

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Buggy Circle Holdings, LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 3 8 - 3 9 3 0 8 5 0

4. Debtor's address
Principal place of business: 14140 Ventura Boulevard #302
Number Street
Sherman Oaks, California 91423
City State ZIP Code
Los Angeles
County
Mailing address, if different from principal place of business
Number Street
P.O. Box
City State ZIP Code
Location of principal assets, if different from principal place of business
Number Street
City State ZIP Code

5. Debtor's website (URL) http://woodbridgecompanies.com/

6. Type of debtor
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

Debtor Buggy Circle Holdings, LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 3 1 3

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
 - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes. District _____ When _____ Case number _____
MM / DD / YYYY
- District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes. Debtor See Rider 1 Relationship _____
District _____ When _____
MM / DD / YYYY
- Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Buggy Circle Holdings, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property? _____

Number _____ Street _____

 City _____ State _____ ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets (on a consolidated basis)

- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Buggy Circle Holdings, LLC
Name

Case number (if known) _____

16. **Estimated liabilities (on a consolidated basis)**
- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. **Declaration and signature of authorized representative of debtor**

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on 03/23/2018
MM / DD / YYYY

/s/ Bradley D. Sharp
Signature of authorized representative of debtor

Title Chief Restructuring Officer

Bradley D. Sharp
Printed name

18. **Signature of attorney**

/s/ Sean M. Beach
Signature of attorney for debtor

Date 03/23/2018
MM / DD / YYYY

Sean M. Beach
Printed name

Young Conaway Stargatt & Taylor, LLP
Firm name

Rodney Square, 1000 North King Street
Number Street

Wilmington Delaware 19801
City State ZIP Code

(302) 571-6621 sbeach@ycst.com
Contact phone Email address

No. 4070 Delaware
Bar number State

Rider 1
3/23/2018 Filers

The Debtor and each of the affiliated entities listed in the table below filed in this Court a voluntary petition for relief under chapter 11 of the United States Code, 11 U.S.C. §§ 101-1532.

| | |
|---------------------------------|---|
| Blazingstar Funding, LLC | H10 Deerfield Park Holding Company, LLC |
| 695 Buggy Circle, LLC | Kirkstead Investments, LLC |
| Buggy Circle Holdings, LLC | M16 Kirkstead Holding Company, LLC |
| Deerfield Park Investments, LLC | |

Rider 1
03/09/2018 Filers

The Debtor and each of the affiliated entities listed in the table below filed in this Court a voluntary petition for relief under chapter 11 of the United States Code, 11 U.S.C. §§ 101-1532.

| | |
|-------------------------|---------------|
| Bellflower Funding, LLC | Wall 123, LLC |
|-------------------------|---------------|

Rider 1
02/09/2018 Filers

The Debtor and each of the affiliated entities listed in the table below filed in this Court a voluntary petition for relief under chapter 11 of the United States Code, 11 U.S.C. §§ 101-1532.

| | |
|---------------------------------------|---------------------------------------|
| Carbondale Glen Lot L-2, LLC | Massabesic Investments, LLC |
| Carbondale Peaks Lot L-1, LLC | H64 Pennhurst Holding Company, LLC |
| H33 Hawthorn Holding Company, LLC | Pennhurst Investments, LLC |
| Hawthorn Investments, LLC | H50 Sachs Bridge Holding Company, LLC |
| M96 Lilac Valley Holding Company, LLC | Sachs Bridge Investments, LLC |
| Lilac Valley Investments, LLC | M58 Springvale Holding Company, LLC |
| H18 Massabesic Holding Company, LLC | Springvale Investments, LLC |

Rider 1
12/04/2017 Filers

The Debtor and each of the affiliated entities listed in the table below filed in this Court a voluntary petition for relief under chapter 11 of the United States Code, 11 U.S.C. §§ 101-1532.

| | |
|---|--|
| Woodbridge Group Of Companies, LLC | Broadsands Investments, LLC |
| 215 North 12th Street, LLC | M29 Brynderwen Holding Company, LLC |
| H31 Addison Park Holding Company, LLC | Brynderwen Investments, LLC |
| Addison Park Investments, LLC | M13 Cablestay Holding Company, LLC |
| M11 Anchorpoint Holding Company, LLC | Cablestay Investments, LLC |
| Anchorpoint Investments, LLC | M31 Cannington Holding Company, LLC |
| H32 Arborvitae Holding Company, LLC | Cannington Investments, LLC |
| Arborvitae Investments, LLC | Carbondale Doocy, LLC |
| M26 Archivolt Holding Company, LLC | Carbondale Glen Lot A-5, LLC |
| Archivolt Investments, LLC | Carbondale Glen Lot D-22, LLC |
| H2 Arlington Ridge Holding Company, LLC | Carbondale Glen Lot E-24, LLC |
| Arlington Ridge Investments, LLC | Carbondale Glen Lot GV-13, LLC |
| M19 Arrowpoint Holding Company, LLC | Carbondale Glen Lot SD-23, LLC |
| Arrowpoint Investments, LLC | Carbondale Glen Lot SD-14, LLC |
| H58 Baleroy Holding Company, LLC | Carbondale Glen Mesa Lot 19, LLC |
| Baleroy Investments, LLC | Carbondale Glen River Mesa, LLC |
| Basswood Holding, LLC | Carbondale Glen Sundance Ponds, LLC |
| H13 Bay Village Holding Company, LLC | Carbondale Glen Sweetgrass Vista, LLC |
| Bay Village Investments, LLC | Carbondale Spruce 101, LLC |
| H15 Bear Brook Holding Company, LLC | Carbondale Sundance Lot 15, LLC |
| Bear Brook Investments, LLC | Carbondale Sundance Lot 16, LLC |
| H46 Beech Creek Holding Company, LLC | M53 Castle Pines Holding Company, LLC |
| Beech Creek Investments, LLC | Castle Pines Investments, LLC |
| H70 Bishop White Holding Company, LLC | M25 Centershot Holding Company, LLC |
| Bishop White Investments, LLC | Centershot Investments, LLC |
| H53 Black Bass Holding Company, LLC | M76 Chaplin Holding Company, LLC |
| Black Bass Investments, LLC | Chaplin Investments, LLC |
| H28 Black Locust Holding Company, LLC | M79 Chestnut Company, LLC |
| Black Locust Investments, LLC | Chestnut Investments, LLC |
| H20 Bluff Point Holding Company, LLC | H5 Chestnut Ridge Holding Company, LLC |
| Bluff Point Investments, LLC | Chestnut Ridge Investments, LLC |
| H49 Bowman Holding Company, LLC | M45 Clover Basin Holding Company, LLC |
| Bowman Investments, LLC | Clover Basin Investments, LLC |
| M27 Brise Soleil Holding Company, LLC | M51 Coffee Creek Holding Company, LLC |
| Brise Soleil Investments, LLC | Coffee Creek Investments, LLC |
| H40 Bramley Holding Company, LLC | H56 Craven Holding Company, LLC |
| Bramley Investments, LLC | Craven Investments, LLC |
| M28 Broadsands Holding Company, LLC | M14 Crossbeam Holding Company, LLC |

