services, Inc.*, 39 B.R. 567, 568 (Bankr. N.D. Ga. 1984)  
17 (identifying certain factors comprising "adequate information" including the foregoing or related  
18 items and other potential factors); *In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa.  
19 2001).

20           As discussed above, the Disclosure Statement provides extensive information about the  
21 Debtors' cases and a detailed explanation of the proposed Plan and the underlying and related  
22 financial information and other data. Based on all of the information contained in the Disclosure  
23 Statement and exhibits thereto, a hypothetical, reasonable investor should be able to make an  
24 informed judgment about the proposed Plan. Therefore, the Disclosure Statement meets the  
25 adequate-information requirement of Bankruptcy Code section 1125 and should be approved for  
26 distribution and for use in soliciting votes to accept or reject the proposed Plan.

1 **B. Approval of Form and Manner of Notice**

2 Pursuant to Bankruptcy Rule 3017(d), upon approval of a disclosure statement, a plan  
3 proponent must mail to the U.S. Trustee, all creditors, and all equity security holders the plan, the  
4 disclosure statement, notice of the time within which to file acceptances or rejections, notice of the  
5 date of the confirmation hearing, and such other information as the court may require. *See* Fed. R.  
6 Bankr. P. 3017(d).

7 **1. Solicitation Package**

8 The Debtors request that the Court authorize the transmittal by Kurtzman Carson  
9 Consultants, LLC, the Debtors' balloting and notice agent ("KCC" or the "Balloting Agent") of a  
10 solicitation package on CD-Rom disk containing the following materials (collectively, the  
11 "Solicitation Package") to all Notice Parties (as defined below): (1) notice of the confirmation  
12 hearing and related matters, including notice of the time fixed for filing objections to confirmation of  
13 the Plan (the "Plan Notice"), substantially in the form attached hereto as **Exhibit B** (but which may  
14 be single-spaced or otherwise reformatted by the Debtors in their discretion); (2) the Disclosure  
15 Statement and the Plan (as an exhibit to the Disclosure Statement); (3) the order approving the  
16 Disclosure Statement and the Amended Motion; and (4) such other information as the Court may  
17 direct. In addition, with respect to creditors entitled to vote on the Plan, a ballot (the "Ballot"),  
18 substantially in the form attached hereto as **Exhibit C**, a Ballot return envelope, and the Plan Letter  
19 (as defined below), will also be included in the Solicitation Package.

20 Bankruptcy Rule 3017(d) provides, in relevant part, that the Debtors may include in the  
21 Solicitation Package "any other information as the court may direct." Fed. R. Bankr. P. 3017(d).  
22 The Debtors request that the Court permit them to include in the Solicitation Package a cover letter  
23 from the Debtors in support of the Plan (the "Plan Letter") in substantially the form attached hereto  
24 as **Exhibit D**.

25 The Debtors believe that the inclusion of the Plan Letter will provide information that will  
26 enable creditors to make an informed decision regarding whether to accept or reject the Plan.  
27 Accordingly, the Debtors respectfully request that the Court approve the Plan Letter and its inclusion  
28 in the Solicitation Package.

1 To avoid any possible challenges to the appropriateness of the materials contained in the  
2 Solicitation Package, the Debtors request that the Court approve the inclusion in the Solicitation  
3 Package of all materials described above. *See In re Media Central, Inc.*, 89 B.R. 685, 691 (Bankr.  
4 E.D. Tenn. 1988) (“Failure to obtain beforehand a judicial ruling on the propriety of statements or  
5 information sent in conjunction with a vote solicitation may lead to a vote disqualification after the  
6 fact if it is later determined that the statements or information were improper and the solicitation in  
7 bad faith.”).

8 The Debtors request authority to make non-substantive modifications to the Disclosure  
9 Statement and other documents in the Solicitation Package prior to distribution in order to insert  
10 dates and deadlines or make corrections or modifications of a typographical, conforming and/or  
11 ministerial nature.

12 Hard copies of the documents in the Solicitation Package will be available for download free  
13 of charge at [www.kccllc.net/woodside](http://www.kccllc.net/woodside). Copies of such documents may also be obtained by  
14 contacting the Balloting Agent at 888-733-1541, [KCC\\_Woodside@kccllc.com](mailto:KCC_Woodside@kccllc.com), or the following  
15 address: Woodside Group Ballot Processing, Kurtzman Carson Consultants LLC, 2335 Alaska  
16 Avenue, El Segundo, CA 90245.

## 17 **2. Service of Solicitation Packages**

18 Bankruptcy Rule 3017(d) requires the Disclosure Statement to be mailed to the U.S. Trustee,  
19 all creditors, and all equity security holders. *See Fed. R. Bankr. P. 3017(d)*. The Debtors propose to  
20 transmit (through the Balloting Agent) within five (5) business days of the entry of an order  
21 approving this Amended Motion the Solicitation Package, at the expense of the estates, to the  
22 following parties (collectively, the “Notice Parties”): (i) all parties or entities that have filed proofs  
23 of claim on or before the Voting Record Date; (ii) all parties identified in the Debtors’ Schedules as  
24 holding liquidated, noncontingent, undisputed claims as of the Voting Record Date; (iii) all other  
25 known holders of claims against or interests in the Debtors as of the Voting Record Date; (iv) all  
26 parties to executory contracts and unexpired leases with the Debtors as reflected in the Schedules;  
27 (v) counsel for the General Committee; (vi) the members of the Alameda Committee; (vii) the U.S.  
28 Trustee; (viii) the Internal Revenue Service; (ix) the Securities and Exchange Commission; (x) all



1 applicable governmental units; and (xi) all parties required to be served pursuant to the *Order*  
2 *Limiting Scope of Notice and Establishing Omnibus Hearing Dates* entered by this Court on  
3 September 22, 2008 and subsequent related orders.

4 The Debtors note that notice of this Amended Motion will be served upon all governmental  
5 entities based upon the Debtors' reliance upon the Schedules filed in these cases listing all known  
6 governmental claimants and a review of the Debtors' books and records to determine the identity of  
7 all such parties. In the event that the Debtors become aware of any additional governmental entities  
8 holding a claim against the estates by virtue of a filing of a proof of claim or otherwise after the date  
9 hereof, the Debtors shall promptly provide a Solicitation Package to such newly-identified parties, if  
10 any. The Debtors respectfully submit that such notice is sufficient under the circumstances.

11 For purposes of receiving a Solicitation Package, holders of claims as of the Voting Record  
12 Date (as defined below) are (i) those persons or entities listed on the Debtors' Schedules as holding a  
13 claim (other than creditors with claims scheduled as disputed, contingent or unliquidated who have  
14 failed to timely file a proof of claim), as amended, from time to time, prior to the Voting Record  
15 Date and (ii) those persons or entities that have filed with the Clerk of Court a proof of claim  
16 asserting a claim that has not been disallowed, withdrawn or expunged on or before the Voting  
17 Record Date.

18 As set forth below in section B.2., the Debtors request a determination that they are not  
19 required to send a Solicitation Package to members of the Non-Voting Classes (as defined below).  
20 Rather, the Debtors seek permission to send members of such classes the Plan Notice and the Notice  
21 of Non-Voting Status (as defined below).

22 Bankruptcy Rule 2002(b) provides that twenty five days' notice of the time fixed for filing  
23 objections and the hearing to consider confirmation of a chapter 11 plan must be given. *See* Fed. R.  
24 Bankr. P. 2002(b). Local Bankruptcy Rule 9013-1 provides that objections must be filed 14 days  
25 prior to a hearing date. In accordance with such rule, the Debtors request that the Court set a date  
26 that is five business days after the date of the entry of the order approving the Disclosure Statement  
27 as the last date by which the Solicitation Packages and notices must be mailed to the Notice Parties.  
28

1 The Debtors also request a determination by the Court that the Debtors will not be required to  
2 serve the Solicitation Package on any entity for which the Solicitation Package has been returned by  
3 the United States Postal Service as undeliverable, unless the Debtors receive an accurate address for  
4 such addressee.

5 **C. Approval of Form of Ballots and Method of Tabulation of Votes**

6 **1. Approval of Forms of Ballots**

7 Bankruptcy Rule 3017(d) provides that ballots for accepting or rejecting the Plan should  
8 conform substantially to Official Form No. 14 and be mailed only to “creditors and equity security  
9 holders entitled to vote on the plan.” Fed R. Bankr. P. 3017(d). The Debtors propose to distribute  
10 Ballots substantially in the forms attached hereto as **Exhibit C** to the holders of claims in RD Class  
11 4, RD Class 5, RD Class 6, RD Class 7, LD Class 5, LD Class 6, LD Class 7, LD Class 8 of the  
12 Plan, which classes are entitled to vote to accept or reject the Plan. These forms are based upon  
13 Official Bankruptcy Form 14, but have been modified to include certain additional information that  
14 the Debtors believe to be relevant and appropriate for each such class of claims. Specifically, each  
15 Ballot will provide the option (i) to accept or reject the Plan and (ii) to elect to approve or not  
16 approve the Settlement.

17 All Ballots will be accompanied by return envelopes addressed to Woodside Group, LLC  
18 Ballot Processing, Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA  
19 90245. The voting creditor may send in its, his or her Ballot via regular mail, overnight mail or hand  
20 delivery to the Balloting Agent at the foregoing address. The Ballot instructions will provide that  
21 such Ballot shall be sent to the Balloting Agent at such address. The Balloting Agent will accept,  
22 review, validate, and tabulate the Ballots. The Balloting Agent will tabulate the Ballots and report to  
23 the Court on the votes for acceptance and rejection of the Plan no later than one (1) business day  
24 before the Confirmation Hearing pursuant to Local Bankruptcy Rule 3018-1.

25 The Debtors request approval of the sample forms of Ballots substantially in the form  
26 attached hereto as **Exhibit C**.

27 **2. Notice of Non-Voting Status**

28 Bankruptcy Rule 3017(d) provides, in relevant part, as follows:

1 If the court orders that the disclosure statement and the plan or a  
2 summary of the plan shall not be mailed to any unimpaired class,  
3 notice that the class is designated in the plan as unimpaired and notice  
4 of the name and address of the person from whom the plan or  
5 summary of the plan and disclosure statement may be obtained upon  
6 request and at the plan proponent's expense, shall be mailed to  
7 members of the unimpaired class together with the notice of the time  
8 fixed for filing objections to and the hearing on confirmation.

