

**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 Carbondale Spruce 101, 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) 4 6 - 5 5 9 6 1 2 6

|                     |  |   |
|---------------------|--|---|
| 4. Debtor's address | Principal place of business                                  | Mailing address, if different from principal place of business              |
|                     | <u>14225 Ventura Boulevard #100</u><br>Number Street         | _____<br>Number Street  |
|                     | _____<br>P.O. Box  |   |
|                     | <u>Sherman Oaks, California 91423</u><br>City State ZIP Code | _____<br>City State ZIP Code  |
|                     | <u>Los Angeles</u><br>County                                 | Location of principal assets, if different from principal place of business |
|                     |  | <u>201 Main Street, Unit 101</u><br>Number Street                           |
|                     |  | _____<br>City State ZIP Code  |
|                     |  | <u>Carbondale, Colorado 81623</u><br>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 Carbondale Spruce 101, 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 Carbondale Spruce 101, 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 Carbondale Spruce 101, 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 12/04/2017  
MM / DD / YYYY

**X** /s/ Lawrence R. Perkins  
Signature of authorized representative of debtor  
  
Title Chief Restructuring Officer

Lawrence R. Perkins  
Printed name

18. **Signature of attorney**

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

Date 12/04/2017  
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**

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**

|  |   |
|--|---|
| 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**

|   |   |
|---|---|
| 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**

|   |   |
|---|---|
| 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 Carbondale Spruce 101, 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: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration Combined Corporate Ownership Statement

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

Executed on 12/04/2017  
 MM / DD / YYYY

**X** /s/ Lawrence R. Perkins  
 Signature of individual signing on behalf of debtor

**Lawrence R. Perkins**  
 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): \_\_\_\_\_

Check if this is an amended filing

**Official Form 204****Chapter 11 or Chapter 9 Cases: 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<br>8020 FLORAL AVE<br>LOS ANGELES, CA 90046                                 | PHONE: (805) 557-1075<br>FAX:<br>EMAIL: docs@gthreegroup.com                       | TRADE   |  |                                   | \$992,112.50                                |                 |
| 2 | DANE COYLE CUSTOM HOMES INC<br>23945 CALABASAS RD STE 101<br>CALABASAS, CA 91302     | OPHELIA OVENSON<br>PHONE: (805) 857-0198<br>FAX:<br>EMAIL:                         | TRADE   |  |                                   | \$784,207.22                                |                 |
| 3 | PRECISE INVESTMENT GROUP<br>14140 VENTURA BLVD., SUITE 302<br>SHERMAN OAKS, CA 91423 | PHONE:<br>FAX:<br>EMAIL:   | COMMISSION  |  |                                   | \$679,800.00                                |                 |
| 4 | BUILDER'S TEAM<br>8949 SUNSET BLVD # 201<br>WEST HOLLYWOOD CA 90069                  | PHONE: (310) 734-7846<br>FAX:<br>EMAIL: info@buildersteam.com                      | TRADE   |  |                                   | \$594,628.33                                |                 |
| 5 | CITY OF LOS ANGELES<br>PO BOX 30879<br>LOS ANGELES, CA 90030-0879                    | PHONE: (213) 473-3231<br>FAX:<br>EMAIL:  | TRADE   |  |                                   | \$571,477.45                                |                 |
| 6 | JANCKILA CONSTRUCTION INC<br>75 BUCKSKIN DR<br>CARBONDALE, CO 81623                  | BRET BYMAN<br>PHONE: (970) 963-7239<br>FAX:<br>EMAIL: ken@janckilaconstruction.com | TRADE   |  |                                   | \$527,223.00                                |                 |
| 7 | DAVID GOLDMAN<br>14140 VENTURA BLVD., SUITE 302<br>SHERMAN OAKS, CA 91423            | PHONE:<br>FAX:<br>EMAIL:   | COMMISSION  |  |                                   | \$379,800.00                                |                 |
| 8 | OHS DESIGN & DEVELOPMENT LLC<br>500 SHATTO PL, #411<br>LOS ANGELES, CA 90020         | PAUL OH<br>PHONE: (213) 739-1512<br>FAX:<br>EMAIL: info@ohsdd.com                  | TRADE   |  |                                   | \$353,700.00                                |                 |