Rider 1
12/04/2017 Filers

| | |
|--|---|
| Crossbeam Investments, LLC | M68 Goosebrook Holding Company, LLC |
| M63 Crowfield Holding Company, LLC | Goosebrook Investments, LLC |
| Crowfield Investments, LLC | H68 Graeme Park Holding Company, LLC |
| Crystal Valley Holdings, LLC | Graeme Park Investments, LLC |
| M92 Crystal Woods Holding Company, LLC | H61 Grand Midway Holding Company, LLC |
| Crystal Woods Investments, LLC | Grand Midway Investments, LLC |
| Cuco Settlement, LLC | H26 Gravenstein Holding Company, LLC |
| M72 Daleville Holding Company, LLC | Gravenstein Investments, LLC |
| Daleville Investments, LLC | H44 Green Gables Holding Company, LLC |
| M39 Derbyshire Holding Company, LLC | Green Gables Investments, LLC |
| Derbyshire Investments, LLC | H27 Grenadier Holding Company, LLC |
| H76 Diamond Cove Holding Company, LLC | Grenadier Investments, LLC |
| Diamond Cove Investments, LLC | H41 Grumblethorpe Holding Company, LLC |
| H14 Dixville Notch Holding Company, LLC | Grumblethorpe Investments, LLC |
| Dixville Notch Investments, LLC | M87 Hackmatack Hills Holding Company, LLC |
| H7 Dogwood Valley Holding Company, LLC | Hackmatack Investments, LLC |
| Dogwood Valley Investments, LLC | M56 Haffenburg Holding Company, LLC |
| M32 Dollis Brook Holding Company, LLC | Haffenburg Investments, LLC |
| Dollis Brook Investments, LLC | H39 Haralson Holding Company, LLC |
| M9 Donnington Holding Company, LLC | Haralson Investments, LLC |
| Donnington Investments, LLC | M33 Harringworth Holding Company, LLC |
| M15 Doubleleaf Holding Company, LLC | Harringworth Investments, LLC |
| Doubleleaf Investments, LLC | M80 Hazelpoint Holding Company, LLC |
| M22 Drawspan Holding Company, LLC | Hazelpoint Investments, LLC |
| Drawspan Investments, LLC | H66 Heilbron Manor Holding Company, LLC |
| M71 Eldredge Holding Company, LLC | Heilbron Manor Investments, LLC |
| Eldredge Investments, LLC | Hollyline Holdings, LLC |
| H25 Elstar Holding Company, LLC | Hollyline Owners, LLC |
| Elstar Investments, LLC | H35 Hornbeam Holding Company, LLC |
| H19 Emerald Lake Holding Company, LLC | Hornbeam Investments, LLC |
| Emerald Lake Investments, LLC | H37 Idared Holding Company, LLC |
| M24 Fieldpoint Holding Company, LLC | Idared Investments, LLC |
| Fieldpoint Investments, LLC | H74 Imperial Aly Holding Company, LLC |
| M88 Franconia Notch Holding Company, LLC | Imperial Aly Investments, LLC |
| Franconia Notch Investments, LLC | M99 Ironsides Holding Company, LLC |
| M10 Gateshead Holding Company, LLC | Ironsides Investments, LLC |
| Gateshead Investments, LLC | H43 Lenni Heights Holding Company, LLC |
| M85 Glenn Rich Holding Company, LLC | Lenni Heights Investments, LLC |
| Glenn Rich Investments, LLC | H6 Lilac Meadow Holding Company, LLC |
| M93 Goose Rocks Holding Company, LLC | Lilac Meadow Investments, LLC |
| Goose Rocks Investments, LLC | M17 Lincolnshire Holding Company, LLC |

Rider 1
12/04/2017 Filers

| | |
|---|---|
| Lincolnshire Investments, LLC | M70 Pinney Holding Company, LLC |
| M54 Lonetree Holding Company, LLC | Pinney Investments, LLC |
| Lonetree Investments, LLC | H23 Pinova Holding Company, LLC |
| M40 Longbourn Holding Company, LLC | Pinova Investments, LLC |
| Longbourn Investments, LLC | M34 Quarterpost Holding Company, LLC |
| M73 Mason Run Holding Company, LLC | Quarterpost Investments, LLC |
| Mason Run Investments, LLC | M57 Ridgecrest Holding Company, LLC |
| H8 Melody Lane Holding Company, LLC | Ridgecrest Investments, LLC |
| Melody Lane Investments, LLC | M97 Red Woods Holding Company, LLC |
| M90 Merrimack Valley Holding Company, LLC | Red Woods Investments, LLC |
| Merrimack Valley Investments, LLC | M75 Riley Creek Holding Company, LLC |
| M61 Mineola Holding Company, LLC | Riley Creek Investments, LLC |
| Mineola Investments, LLC | H59 Rising Sun Holding Company, LLC |
| H16 Monadnock Holding Company, LLC | Rising Sun Investments, LLC |
| Monadnock Investments, LLC | M62 Sagebrook Holding Company, LLC |
| H60 Moravian Holding Company LLC | Sagebrook Investments, LLC |
| Moravian Investments, LLC | H54 Seven Stars Holding Company, LLC |
| M67 Mountain Spring Holding Company, LLC | Seven Stars Investments, LLC |
| Mountain Spring Investments, LLC | H11 Silk City Holding Company, LLC |
| M83 Mt. Holly Holding Company, LLC | Silk City Investments, LLC |
| Mt. Holly Investments, LLC | H30 Silver Maple Holding Company, LLC |
| H38 Mutsu Holding Company, LLC | Silver Maple Investments, LLC |
| Mutsu Investments, LLC | Silverleaf Funding, LLC |
| M91 Newville Holding Company, LLC | M41 Silverthorne Holding Company, LLC |
| Newville Investments, LLC | Silverthorne Investments, LLC |
| H51 Old Carbon Holding Company, LLC | M36 Springline Holding Company, LLC |
| Old Carbon Investments, LLC | Springline Investments, LLC |
| H55 Old Maitland Holding Company, LLC | M49 Squaretop Holding Company, LLC |
| Old Maitland Investments, LLC | Squaretop Investments, LLC |
| M46 Owl Ridge Holding Company, LLC | H24 Stayman Holding Company, LLC |
| Owl Ridge Investments, LLC | Stayman Investments, LLC |
| H22 Papirovka Holding Company, LLC | M86 Steele Hill Holding Company, LLC |
| Papirovka Investments, LLC | Steele Hill Investments, LLC |
| H4 Pawtuckaway Holding Company, LLC | M5 Stepstone Holding Company, LLC |
| Pawtuckaway Investments, LLC | Stepstone Investments, LLC |
| M38 Pemberley Holding Company, LLC | H9 Strawberry Fields Holding Company, LLC |
| Pemberley Investments, LLC | Strawberry Fields Investments, LLC |
| H17 Pemigewasset Holding Company, LLC | H36 Sturmer Pippin Holding Company, LLC |
| Pemigewasset Investments, LLC | Sturmer Pippin Investments, LLC |
| M95 Pepperwood Holding Company, LLC | H21 Summerfree Holding Company, LLC |
| Pepperwood Investments, LLC | Summerfree Investments, LLC |