6 Fed. R. Bankr. P. 3017(d). RD Class 1, RD Class 2, RD Class 3, LD Class 1, LD Class 2, LD Class  
7 3, and LD Class 4 are unimpaired and, therefore, are conclusively presumed to accept the Plan under  
8 section 1126(f) of the Bankruptcy Code. RD Class 8 and LD Class 9, which are impaired under the  
9 Plan, have consented to the Plan. RD Class 9 and LD Class 10 will receive no distributions under  
10 the Plan and therefore are deemed to reject the Plan under section 1126(g) of the Bankruptcy Code.  
11 Solicitation of the foregoing classes is not required under Bankruptcy Rule 3017(d), and no ballots  
12 have been proposed for creditors or interest holders in these classes. RD Class 1, RD Class 2, RD  
13 Class 3, RD Class 8, RD Class 9, LD Class 1, LD Class 2, LD Class 3, LD Class 4, LD Class 9, and  
14 LD Class 10 shall be referred to herein as the “Non-Voting Classes.”

15 The Debtors propose to send to holders of claims and interests in the Non-Voting Classes a  
16 notice of non-voting status, substantially in the form attached hereto as **Exhibit E** (the “Notice of  
17 Non-Voting Status”), which: (a) identifies the treatment of the classes designated; (b) sets forth the  
18 manner in which a copy of the Plan and Disclosure Statement may be obtained; and (c) provides  
19 notice of the Confirmation Hearing and the time fixed for filing objections to confirmation of the  
20 Plan.

21 The Debtors respectfully submit that because the Non-Voting Classes are presumed, as a  
22 matter of law, to accept or reject the Plan, or have consented to the Plan, the Notice of Non-Voting  
23 Status satisfies the requirements of Bankruptcy Rule 3017(d) because it sets forth the manner in  
24 which copies of the Plan and Disclosure Statement may be obtained, thereby providing each member  
25 of a Non-Voting Class with the opportunity to receive all pertinent documents upon request.  
26 Accordingly, the Debtors request that the Court determine that they be authorized to send the Notice  
27 of Non-Voting Status to members of the Non-Voting Classes, and are not required to distribute  
28 Solicitation Packages to members of the Non-Voting Classes.

1           **3.       Allowed Amount of Claims for Voting**

2           The Balloting Agent will collect and tabulate the ballots received in accordance with the  
3 procedures described herein. To accurately calculate votes cast for or against the Plan, the Debtors  
4 propose a method for tabulating votes consistent with the Bankruptcy Code and the Bankruptcy  
5 Rules. Generally, only the holder of an allowed claim or interest is entitled to vote to accept or  
6 reject a plan. *See* 11 U.S.C. § 1126(a). An unsecured creditor must file a proof of claim in  
7 accordance with Bankruptcy Rule 3002 for such claim to be allowed, with certain exceptions. *See*  
8 11 U.S.C. §§ 501, 502; Fed. R. Bankr. P. 1019(3), 3003, 3004, 3005. One noted exception to this  
9 general rule covers certain claims listed on a debtor’s schedule of liabilities. *See* 11 U.S.C.  
10 § 1111(a); Fed. R. Bankr. P. 3003(b).

11           In accordance with these considerations and for the purpose of tabulating votes, the Debtors  
12 propose that the amount of a claim for voting purposes (regardless of whether the claim amount  
13 indicated on a particular ballot differs from the following amounts) should be: (a) the claim amount  
14 as listed in the Schedules, provided that (i) such claim is not listed as contingent, unliquidated, or  
15 disputed, (ii) no proof of claim has been filed, and (iii) no objection to the claim as scheduled has  
16 been filed by the time of the confirmation hearing (*see* Fed. R. Bankr. P. 3003(b)(1)); or (b) the  
17 liquidated amount specified in a proof of claim filed with the Clerk of Court to the extent the claim  
18 as filed is not the subject of an objection to claim filed before the Confirmation Hearing (as defined  
19 below) (*see* 11 U.S.C. § 502(a); Fed. R. Bankr. P. 3002) or in the case of claims resolved pursuant to  
20 a stipulation or order entered by the Court before the Confirmation Hearing, the amount set forth in  
21 such stipulation or order; or (c) the amount temporarily allowed by the Court for voting purposes  
22 after notice and a hearing in accordance with Bankruptcy Rule 3018(a) prior to the Confirmation  
23 Hearing.

24           If a creditor casts a Ballot and has filed a proof of claim that is the subject of an objection  
25 filed before the Confirmation Hearing (as defined below), the creditor’s Ballot shall not be counted  
26 unless: (i) some portion of the creditor’s claim is not disputed, in which case such creditor’s Ballot  
27 shall only be counted up to the undisputed amount of the creditor’s claim; or (ii) the creditor’s claim  
28 is temporarily allowed by the Court for voting purposes in accordance with Bankruptcy Rule 3018,

1 after notice and a hearing prior to the Confirmation Hearing. Ballots cast by creditors whose claims  
2 are not listed on the Debtors' Schedules, but who have timely filed proofs of claim in unliquidated or  
3 unknown amounts that are not the subject of an objection filed before the commencement of the  
4 Confirmation Hearing, will not be counted unless the claim is temporarily allowed or estimated for  
5 voting purposes only by the Court prior to the Confirmation Hearing.

6 In addition, the Debtors shall tabulate the approvals of the Settlement by creditors in  
7 accordance with the requirements otherwise necessary to accept a plan as set forth in section 1126(c)  
8 of the Bankruptcy Code.

9 **4. Tabulation of Ballots**

10 Ballots received by the Balloting Agent in the following categories shall not be counted by  
11 the Debtors as an acceptance or rejection of the Plan, unless otherwise ordered by the Court:

- 12 (i) Ballots where the creditor or the creditor's representative did not use  
13 the authorized form, or a form of Ballot substantially similar to such  
14 authorized form;
- 15 (ii) Ballots not received by the Balloting Agent on or before the Voting  
16 Deadline (as defined in below);
- 17 (iii) Ballots where the creditor or the creditor's authorized representative  
18 checked boxes indicating both acceptance and rejection of the Plan;
- 19 (iv) Ballots not signed by the creditor or the creditor's authorized  
20 representative; and
- 21 (v) Ballots where the individual or institution casting the Ballot (whether  
22 directly or as representative) was not a holder of a Claim as of the Voting  
23 Record Date and, therefore, was not entitled to vote.

24 In addition, the following voting procedures and standard assumptions will be used in  
25 tabulating Ballots:

- 26 (i) For purposes of the numerosity requirements of section 1126(c) of the  
27 Bankruptcy Code, separate claims held by a single creditor against one or  
28 more Debtors in a particular class will be aggregated as if such creditor held  
one claim against the Debtors in such class, and the votes related to such  
claims will be treated as a single vote to accept or reject the Plan.
- (ii) Creditors must vote all of their claims within a particular class either to  
accept or reject the Plan and may not split their vote. Accordingly, a Ballot  
(or multiple Ballots with respect to multiple claims within a single class) that  
partially rejects and partially accepts the Plan will not be counted.

1 (iii) Ballots that fail to indicate an acceptance or rejection of the Plan, but  
2 that are otherwise properly executed and received prior to the Voting  
Deadline, will not be counted.

3 (iv) Only Ballots that are timely received with original signatures will be  
4 counted. Unsigned Ballots will not be counted. Ballots sent by facsimile or  
email will not be counted.

5 (v) If prior to the Voting Deadline, a holder of a claim casts more than one  
6 Ballot for the same claim, the last properly completed Ballot received by the  
7 Balloting Agent prior to the Voting Deadline will be deemed to reflect such  
voter's intent and to supersede any prior Ballot.

8 The Debtors and other parties in interest may seek further clarification from the Court on  
9 vote tabulation and the solicitation process, and retain the right to object or raise any issue with  
10 respect to any Ballot.

11 **D. Voting Deadline and Voting Record Date**

12 Pursuant to Bankruptcy Rule 3017(c), “[o]n or before the approval of the disclosure  
13 statement, the court shall fix a time within which the holders of claims and interests may accept or  
14 reject the plan.” See Fed. R. Bankr. P. 3017(c). The Debtors request that the Court establish a  
15 deadline that is 30 days after the mailing of the Solicitation Packages as the deadline by which all  
16 Ballots must be received by the Balloting Agent (the “Voting Deadline”). The Debtors submit that  
17 this deadline will afford creditors ample time to vote, while allowing sufficient time for the Debtors  
to tabulate votes and prepare the applicable ballot tabulation for filing with the Court.

18 Bankruptcy Rule 3018(a) provides for a determination of the record date for voting purposes.  
19 In accordance with this Rule, the record date is typically the date the court signs an order approving  
20 the disclosure statement. Accordingly, the Debtors propose that the record date in these cases be the  
21 date on which an order approving the Disclosure Statement is entered (the “Voting Record Date”)  
22 for purposes of determining which creditors are entitled to vote on the Plan.

23 **E. The Confirmation Hearing**

24 The Debtors request that the Court set the confirmation hearing on a date that is convenient  
25 for the Court and is approximately sixty days after the mailing of the Solicitation Packages (the  
26 “Confirmation Hearing”). Setting the Confirmation Hearing on such date will allow adequate notice  
27 to be provided to creditors and parties in interest consistent with Bankruptcy Rules 2002(b) and 3017  
28 and Local Bankruptcy Rule 9013, as further described below.

1 **F. Objections to Confirmation and Reply Briefs**

2 Bankruptcy Rule 3020(b)(1) provides that “objections to the confirmation of the plan shall be  
3 filed and served . . . within a time fixed by the court.” *See* Fed. R. Bankr. P. 3020(b)(1). The  
4 Debtors submit that the Court should fix a deadline that is thirty days after the mailing of the  
5 Solicitation Packages as the last day to file and serve objections to the Plan (the “Confirmation  
6 Objection Deadline”). The Debtors request that the Court order that objections must be set forth in a  
7 written statement and be accompanied by a memorandum of points and authorities and any  
8 supporting evidence. Additionally, the Debtors request that the Court order that any objections not  
9 timely filed and served are deemed waived. The Debtors also request that the Court set a deadline  
10 that is 15 days after the Confirmation Objection Deadline as the date on which the Debtors must file  
11 and serve their memorandum in support of Plan confirmation and on which the Debtors or any party  
12 supporting the Plan must file and serve any replies.