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

Case number (if known) \_\_\_\_\_

| 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<br>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<br>BROOK CHURCH-KOEGEL<br>14140 VENTURA BLVD., SUITE 302<br>SHERMAN OAKS, CA 91423             | PHONE:<br>FAX:<br>EMAIL:   | COMMISSION  |  |  |   | \$349,800.00    |
| 10<br>THE I-GRACE COMPANY<br>1964 WESTWOOD BLVD., STE 425<br>LOS ANGELES, CA 90025               | JOHN GASPARYAN<br>PHONE: (310) 645-1555<br>FAX:<br>EMAIL: info@igrace.com              | TRADE   |  |  |   | \$284,081.41    |
| 11<br>NICOLE WALKER<br>14140 VENTURA BLVD., SUITE 302<br>SHERMAN OAKS, CA 91423                  | PHONE:<br>FAX:<br>EMAIL:   | COMMISSION  |  |  |   | \$279,800.00    |
| 12<br>DARIN BAKER<br>14140 VENTURA BLVD., SUITE 302<br>SHERMAN OAKS, CA 91423                    | PHONE:<br>FAX:<br>EMAIL:   | COMMISSION  |  |  |   | \$229,800.00    |
| 13<br>SEAN RENNINGER<br>14140 VENTURA BLVD., SUITE 302<br>SHERMAN OAKS, CA 91423                 | PHONE:<br>FAX:<br>EMAIL:   | COMMISSION  |  |  |   | \$229,191.00    |
| 14<br>KAA DESIGN GROUP INC<br>4201 REDWOOD AVE<br>LOS ANGELES, CA 90066                          | PHONE: (310) 821-1400<br>FAX:<br>EMAIL:  | TRADE   |  |  |   | \$172,383.50    |
| 15<br>LOS ANGELES DEPT OF WATER AND POWER<br>PO BOX 30808<br>LOS ANGELES CA 90030-0808           | PHONE: (800) 342-5397<br>FAX:<br>EMAIL:  | TRADE   |  |  |   | \$154,615.98    |
| 16<br>JOHN LABIB & ASSOCIATES<br>STRUCTURAL ENGINEERS LLP<br>319 MAIN ST<br>EL SEGUNDO, CA 90245 | JOHN LABIB<br>PHONE: (213) 239-9700<br>FAX:<br>EMAIL: info@labibse.com                 | TRADE   |  |  |   | \$132,390.00    |
| 17<br>KIM TAVARES<br>14140 VENTURA BLVD., SUITE 302<br>SHERMAN OAKS, CA 91423                    | PHONE:<br>FAX:<br>EMAIL:   | COMMISSION  |  |  |   | \$100,473.00    |
| 18<br>ALBA ENVIRONMENTAL SERVICES INC<br>237 WEST 35TH STREET, STE 303<br>NEW YORK, NY 10001     | PHONE: (917) 217-0459<br>FAX:<br>EMAIL: info@albademo.com                              | TRADE   |  |  |   | \$92,080.00     |
| 19<br>BT CONSTRUCTION & DEVELOPMENT<br>23036 BURBANK BLVD<br>WOODLAND HILLS, CA 91367            | BIANCA TORSARKISSIAN<br>PHONE: (818) 274-2624<br>FAX:<br>EMAIL: btconstruction@mac.com | TRADE   |  |  |   | \$88,530.39     |
| 20<br>STEVE GLICK<br>14140 VENTURA BLVD., SUITE 302<br>SHERMAN OAKS, CA 91423                    | PHONE:<br>FAX:<br>EMAIL:   | COMMISSION  |  |  |   | \$73,898.00     |

Debtor Woodbridge Group of Companies, LLC, et al.