Rider 1
12/04/2017 Filers

| | |
|---|---|
| H47 Summit Cut Holding Company, LLC | Wilderness Investments, LLC |
| Summit Cut Investments, LLC | H52 Willow Grove Holding Company, LLC |
| H65 Thornbury Farm Holding Company, LLC | Willow Grove Investments, LLC |
| Thornbury Farm Investments, LLC | M94 Winding Road Holding Company, LLC |
| M60 Thunder Basin Holding Company, LLC | Winding Road Investments, LLC |
| Thunder Basin Investments, LLC | WMF Management, LLC |
| M37 Topchord Holding Company, LLC | Woodbridge Capital Investments, LLC |
| Topchord Investments, LLC | Woodbridge Commercial Bridge Loan Fund 1, LLC |
| M48 Vallecito Holding Company, LLC | Woodbridge Commercial Bridge Loan Fund 2, LLC |
| Vallecito Investments, LLC | Woodbridge Investments, LLC |
| M74 Varga Holding Company, LLC | Woodbridge Mezzanine Fund 1, LLC |
| Varga Investments, LLC | Woodbridge Mortgage Investment Fund 1, LLC |
| M50 Wetterhorn Holding Company, LLC | Woodbridge Mortgage Investment Fund 2, LLC |
| Wetterhorn Investments, LLC | Woodbridge Mortgage Investment Fund 3, LLC |
| H12 White Birch Holding Company, LLC | Woodbridge Mortgage Investment Fund 3A, LLC |
| White Birch Investments, LLC | Woodbridge Mortgage Investment Fund 4, LLC |
| M43 White Dome Holding Company, LLC | Woodbridge Structured Funding, LLC |
| White Dome Investments, LLC | H29 Zestar Holding Company, LLC |
| Whiteacre Funding, LLC | Zestar Investments, LLC |
| M44 Wilderness Holding Company, LLC | |

Fill in this information to identify the case and this filing:

Debtor Name Buggy Circle Holdings, LLC

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors** 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration Consolidated Corporate Ownership Statement

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

Executed on 03/23/2018
MM / DD / YYYY

✕

/s/ Bradley D. Sharp
Signature of individual signing on behalf of debtor

Bradley D. Sharp
Printed name

Chief Restructuring Officer
Position or relationship to debtor

Fill in this information to identify the case:

Debtor name Woodbridge Group of Companies, LLC, et al.

United States Bankruptcy Court for the: District of Delaware

Case number (if known): 17-12560 (KJC)

Check if this is an amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim | | |
|---|--|--|---|--|-----------------------------------|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 1 | G3 GROUP 8020 FLORAL AVE LOS ANGELES, CA 90046 | PHONE: (805) 557-1075 FAX: EMAIL: docs@gthreegroup.com | TRADE | | | \$992,112.50 | |
| 2 | DANE COYLE CUSTOM HOMES INC 23945 CALABASAS RD STE 101 CALABASAS, CA 91302 | OPHELIA OVENSON PHONE: (805) 857-0198 FAX: EMAIL: | TRADE | | | \$784,207.22 | |
| 3 | PRECISE INVESTMENT GROUP 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423 | PHONE: FAX: EMAIL: | COMMISSION | | | \$679,800.00 | |
| 4 | BUILDER'S TEAM 8949 SUNSET BLVD # 201 WEST HOLLYWOOD CA 90069 | PHONE: (310) 734-7846 FAX: EMAIL: info@buildersteam.com | TRADE | | | \$594,628.33 | |
| 5 | CITY OF LOS ANGELES PO BOX 30879 LOS ANGELES, CA 90030-0879 | PHONE: (213) 473-3231 FAX: EMAIL: | TRADE | | | \$571,477.45 | |
| 6 | JANCKILA CONSTRUCTION INC 75 BUCKSKIN DR CARBONDALE, CO 81623 | BRET BYMAN PHONE: (970) 963-7239 FAX: EMAIL: ken@janckilaconstruction.com | TRADE | | | \$527,223.00 | |
| 7 | DAVID GOLDMAN 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423 | PHONE: FAX: EMAIL: | COMMISSION | | | \$379,800.00 | |
| 8 | OHS DESIGN & DEVELOPMENT LLC 500 SHATTO PL, #411 LOS ANGELES, CA 90020 | PAUL OH PHONE: (213) 739-1512 FAX: EMAIL: info@ohsdd.com | TRADE | | | \$353,700.00 | |

Debtor: Woodbridge Group of Companies, LLC, et al.Case number (if known) 17-12560 (KJC)

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|----|--|--|---|--|--|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 9 | BROOK CHURCH-KOEGEL 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423 | PHONE: FAX: EMAIL: | COMMISSION | | | | \$349,800.00 |
| 10 | THE I-GRACE COMPANY 1964 WESTWOOD BLVD, STE 425 LOS ANGELES, CA 90025 | JOHN GASPARYAN PHONE: (310) 645-1555 FAX: EMAIL: info@igrace.com | TRADE | | | | \$284,081.41 |
| 11 | NICOLE WALKER 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423 | PHONE: FAX: EMAIL: | COMMISSION | | | | \$279,800.00 |
| 12 | DARIN BAKER 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423 | PHONE: FAX: EMAIL: | COMMISSION | | | | \$229,800.00 |
| 13 | SEAN RENNINGER 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423 | PHONE: FAX: EMAIL: | COMMISSION | | | | \$229,191.00 |
| 14 | KAA DESIGN GROUP INC 4201 REDWOOD AVE LOS ANGELES, CA 90066 | PHONE: (310) 821-1400 FAX: EMAIL: | TRADE | | | | \$172,383.50 |
| 15 | LOS ANGELES DEPT OF WATER AND POWER PO BOX 30808 LOS ANGELES CA 90030-0808 | PHONE: (800) 342-5397 FAX: EMAIL: | TRADE | | | | \$154,615.98 |
| 16 | JOHN LABIB & ASSOCIATES STRUCTURAL ENGINEERS LLP 319 MAIN ST EL SEGUNDO, CA 90245 | JOHN LABIB PHONE: (213) 239-9700 FAX: EMAIL: info@labibse.com | TRADE | | | | \$132,390.00 |
| 17 | KIM TAVARES 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423 | PHONE: FAX: EMAIL: | COMMISSION | | | | \$100,473.00 |
| 18 | ALBA ENVIRONMENTAL SERVICES INC 237 WEST 35TH STREET, STE 303 NEW YORK, NY 10001 | PHONE: (917) 217-0459 FAX: EMAIL: info@albademo.com | TRADE | | | | \$92,080.00 |
| 19 | BT CONSTRUCTION & DEVELOPMENT 23036 BURBANK BLVD WOODLAND HILLS, CA 91367 | BIANCA TORSARKISSIAN PHONE: (818) 274-2624 FAX: EMAIL: btconstruction@mac.com | TRADE | | | | \$88,530.39 |
| 20 | STEVE GLICK 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423 | PHONE: FAX: EMAIL: | COMMISSION | | | | \$73,898.00 |