13 Finally, in accordance with Bankruptcy Rule 3020(b)(1), the Debtors propose that the Court  
14 designate the entities set forth below as those entities upon which any objections to confirmation of  
15 the Plan must be served:

16 Counsel for Debtors

17 Jeremy V. Richards

Linda F. Cantor

Maxim B. Litvak

Pachulski Stang Ziehl & Jones LLP

10100 Santa Monica Boulevard, 11<sup>th</sup> Floor

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19 jrichards@pszjlaw.com

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22 Counsel for the General Committee

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23 Phoenix, Arizona 85004

24 dgaffney@swlaw.com

25 -and-

26  
27 Michael J. Reilly

28 Jonathan B. Alter

1 Mark W. Deveno  
2 Bingham McCutchen LLP  
3 One State St.  
4 Hartford, CT 06103-3178  
5 michael.reilly@bingham.com  
6 jonathan.alter@bingham.com  
7 mark.deveno@bingham.com

8 Office of the United States Trustee  
9 Elizabeth Lossing  
10 Office of the United States Trustee  
11 3685 Main Street, Ste. 300  
12 Riverside, CA 92501  
13 elizabeth.lossing@usdoj.gov

14 Members of the Alameda Committee:

15 Lennar  
16 Attn: Isabel Allan – Vice President  
17 25 Enterprise  
18 Aliso Viejo, CA 92656

19 Brookfield Homes Corporation  
20 Attn: Bill Seith – Executive Vice President  
21 1522 Brookhollow Dr., Suite 1  
22 Santa Ana, CA 92705

23 AKT Investments  
24 Attn: Chris Donnelly – CFO  
25 7700 College Town Dr., Suite 101  
26 Sacramento, CA 92586

27 **G. Summary of Requested Dates**

28 In summary, the Debtors request that the Court establish the dates set forth below for the following events:



1 2	Last day for Balloting Agent to mail (i) Solicitation Package or (ii) Notice of Non-Voting Status (as applicable)	Five business days after entry of Disclosure Statement Approval Order
3	Last day for creditors to deliver ballots to the Balloting Agent	30 days after mailing of Solicitation Package
4	Last day to file and serve objections to confirmation	30 days after mailing of Solicitation Package
5	Last day to file and serve Plan Supplement	10 days prior to the Voting Deadline
6	Last day to file and serve Debtors' confirmation brief and any parties' replies to confirmation objection(s)	Fifteen days after Confirmation Objection Deadline
7	Last day for Debtors to file Ballots and Ballot tabulation	One business day prior to the Confirmation Hearing
8	Confirmation Hearing	Approximately sixty days after the mailing of the Solicitation Package

V.

**CONCLUSION**

The Debtors respectfully submit that the procedures proposed herein are reasonable and appropriate, and conform to the requirements of the Bankruptcy Code, Bankruptcy Rules, and the Local Rules. Accordingly, the Debtors request that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, (a) approving the Disclosure Statement; (b) approving the procedures proposed herein; (c) approving the forms of Plan Notice, Ballots, Plan Letter and Notice of Non-Voting Status attached hereto as **Exhibit B**, **Exhibit C**, **Exhibit D** and **Exhibit E**, respectively; (d) setting applicable dates in connection with the solicitation, voting, and confirmation process as proposed herein; and (e) granting such other and further relief as may be just and proper.

Dated: May21, 2009

PACHULSKI STANG ZIEHL & JONES LLP

By /s/ Linda F. Cantor

Jeremy V. Richards

Linda F. Cantor

Maxim B. Litvak

Attorneys for the Debtors and Debtors in Possession

**DECLARATION OF LEONARD ARAVE**

I, Leonard K. Arave declare as follows:

1. I am a Manager and the Chief Financial Officer of Woodside Group, LLC (“Woodside Group”), which is the direct or indirect parent company of each of the corporations, partnerships and limited liability companies that make up the debtors and debtors in possession (collectively, the “Debtors”) in these jointly administered bankruptcy cases, with the exception of one affiliated Debtor, Pleasant Hill Investments, LC, which is not a subsidiary of Woodside Group, but of which I am the Manager. I am an authorized representative of each of the Debtors. I am also the sole director of WDS GP, Inc., which is the General Partner of each of the limited partnership Debtors. In these capacities, I am generally familiar with the day-to-day operations, business and financial affairs of each of the Debtors.

2. I am over the age of eighteen (18) years and either have personal knowledge of the facts set forth below or have obtained knowledge of such facts based upon inquiry from those working at my direction. I am making this declaration in support of the Debtors’ motion for entry of an order approving and/or setting (1) the Disclosure Statement (as defined below), (2) certain plan solicitation, notice, and voting procedures, (3) confirmation deadlines and procedures, (4) certain specified procedures for transmitting the Plan (as defined below) and Disclosure Statement in support of the Plan, ballots, and related solicitation materials, and notice of same, (5) certain procedures for tabulating votes on the Plan, (6) the forms of ballots that will accompany the plan and disclosure statement sent to those classes of creditors entitled to vote on the Plan, (7) the form of notice of the confirmation hearing and related matters, and (8) the requisite dates in connection with the solicitation, voting, and confirmation process (the “Amended Motion”).<sup>3</sup> All capitalized terms not defined herein shall have the meanings ascribed to them in the Amended Motion.

3. By the Amended Motion, the Debtors request that the Court approve the Debtors’ proposed forms of Plan Notice, Ballots, Plan Letter and Notice of Non-Voting Status, each in substantially the forms attached to the Motion as **Exhibit B, Exhibit C, Exhibit D** and **Exhibit E**,

<sup>3</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Amended Motion.

1 respectively. Further, the Debtors requests that the Court establish applicable dates, as set forth in  
2 the Amended Motion, in connection with the solicitation, voting, tabulation, and confirmation  
3 process.

4 4. I am informed that the Bankruptcy Code, the Bankruptcy Rules and Local  
5 Bankruptcy Rules provide certain notice and related requirements in connection with the  
6 solicitation of votes on the Plan and the confirmation process. I believe that the requested relief is  
7 necessary and appropriate in connection with the solicitation, voting, tabulation, and confirmation  
8 process, and will provide creditors with the necessary notice, materials and opportunity to vote to  
9 accept or reject the Plan and participate adequately in the confirmation process. Accordingly, I  
10 respectfully request that the Court grant the relief requested in the Motion.

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

12 Executed this 21st day of May, 2009 at North Salt Lake, Utah.

13  
14 /s/ Leonard K. Arave

15 Leonard K. Arave  
16 Authorized Agent  
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Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Linda F. Cantor Pachulski Stang Ziehl & Jones LLP 10100 Santa Monica Blvd, Suite 1100 Los Angeles, CA 90067 Telephone: (310) 772-2358 Facsimile: (310) 201-0760 Attorney for: Woodside Group, LLC, et al.	FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT          CENTRAL DISTRICT OF CALIFORNIA</b>	
In re: Woodside Group, LLC  Debtor(s).	CASE NO.: 6:08-bk-20682-PC CHAPTER: 11 ADV. NO.:

**ELECTRONIC FILING DECLARATION  
(CORPORATION/PARTNERSHIP)**

- |  |                              |
|--|------------------------------|
| <input type="checkbox"/> Petition, statement of affairs, schedules or lists                                      | Date Filed: _____            |
| <input type="checkbox"/> Amendments to the petition, statement of affairs, schedules or lists                    | Date Filed: _____            |
| <input checked="" type="checkbox"/> Other: <u>Ntc &amp; Amended Mtn for Order (1) Approving Disclosure Stmt;</u> | Date Filed: <u>5/21/2009</u> |
- (2) Plan Solicitation, Notice & Voting Procedures; (3) Form of Ntc, etc.

**PART I - DECLARATION OF AUTHORIZED SIGNATORY OF DEBTOR OR OTHER PARTY**

I, the undersigned, hereby declare under penalty of perjury that: (1) I have been authorized by the Debtor or other party on whose behalf the above-referenced document is being filed (Filing Party) to sign and to file, on behalf of the Filing Party, the above-referenced document being filed electronically (Filed Document); (2) I have read and understand the Filed Document; (3) the information provided in the Filed Document is true, correct and complete; (4) the "/s/," followed by my name, on the signature lines for the Filing Party in the Filed Document serves as my signature on behalf of the Filing Party and denotes the making of such declarations, requests, statements, verifications and certifications by me and by the Filing Party to the same extent and effect as my actual signature on such signature lines; (5) I have actually signed a true and correct hard copy of the Filed Document in such places on behalf of the Filing Party and provided the executed hard copy of the Filed Document to the Filing Party's attorney; and (6) I, on behalf of the Filing Party, have authorized the Filing Party's attorney to file the electronic version of the Filed Document and this Declaration with the United States Bankruptcy Court for the Central District of California.

 _____ Signature of Authorized Signatory of Filing Party	May 21, 2009 _____ Date
Leonard K. Arave _____ Printed Name of Authorized Signatory of Filing Party	
Authorized Representative _____ Title of Authorized Signatory of Filing Party	

**PART II - DECLARATION OF ATTORNEY FOR FILING PARTY**

I, the undersigned Attorney for the Filing Party, hereby declare under penalty of perjury that: (1) the "/s/," followed by my name, on the signature lines for the Attorney for the Filing Party in the Filed Document serves as my signature and denotes the making of such declarations, requests, statements, verifications and certifications to the same extent and effect as my actual signature on such signature lines; (2) an authorized signatory of the Filing Party signed the Declaration of Authorized Signatory of Debtor or Other Party before I electronically submitted the Filed Document for filing with the United States Bankruptcy Court for the Central District of California; (3) I have actually signed a true and correct hard copy of the Filed Document in the locations that are indicated by "/s/," followed by my name, and have obtained the signature of the authorized signatory of the Filing Party in the locations that are indicated by "/s/," followed by the name of the Filing Party's authorized signatory, on the true and correct hard copy of the Filed Document; (4) I shall maintain the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document for a period of five years after the closing of the case in which they are filed; and (5) I shall make the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document available for review upon request of the Court or other parties.

/s/ Linda F. Cantor _____ Signature of Attorney for Filing Party	May 21, 2009 _____ Date
Linda F. Cantor _____	

This form is mandatory by Order of the United States Bankruptcy Court for the Central District of California.

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**EXHIBIT A**

**(Disclosure Statement Approval Order)**

1 Jeremy V. Richards (CA Bar No. 102300)  
Linda F. Cantor (CA Bar No. 153762)  
2 Maxim B. Litvak (CA Bar No. 215852)  
PACHULSKI STANG ZIEHL & JONES LLP  
3 10100 Santa Monica Blvd., 11<sup>th</sup> Floor  
Los Angeles, California 90067-4100  
4 Telephone: 310/277-6910  
Facsimile: 310/201-0760  
5 jrichards@pszjlaw.com  
lcantor@pszjlaw.com  
6 mlitvak@pszjlaw.com

7 Attorneys for the Debtors and Debtors in Possession

8 **UNITED STATES BANKRUPTCY COURT**  
9 **CENTRAL DISTRICT OF CALIFORNIA**  
10 **RIVERSIDE DIVISION**

11 In re:

12 WOODSIDE GROUP, LLC, et al.,<sup>1</sup>

13 Debtors.

Chapter 11  
Case No. 6:08-bk-20682-PC  
(Jointly Administered)

14 **ORDER (I) APPROVING DISCLOSURE**  
15 **STATEMENT AND (II) GRANTING**  
16 **AMENDED MOTION OF DEBTORS FOR**  
17 **ORDER (A) APPROVING PLAN**  
18 **SOLICITATION, NOTICE, AND VOTING**  
19 **PROCEDURES, (B) APPROVING FORMS OF**  
20 **NOTICE AND BALLOTS, AND**  
21 **(C) ESTABLISHING PLAN CONFIRMATION**  
22 **DEADLINES AND PROCEDURES**

23  Affects ALL DEBTORS

24 Upon consideration of the First Amended Disclosure Statement in Support of Joint Plan of  
25 Reorganization of Woodside Group, LLC and Affiliated Debtors (the "Disclosure Statement") filed  
26 by Woodside Group, LLC, et al., the debtors and debtors in possession herein (the "Debtors") and  
27 the Motion of the Debtors for an Order (i) Approving Disclosure Statement; (ii) Establishing Voting  
28 Deadline and Procedures for Filing Objections to Confirmation of Plan; (iii) Approving Forms of  
Ballots; and (v) Establishing Solicitation and Tabulation Procedures (the "Amended Motion")<sup>2</sup> filed

<sup>1</sup> For a listing of all of the debtors and debtors in possession in the above-captioned cases, see Exhibit A to the First Amended Joint Plan of Reorganization of Woodside Group, LLC and Affiliated Debtors, filed on April 15, 2009, which is available for review on [www.kccllc.net/woodside](http://www.kccllc.net/woodside).