Case number (if known) \_\_\_\_\_

| 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<br>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<br>17071 VENTURA BLVD STE 201<br>ENCINO, CA 91316   | YESSICA CRUZ<br>PHONE: (818) 668-3116<br>FAX:<br>EMAIL: info@buildboswell.com  | TRADE   |  |  |   | \$70,902.80        |
| 22 HM DG INC<br>4154 PICO BLVD<br>LOS ANGELES CA 90019  | HASSAN MAJD<br>PHONE: (323) 643-4780<br>FAX:<br>EMAIL: info@hmdginc.com        | TRADE   |  |  |   | \$68,234.23        |
| 23 STUDIO TIM CAMPBELL<br>3820 WILLAT AVE<br>CULVER CITY, CA 90232  | PHONE:<br>FAX:<br>EMAIL: info@studiomk26.com                                   | TRADE   |  |  |   | \$62,748.74        |
| 24 PLUS DEVELOPMENT LLC<br>8920 W SUNSET BLVD STE 200A<br>WEST HOLLYWOOD, CA 90069  | PHONE: (424) 274-3881<br>FAX:<br>EMAIL: la@plusdevelopmentgroup.com            | TRADE   |  |  |   | \$61,700.00        |
| 25 A LOGAN INSURANCE BROKERAGE<br>260 WEST 36TH ST 3RD FLOOR<br>NEW YORK, NY 10018  | PHONE: (212) 375-9050<br>FAX:<br>EMAIL: info@aloganins.com                     | TRADE   |  |  |   | \$59,481.96        |
| 26 WALKER WORKSHOP DESIGN BUILD<br>5574 W WASHINGTON BLVD<br>LOS ANGELES, CA 90016  | NOAH WALKER<br>PHONE: (310) 752-9929<br>FAX:<br>EMAIL: info@walkerworkshop.com | TRADE   |  |  |   | \$59,460.96        |
| 27 STANDARD LLP<br>4411 SANTA MONICA BLVD<br>LOS ANGELES, CA 90029  | PHONE: (323) 662-1000<br>FAX:<br>EMAIL: info@standardarchitecture.com          | TRADE   |  |  |   | \$55,000.00        |
| 28 STUDIOMK27 ARQUITETOS L TDA<br>AL TIETE, 505 CERQUEIRA CESAR 01417-02<br>SAO PAULO SP BRAZIL +5511 3081 3522<br>CNPJ: 48.071.609/0001-88/ CCM: 8.274.215 | PHONE:<br>FAX:<br>EMAIL: info@studiomk26.com                                   | TRADE   |  |  |   | \$45,000.00        |
| 29 RONALD DIEZ<br>14140 VENTURA BLVD., SUITE 302<br>SHERMAN OAKS, CA 91423  | PHONE:<br>FAX:<br>EMAIL:   | COMMISSION  |  |  |   | <b>\$27,558.00</b> |
| 30 JAVID CONSTRUCTION INC<br>26922 DEER TRAIL CT<br>CALABASAS CA 91301  | TIMMY JAVID<br>PHONE: (818) 878-7878<br>FAX:<br>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.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-\_\_\_\_ (\_\_\_\_)

(Joint Administration Requested)