Debtor Woodbridge Group of Companies, LLC, et al.Case number (if known) 17-12560 (KJC)

| Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 21 BOSWELL CONSTRUCTION 17071 VENTURA BLVD STE 201 ENCINO, CA 91316 | YESSICA CRUZ PHONE: (818) 668-3116 FAX: EMAIL: info@buildboswell.com | TRADE | | | | \$70,902.80 |
| 22 HM DG INC 4154 PICO BLVD LOS ANGELES CA 90019 | HASSAN MAJD PHONE: (323) 643-4780 FAX: EMAIL: info@hmdginc.com | TRADE | | | | \$68,234.23 |
| 23 STUDIO TIM CAMPBELL 3820 WILLAT AVE CULVER CITY, CA 90232 | PHONE: FAX: EMAIL: info@studiomk26.com | TRADE | | | | \$62,748.74 |
| 24 PLUS DEVELOPMENT LLC 8920 W SUNSET BLVD STE 200A WEST HOLLYWOOD, CA 90069 | PHONE: (424) 274-3881 FAX: EMAIL: la@plusdevelopmentgroup.com | TRADE | | | | \$61,700.00 |
| 25 A LOGAN INSURANCE BROKERAGE 260 WEST 36TH ST 3RD FLOOR NEW YORK, NY 10018 | PHONE: (212) 375-9050 FAX: EMAIL: info@aloganins.com | TRADE | | | | \$59,481.96 |
| 26 WALKER WORKSHOP DESIGN BUILD 5574 W WASHINGTON BLVD LOS ANGELES, CA 90016 | NOAH WALKER PHONE: (310) 752-9929 FAX: EMAIL: info@walkerworkshop.com | TRADE | | | | \$59,460.96 |
| 27 STANDARD LLP 4411 SANTA MONICA BLVD LOS ANGELES, CA 90029 | PHONE: (323) 662-1000 FAX: EMAIL: info@standardarchitecture.com | TRADE | | | | \$55,000.00 |
| 28 STUDIOMK27 ARQUITETOS L TDA AL TIETE, 505 CERQUEIRA CESAR 01417-02 SAO PAULO SP BRAZIL +5511 3081 3522 CNPJ: 48.071.609/0001-88/ CCM: 8.274.215 | PHONE: FAX: EMAIL: info@studiomk26.com | TRADE | | | | \$45,000.00 |
| 29 RONALD DIEZ 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423 | PHONE: FAX: EMAIL: | COMMISSION | | | | \$27,558.00 |
| 30 JAVID CONSTRUCTION INC 26922 DEER TRAIL CT CALABASAS CA 91301 | TIMMY JAVID PHONE: (818) 878-7878 FAX: EMAIL: timmyjavid@hotmail.com | TRADE | | | | \$25,686.06 |

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

In re:

WOODBIDGE GROUP OF COMPANIES, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Joint Administration Requested for
Additional Debtors)

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT

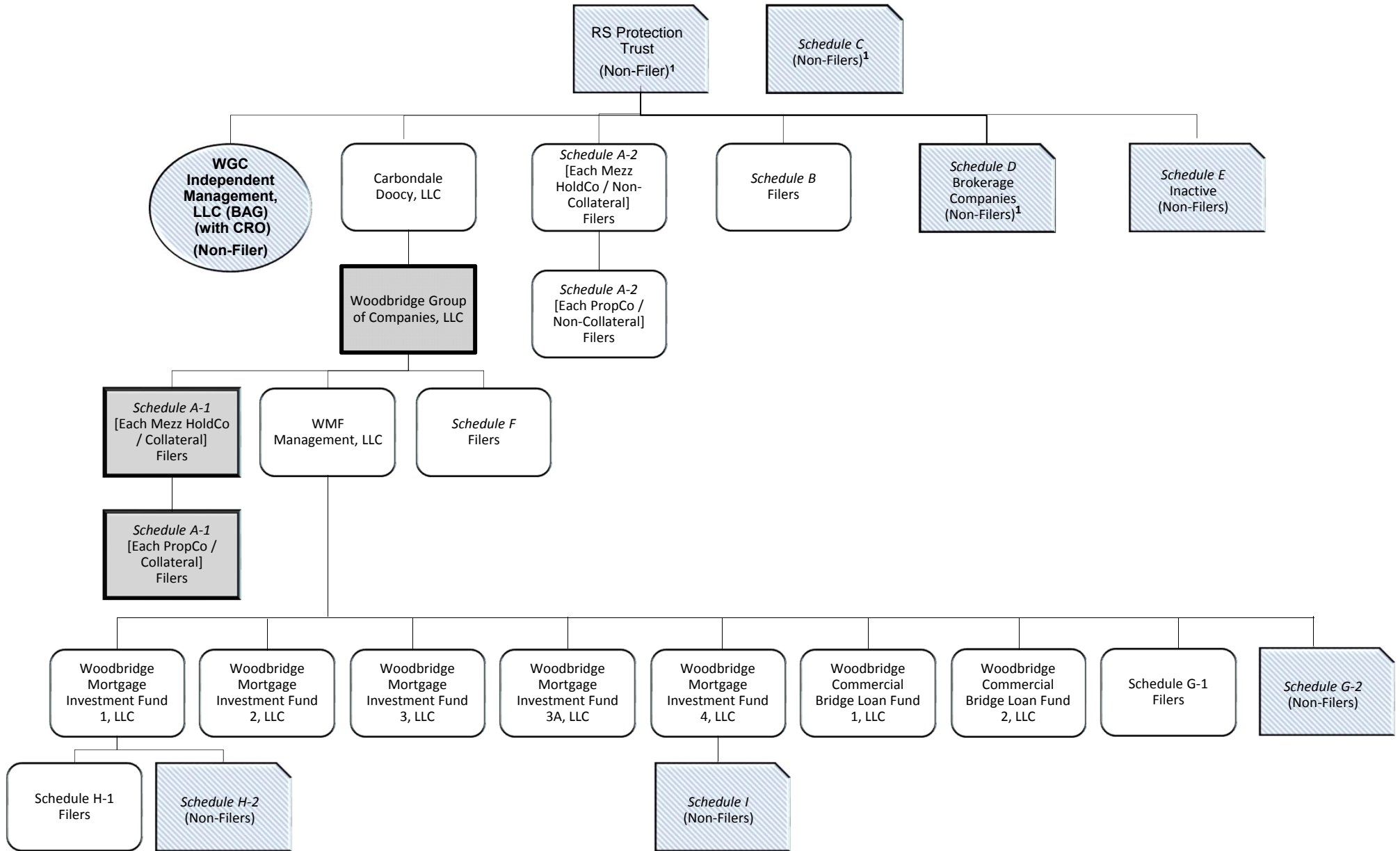
Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Woodbridge Group of Companies, LLC, a Delaware corporation, and the affiliated debtors and debtors in possession (each a "Debtor"), hereby state as follows:

1. The ownership chart that follows identifies all entities having a direct or indirect ownership interest in the Debtors. Unless otherwise indicated, each entity owns 100% of those entities falling directly below it in the ownership chart. **Please note that, for the sake of clarity, those entities that filed as of March 23, 2018 (the "Additional Debtors"), are highlighted in the ownership chart and each appear on Schedule A-2.**

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¹ The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Blvd #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting counsel for the Debtors.

Woodbridge Group Enterprise Corporate Organization Chart



¹ Not managed by WGC Independent Management, LLC.

