


B 10 (Official Form 10) (04/10)

<b>UNITED STATES BANKRUPTCY COURT</b> District of Nevada		<b>RECEIVED &amp; FILED</b> 11 JUN 30 P 1:07	<b>PROOF OF CLAIM</b>
Name of Debtor: South Edge, LLC		Case Number: 10-32968-BAM	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor (the person or other entity to whom the debtor owes money or property): Alameda Liquidating Trust		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.	
Name and address where notices should be sent: c/o Hugh Scheffy, Liquidating Trustee JANAS CONSULTING 201 S. Lake Avenue, Ste. 302, Pasadena, CA 91101-3027		Court Claim Number: _____ (if known)	
Telephone number: (626) 432-7000		Filed on: _____	
Name and address where payment should be sent (if different from above): Same		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.	
Telephone number:		<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Case Filed: \$ <u>Proof of Interest</u>		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim.  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).  <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. §507 (a)(4).  <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).  <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7).  <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8).  <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(____).  Amount entitled to priority: \$ _____  *Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
If all or part of your claim is secured, complete item 4 below, however, if all of your claim is unsecured, do not complete item 4.  If all or part of your claim is entitled to priority, complete item 5.  <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.			
2. Basis for Claim: <u>See attached Rider</u> (See instruction #2 on reverse side.)			
3. Last four digits of any number by which creditor identifies debtor: _____  3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)			
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:  Value of Property: \$ _____ Annual Interest Rate _____ %  Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____  Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____			
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.  7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)  DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  If the documents are not available, please explain:			
Date: 06/28/2011		FOR COURT USE ONLY	
Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.  Hugh Scheffy, Liquidating Trustee		South Edge  00039	

R I D E R  
to Proof of Interest filed by the Alameda Liquidating Trust

*In re South Edge, LLC*  
District of Nevada Bankruptcy Case No. BK-10-32968 (BAM)

This Proof of Interest is filed by the Alameda Liquidating Trust (the "Liquidating Trust"), by and through Hugh Scheffy, Liquidating Trustee, as successor-in-interest to Alameda Investments, LLC ("Alameda"). Alameda filed a Chapter 11 bankruptcy case on January 9, 2009, Central District of California bankruptcy case no. 6:09-bk-10348-PC (the "Alameda Bankruptcy Case"). The Alameda Bankruptcy Case was and is jointly administered with that of its former ultimate parent, Woodside Group, LLC, Central District of California bankruptcy case no. 6:08-bk-20682-PC.

Pursuant to the *Second Amended Joint Plan of Reorganization of Woodside Group, LLC and Affiliated Debtors, as Modified on November 24, 2009* (the "Plan"), which was confirmed by order of the Bankruptcy Court entered on November 25, 2009 (the "Confirmation Order"), the Plan became effective on December 31, 2009 (the "Effective Date"). Under the terms of the Plan, the equity interests in Alameda were cancelled and all of its assets (and claims) were transferred to the Liquidating Trust.

Prior to the commencement of the Alameda Bankruptcy Case, Alameda owned 8.14% of the membership interests (the "Alameda Membership Interests") in Debtor South Edge, LLC ("South Edge" or the "Debtor") pursuant to the Amended and Restated Operating Agreement of South Edge, LLC, dated May 3, 2004 (the "Operating Agreement"). A copy of the first page of the Operating Agreement is attached hereto as Exhibit "A". The Alameda Membership Interests are therefore assets of the Liquidating Trust. The Liquidating Trust files this Proof of Interest herein to confirm its ownership of the Alameda Membership Interests in South Edge.

The Liquidating Trust reserves all rights to assert any claim as a setoff and/or by way of recoupment to the fullest extent permitted by law.

The Liquidating Trust reserves all of its rights to amend this Proof of Interest.

Complete documentation has not been attached to this Proof of Interest because of its voluminous size and because it may contain proprietary information. The documents supporting this Proof of Interest include the books and records of the Debtor, and will be provided upon proper request. Interested parties should contact the Liquidating Trust regarding the documentation.

**EXHIBIT A**

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**AMENDED AND RESTATED**

**OPERATING AGREEMENT**

**OF**

**SOUTH EDGE, LLC**

**A Nevada limited-liability company**

**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: 1901 Avenue of the Stars, Suite 1700, Los Angeles, California 90067

A true and correct copy of the foregoing document described 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:

PROOF OF INTEREST 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 \_\_\_\_\_, 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 June 28, 2011, 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.

VIA U.S. MAIL

David B. Zolkin  
Milbank  
601 South Figueroa Street  
30th Floor  
Los Angeles, CA 90017

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 \_\_\_\_\_,

I 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.

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.

June 28, 2011  
Date

Nikki Shlosser  
Type Name

  
Signature

## District of Nevada Claims Register

10-32968-bam SOUTH EDGE, LLC

**Judge:** BRUCE A. MARKELL

**Chapter:** 11

**Office:** Las Vegas

**Last Date to file claims:** 06/29/2011

**Trustee:** CYNTHIA NELSON

**Last Date to file (Govt):**

<p><i>Creditor:</i> (7132704) ALAMEDA LIQUIDATING TRUST C/O HUGH SCHEFFY, LIQUIDATING TRUSTEE JANAS CONSULTING 201 S. LAKE AVE., STE 302 PASADENA, CA 91101-3027</p>	<p><b>Claim No: 39</b> <i>Original Filed</i> Date: 06/30/2011 <i>Original Entered</i> Date: 07/01/2011</p>	<p><i>Status:</i> <i>Filed by:</i> CR <i>Entered by:</i> Cooper, AN <i>Modified:</i></p>
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Unsecured claimed: \$0.00

**Total claimed: \$0.00**

*History:*

Details 39-1 06/30/2011 Claim #39 filed by ALAMEDA LIQUIDATING TRUST, total amount claimed: \$0 (Cooper, AN)

*Description:*

*Remarks:*

### Claims Register Summary

**Case Name:** SOUTH EDGE, LLC

**Case Number:** 10-32968-bam

**Chapter:** 11

**Date Filed:** 12/09/2010

**Total Number Of Claims:** 1

	Total Amount Claimed	Total Amount Allowed
<b>Unsecured</b>	\$0.00	
<b>Secured</b>		
<b>Priority</b>		
<b>Unknown</b>		
<b>Administrative</b>		
<b>Total</b>	<b>\$0.00</b>	<b>\$0.00</b>