**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:

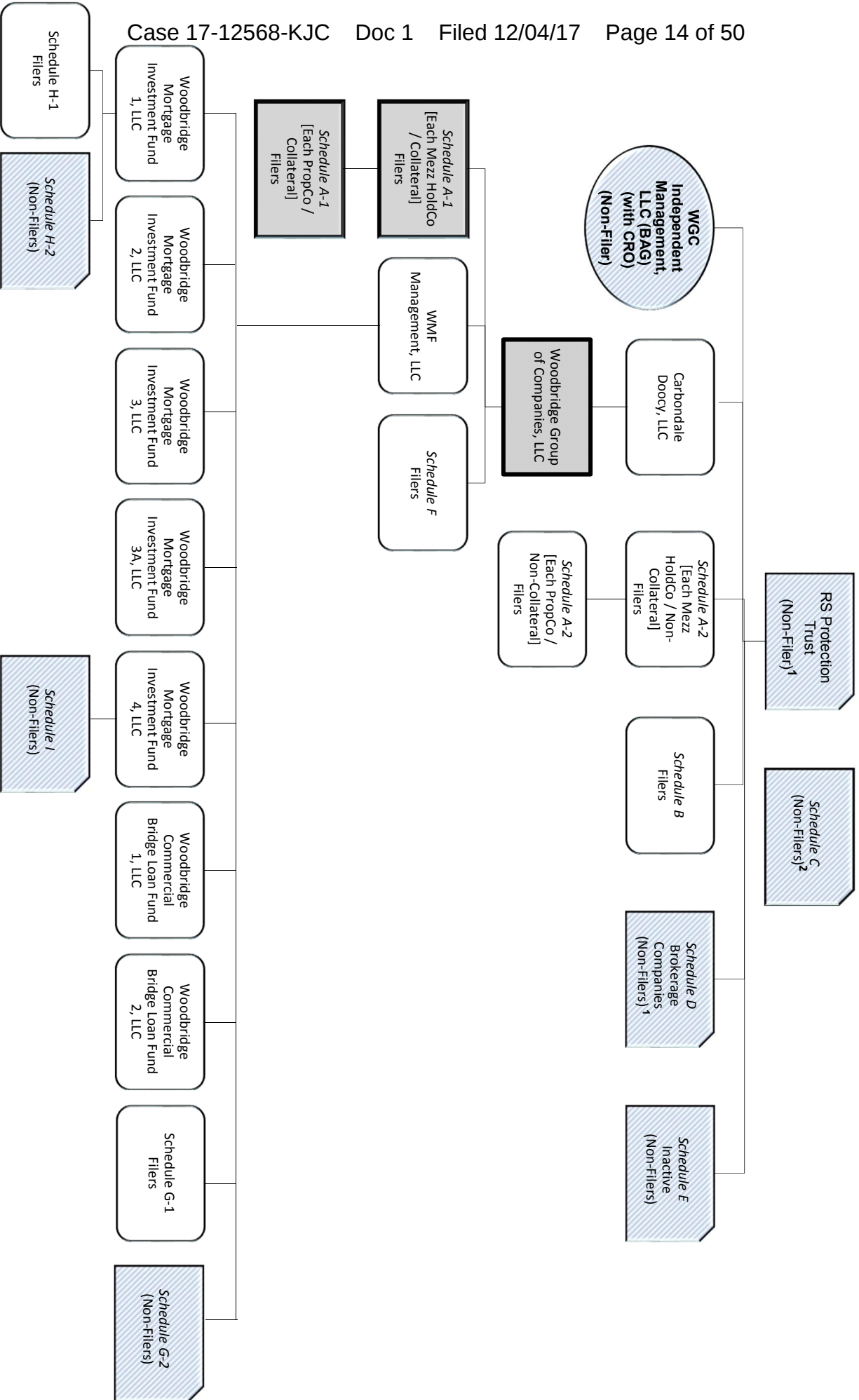
1. The ownership chart that follows identifies all entities having a direct or indirect ownership interest in the Debtors. Unless otherwise indicated, each entity owns 100% of those entities falling directly below it in the ownership chart. For the schedules to the ownership chart, please see Schedule 2 to the *Action by Written Consent of the Manager of Woodbridge Group of Companies, LLC and Certain Affiliates*, which follows this *Consolidated Corporate Ownership Statement*.

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<sup>1</sup> 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 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, 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 such information may be obtained on the website of the Debtors’ proposed noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC), or by contacting the proposed undersigned counsel for the Debtors.

# Woodbridge Group Enterprise Corporate Organization Chart



1. Not managed by WGC Independent Management, LLC.  
 2. Managed by WGC Independent Management, LLC.

**ACTION BY WRITTEN CONSENT  
OF THE  
MANAGER OF  
WOODBRIIDGE GROUP OF COMPANIES, LLC  
AND CERTAIN AFFILIATES**

**December 1, 2017**

The undersigned, being the Manager of each of the limited liability companies whose names are set forth on Schedule 1 attached hereto (each, a “*Company*” and collectively, the “*Companies*”), in each case in accordance with each Company’s respective organizational documents and with the applicable limited liability company laws of the jurisdiction of formation of each Company (the “*LLC Laws*”), hereby consents to and approves 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.

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

**WHEREAS**, Beilinson Advisory Group LLC has been previously appointed as manager of the Manager;

**WHEREAS**, the Manager has previously appointed Lawrence Perkins 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 Company 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 (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.