Schedule A-1: Collateral Filers

| # | PropCo | HoldCo |
|----------|----------------------------------|---|
| 1 | Addison Park Investments, LLC | H31 Addison Park Holding Company, LLC |
| 2 | Bluff Point Investments, LLC | H20 Bluff Point Holding Company, LLC |
| 3 | Summit Cut Investments, LLC | H47 Summit Cut Holding Company, LLC |
| 4 | Lilac Meadow Investments, LLC | H6 Lilac Meadow Holding Company, LLC |
| 5 | Diamond Cove Investments, LLC | H76 Diamond Cove Holding Company, LLC |
| 6 | Heilbron Manor Investments, LLC | H66 Heilbron Manor Holding Company, LLC |
| 7 | Thornbury Farm Investments, LLC | H65 Thornbury Farm Holding Company, LLC |
| 8 | Sagebrook Investments, LLC | M62 Sagebrook Holding Company, LLC |
| 9 | Imperial Aly Investments, LLC | H74 Imperial Aly Holding Company, LLC |
| 10 | Gravenstein Investments, LLC | H26 Gravenstein Holding Company, LLC |
| 11 | Silver Maple Investments, LLC | H30 Silver Maple Holding Company, LLC |
| 12 | Goosebrook Investments, LLC | M68 Goosebrook Holding Company, LLC |
| 13 | Elstar Investments, LLC | H25 Elstar Holding Company, LLC |
| 14 | Hornbeam Investments, LLC | H35 Hornbeam Holding Company, LLC |
| 15 | Silk City Investments, LLC | H11 Silk City Holding Company, LLC |
| 16 | Hollyline Owners, LLC | Hollyline Holdings, LLC |
| 17 | Crowfield Investments, LLC | M63 Crowfield Holding Company, LLC |
| 18 | Centershot Investments, LLC | M25 Centershot Holding Company, LLC |
| 19 | Graeme Park Investments, LLC | H68 Graeme Park Holding Company, LLC |
| 20 | Mason Run Investments, LLC | M73 Mason Run Holding Company, LLC |
| 21 | Pinney Investments, LLC | M70 Pinney Holding Company, LLC |
| 22 | Drawspan Investments, LLC | M22 Drawspan Holding Company, LLC |
| 23 | Doubleleaf Investments, LLC | M15 Doubleleaf Holding Company, LLC |
| 24 | White Birch Investments, LLC | H12 White Birch Holding Company, LLC |
| 25 | Lincolnshire Investments, LLC | M17 Lincolnshire Holding Company, LLC |
| 26 | Arlington Ridge Investments, LLC | H2 Arlington Ridge Holding Company, LLC |
| 27 | Bay Village Investments, LLC | H13 Bay Village Holding Company, LLC |

Schedule A-2: Non Collateral Filers

| # | PropCo | HoldCo |
|----|----------------------------------|--|
| 1 | Sturmer Pippin Investments, LLC | H36 Sturmer Pippin Holding Company, LLC |
| 2 | Grand Midway Investments, LLC | H61 Grand Midway Holding Company, LLC |
| 3 | Bishop White Investments, LLC | H70 Bishop White Holding Company, LLC |
| 4 | Goose Rocks Investments, LLC | M93 Goose Rocks Holding Company, LLC |
| 5 | Pawtuckaway Investments, LLC | H4 Pawtuckaway Holding Company, LLC |
| 6 | Varga Investments, LLC | M74 Varga Holding Company, LLC |
| 7 | Winding Road Investments, LLC | M94 Winding Road Holding Company, LLC |
| 8 | Cablestay Investments, LLC | M13 Cablestay Holding Company, LLC |
| 9 | Squaretop Investments, LLC | M49 Squaretop Holding Company, LLC |
| 10 | Eldredge Investments, LLC | M71 Eldredge Holding Company, LLC |
| 11 | Green Gables Investments, LLC | H44 Green Gables Holding Company, LLC |
| 12 | Riley Creek Investments, LLC | M75 Riley Creek Holding Company, LLC |
| 13 | Craven Investments, LLC | H56 Craven Holding Company, LLC |
| 14 | Chestnut Investments, LLC | M79 Chestnut Company, LLC |
| 15 | Chestnut Ridge Investments, LLC | H5 Chestnut Ridge Holding Company, LLC |
| 16 | Longbourn Investments, LLC | M40 Longbourn Holding Company, LLC |
| 17 | Rising Sun Investments, LLC | H59 Rising Sun Holding Company, LLC |
| 18 | Willow Grove Investments, LLC | H52 Willow Grove Holding Company, LLC |
| 19 | Cannington Investments, LLC | M31 Cannington Holding Company, LLC |
| 20 | Emerald Lake Investments, LLC | H19 Emerald Lake Holding Company, LLC |
| 21 | Pemberley Investments, LLC | M38 Pemberley Holding Company, LLC |
| 22 | Carbondale Glen River Mesa, LLC | Crystal Valley Holdings, LLC |
| 23 | Old Maitland Investments, LLC | H55 Old Maitland Holding Company, LLC |
| 24 | Donnington Investments, LLC | M9 Donnington Holding Company, LLC |
| 25 | Mountain Spring Investments, LLC | M67 Mountain Spring Holding Company, LLC |
| 26 | Clover Basin Investments, LLC | M45 Clover Basin Holding Company, LLC |

Schedule A-2: Non Collateral Filers

| # | PropCo | HoldCo |
|----|-------------------------------------|---|
| 27 | Summerfree Investments, LLC | H21 Summerfree Holding Company, LLC |
| 28 | Pepperwood Investments, LLC | M95 Pepperwood Holding Company, LLC |
| 29 | Zestar Investments, LLC | H29 Zestar Holding Company, LLC |
| 30 | Gateshead Investments, LLC | M10 Gateshead Holding Company, LLC |
| 31 | Beech Creek Investments, LLC | H46 Beech Creek Holding Company, LLC |
| 32 | Baleroy Investments, LLC | H58 Baleroy Holding Company, LLC |
| 33 | Moravian Investments, LLC | H60 Moravian Holding Company, LLC |
| 34 | Quarterpost Investments, LLC | M34 Quarterpost Holding Company, LLC |
| 35 | Topchord Investments, LLC | M37 Topchord Holding Company, LLC |
| 36 | Silverthorne Investments, LLC | M41 Silverthorne Holding Company, LLC |
| 37 | Springline Investments, LLC | M36 Springline Holding Company, LLC |
| 38 | Derbyshire Investments, LLC | M39 Derbyshire Holding Company, LLC |
| 39 | 215 North 12th Street, LLC | |
| 40 | Dollis Brook Investments, LLC | M32 Dollis Brook Holding Company, LLC |
| 41 | Archivolt Investments, LLC | M26 Archivolt Holding Company, LLC |
| 42 | Carbondale Glen Sundance Ponds, LLC | |
| 43 | Fieldpoint Investments, LLC | M24 Fieldpoint Holding Company, LLC |
| 44 | Anchorpoint Investments, LLC | M11 Anchorpoint Holding Company, LLC |
| 45 | White Dome Investments, LLC | M43 White Dome Holding Company, LLC |
| 46 | Carbondale Spruce 101, LLC | |
| 47 | Carbondale Glen Lot A-5, LLC | |
| 48 | Arrowpoint Investments, LLC | M19 Arrowpoint Holding Company, LLC |
| 49 | Hackmatack Investments, LLC | M87 Hackmatack Hills Holding Company, LLC |
| 50 | Bramley Investments, LLC | H40 Bramley Holding Company, LLC |
| 51 | Hazelpoint Investments, LLC | M80 Hazelpoint Holding Company, LLC |
| 52 | Broadsands Investments, LLC | M28 Broadsands Holding Company, LLC |

