

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

UNITED STATES BANKRUPTCY COURT	RECEIVED & FILED District of Nevada	PROOF OF CLAIM
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Name of Debtor: South Edge, LLC	Case Number: 10-32968-BAM
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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.

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BMC GROUP


1. Amount of Claim as of Date Case Filed: \$ <u>Unknown</u> 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.	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.
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2. Basis for Claim: <u>See attached Rider</u> (See instruction #2 on reverse side.)	<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).
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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.)	<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).
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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: \$ _____	<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: \$ _____
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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:	*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.
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Date: 06/28/2011	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	FOR COURT USE ONLY South Edge  00040
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R I D E R

to Proof of Claim filed by the Alameda Liquidating Trust

In re South Edge, LLC

District of Nevada Bankruptcy Case No. BK-10-32968 (BAM)

This claim (the "Proof of Claim") 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"). The Alameda Membership Interests are therefore assets of the Liquidating Trust. On or about June 7, 2010, the Alameda Liquidating Trust filed its Notice of Motion and Motion by Alameda Liquidating Trust to Reject South Edge, LLC Operating Agreement and all South Edge-Related Agreements and Setting Deadline for Filing Rejection Damages Claims; Memorandum of Points and Authorities in Support Thereof; Declaration of Hugh Scheffy in Support Thereof (the "Alameda Rejection Motion"), with respect to, *inter alia*, 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". By its Order Approving Motion by Alameda Liquidating Trust to Reject South Edge, LLC Operating Agreement and all South Edge-Related Agreements and Setting Deadline for Filing Rejection Damages Claims dated July 21, 2010 (the "Alameda Rejection Order"), the Central District Bankruptcy Court approved the Rejection Motion.

Notwithstanding the Alameda Rejection Motion and the Alameda Rejection Order, the Liquidating Trust maintains, at a minimum, an economic interest in South Edge. The Liquidating Trust has not received any current financial reporting for South Edge, so the Liquidating Trust does not know the details of the Debtor's economic status. The Liquidating Trust asserts a claim for any and all amounts which may become owing to it, including with respect to South Edge Operating Agreement or any related agreements, and including by reason of any restructuring of the obligations of South Edge or one or

more of its members which takes place. The Liquidating Trust's Proof of Claim is currently unliquidated, but at such time as the amount of the Liquidating Trust's Proof of Claim is known, it will amend its claim to reflect any amounts which may be owing.

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 Claim, including with respect to any such damages which are identified, changing the priority of the claim, or asserting other legal theories to support the Proof of Claim.

Complete documentation has not been attached to this Proof of Claim because of its voluminous size and because it may contain proprietary information. The documents supporting this Proof of Claim 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

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 CLAIM 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 _____,

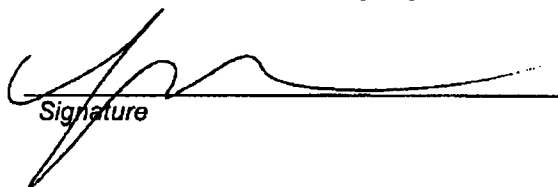
I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later 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



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):

<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	Claim No: 40 <i>Original Filed</i> Date: 06/30/2011 <i>Original Entered</i> Date: 07/01/2011	<i>Status:</i> Filed by: CR Entered by: Cooper, AN Modified:
Unsecured claimed: \$0.00 Total claimed: \$0.00		
<i>History:</i> <u>Details</u> <u>40-1</u> 06/30/2011 Claim #40 filed by ALAMEDA LIQUIDATING TRUST, total amount claimed: \$0 (Cooper, AN)		
<i>Description:</i>		
<i>Remarks:</i>		

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
Unsecured	\$0.00	
Secured		
Priority		
Unknown		
Administrative		
Total	\$0.00	\$0.00