<sup>2</sup> Any capitalized term not defined herein shall have the meaning ascribed to such term in the Amended Motion.

1 by the Debtors; and it appearing that adequate and sufficient notice of the Amended Motion has been  
2 given under the circumstances; and it further appearing that adequate and sufficient notice, pursuant  
3 to Bankruptcy Rule 2002(b) and Local Bankruptcy Rule 3017-1, of the hearing to approve the  
4 Disclosure Statement has been given; and after due deliberation and upon the Court's determination  
5 that the relief requested in the Amended Motion is in the best interests of the Debtors, their estates,  
6 creditors and other parties in interest; and sufficient cause appearing therefor, it is hereby:

7 ORDERED that:

8 1. The Amended Motion is granted.

9 2. The Disclosure Statement contains "adequate information" as defined in Bankruptcy  
10 Code section 1125(a), and is hereby APPROVED in all respects pursuant to Bankruptcy Code  
11 section 1125(a).

12 3. A hearing to consider confirmation of the First Amended Joint Plan of Reorganization  
13 of Woodside Group, LLC and Affiliated Debtors (as may be amended or modified, the "Plan") will  
14 be held on \_\_\_\_\_, 2009 at \_\_:\_\_\_ .m. (Pacific Time), or as soon thereafter as counsel can be  
15 heard, before the Honorable Peter H. Carroll , 3420 Twelfth Street, Courtroom 304, Central District  
16 of California (Riverside Division), Riverside, California 92501 (the "Confirmation Hearing"). The  
17 Confirmation Hearing may be adjourned from time to time without further notice other than the  
18 announcement at the Confirmation Hearing of the date or dates of any adjourned hearing. In  
19 addition, the Plan may be modified without further notice, prior to, at or as a result of the  
20 Confirmation Hearing.

21 4. The record date for purposes of voting to accept or reject the Plan is the date of entry of  
22 this order (the "Voting Record Date").

23 5. The deadline for the receipt of Ballots accepting or rejecting the Plan shall be \_\_:00  
24 \_\_.m. (Pacific Time) on \_\_\_\_\_, 2009 (the "Voting Deadline"). For a Ballot to be counted, it  
25 must be actually received prior to the Voting Deadline at the applicable address indicated in the  
26 voting instructions that accompany the Ballot.

27 6. The Debtors, through the Balloting Agent, are authorized and directed to mail, or cause  
28 to be mailed, by United States Postal Service, first-class delivery, no later than five business days

1 after the entry of this Order to: (i) all parties or entities that have filed proofs of claim on or before  
2 the Voting Record Date; (ii) all parties identified in the Debtors' Schedules as holding liquidated,  
3 noncontingent, undisputed claims as of the Voting Record Date; (iii) all other known holders of  
4 claims against or interests in the Debtors as of the Voting Record Date; (iv) all parties to executory  
5 contracts and unexpired leases with the Debtors as reflected in the Schedules; (v) counsel for the  
6 General Committee; (vi) the members of the Alameda Committee; (vii) U.S. Trustee; (viii) the  
7 Internal Revenue Service; (ix) the Securities and Exchange Commission; (x) all applicable  
8 governmental units; and (xi) all parties required to be served pursuant to the *Order Limiting Scope of*  
9 *Notice and Establishing Omnibus Hearing Dates* entered by this Court on September 22, 2008 and  
10 subsequent related orders (collectively, the "Notice Parties"), a copy on CD-ROM disk of: (a) the  
11 Plan and all exhibits and attachments thereto; (b) the Disclosure Statement and all exhibits and  
12 attachments thereto; (c) the Plan Notice; and (d) this Order; (collectively, the "Solicitation  
13 Package"). With respect to creditors entitled to vote on the Plan, a Ballot, including voting  
14 instructions and a pre-addressed return envelope, and the Plan Letter shall also be included in the  
15 Solicitation Package. If and to the extent that a party receiving a Solicitation Package subsequently  
16 desires a hard paper copy of any of the documents, such party will be able to request and obtain a  
17 hard copy by written request to the Balloting Agent at the following address: Woodside Group, LLC  
18 Ballot Processing, Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA  
19 90245, or by phone at 888-733-1541, or by e-mail at KCC\_Woodside@kccllc.com.

20 7. For purposes of distributing the Solicitation Package, holders of claims as of the Voting  
21 Record Date are (i) those persons or entities listed on the Debtor's Schedules as holding a claim  
22 (other than creditors with claims scheduled as disputed, contingent or unliquidated who have failed  
23 to timely file a proof of claim), as amended, from time to time, prior to the Voting Record Date and  
24 (ii) those persons or entities that have filed with the Court a proof of claim asserting a claim that has  
25 not been disallowed, withdrawn or expunged on or before the Voting Record Date.

26 8. The Debtors are not required to serve the Solicitation Package on any person or entity  
27 for which the notice of the hearing on the approval of the Disclosure Statement has been returned by  
28



1 the United States Postal Service as undeliverable, unless the Debtors receive an accurate address for  
2 such addressee.

3 9. The Plan Notice, substantially in the form annexed to the Amended Motion as Exhibit  
4 B, is hereby approved.

5 10. The Ballots, substantially in the form annexed to the Amended Motion as Exhibit C,  
6 are hereby approved.

7 11. The Plan Letter, substantially in the form annexed to the Amended Motion as Exhibit  
8 D, is hereby approved, and the Debtors are authorized to include the Plan Letter in the Solicitation  
9 Package.

10 12. The Notice of Non-Voting Status, substantially in the form annexed to the Amended  
11 Motion as Exhibit E, is hereby approved. The Debtors are authorized to mail the Notice of Non-  
12 Voting Status to those creditors and interest holders who are otherwise not entitled to vote on the  
13 Plan.

14 13. The Debtors are authorized to make non-substantive modifications to the Disclosure  
15 Statement and other documents in the Solicitation Package prior to distribution in order to insert  
16 dates and deadlines or make corrections or modifications of a typographical, conforming and/or  
17 ministerial nature.

18 14. For the purposes of voting, the amount of a claim used to tabulate acceptance or  
19 rejection of the Plan (regardless of whether the claim amount indicated on a particular Ballot differs  
20 from the following amounts) shall be: (a) the claim amount listed on the Debtor's Schedules,  
21 provided that (i) such claim is not scheduled as contingent, unliquidated or disputed, (ii) no proof of  
22 claim has been timely filed, and (iii) no objection to the claim as scheduled has been filed by the  
23 time of the Confirmation Hearing; or (b) the liquidated amount specified in a proof of claim timely  
24 filed to the extent the liquidated amount specified in such proof of claim is not the subject of an  
25 objection to claim filed before the Confirmation Hearing (or in the case of claims resolved pursuant  
26 to a stipulation or order entered by the Court before the Confirmation Hearing, the amount set forth  
27 in such stipulation or order); or (c) the amount temporarily allowed by the Court for voting purposes  
28 pursuant to Bankruptcy Rule 3018(a), after notice and a hearing prior to the Confirmation Hearing.

1           15. If a creditor casts a Ballot and has filed a proof of claim that is the subject of an  
2 objection filed before the Confirmation Hearing, the creditor's Ballot shall not be counted, unless:  
3 (i) some portion of the creditor's claim is not disputed, in which case such creditor's Ballot shall  
4 only be counted up to the undisputed amount of the creditor's claim; or (ii) the creditor's claim is  
5 temporarily allowed by the Court for voting purposes in accordance with Bankruptcy Rule 3018,  
6 after notice and a hearing prior to the Confirmation Hearing. Ballots cast by creditors whose claims  
7 are not listed on the Debtors' Schedules, but who have timely filed proofs of claim in unliquidated or  
8 unknown amounts that are not the subject of an objection filed before the commencement of the  
9 Confirmation Hearing, will not be counted, unless such claim is temporarily allowed or estimated for  
10 voting purposes by the Court prior to the Confirmation Hearing.

11           16. The Debtors, through the Balloting Agent, are authorized and directed to accept,  
12 review, determine the validity of and tabulate the Ballots and report to the Court on the votes for  
13 acceptance and rejection of the Plan, in a reasonable and customary manner.

14           17. Ballots received by the Balloting Agent in the following categories shall not be  
15 counted as an acceptance or rejection of the Plan, unless otherwise ordered by the Court:

- 16           (a) Ballots where the claimant or the claimant's representative did not use the  
17 authorized form, or a form of Ballot substantially similar to such authorized form;
- 18           (b) Ballots not received by the Balloting Agent on or before the Voting Deadline;
- 19           (c) Ballots where the claimant or the claimant's authorized representative checked  
20 boxes indicating both acceptance and rejection of the Plan;
- 21           (d) Ballots not signed by the claimant or the claimant's authorized representative; and
- 22           (e) Ballots where the individual or institution casting the Ballot (whether directly or as  
23 representative) was not a holder of a claim as of the Voting Record Date and, therefore, was not  
24 entitled to vote.

25           18. The following voting procedures and standard assumptions will be used in tabulating  
26 Ballots:

- 27           (a) For purposes of the numerosity requirements of Section 1126(c) of the Bankruptcy  
28 Code, separate claims held by a single creditor against one or more Debtors in a particular class will

1 be aggregated as if such creditor held one claim against the Debtor in such class, and the votes  
2 related to such claims will be treated as a single vote to accept or reject the Plan.

3 (b) Creditors must vote all of their claims within a particular class either to accept or  
4 reject the Plan and may not split their vote. Accordingly, a Ballot (or multiple ballots with respect to  
5 multiple claims within a single class) that partially rejects and partially accepts the Plan will not be  
6 counted.