**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 set forth on attached Schedule 2, that each Company set forth on attached Schedule 2 (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 CRO, acting on behalf of Manager, be, and hereby is, authorized and empowered to execute and file on behalf of each Company set forth on attached Schedule 2 all petitions, schedules, lists, and other motions, papers or documents, and to take any and all action that they deem 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;

**DEBTOR-IN-POSSESSION FINANCING**

**RESOLVED**, that, in connection with the commencement of the chapter 11 cases of the Companies set forth on attached Schedule 2, (1) entry into a debtor-in-possession loan facility in the amount of \$100,000,000 provided under that certain Debtor-in-Possession Credit, Guaranty and Security Agreement (the “**DIP Credit Agreement**”) by and among Hankey Capital, LLC and/or its affiliated entities, the lenders party thereto from time to time (the “**DIP Lenders**”), including, without limitation, (i) the execution and delivery of any credit documents (ii) the consummation of the transactions contemplated thereby and the guaranty of the obligations under the DIP Credit Agreement, and (iii) the granting of the security interest in, liens upon and pledge of collateral to secure the obligations under the DIP Credit Agreement, be, and hereby is, authorized and approved on behalf of each of the Companies set forth on attached Schedule 2 and (2) the CRO, acting on behalf of the Manager, be, and hereby is, authorized, empowered and directed, in the name and on behalf of the Companies set forth on attached Schedule 2, (a) to negotiate the use of cash collateral and to grant adequate protection in the form of additional security interests or priority claims in connection therewith, (b) to (i) negotiate, execute, and deliver the DIP Credit Agreement (ii) cause the Companies set forth on attached Schedule 2 to consummate the transactions and guaranty the obligations contemplated by the DIP Credit Agreement, and (iii) grant security interests in, liens upon and pledge of the Collateral (as defined in the DIP Credit Agreement or any other agreement or instrument executed in connection with the DIP Credit Agreement) in favor of the DIP Lenders, to secure the obligations under the DIP Credit Agreement, in each instance, on such terms and conditions as the CRO executing the same on behalf of the Manager may consider necessary, proper or desirable, and (c) to take such additional action and to execute and deliver each other agreement, instrument, certificate or document to be executed and delivered, in the name and on behalf of the Companies set forth on attached Schedule 2, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as the CRO, acting on behalf of the Manager, approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;



### **RETENTION OF PROFESSIONALS**

**RESOLVED**, that the CRO, acting on behalf of the Manager, be, and hereby is, authorized and directed in the name and on behalf of the Companies to employ SierraConsellation Partners LLC as restructuring financial advisor and to continue to have Lawrence Perkins serve as Chief Restructuring Officer of the Manager 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 CRO, acting on behalf of the Manager, be, and hereby is, authorized and directed in the name and on behalf of the Companies to employ the law firm of Gibson, Dunn & Crutcher 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 CRO, acting on behalf of the Manager, be, and 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 CRO, acting on behalf of the Manager, be, and 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 CRO, acting on behalf of the Manager, be, and 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 CRO, acting on behalf of the Manager, is hereby 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;

### **ADDITIONAL FILINGS**

**RESOLVED**, that the CRO, acting on behalf of the Manager, may at any time and from time to time may determine, in consultation with the financial and legal advisors of such Companies, that any one or more Companies set forth on attached Schedule 1 that are not set forth on attached Schedule 2 (each an "***Additional Filing Company***" and, collectively, the "***Additional Filing Companies***") that is desirable and in the best interests of the creditors, members and other stakeholders of such Additional Filing Company, that such Additional Filing

Company (i) file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code; (ii) seek any First Day Relief as may be required; and (iii) become a party to the DIP Credit Agreement;

**RESOLVED**, that if a determination is made by the CRO, acting on behalf of the Manager, that any one or more Additional Filing Companies shall file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code, then the resolutions set forth in this Action by Written Consent under the headings “CHAPTER 11 PETITION AND FIRST DAY RELIEF”, “DEBTOR-IN-POSSESSION FINANCING”, and “RETENTION OF PROFESSIONALS” shall be deemed to have been adopted on behalf of each such Additional Filing Company and each such Additional Filing Company shall be deemed to be included on attached Schedule 2 for such purpose;

**FURTHER ACTIONS AND PRIOR ACTIONS**

**RESOLVED**, that in addition to the specific authorizations heretofore conferred upon the CRO, the CRO or its designee 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 has executed this Action by Written Consent to be effective as of the date first written above.