Schedule A-2: Non Collateral Filers

| # | PropCo | HoldCo |
|----|------------------------------------|---|
| 53 | Pinova Investments, LLC | H23 Pinova Holding Company, LLC |
| 54 | Seven Stars Investments, LLC | H54 Seven Stars Holding Company, LLC |
| 55 | Thunder Basin Investments, LLC | M60 Thunder Basin Holding Company, LLC |
| 56 | Papirovka Investments, LLC | H22 Papirovka Holding Company, LLC |
| 57 | Lenni Heights Investments, LLC | H43 Lenni Heights Holding Company, LLC |
| 58 | Haralson Investments, LLC | H39 Haralson Holding Company, LLC |
| 59 | Monadnock Investments, LLC | H16 Monadnock Holding Company, LLC |
| 60 | Dixville Notch Investments, LLC | H14 Dixville Notch Holding Company, LLC |
| 61 | Pemigewasset Investments, LLC | H17 Pemigewasset Holding Company, LLC |
| 62 | Mutsu Investments, LLC | H38 Mutsu Holding Company, LLC |
| 63 | Newville Investments, LLC | M91 Newville Holding Company, LLC |
| 64 | Lonetree Investments, LLC | M54 Lonetree Holding Company, LLC |
| 65 | Black Locust Investments, LLC | H28 Black Locust Holding Company, LLC |
| 66 | Crystal Woods Investments, LLC | M92 Crystal Woods Holding Company, LLC |
| 67 | Mt. Holly Investments, LLC | M83 Mt. Holly Holding Company, LLC |
| 68 | Steele Hill Investments, LLC | M86 Steele Hill Holding Company, LLC |
| 69 | Strawberry Fields Investments, LLC | H9 Strawberry Fields Holding Company, LLC |
| 70 | Grumblethorpe Investments, LLC | H41 Grumblethorpe Holding Company, LLC |
| 71 | Mineola Investments, LLC | M61 Mineola Holding Company, LLC |
| 72 | Glenn Rich Investments, LLC | M85 Glenn Rich Holding Company, LLC |
| 73 | Merrimack Valley Investments, LLC | M90 Merrimack Valley Holding Company, LLC |
| 74 | Idared Investments, LLC | H37 Idared Holding Company, LLC |
| 75 | Carbondale Glen Lot SD-23, LLC | |
| 76 | Black Bass Investments, LLC | H53 Black Bass Holding Company, LLC |
| 77 | Dogwood Valley Investments, LLC | H7 Dogwood Valley Holding Company, LLC |
| 78 | Old Carbon Investments, LLC | H51 Old Carbon Holding Company, LLC |

Schedule A-2: Non Collateral Filers

| # | PropCo | HoldCo |
|-----|---------------------------------------|--|
| 79 | Stepstone Investments, LLC | M5 Stepstone Holding Company, LLC |
| 80 | Carbondale Glen Lot SD-14, LLC | |
| 81 | Carbondale Glen Mesa Lot 19, LLC | |
| 82 | Carbondale Glen Sweetgrass Vista, LLC | |
| 83 | Vallecito Investments, LLC | M48 Vallecito Holding Company, LLC |
| 84 | Castle Pines Investments, LLC | M53 Castle Pines Holding Company, LLC |
| 85 | Chaplin Investments, LLC | M76 Chaplin Holding Company, LLC |
| 86 | Franconia Notch Investments, LLC | M88 Franconia Notch Holding Company, LLC |
| 87 | Grenadier Investments, LLC | H27 Grenadier Holding Company, LLC |
| 88 | Melody Lane Investments, LLC | H8 Melody Lane Holding Company, LLC |
| 89 | Ridgecrest Investments, LLC | M57 Ridgecrest Holding Company, LLC |
| 90 | Wilderness Investments, LLC | M44 Wilderness Holding Company, LLC |
| 91 | Arborvitae Investments, LLC | H32 Arborvitae Holding Company, LLC |
| 92 | Carbondale Glen Lot GV-13, LLC | |
| 93 | Owl Ridge Investments, LLC | M46 Owl Ridge Holding Company, LLC |
| 94 | Wetterhorn Investments, LLC | M50 Wetterhorn Holding Company, LLC |
| 95 | Daleville Investments, LLC | M72 Daleville Holding Company, LLC |
| 96 | Bear Brook Investments, LLC | H15 Bear Brook Holding Company, LLC |
| 97 | Bowman Investments, LLC | H49 Bowman Holding Company, LLC |
| 98 | Carbondale Glen Lot E-24, LLC | |
| 99 | Coffee Creek Investments, LLC | M51 Coffee Creek Holding Company, LLC |
| 100 | Stayman Investments, LLC | H24 Stayman Holding Company, LLC |
| 101 | Brise Soleil Investments, LLC | M27 Brise Soleil Holding Company, LLC |
| 102 | Brynderwen Investments, LLC | M29 Brynderwen Holding Company, LLC |
| 103 | Crossbeam Investments, LLC | M14 Crossbeam Holding Company, LLC |

Schedule A-2: Non Collateral Filers

| # | PropCo | HoldCo |
|-----|---------------------------------|--|
| 104 | Haffenburg Investments, LLC | M56 Haffenburg Holding Company, LLC |
| 105 | Ironsides Investments, LLC | M99 Ironsides Holding Company, LLC |
| 106 | Red Woods Investments, LLC | M97 Red Woods Holding Company, LLC |
| 107 | Harringworth Investments, LLC | M33 Harringworth Holding Company, LLC |
| 108 | Carbondale Glen Lot L-2, LLC | No affiliated HoldCo - directly owned by RS Protection Trust |
| 109 | Carbondale Peaks Lot L-1, LLC | No affiliated HoldCo - directly owned by RS Protection Trust |
| 110 | Massabesic Investments, LLC | H18 Massabesic Holding Company, LLC |
| 111 | Hawthorn Investments, LLC | H33 Hawthorn Holding Company, LLC |
| 112 | Sachs Bridge Investments, LLC | H50 Sachs Bridge Holding Company, LLC |
| 113 | Lilac Valley Investments, LLC | M96 Lilac Valley Holding Company, LLC |
| 114 | Springvale Investments, LLC | M58 Springvale Holding Company, LLC |
| 115 | Pennhurst Investments, LLC | H64 Pennhurst Holding Company, LLC |
| 116 | Bellflower Funding, LLC | Wall 123, LLC |
| 117 | 695 Buggy Circle, LLC | Buggy Circle Holdings, LLC |
| 118 | Deerfield Park Investments, LLC | H10 Deerfield Park Holding Company, LLC |
| 119 | Kirkstead Investments, LLC | M16 Kirkstead Holding Company, LLC |
| 120 | Blazingstar Funding, LLC | Wall 123, LLC (Previously filed on 3/9/18-See entry 116 above) |

| Schedule B: Other Filers | |
|---------------------------------|-------------------------------------|
| # | Entity Name |
| 1 | Woodbridge Investments, LLC |
| 2 | Woodbridge Capital Investments, LLC |
| 3 | Carbondale Sundance Lot 15, LLC |
| 4 | Carbondale Sundance Lot 16, LLC |

| Schedule C: Other Non Filers | |
|-------------------------------------|--------------------------|
| # | Entity Name |
| 1 | WFS Holding Company, LLC |

| Schedule D: Brokerage Non Filers | |
|---|------------------------------------|
| # | Entity Name |
| 1 | Riverdale Funding, LLC |
| 2 | Woodbridge Realty of Colorado, LLC |
| 3 | Mercer Vine, Inc. |