7 (c) Ballots that fail to indicate an acceptance or rejection of the Plan, but that are  
8 otherwise properly executed and received prior to the Voting Deadline, will not be counted.

9 (d) Only Ballots that are timely received with original signatures will be counted.  
10 Unsigned Ballots will not be counted. Ballots sent via facsimile or email will not be counted.

11 (e) If prior to the Voting Deadline, a holder of a claim casts more than one Ballot for  
12 the same claim, the last properly completed Ballot received by the Balloting Agent prior to the  
13 Voting Deadline will be deemed to reflect the voter's intent and to supersede any prior Ballot.

14 19. The Debtors shall tabulate the approvals of the Settlement by creditors in accordance  
15 with the requirements otherwise necessary to accept a plan as set forth in section 1126(c) of the  
16 Bankruptcy Code.

17 20. \_\_\_\_\_, 2009 is fixed as the last day for filing and serving written objections,  
18 comments or responses, including any supporting memoranda, to confirmation of the Plan. Any  
19 such objections must be in writing and must (1) specify a caption setting forth the name of the court,  
20 the case number and title of the objection, indicating the matter or Amended Motion to which  
21 objection is being made, (2) state the name and address of the objector and the amount of its claim or  
22 the nature of its interest in the Debtors' chapter 11 cases, (3) specify the basis and nature of the  
23 objection, and (4) be filed with the Clerk of the Bankruptcy Court, together with proof of service,  
24 and served upon the following parties: (a) counsel to the Debtors, Pachulski Stang Ziehl & Jones  
25 LLP, 10100 Santa Monica Blvd., Suite 1100, Los Angeles, California, 90067, Telephone: 310-277-  
26 6910, Facsimile: 310-201-0760, Attn: Jeremy V. Richards, Linda F. Cantor and Maxim B. Litvak;  
27 (b) counsel to the Creditors' Committee, (i) Bingham McCutchen LLP, One State Street, Hartford,  
28 CT 06103, Telephone: (860) 240-2700, Facsimile: (860) 240-2800, Attn: Michael J. Reilly, Jonathan

1 B. Alter and Mark W. Deveno and (ii) Snell & Wilmer L.L.P., One Arizona Center, 400 E. Van  
2 Buren, Phoenix, AZ 85004, Telephone: (602) 382-6254, Facsimile: (602) 382-6070, Attn: Donald L.  
3 Gaffney; (c) the following members of the Alameda Committee (i) Lennar, Attn: Isabel Allan – Vice  
4 President, 25 Enterprise, Aliso Viejo, CA 92656, (ii) Brookfield Homes Corporation, Attn: Bill  
5 Seith – Executive Vice President, 1522 Brookhollow Dr., Suite 1, Santa Ana, CA 92705 and (iii)  
6 AKT Investments, Attn: Chris Donnelly – CFO, 7700 College Town Dr., Suite 101, Sacramento, CA  
7 92586; and (d) Office of the United States Trustee, 3685 Main Street, Suite 300, Riverside, CA  
8 92501, Telephone: (951) 276-6990, Facsimile: (951) 276-6973, Attn: Elizabeth Lossing, Esq. In  
9 order to preserve an objection, anyone filing an objection must also attend the Confirmation Hearing,  
10 either in person or through counsel. The Confirmation Hearing, generally or as to any matter being  
11 considered thereat, may be adjourned from time to time by the Bankruptcy Court without further  
12 notice except for an adjournment announced at the Confirmation Hearing or any adjournment of that  
13 hearing. Any objections not filed and served as set forth above shall be deemed waived and shall not  
14 be considered by the Bankruptcy Court.

15 21. The Debtors shall file the Plan Supplement no later than \_\_\_\_\_, 2009.

16 22. The Debtors shall file their memorandum in support of Plan confirmation, and the  
17 Debtors and any other party supporting the Plan shall file with the Court and serve on the applicable  
18 objecting party any response to a timely filed objection to confirmation of the Plan by \_\_\_\_\_,  
19 2009.

20 23. The Debtors shall file their balloting report no later than one business day before the  
21 Confirmation Hearing.

22 24. The Debtors and other parties in interest may seek further clarification from the Court  
23 on vote tabulation and the solicitation process, and retain the right to object or raise any issue with  
24 respect to any Ballot.

25  
26 Dated: June \_\_, 2009

\_\_\_\_\_  
27 THE HONORABLE PETER H. CARROLL  
28 UNITED STATES BANKRUPTCY JUDGE

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**EXHIBIT B**  
**(Plan Notice)**

1 Jeremy V. Richards (CA Bar No. 102300)  
Linda F. Cantor (CA Bar No. 153762)  
2 Maxim B. Litvak (CA Bar No. 215852)  
PACHULSKI STANG ZIEHL & JONES LLP  
3 10100 Santa Monica Blvd., 11<sup>th</sup> Floor  
Los Angeles, California 90067-4100  
4 Telephone: 310/277-6910  
Facsimile: 310/201-0760  
5 jrichards@pszjlaw.com  
lcantor@pszjlaw.com  
6 mlitvak@pszjlaw.com

7 Attorneys for the Debtors and Debtors in Possession

8 **UNITED STATES BANKRUPTCY COURT**  
9 **CENTRAL DISTRICT OF CALIFORNIA**  
10 **RIVERSIDE DIVISION**

10 In re:  
11 WOODSIDE GROUP, LLC, et al.,<sup>1</sup>  
12 Debtors.

Chapter 11  
Case No. 6:08-bk-20682-PC  
(Jointly Administered)

**NOTICE OF ENTRY OF ORDER:  
(I) APPROVING DISCLOSURE STATEMENT;  
(II) APPROVING PLAN SOLICITATION,  
NOTICE, AND VOTING PROCEDURES;  
(III) APPROVING FORMS OF NOTICE AND  
BALLOTS; AND (IV) ESTABLISHING PLAN  
CONFIRMATION DEADLINES AND  
PROCEDURES**

Confirmation Hearing:

Date: \_\_\_\_\_, 2009  
Time: \_\_:\_\_.m.  
Place: Courtroom 304  
3420 Twelfth Street  
Riverside, CA 92501

23  Affects ALL DEBTORS

26 \_\_\_\_\_  
27 <sup>1</sup> For a listing of all of the debtors and debtors in possession in the above-captioned cases, see Exhibit A to the First  
28 Amended Joint Plan of Reorganization of Woodside Group, LLC and Affiliated Debtors, filed on April 15, 2009, which  
is available for review on [www.kccllc.net/woodside](http://www.kccllc.net/woodside).

1           **PLEASE TAKE NOTICE** that your vote is being solicited in connection with the First  
2 Amended Joint Plan of Reorganization of Woodside Group, LLC and Affiliated Debtors (the  
3 “Plan”). You should carefully review the material set forth in the disclosure statement enclosed  
4 herewith (and in the exhibits attached thereto) in order to make an independent determination as to  
5 whether to vote to accept or reject the Plan. THE DEBTORS REQUEST THAT YOU VOTE TO  
6 ACCEPT THE PLAN.

7           **PLEASE TAKE FURTHER NOTICE** that by order dated \_\_\_\_\_, 2009 (the “Disclosure  
8 Statement Approval Order”), the United States Bankruptcy Court for the Central District of  
9 California (Riverside Division) (the “Court”) approved the First Amended Disclosure Statement for  
10 Joint Plan of Reorganization of Woodside Group, LLC and Affiliated Debtors (the “Disclosure  
11 Statement”) as containing adequate information within the meaning of section 1125 of chapter 11 of  
12 title 11 of the United States Code (the “Bankruptcy Code”).

13           **PLEASE TAKE FURTHER NOTICE** that copies of the Plan and Disclosure Statement are  
14 available for download free of charge at [www.kccllc.net/woodside](http://www.kccllc.net/woodside). Copies of such documents may  
15 also be obtained by contacting the Balloting Agent at 888-733-1541, [KCC\\_Woodside@kccllc.com](mailto:KCC_Woodside@kccllc.com),  
16 or the following address: Woodside Group Ballot Processing, Kurtzman Carson Consultants LLC,  
17 2335 Alaska Avenue, El Segundo, CA 90245.

18           **PLEASE TAKE FURTHER NOTICE** that by order dated \_\_\_\_\_, 2009, the Court  
19 established \_\_\_\_\_, 2009 at \_\_:00 p.m. (Pacific Time) (the “Voting Deadline”) as the deadline by  
20 which Ballots accepting or rejecting the Plan must be received. Subject to the Disclosure Statement  
21 Approval Order, to be counted, your originally signed Ballot (which is enclosed herewith) must  
22 actually be received on or before the Voting Deadline and must be returned to Kurtzman Carson  
23 Consultants LLC (the “Balloting Agent”), to the following address:

24 If by U.S. Postal Service, Overnight Mail or Hand Delivery:

25           Woodside Group, LLC Ballot Processing  
26           Kurtzman Carson Consultants LLC  
27           2335 Alaska Avenue  
28           El Segundo, CA 90245

1           **PLEASE TAKE FURTHER NOTICE** that on \_\_\_\_\_, 2009, at 10:30 a.m. (Pacific  
2 Time), or as soon thereafter as counsel may be heard, a hearing will be held before the Honorable  
3 Peter H. Carroll , 3420 Twelfth Street, Courtroom 303, Central District of California (Riverside  
4 Division), Riverside, California, 92501 to consider confirmation of the Plan pursuant to section 1129  
5 of the Bankruptcy Code, and for such other and further relief as may be just and proper (the  
6 “Confirmation Hearing”).

7           **PLEASE TAKE FURTHER NOTICE** that the Confirmation Hearing, generally or as to  
8 any matter being considered thereat, may be adjourned as to confirmation or any matter from time to  
9 time without further notice to creditors or other parties in interest, other than by an announcement of  
10 such an adjournment in open court at the Confirmation Hearing or any adjournment thereof.  
11 Additionally, the Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules  
12 of Bankruptcy Procedure and other applicable law, without further notice, prior to or as a result of  
13 the Confirmation Hearing.