**WGC INDEPENDENT MANAGER LLC**

**By: Beilinson Advisory Group LLC, its Manager**

By: /s/Marc Beilinson

Name: Marc Beilinson

Title: Manager

**SCHEDULE 1****The Companies**

|                                   |
|-----------------------------------|
| 1336, LLC                         |
| 14068 Davana Holding Company, LLC |
| 14068 Davana Terrace, LLC         |
| 15672 Castlewoods Drive, LLC      |
| 15672 Castlewoods Owners, LLC     |
| 15714 Castlewoods Drive, LLC      |
| 15714 Castlewoods Owners, LLC     |
| 215 North 12th Street, LLC        |
| A Plus Holdings, LLC              |
| Addison Park Investments, LLC     |
| Alpine Rose, LLC                  |
| Anchorpoint Investments, LLC      |
| Arborvitae Investments, LLC       |
| Archivolt Investments, LLC        |
| Archstone Investments, LLC        |
| Arlington Ridge Investments, LLC  |
| Arrowpoint Investments, LLC       |
| Ashburton Way Investments, LLC    |
| Atalaya Circle Investments, LLC   |
| Baleroy Investments, LLC          |
| Basswood Holding, LLC             |
| Bay Village Investments, LLC      |
| Bear Brook Investments, LLC       |
| Bearingside Investments, LLC      |
| Beech Creek Investments, LLC      |
| Bellmire Investments, LLC         |
| Birchwood Manor Investments, LLC  |
| Bishop White Investments, LLC     |
| Black Bass Investments, LLC       |
| Black Locust Investments, LLC     |
| Bluff Point Investments, LLC      |
| Boiling Spring Investments, LLC   |
| Bonifacio Hill Investments, LLC   |
| Bowman Investments, LLC           |
| Bowstring Investments, LLC        |
| Bramley Investments, LLC          |
| Breckenridge Investments, LLC     |
| Breckenridge, LLC                 |
| Brise Soleil Investments, LLC     |

|                                       |
|---------------------------------------|
| Broadsands Investments, LLC           |
| Brynderwen Investments, LLC           |
| Cablestay Investments, LLC            |
| Caisson Investments, LLC              |
| Calder Grove Investments, LLC         |
| Calendonia Circle Investments, LLC    |
| California Commerical Lenders, LLC    |
| Cannington Investments, LLC           |
| Cantilever Investments, LLC           |
| Carbondale Doocy, LLC                 |
| Carbondale Glen Lot A-5, LLC          |
| Carbondale Glen Lot D-22, LLC         |
| Carbondale Glen Lot E-15, LLC         |
| Carbondale Glen Lot E-24, LLC         |
| Carbondale Glen Lot E-38, LLC         |
| Carbondale Glen Lot E-8, LLC          |
| Carbondale Glen Lot GV-13, LLC        |
| Carbondale Glen Lot GV-6, LLC         |
| Carbondale Glen Lot IS-11, LLC        |
| Carbondale Glen Lot SD-14, LLC        |
| Carbondale Glen Lot SD-23, LLC        |
| Carbondale Glen Mesa Lot 19, LLC      |
| Carbondale Glen River Mesa, LLC       |
| Carbondale Glen Sundance Ponds, LLC   |
| Carbondale Glen Sweetgrass Vista, LLC |
| Carbondale Spruce 101, LLC            |
| Carbondale Sundance Lot 15, LLC       |
| Carbondale Sundance Lot 16, LLC       |
| Casper Falls Investments, LLC         |
| Castle Pines Investments, LLC         |
| Centershot Investments, LLC           |
| Chaplin Investments, LLC              |
| Chestnut Investments, LLC             |
| Chestnut Ridge Investments, LLC       |
| Clementina Park Investments, LLC      |
| Cliff Park Investments, LLC           |
| Clover Basin Investments, LLC         |
| Coffee Creek Investments, LLC         |
| Conneaut Lake Investments, LLC        |
| Copper Sands Investments, LLC         |
| Craven Investments, LLC               |
| Crestmark Investments, LLC            |
| Crossbeam Investments, LLC            |