Schedule E: Inactive Non Filers

| # | PropCo / Direct Sub | HoldCo | |
|----|------------------------------------|--------|--|
| 1 | 1336, LLC | | |
| 2 | 14068 Davana Holding Company, LLC | | |
| 3 | 14068 Davana Terrace, LLC | | |
| 4 | 15672 Castlewoods Drive, LLC | | |
| 5 | 15672 Castlewoods Owners, LLC | | |
| 6 | 15714 Castlewoods Drive, LLC | | |
| 7 | 15714 Castlewoods Owners, LLC | | |
| 8 | Woodbridge Lending Fund 1, LLC | 81 | A Plus Holdings, LLC |
| 9 | Archstone Investments, LLC | 82 | M1 Archstone Holding Company, LLC |
| 10 | Ashburton Way Investments, LLC | 83 | H88 Ashburton Way Holding Company, LLC |
| 11 | Atalaya Circle Investments, LLC | 84 | H79 Atalaya Circle Holding Company, LLC |
| 12 | Bearingside Investments, LLC | 85 | M12 Bearingside Holding Company, LLC |
| 13 | Bellmire Investments, LLC | 86 | M47 Bellmire Holding Company, LLC |
| 14 | Birchwood Manor Investments, LLC | 87 | H85 Birchwood Manor Holding Company, LLC |
| 15 | Boiling Spring Investments, LLC | 88 | M81 Boiling Spring Holding Company, LLC |
| 16 | Bonifacio Hill Investments, LLC | 89 | H86 Bonifacio Hill Holding Company, LLC |
| 17 | Bowstring Investments, LLC | 90 | M20 Bowstring Holding Company, LLC |
| 18 | Breckenridge Investments, LLC | 91 | M7 Breckenridge Holding Company, LLC |
| 19 | Breckenridge, LLC | | |
| 20 | Caisson Investments, LLC | 92 | M2 Caisson Holding Company, LLC |
| 21 | Calder Grove Investments, LLC | 93 | M30 Calder Grove Holding Company, LLC |
| 22 | Calendonia Circle Investments, LLC | | |
| 23 | California Commercial Lenders, LLC | 94 | H71 Calendonia Circle Holding Company, LLC |
| 24 | Cantilever Investments, LLC | 95 | M3 Cantilever Holding Company, LLC |
| 25 | Carbondale Glen Lot E-15, LLC | | |
| 26 | Carbondale Glen Lot E-38, LLC | | |
| 27 | Carbondale Glen Lot E-8, LLC | | |

| # | PropCo / Direct Sub | HoldCo | |
|----|------------------------------------|--------|--|
| 28 | Carbondale Glen Lot GV-6, LLC | | |
| 29 | Carbondale Glen Lot IS - 11, LLC | | |
| 30 | Casper Falls Investments, LLC | 96 | M59 Casper Falls Holding Company, LLC |
| 31 | Clementina Park Investments, LLC | 97 | H72 Clementina Park Holding Company, LLC |
| 32 | Cliff Park Investments, LLC | 98 | H57 Cliff Park Holding Company, LLC |
| 33 | Conneaut Lake Investments, LLC | 99 | H69 Conneaut Lake Holding Company, LLC |
| 34 | Copper Sands Investments, LLC | 100 | H87 Copper Sands Holding Company, LLC |
| 35 | Crestmark Investments, LLC | 101 | M21 Crestmark Holding Company, LLC |
| 36 | Crosskeys Investments, LLC | 102 | M8 Crosskeys Holding Company, LLC |
| 37 | Dixmont State Investments, LLC | 103 | H63 Dixmont State Holding Company, LLC |
| 38 | DVDO Design, LLC | | |
| 39 | DVDO Holding Company, LLC | | |
| 40 | Elm City Investments, LLC | 104 | M98 Elm City Holding Company, LLC |
| 41 | Evergreen Way Investments, LLC | 105 | H3 Evergreen Way Holding Company, LLC |
| 42 | Foxridge Investments, LLC | 106 | M69 Foxridge Holding Company, LLC |
| 43 | Fulton Underwood, LLC | | |
| 44 | Glenhaven Heights Investments, LLC | 107 | H73 Glenhaven Heights Holding Company, LLC |
| 45 | Golden Gate Investments, LLC | 108 | H81 Golden Gate Holding Company, LLC |
| 46 | Graywater Investments, LLC | 109 | M78 Graywater Holding Company, LLC |
| 47 | Great Sand Investments, LLC | 110 | M55 Great Sand Holding Company, LLC |
| 48 | Harbor Point Investments, LLC | 111 | H90 Harbor Point Holding Company, LLC |
| 49 | Hays Investments, LLC | 112 | M64 Hays Holding Company, LLC |
| 50 | Hillview Investments, LLC | 113 | H42 Hillview Holding Company, LLC |
| 51 | Holly Park Investments, LLC | 114 | H84 Holly Park Holding Company, LLC |
| 52 | Holmesburg Investments, LLC | 115 | H62 Holmesburg Holding Company, LLC |
| 53 | Ingleside Path Investments, LLC | 116 | H78 Ingleside Path Holding Company, LLC |
| 54 | Irondale Inn Investments, LLC | 117 | H48 Irondale Inn Holding Company, LLC |
| 55 | Ivy Circle, LLC | | |
| 56 | Junipero Serra Investments, LLC | 118 | H80 Junipero Serra Holding Company, LLC |

| # | PropCo / Direct Sub | HoldCo | |
|----|-----------------------------------|--------|---|
| 57 | Lockwood Investments, LLC | 119 | M52 Lockwood Holding Company, LLC |
| 58 | New Montgomery Investments, LLC | 120 | H77 New Montgomery Holding Company, LLC |
| 59 | Orchard Mesa Investments, LLC | 121 | M42 Orchard Mesa Holding Company, LLC |
| 60 | Pacific Heights Investments, LLC | 122 | H75 Pacific Heights Holding Company, LLC |
| 61 | Pearmain Investments, LLC | 123 | H34 Pearman Holding Company, LLC |
| 62 | Pembroke Academy Investments, LLC | 124 | M84 Pembroke Academy Holding Company, LLC |
| 63 | Phillipsburg Investments, LLC | 125 | M65 Phillipsburg Holding Company, LLC |
| 64 | Powel House Investments, LLC | 126 | H67 Powel House Holding Company, LLC |
| 65 | RHS Capital, LLC | | |
| 66 | SAC Holding Company of Aspen, LLC | | |
| 67 | SAC Management, LLC | | |
| 68 | Saddlemount Investments, LLC | 127 | M35 Saddlemount Holding Company, LLC |
| 69 | Seacliff Run Holding Company, LLC | 128 | H83 Seacliff Run Holding Company, LLC |
| 70 | Sidespar Investments, LLC | 129 | M4 Sidespar Holding Company, LLC |
| 71 | Sightline Investments, LLC | 130 | M23 Sightline Holding Company, LLC |
| 72 | Silverbaron Investments, LLC | 131 | H1 Silverbaron Holding Company, LLC |
| 73 | Texas Co-Lenders 01, LLC | | |
| 74 | Trestlewood Investments, LLC | 132 | M6 Trestlewood Holding Company, LLC |
| 75 | Twin Pier Investments, LLC | 133 | M18 Twin Pier Holding Company, LLC |
| 76 | U Street Holdings, LLC | 134 | H82 Van Ness Holding Company, LLC |
| 77 | Van Ness Investments, LLC | 135 | H89 Vista Verde Holding Company, LLC |
| 78 | Vista Verde Investments, LLC | | |
| 79 | Winnisquam Investments, LLC | 136 | M82 Winnisquam Holding Company, LLC |
| 80 | Woodbridge Luxury Homes, LLC | 137 | L1 Luxury Holdings, LLC |
| | | 138 | H45 Harmony Inn Holding Company, LLC |

| Schedule F: Filers Under Woodbridge Group of Companies | | |
|---|------------------------------------|-----------------------------|
| # | HoldCo | Subsidiary of HoldCo |
| 1 | Woodbridge Structured Funding, LLC | Cuco Settlement, LLC |
| 2 | Basswood Holding, LLC | |

| Schedule G-1: Filers Under WMF Management, LLC | |
|---|----------------------------------|
| # | Entity Name |
| 1 | Woodbridge Mezzanine Fund 1, LLC |

| Schedule G-2: Other Subsidiaries of WMF Management LLC | |
|---|-----------------------------------|
| # | Entity Name |
| 1 | Woodbridge Guarantee, LLC |
| 2 | Woodbridge Guarantee Holding, LLC |

| Schedule H-1: Other Subsidiaries of WMF Management, LLC | |
|--|-------------------------------|
| # | HoldCo |
| 1 | Carbondale Glen Lot D-22, LLC |
| 2 | Whiteacre Funding, LLC |
| 3 | Silverleaf Funding, LLC |

| Schedule H-2: Non Filers | |
|---------------------------------|--------------------|
| # | Entity Name |
| 1 | Alpine Rose, LLC |