14           **PLEASE TAKE FURTHER NOTICE** that \_\_\_\_\_, 2009 is fixed as the last day for filing  
15 and serving written objections, comments or responses, including any supporting memoranda, to  
16 confirmation of the Plan. Any such objections must be in writing and must (1) specify a caption  
17 setting forth the name of the court, the case number and title of the objection, indicating the matter to  
18 which objection is being made, (2) state the name and address of the objector and the amount of its  
19 claim or the nature of its interest in the Debtors’ chapter 11 cases, (3) specify the basis and nature of  
20 the objection, and (4) be filed with the Clerk of the Bankruptcy Court, together with proof of service,  
21 and served upon the following parties: (a) counsel to the Debtors, Pachulski Stang Ziehl & Jones  
22 LLP, 10100 Santa Monica Blvd., Suite 1100, Los Angeles, California, 90067, Telephone: 310-277-  
23 6910, Facsimile: 310-201-0760, Attn: Jeremy V. Richards, Linda F. Cantor and Maxim B. Litvak;  
24 (b) counsel to the Creditors’ Committee, (i) Bingham McCutchen LLP, One State Street, Hartford,  
25 CT 06103, Telephone: (860) 240-2700, Facsimile: (860) 240-2800, Attn: Michael J. Reilly, Jonathan  
26 B. Alter and Mark W. Deveno and (ii) Snell & Wilmer L.L.P., One Arizona Center, 400 E. Van  
27 Buren, Phoenix, AZ 85004, Telephone: (602) 382-6254, Facsimile: (602) 382-6070, Attn: Donald L.  
28 Gaffney; (c) the following members of the Alameda Committee (i) Lennar, Attn: Isabel Allan – Vice



1 President, 25 Enterprise, Aliso Viejo, CA 92656, (ii) Brookfield Homes Corporation, Attn: Bill  
2 Seith – Executive Vice President, 1522 Brookhollow Dr., Suite 1, Santa Ana, CA 92705 and (iii)  
3 AKT Investments, Attn: Chris Donnelly – CFO, 7700 College Town Dr., Suite 101, Sacramento, CA  
4 92586; and (d) Office of the United States Trustee, 3685 Main Street, Suite 300, Riverside, CA  
5 92501, Telephone: (951) 276-6990, Facsimile: (951) 276-6973, Attn: Elizabeth Lossing, Esq. In  
6 order to preserve an objection, anyone filing an objection must also attend the Confirmation Hearing,  
7 either in person or through counsel. The Confirmation Hearing, generally or as to any matter being  
8 considered thereat, may be adjourned from time to time by the Court without further notice except  
9 for an adjournment announced at the Confirmation Hearing or any adjournment of that hearing. Any  
10 objections not filed and served as set forth above shall be deemed waived and shall not be  
11 considered by the Court.

12 **PLEASE TAKE FURTHER NOTICE** the Debtors and any other party supporting the Plan  
13 shall file with the Court and serve on the applicable objecting party any response to a timely filed  
14 objection to confirmation of the Plan by \_\_\_\_\_, 2009.

15 **PLEASE TAKE FURTHER NOTICE** the Debtors and other parties in interest may seek  
16 further clarification from the Court on vote tabulation and the solicitation process, and retain the  
17 right to object or raise any issue with respect to any Ballot.

18 **PLEASE TAKE FURTHER NOTICE** that the Plan and Disclosure Statement have been  
19 filed with the Bankruptcy Court and copies thereof may be obtained by parties in interest at the  
20 Debtors' expense upon written request to the Balloting Agent at the following addresses:

21 If by U.S. Postal Service, Overnight Mail or Hand Delivery:  
22 Woodside Group, LLC Ballot Processing  
23 Kurtzman Carson Consultants LLC  
24 2335 Alaska Avenue  
25 El Segundo, CA 90245

26 The Balloting Agent may also be contacted via telephone at 888-733-1541 or email at  
27 KCC\_Woodside@kccllc.com.

28 **UNLESS AN OBJECTION TO CONFIRMATION IS TIMELY SERVED AND FILED, IT  
WILL NOT BE CONSIDERED BY THE COURT.**

1 IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH  
2 THIS NOTICE, THE COURT MAY CONFIRM THE PLAN WITHOUT FURTHER NOTICE OR  
3 HEARING.

4 THE CONFIRMATION HEARING SHALL OCCUR BEFORE THE HONORABLE  
5 PETER H. CARROLL AT 3420 TWELFTH STREET, COURTROOM 304, CENTRAL DISTRICT  
6 OF CALIFORNIA (RIVERSIDE DIVISION), RIVERSIDE, CALIFORNIA, 92501 ON \_\_\_\_\_,  
7 2009 AT \_\_:\_\_ \_\_.M. (PACIFIC TIME).

8 Dated: June \_\_, 2009

PACHULSKI STANG ZIEHL & JONES LLP

9  
10 By \_\_\_\_\_

11 Jeremy V. Richards  
12 Linda F. Cantor  
13 Maxim B. Litvak  
14 Attorneys for the Debtors and Debtors in  
15 Possession  
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**EXHIBIT C**  
**(Sample Ballot)**

**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
RIVERSIDE DIVISION**

In re:

**WOODSIDE GROUP, LLC, et al.,**

Debtors.

Case No.: 6:08-bk-20682 (PC)

Chapter 11

**BALLOT FOR HOLDERS OF CLAIMS IN RD CLASS [\_\_]**

PLEASE READ AND FOLLOW THE ENCLOSED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT.

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE (I) YOUR ACCEPTANCE OR REJECTION OF THE FIRST AMENDED JOINT PLAN OF REORGANIZATION OF WOODSIDE GROUP, LLC AND AFFILIATED DEBTORS PROPOSED BY THE DEBTORS (THE “PLAN”) AND (II) YOUR APPROVAL OR DISAPPROVAL OF THE SETTLEMENT (AS DESCRIBED IN SECTION 6.2.6 OF THE PLAN).

**Item 1. Amount and Type of Claim**

The undersigned is a creditor holding a Claim as indicated below.

TYPE OF CLAIM	CLASS IN PLAN	AMOUNT OF CLAIM (FOR VOTING PURPOSES ONLY)
[_____]	RD Class [__]	\$ _____

**Item 2. Voting on the Plan**

“Acceptance or Rejection of Plan”

The holder of the Claim(s) set forth in Item 1 votes (please check one):

To Accept the Plan

To Reject the Plan

“Settlement” [See Section 6.2.6 of the Plan]

The holder of the Claim(s) set forth in Item 1 elects (please check one):

To approve the Settlement

Not to approve the Settlement

**Item 3.**

By signing this Ballot, the undersigned creditor hereby certifies that it has been provided with and has read a copy of the *First Amended Disclosure Statement In Support Of The Joint Plan Of Reorganization Of Woodside Group, LLC And Affiliated Debtors* (the “Disclosure Statement”) and it is the holder of the Claim(s) set forth in Item 1 and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that the solicitation is pursuant to the information contained in the Disclosure Statement and the Plan.

Creditor Name: \_\_\_\_\_  
Signature: \_\_\_\_\_  
Name of Signatory: \_\_\_\_\_

(Please Print or Type Name)

Taxpayer ID No./ Social Security of Creditor: \_\_\_\_\_  
Address: \_\_\_\_\_  
City, State & Zip Code: \_\_\_\_\_  
Phone No.: \_\_\_\_\_ Date: \_\_\_\_\_

Ballots must be received by **4:00 p.m. Prevailing Pacific Time** on \_\_\_\_\_, 2009 (the "Voting Deadline"). Subject to the Order approving the Disclosure Statement, if a Ballot is received after the Voting Deadline, it will not be counted.

(Continued on Reverse Side)

**Completed Ballots must be returned to:**

**If by U.S. Postal Service, Overnight Mail, or Hand Delivery:**

Woodside Group, LLC Ballot Processing  
c/o Kurtzman Carson Consultants LLC  
2335 Alaska Avenue  
El Segundo, CA 90245

Ballots must be received by **4:00 p.m. Prevailing Pacific Time** on \_\_\_\_\_, 2009 (the "Voting Deadline"). Subject to the Order approving the Disclosure Statement, if a Ballot is received after the Voting Deadline, it will not be counted.

**VOTING INSTRUCTIONS**

\*\*\*\*\*

**PLEASE COMPLETE, SIGN AND DATE  
THE BALLOT AND RETURN IT PROMPTLY TO THE  
BALLOTING AGENT AT:**

If by U.S. Postal Service, Overnight mail, or Hand Delivery:

**Woodside Group, LLC Ballot Processing  
c/o Kurtzman Carson Consultants LLC  
2335 Alaska Avenue  
El Segundo, CA 90245**

\*\*\*\*\*

**YOUR BALLOT MUST BE RECEIVED BY  
4:00 P.M. PREVAILING PACIFIC TIME ON \_\_\_\_\_, 2009  
OR YOUR VOTE WILL NOT BE COUNTED**

\*\*\*\*\*

1. All capitalized terms used in the Ballot or Voting Instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan.
2. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims actually voting in each Class.
3. For purposes of determining whether one-half in number of Claims in each Class have accepted the Plan, separate Claims held by a single creditor against one or more Debtors in a particular

Class will be aggregated as if such creditor held one Claim in such Class, and the votes related to such Claims will be treated as a single vote to accept or reject the Plan.

4. You must vote all of your Claims within a single Class under the Plan to either accept or reject the Plan. Accordingly, a Ballot (or multiple Ballots with respect to multiple Claims within a single Class) that partially accepts and partially rejects the Plan will be counted as a single acceptance of the Plan.
5. Please complete the Ballot, indicate acceptance or rejection of the Plan in the box indicated and sign and return this Ballot by mail to Kurtzman Carson Consultants LLC (THE “**BALLOTING AGENT**”) SO THAT IT IS **RECEIVED** BEFORE THE VOTING DEADLINE OF 4:00 P.M., PREVAILING PACIFIC TIME ON \_\_\_\_\_, 2009, AT THE APPLICABLE ADDRESS LISTED ABOVE. Subject to the Order approving the Disclosure Statement, if a Ballot is received after the Voting Deadline, it will not be counted.
6. This Ballot does not constitute and shall not be deemed a proof of Claim or Interest or an assertion or admission of a Claim or Interest.
7. Only Ballots submitted by persons who hold Claims as of the Voting Record Date, which is \_\_\_\_\_, 2009, shall be counted.
8. Only Ballots that are timely received with original signatures shall be counted. **Ballots sent via facsimile or email will not be counted.**

IF YOU NEED ASSISTANCE IN COMPLETING YOUR BALLOT OR HAVE ANY QUESTIONS, PLEASE CONTACT THE BALLOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (888) 733-1541 or [KCC\\_Woodside@kccllc.com](mailto:KCC_Woodside@kccllc.com).

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**EXHIBIT D**

**(Plan Letter)**

**LETTER IN SUPPORT OF THE FIRST AMENDED JOINT PLAN OF REORGANIZATION OF WOODSIDE GROUP, LLC AND AFFILIATED DEBTORS**

DATE: \_\_\_\_\_, 2009

TO: Creditors Entitled to Vote Under the Enclosed First Amended Joint Plan of Reorganization of Woodside Group, LLC and Affiliated Debtors

I am writing to you as counsel for Woodside Group, LLC, et al., the debtors and debtors in possession (the “Debtors”) under lead Case No. 08-20682 pending in the Bankruptcy Court for the Central District of California (Riverside Division) (the “Bankruptcy Court”). On January 14, 2009, the Debtors filed the First Amended Joint Plan of Reorganization of Woodside Group, LLC and Affiliated Debtors (the “Plan”) and the First Amended Disclosure Statement in Support of First Amended Joint Plan of Reorganization of Woodside Group, LLC and Affiliated Debtors (the “Disclosure Statement”).