|                                     |
|-------------------------------------|
| Crosskeys Investments, LLC          |
| Crowfield Investments, LLC          |
| Crystal Valley Holdings, LLC        |
| Crystal Woods Investments, LLC      |
| Cuco Settlement, LLC                |
| Daleville Investments, LLC          |
| Derbyshire Investments, LLC         |
| Diamond Cove Investments, LLC       |
| Dixmont State Investments, LLC      |
| Dixville Notch Investments, LLC     |
| Dogwood Valley Investments, LLC     |
| Dollis Brook Investments, LLC       |
| Donnington Investments, LLC         |
| Doubleleaf Investments, LLC         |
| Drawspan Investments, LLC           |
| DVDO Design, LLC                    |
| DVDO Holding Company, LLC           |
| Eldredge Investments, LLC           |
| Elm City Investments, LLC           |
| Elstar Investments, LLC             |
| Emerald Lake Investments, LLC       |
| Evergreen Way Investments, LLC      |
| Fieldpoint Investments, LLC         |
| Foothill CL Nominee, LLC            |
| Foxridge Investments, LLC           |
| Franconia Notch Investments, LLC    |
| Fulton Underwood, LLC               |
| Gateshead Investments, LLC          |
| Glenhaven Heights Investments, LLC  |
| Glenn Rich Investments, LLC         |
| Golden Gate Investments, LLC        |
| Goose Rocks Investments, LLC        |
| Goosebrook Investments, LLC         |
| Graeme Park Investments, LLC        |
| Grand Midway Investments, LLC       |
| Gravenstein Investments, LLC        |
| Graywater Investments, LLC          |
| Great Sand Investments, LLC         |
| Green Gables Investments, LLC       |
| Grenadier Investments, LLC          |
| Grumblethorpe Investments, LLC      |
| H1 Silverbaron Holding Company, LLC |
| H11 Silk City Holding Company, LLC  |

|   |
|---|
| H12 White Birch Holding Company, LLC    |
| H13 Bay Village Holding Company, LLC    |
| H14 Dixville Notch Holding Company, LLC |
| H15 Bear Brook Holding Company, LLC     |
| H16 Monadnock Holding Company, LLC      |
| H17 Pemigewasset Holding Company, LLC   |
| H19 Emerald Lake Holding Company, LLC   |
| H2 Arlington Ridge Holding Company, LLC |
| H20 Bluff Point Holding Company, LLC    |
| H21 Summerfree Holding Company, LLC     |
| H22 Papirovska Holding Company, LLC     |
| H23 Pinova Holding Company, LLC         |
| H24 Stayman Holding Company, LLC        |
| H25 Elstar Holding Company, LLC         |
| H26 Gravenstein Holding Company, LLC    |
| H27 Grenadier Holding Company, LLC      |
| H28 Black Locust Holding Company, LLC   |
| H29 Zestar Holding Company, LLC         |
| H3 Evergreen Way Holding Company, LLC   |
| H30 Silver Maple Holding Company, LLC   |
| H31 Addison Park Holding Company, LLC   |
| H32 Arborvitae Holding Company, LLC     |
| H34 Pearman Holding Company, LLC        |
| H35 Hornbeam Holding Company, LLC       |
| H36 Sturmer Pippin Holding Company, LLC |
| H37 Idared Holding Company, LLC         |
| H38 Mutsu Holding Company, LLC          |
| H39 Haralson Holding Company, LLC       |
| H4 Pawtuckaway Holding Company, LLC     |
| H40 Bramley Holding Company, LLC        |
| H41 Grumblethorpe Holding Company, LLC  |
| H42 Hillview Holding Company, LLC       |
| H43 Lenni Heights Holding Company, LLC  |
| H44 Green Gables Holding Company, LLC   |
| H45 Harmony Inn Holding Company, LLC    |
| H46 Beech Creek Holding Company, LLC    |
| H47 Summit Cut Holding Company, LLC     |
| H48 Irondale Inn Holding Company, LLC   |
| H49 Bowman Holding Company, LLC         |
| H5 Chestnut Ridge Holding Company, LLC  |
| H51 Old Carbon Holding Company, LLC     |
| H52 Willow Grove Holding Company, LLC   |
| H53 Black Bass Holding Company, LLC     |