Schedule I: Subsidiaries of Woodbridge Investment Fund 4

| # | Entity Name |
|---|--------------------------|
| 1 | Foothill CL Nominee, LLC |

**ACTION BY WRITTEN CONSENT
OF THE
BOARD OF MANAGERS OF
WGC INDEPENDENT MANAGER LLC**

March 23, 2018

The undersigned, being all of the Managers currently appointed to the Board of Managers (the “**Board**”) of WGC Independent Manager LLC, a Delaware limited liability company (the “**Manager**”), that is the manager of Woodbridge Group of Companies, LLC and each of the limited liability companies whose names are set forth on Schedule 1 attached hereto (each, a “**Company**” and collectively, the “**Companies**”), hereby consent to and approve the adoption of the following resolutions and each and every action effected thereby or pursuant thereto by written consent as if such actions had been taken at a meeting of the Manager of each such Company in each case in accordance with each of the Companies’ respective organizational documents and with the applicable limited liability company laws of the jurisdiction of formation of each Company.

WHEREAS, each of the Companies is managed by the Manager;

WHEREAS, the Board has previously appointed Frederick Chin to serve as Chief Executive Officer of the Manager (the “**CEO**”) and Bradley D. Sharp to serve as Chief Restructuring Officer of the Manager (the “**CRO**”);

WHEREAS, the Manager has reviewed and considered materials presented by legal and financial advisors of the Companies and management regarding the liabilities and liquidity situation of the Companies, the strategic alternatives available to each of them, and the impact of the foregoing on each of the Company’s businesses;

WHEREAS, the Manager has received advice from the legal and financial advisors of the Companies and management regarding the possible need to liquidate or restructure the Companies, and has fully considered each of the strategic alternatives available to each Company, and the impact of the foregoing on each Company’s business and its stakeholders;

WHEREAS, the Manager has reviewed and considered the recommendations of the Companies’ legal and financial advisors and management regarding the relief that would be necessary and advisable to obtain from the Bankruptcy Court to allow the Companies to effectively transition into operation as debtors in possession (collectively, the “**First Day Relief**”) under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”);

WHEREAS, the Manager has determined that it is fair, appropriate, advisable, necessary, and in the best interests of each Company, its creditors, members, and other stakeholders that each Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code and seek the First Day Relief; and

WHEREAS, the Manager desires to approve the following resolutions (the “**Resolutions**”).

NOW, THEREFORE, BE IT:

CHAPTER 11 PETITION AND FIRST DAY RELIEF

RESOLVED, that in the judgment of the Manager, it is desirable and in the best interests of the creditors, members, and other stakeholders of each Company that each Company (i) file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code and (ii) seek the First Day Relief;

RESOLVED, that the CEO and the CRO, acting on behalf of Manager, be, and each, acting individually and not jointly, hereby is, authorized and empowered to execute and file on behalf of each Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all actions that either deems necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the business of each such Company;

RETENTION OF PROFESSIONALS

RESOLVED, that the CEO and the CRO, acting on behalf of the Manager, be, and each, acting individually and not jointly, hereby is, authorized and directed in the name and on behalf of the Companies to employ Development Specialists, Inc. as restructuring financial advisor in connection with any case commenced by any Company under the Bankruptcy Code and all related matters, and any such prior actions are hereby ratified in their entirety;

RESOLVED, that the CEO and the CRO, acting on behalf of the Manager, be, and each, acting individually and not jointly, hereby is, authorized and directed in the name and on behalf of the Companies to employ Province, Inc. as operational and financial advisor in connection with any case commenced by any Company under the Bankruptcy Code and all related matters, and any such prior actions are hereby ratified in their entirety;

RESOLVED, that the CEO and the CRO, acting on behalf of the Manager, be, and each, acting individually and not jointly, hereby is, authorized and directed in the name and on behalf of the Companies to employ the law firm of Klee, Tuchin, Bogdanoff & Stern LLP as general bankruptcy counsel to represent and assist the Companies in carrying out their respective duties under the Bankruptcy Code and to take any and all actions to advance the Companies' rights and obligations, and any such prior actions are hereby ratified in their entirety;

RESOLVED, that the CEO and the CRO, acting on behalf of the Manager, be, and each, acting individually and not jointly, hereby is, authorized and directed in the name and on behalf of the Companies to employ the law firm of Young Conaway Stargatt & Taylor, LLP as Delaware bankruptcy counsel to represent and assist the Companies in carrying out their respective duties under the Bankruptcy Code and to take any and all actions to advance the Companies' rights and obligations, and any such prior actions are hereby ratified in their entirety;

RESOLVED, that the CEO and the CRO, acting on behalf of the Manager, be, and each, acting individually and not jointly, hereby is, authorized and directed in the name and on behalf of the Companies to employ Garden City Group Inc. as claims and noticing agent and

administrative advisors in connection with any case commenced by the Companies under the Bankruptcy Code and all related matters, and any such prior actions are hereby ratified in their entirety;

RESOLVED, that the CEO and the CRO, acting on behalf of the Manager, be, and each, acting individually and not jointly, hereby is, authorized and directed in the name and on behalf of the Companies to employ any other professionals to assist the Companies in carrying out their respective duties under the Bankruptcy Code and to take any and all actions to advance the Companies' rights and obligations;

RESOLVED, that the CEO and the CRO, acting on behalf of the Manager, be, and each, acting individually and not jointly, hereby is, authorized and directed in the name and on behalf of the Companies to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed appropriate applications for authority to retain the services of the foregoing professionals as necessary;

FURTHER ACTIONS AND PRIOR ACTIONS

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the CEO and the CRO, the CEO and the CRO or their respective designees shall be, and each of them, acting alone, hereby is, authorized, directed, and empowered in the name of, and on behalf of, any Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein;

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of any Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were certified, are hereby in all respects approved and ratified; and

RESOLVED, that a copy of these Resolutions of the Manager shall be filed in the records of each Company.

[Remainder of Page Left Intentionally Blank]

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent to be effective as of the date first written above.

By: /s/ Richard Nevins
Name: Richard Nevins
Title: Manager

By: /s/ M. Freddie Reiss
Name: M. Freddie Reiss
Title: Lead Manager

By: /s/ Michael I. Goldberg
Name: Michael I. Goldberg
Title: Manager

SCHEDULE 1

The Companies

695 Buggy Circle, LLC
Blazingstar Funding, LLC
Buggy Circle Holdings, LLC
Deerfield Park Investments, LLC
H10 Deerfield Park Holding Company, LLC
Kirkstead Investments, LLC
M16 Kirkstead Holding Company, LLC