A copy of the Plan, the Disclosure Statement, and a ballot are included in the same package as this letter.

**This letter confirms the Debtors’ support of the Plan. The Debtors believe that, under the circumstances, the Plan provides the best possible recoveries to creditors, its acceptance is in the best interests of all creditors, and any alternative, including a liquidation under chapter 7 of the Bankruptcy Code, would result in unnecessary delay, uncertainty, and expense. Therefore, the Debtors encourage you to vote to ACCEPT the Plan and return the ballot that you received by the [INSERT], 2009 deadline.**

Before voting, all creditors are strongly urged to carefully read and review in their entirety the Plan and the Disclosure Statement, and all other documents submitted to you. For your reference, the treatment of claims and interests under the Plan can be found in Section I.D. (Overview of the Plan) of the Disclosure Statement.



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**EXHIBIT E**  
**(Notice of Non-Voting Status)**

1 Jeremy V. Richards (CA Bar No. 102300)  
Linda F. Cantor (CA Bar No. 153762)  
2 Maxim B. Litvak (CA Bar No. 215852)  
PACHULSKI STANG ZIEHL & JONES LLP  
3 10100 Santa Monica Blvd., 11<sup>th</sup> Floor  
Los Angeles, California 90067-4100  
4 Telephone: 310/277-6910  
Facsimile: 310/201-0760  
5 jrichards@pszjlaw.com  
lcantor@pszjlaw.com  
6 mlitvak@pszjlaw.com

7 Attorneys for the Debtors and Debtors in Possession

8 **UNITED STATES BANKRUPTCY COURT**  
9 **CENTRAL DISTRICT OF CALIFORNIA**  
**RIVERSIDE DIVISION**

10 In re:

11 WOODSIDE GROUP, LLC, et al.,<sup>1</sup>

12 Debtors.

Chapter 11  
Case No. 6:08-bk-20682-PC  
(Jointly Administered)

13 **NOTICE OF (I) APPROVAL OF**  
14 **DISCLOSURE STATEMENT, (II) HEARING**  
15 **TO CONSIDER CONFIRMATION OF THE**  
16 **PLAN, (III) SUMMARY OF PLAN**  
17 **TREATMENT, AND (IV) DEADLINE AND**  
18 **PROCEDURES FOR FILING OBJECTIONS**  
19 **TO CONFIRMATION OF THE PLAN**

20 Confirmation Hearing:

21 Date: \_\_\_\_\_, 2009  
Time: \_\_\_\_:\_\_\_\_.m.  
Place: Courtroom 304  
3420 Twelfth Street  
Riverside, CA 92501

22  Affects ALL DEBTORS

23 **PLEASE TAKE NOTICE** that by order dated \_\_\_\_\_, 2009 (the "Disclosure Statement  
24 Approval Order"), the United States Bankruptcy Court for the Central District of California  
(Riverside Division) (the "Court") approved the First Amended Disclosure Statement for the First  
25 Amended Joint Plan of Reorganization of Woodside Group, LLC and Affiliated Debtors (the

26 <sup>1</sup> For a listing of all of the debtors and debtors in possession in the above-captioned cases, see Exhibit A to the First  
27 Amended Joint Plan of Reorganization of Woodside Group, LLC and Affiliated Debtors, filed on April 15, 2009, which  
28 is available for review on [www.kccllc.net/woodside](http://www.kccllc.net/woodside).

1 “Disclosure Statement”) as containing adequate information within the meaning of section 1125 of  
2 chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

3 **PLEASE TAKE FURTHER NOTICE** that on \_\_\_\_\_, 2009 at \_\_\_\_\_.m. (Pacific Time),  
4 or as soon thereafter as counsel may be heard, a hearing will be held before the Honorable Peter H.  
5 Carroll , 3420 Twelfth Street, Courtroom 303, Central District of California (Riverside Division),  
6 Riverside, California 92501, to consider confirmation of the First Amended Joint Plan of  
7 Reorganization of Woodside Group, LLC and Affiliated Debtors (as may be amended, the “Plan”),  
8 and for such other and further relief as may be just and proper (the “Confirmation Hearing”).

9 **PLEASE TAKE FURTHER NOTICE** that Plan and Disclosure Statement have been filed  
10 with the Bankruptcy Court and copies thereof may be obtained by parties in interest at the Debtors’  
11 expense upon written request to the Balloting Agent at the following addresses:

12 If by U.S. Postal Service, Overnight Mail or Hand Delivery:

13 Woodside Homes Ballot Processing  
14 Kurtzman Carson Consultants LLC  
2335 Alaska Avenue  
15 El Segundo, CA 90245

16 The Balloting Agent may also be contacted via telephone at (888) 733-1541, or by email at  
17 KCC\_Woodside@kccllc.com. In addition, copies of the Disclosure Statement and the Plan may be  
18 obtained free of charge by visiting kccllc.net/woodside. Lastly, copies of the Disclosure Statement  
19 and Plan may be found on the Court’s website, <http://www.cacb.uscourts.gov/>, and are on file with  
20 the Clerk of the Court.

21 **PLEASE TAKE FURTHER NOTICE** that the Confirmation Hearing may be adjourned  
22 from time to time without further notice to creditors or other parties in interest, other than by an  
23 announcement of such an adjournment in open court at the Confirmation Hearing or any  
24 adjournment thereof. Additionally, the Plan may be modified in accordance with the Bankruptcy  
25 Code, the Federal Rules of Bankruptcy Procedure and other applicable law, without further notice,  
26 prior to or as a result of the Confirmation Hearing.

27 **PLEASE TAKE FURTHER NOTICE** that, in accordance with the terms of the Plan and  
28 the Bankruptcy Code, holders of Administrative Claims, Priority Tax Claims, and RD Class 1, RD

1 Class 2, RD Class 3, RD Class 8, LD Class 1, LD Class 2, LD Class 3, LD Class 4, and LD Class 9  
2 claims or interests in are either (i) unimpaired and conclusively presumed to have accepted the Plan  
3 and thus not entitled to vote, (ii) are not classified under the Plan, or (iii) are impaired and have  
4 consented to the Plan. Holders of interests in RD Class 9 and LD Class 10 will receive no  
5 distributions on account of such interests and are conclusively deemed to have rejected the Plan and  
6 thus are not entitled to vote on the Plan. Only the holders of impaired claims in RD Class 4, RD  
7 Class 5, RD Class 6, RD Class 7, LD Class 5, LD Class 6, LD Class 7, LD Class 8 are entitled to  
8 vote to accept or to reject the Plan. You have been sent this notice because you are either a holder of  
9 an Administrative Claim, Priority Tax Claim, or the holder of a claim or interest (as applicable) in  
10 RD Class 1, RD Class 2, RD Class 3, RD Class 8, RD Class 9, LD Class 1, LD Class 2, LD Class 3,  
11 LD Class 4, LD Class 9, and LD Class 10.

12 **PLEASE TAKE FURTHER NOTICE** that the Plan proposes to modify the rights of  
13 certain creditors and interest holders of the Debtors. The Plan establishes the following classes of  
14 claims and interests with the following treatment:

15 **Classes Applicable to Reorganizing Debtors:**

16 RD Class 1	Reorganizing Debtor Priority Non-Tax Claims	Unimpaired, deemed to accept
17 RD Class 2	Reorganizing Debtor Secured Claims (each secured creditor in a 18 separate class identified as RD 19 Class 2A, Class 2B, etc.)	Unimpaired, deemed to accept
20 RD Class 3	Reorganizing Debtor Essential Trade Claims	Unimpaired, deemed to accept
21 RD Class 4	Reorganizing Debtor Financial Lender Claims	Impaired, entitled to vote
22 RD Class 5	Reorganizing Debtor Bond Indemnity Claims	Impaired, entitled to vote
23 RD Class 6	Reorganizing Debtor General Unsecured Claims	Impaired, entitled to vote
24 RD Class 7	Reorganizing Debtor De Minimis Convenience Class Claims	Impaired, entitled to vote
25 RD Class 8	Reorganizing Debtor Pre-Relief Date Intercompany Claims	Impaired, consent to the Plan

1 RD Class 9 Reorganizing Debtor Interests Impaired, deemed to reject

2 **Classes Applicable to Liquidating Debtors:**

3  
4 LD Class 1 Alameda Priority Non-Tax Claims Unimpaired, deemed to accept

5 LD Class 2 Liberty Priority Non-Tax Claim Unimpaired, deemed to accept

6 LD Class 3 Alameda Secured Claims (each secured creditor in a separate class identified as LD Class 3A, Class 3B, etc.) Unimpaired, deemed to accept

7  
8  
9 LD Class 4 Liberty Secured Claims (each secured creditor in a separate class identified as LD Class 4A, Class 4B, etc.) Unimpaired, deemed to accept

10  
11 LD Class 5 Alameda Bond Indemnity Claims Impaired, entitled to vote

12 LD Class 6 Alameda General Unsecured Claims Impaired, entitled to vote

13 LD Class 7 Liberty Bond Indemnity Claims Impaired, entitled to vote

14 LD Class 8 Liberty General Unsecured Claims Impaired, entitled to vote

15  
16 LD Class 9 Liquidating Debtor Pre-Relief Date Intercompany Claims Impaired, consent to the Plan

17 LD Class 10 Liquidating Debtor Interests Impaired, deemed to reject

18  
19 **PLEASE TAKE FURTHER NOTICE** that \_\_\_\_\_, 2009 is fixed as the last day for  
20 filing and serving written objections, comments or responses, including any supporting memoranda,  
21 to confirmation of the Plan. Any such objections must be in writing and must (1) specify a caption  
22 setting forth the name of the court, the case number and title of the objection, indicating the matter to  
23 which objection is being made, (2) state the name and address of the objector and the amount of its  
24 claim or the nature of its interest in the Debtors' chapter 11 cases, (3) specify the basis and nature of  
25 the objection, and (4) be filed with the Clerk of the Bankruptcy Court, together with proof of service,  
26 and served upon the following parties: (a) counsel to the Debtors, Pachulski Stang Ziehl & Jones  
27 LLP, 10100 Santa Monica Blvd., Suite 1100, Los Angeles, California, 90067, Telephone: 310-277-  
28 6910, Facsimile: 310-201-0760, Attn: Jeremy V. Richards, Linda F. Cantor and Maxim B. Litvak;

1 (b) counsel to the Creditors' Committee, (i) Bingham McCutchen LLP, One State Street, Hartford,  
2 CT 06103, Telephone: (860) 240-2700, Facsimile: (860) 240-2800, Attn: Michael J. Reilly, Jonathan  
3 B. Alter and Mark W. Deveno and (ii) Snell & Wilmer L.L.P., One Arizona Center, 400 E. Van  
4 Buren, Phoenix, AZ 85004, Telephone: (602) 382-6254, Facsimile: (602) 382-6070, Attn: Donald L.  
5 Gaffney; (c) the following members of the Alameda Committee (i) Lennar, Attn: Isabel Allan – Vice  
6 President, 25 Enterprise, Aliso Viejo, CA 92656, (ii) Brookfield Homes Corporation, Attn: Bill  
7 Seith – Executive Vice President, 1522 Brookhollow Dr., Suite 1, Santa Ana, CA 92705 and (iii)  
8 AKT Investments, Attn: Chris Donnelly – CFO, 7700 College Town Dr., Suite 101, Sacramento, CA  
9 92586; and (d) Office of the United States Trustee, 3685 Main Street, Suite 300, Riverside, CA  
10 92501, Telephone: (951) 276-6990, Facsimile: (951) 276-6973, Attn: Elizabeth Lossing, Esq. In  
11 order to preserve an objection, anyone filing an objection must also attend the Confirmation Hearing,  
12 either in person or through counsel. The Confirmation Hearing, generally or as to any matter being  
13 considered thereat, may be adjourned from time to time by the Court without further notice except  
14 for an adjournment announced at the Confirmation Hearing or any adjournment of that hearing. Any  
15 objections not filed and served as set forth above shall be deemed waived and shall not be  
16 considered by the Court.

17 UNLESS AN OBJECTION TO CONFIRMATION IS TIMELY SERVED AND FILED, IT  
18 WILL NOT BE CONSIDERED BY THE COURT.

19 IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH  
20 THIS NOTICE, THE COURT MAY CONFIRM THE PLAN WITHOUT FURTHER NOTICE OR  
21 HEARING.

22 THE CONFIRMATION HEARING SHALL OCCUR BEFORE THE HONORABLE  
23 PETER H. CARROLL AT 3420 TWELFTH STREET, COURTROOM 304, CENTRAL DISTRICT  
24 OF CALIFORNIA (RIVERSIDE DIVISION), RIVERSIDE, CALIFORNIA 92501  
25 ON \_\_\_\_\_, 2009 AT \_\_:\_\_ \_\_.M (PACIFIC TIME).

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Dated: June \_\_, 2009

PACHULSKI STANG ZIEHL & JONES LLP

By \_\_\_\_\_

Jeremy V. Richards  
Linda F. Cantor  
Maxim B. Litvak  
Attorneys for the Debtors and Debtors in  
Possession

In re:  
**WOODSIDE GROUP, LLC, ET AL.**

Debtor(s).

CHAPTER 11

CASE NUMBER 08-20682 (PC) Jointly  
Administered

**NOTE:** When using this form to indicate service of a proposed order, **DO NOT** list any person or entity in Category I. Proposed orders do not generate an NEF because only orders that have been entered are placed on the CM/ECF docket.

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

**10100 Santa Monica Blvd., Ste. 1100, Los Angeles, CA 90067**

The foregoing document described **NOTICE OF AMENDED MOTION AND AMENDED MOTION OF DEBTORS FOR ORDER: (1) APPROVING THE DISCLOSURE STATEMENT; (2) APPROVING PLAN SOLICITATION, NOTICE, AND VOTING PROCEDURES; (3) APPROVING FORMS OF NOTICE AND BALLOTS; AND (4) ESTABLISHING PLAN CONFIRMATION DEADLINES AND PROCEDURES; MEMORANDUM OF POINTS AND AUTHORITIES; DECLARATION OF LEONARD K. ARAVE**, will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner indicated below:

**I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")** – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) ("LBR"), the foregoing document will be served by the court via NEF and hyperlink to the document. On **May 21, 2009**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

Service information continued on attached page

**II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL**(indicate method for each person or entity served):

On **May 21, 2009**, I served the following person(s) and/or entity(ies) at the last known address(es) in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States Mail, first class, postage prepaid, and/or with an overnight mail service addressed as follows. *Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.*

Service information continued on attached page

**III. SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL** (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on **May 21, 2009** served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. *Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later than 24 hours after the document is filed.*

The Honorable Peter H. Carroll  
Central District of California  
3420 Twelfth Street  
Riverside, CA 92501-3819

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

May 21, 2009

Date

Diane H. Hinojosa

Type Name:

/s/ Diane H. Hinojosa

Signature



In re:  
**WOODSIDE GROUP, LLC, ET AL.**

Debtor(s).

CHAPTER 11

CASE NUMBER 08-20682 (PC) Jointly  
Administered

**ADDITIONAL SERVICE INFORMATION (if needed):**

**I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING**

Franklin C Adams - franklin.adams@bbkllaw.com  
Jonathan B Alter - jonathan.alter@bingham.com  
Wesley H Avery - wavery@rpmlaw.com  
Julian K Bach - Julian@Jbachlaw.com  
William Bates - bill.bates@bingham.com  
Dennis G Bezanson - dennis.bezanson@bbkllaw.com  
Bradley D Blakeley - bblakeley@bandblaw.com  
John A Boyd - fednotice@tclaw.net  
Brooks R Brown - bbrown@goodwinprocter.com  
Richard W Brunette - rbrunette@sheppardmullin.com  
Michael E Busch - michael.busch@fnf.com  
Frank Cadigan - frank.cadigan@usdoj.gov  
Lawrence G Campitiello - campitiello@shllaw.com, cannone@shllaw.com  
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Michael S Cryan - cryan.michael@arentfox.com, gjaimo.christopher@arentfox.com  
Ashleigh A Danker - adanker@kayescholer.com  
G Larry Engel - lengel@mofo.com  
Christine R Etheridge - christine.etheridge@ikonfin.com  
Kathryn F Evans - kevans@stutman.com  
Jerome Bennett Friedman - jfriedman@hkemlaw.com  
Donald L Gaffney - dgaffney@swlaw.com  
Richard H Golubow - pj@winthropcouchot.com  
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Elizabeth A Lossing - elizabeth.lossing@usdoj.gov  
Frank F McGinn - ffm@bostonbusinesslaw.com  
David W. Meadows - david@davidwmeadowslaw.com  
Craig Millet - cmillet@gibsondunn.com, pcrawford@gibsondunn.com;cmillet@gibsondunn.com  
Randall P Mroczynski - randym@cookseylaw.com  
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Eric S Pezold - epezold@swlaw.com, dwlewis@swlaw.com  
Jeremy V Richards - jrichards@pszjlaw.com, bdassa@pszjlaw.com  
Kirsten A Roe - kroe@wthf.com, dfunsch@wthf.com  
Martha E Romero - Romero@mromerolawfirm.com  
Anthony J Rothman - anthony@arothmanlaw.com  
Chad L Schexnayder - cls@jhc-law.com, wm@jhc-law.com  
Mark C Schnitzer - mschnitzer@rhlaw.com  
Nathan A Schultz - schultzn@gtlaw.com  
Stephanie M Seidl - sseidl@sheppardmullin.com  
James R Selth - jim@wsrlaw.net  
Mark A Serlin - mserlin@globelaw.com  
Curt Todd - ctodd@lrflegal.com, ewesselhoff@lrflegal.com  
United States Trustee (RS) - ustpreion16.rs.ecf@usdoj.gov

In re:  
**WOODSIDE GROUP, LLC, ET AL.**

Debtor(s).

CHAPTER 11

CASE NUMBER 08-20682 (PC) Jointly  
Administered

Andrea M Valdez - avaldez@fulbright.com  
Annie Verdries - verdries@lbbsslw.com  
George C Webster - gwebster@stutman.com  
Jasmin Yang - jyang@swlaw.com, jyang@swlaw.com; kcollins@sw\_law.com

**II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL**

*Joint Venture Parties*

**Acacia Bank**  
Rob Jacobs  
7600 Leesburg Pike East Building Ste 200  
Falls Church, VA 22043

*Joint Venture Parties*

**AKT Investments**  
Mark Enes  
7700 College Town Dr Ste 101  
Sacramento, CA 95826

*2002 List*

**Amy Klarer VP Appraisal Review**  
11901 Olive Blvd  
Creve Coeur, MO 63141

*Committee Member*

**AXA Equitable Life Insurance Co**  
Neville Hemmings & Paul L Harinstein  
1290 Ave of the Americas 12th Fl  
New York, NY 10104

*Joint Venture Parties*

**Ballard Spahr Andrews & Ingersoll LLP**  
Richard Perelman  
1735 Market St  
Philadelphia, PA 19103-7599

*Joint Venture Parties*

**Bank of America NA**  
Ronald V Montoro Senior VP  
450 B Street Ste 620  
San Diego, CA 92101

*Committee Member*

**Bank of America NA**  
Tamara A Frederick Senior VP  
201 E Washington St 22nd Fl  
Phoenix, AZ 85004

*Joint Venture Parties*

**Beazer Holdings Corp**  
Bill June President  
9121 West Russell Road Ste 200  
Las Vegas, NV 89148

*Joint Venture Parties*

**Beretta Property Management / VINTACO I**  
David Beretta Director of Real Estate  
39560 Stevenson Place Ste 118  
Freemont, CA 94539

*Joint Venture Parties*

**Bilzin Sumberg Baena Price & Axelrod LLP**  
Brian Bilzin  
2500 Wachovia Financial Center  
Miami, FL 33131

*Woodside AMR 107 & Woodside Portofino Voluntarys - Counsel to Ad Hoc Committee of Noteholders*

**Bingham McCutchen LLP**  
Michael A Sherman  
355 South Grand Ave Ste 4400  
Los Angeles, CA 90071-3106

*Joint Venture Parties*

**Brookfield Homes**  
Richard T Whitney  
12865 Pointe Del Mar Ste 200  
Del Mar, CA 92014

*2002 List - Woodside Involuntarys - A Murphy Ranch, LLC*

**Brookfield Homes**  
Richard Whitney  
12865 Pointe Del Mar Ste 200  
Del Mar, CA 92014

*2002 List - Woodside Involuntarys - A Murphy Ranch, LLC*

**Brookfield Homes California Customer Care**  
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In re:  
**WOODSIDE GROUP, LLC, ET AL.**

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In re:  
**WOODSIDE GROUP, LLC, ET AL.**

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In re:  
**WOODSIDE GROUP, LLC, ET AL.**

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In re:  
**WOODSIDE GROUP, LLC, ET AL.**

Debtor(s).

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In re:  
**WOODSIDE GROUP, LLC, ET AL.**

Debtor(s).

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CASE NUMBER 08-20682 (PC) Jointly  
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