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| H54 Seven Stars Holding Company, LLC       |
| H55 Old Maitland Holding Company, LLC      |
| H56 Craven Holding Company, LLC            |
| H57 Cliff Park Holding Company, LLC        |
| H58 Baleroy Holding Company, LLC           |
| H59 Rising Sun Holding Company, LLC        |
| H6 Lilac Meadow Holding Company, LLC       |
| H60 Moravian Holding Company LLC           |
| H61 Grand Midway Holding Company, LLC      |
| H62 Holmesburg Holding Company, LLC        |
| H63 Dixmont State Holding Company, LLC     |
| H64 Pennhurst Holding Company, LLC         |
| H65 Thornbury Farm Holding Company, LLC    |
| H66 Heilbron Manor Holding Company, LLC    |
| H67 Powel House Holding Company, LLC       |
| H68 Graeme Park Holding Company, LLC       |
| H69 Conneaut Lake Holding Company, LLC     |
| H7 Dogwood Valley Holding Company, LLC     |
| H70 Bishop White Holding Company, LLC      |
| H71 Calendonia Circle Holding Company, LLC |
| H72 Clementina Park Holding Company, LLC   |
| H73 Glenhaven Heights Holding Company, LLC |
| H74 Imperial Aly Holding Company, LLC      |
| H75 Pacific Heights Holding Company, LLC   |
| H76 Diamond Cove Holding Company, LLC      |
| H77 New Montgomery Holding Company, LLC    |
| H78 Ingleside Path Holding Company, LLC    |
| H79 Atalaya Circle Holding Company, LLC    |
| H8 Melody Lane Holding Company, LLC        |
| H80 Junipero Serra Holding Company, LLC    |
| H81 Golden Gate Holding Company, LLC       |
| H82 Van Ness Holding Company, LLC          |
| H83 Seacliff Run Holding Company, LLC      |
| H84 Holly Park Holding Company, LLC        |
| H85 Birchwood Manor Holding Company, LLC   |
| H86 Bonifacio Hill Holding Company, LLC    |
| H87 Copper Sands Holding Company, LLC      |
| H88 Ashburton Way Holding Company, LLC     |
| H89 Vista Verde Holding Company, LLC       |
| H9 Strawberry Fields Holding Company, LLC  |
| H90 Harbor Point Holding Company, LLC      |
| Hackmatack Investments, LLC                |
| Haffenburg Investments, LLC                |



|                                       |
|---------------------------------------|
| Haralson Investments, LLC             |
| Harbor Point Investments, LLC         |
| Harringworth Investments, LLC         |
| Hawthorn Investments, LLC             |
| Hays Investments, LLC                 |
| Hazelpoint Investments, LLC           |
| Heilbron Manor Investments, LLC       |
| Hillview Investments, LLC             |
| Holly Park Investments, LLC           |
| Hollyline Holdings, LLC               |
| Hollyline Owners, LLC                 |
| Holmesburg Investments, LLC           |
| Hornbeam Investments, LLC             |
| Idared Investments, LLC               |
| Imperial Aly Investments, LLC         |
| Ingleside Path Investments, LLC       |
| Irondale Inn Investments, LLC         |
| Ironsides Investments, LLC            |
| Ivy Circle, LLC                       |
| Junipero Serra Investments, LLC       |
| L1 Luxury Holdings, LLC               |
| Lenni Heights Investments, LLC        |
| Lilac Circle, LLC                     |
| Lilac Meadow Investments, LLC         |
| Lincolnshire Investments, LLC         |
| Lockwood Investments, LLC             |
| Lonetree Investments, LLC             |
| Longbourn Investments, LLC            |
| M1 Archstone Holding Company, LLC     |
| M10 Gateshead Holding Company, LLC    |
| M11 Anchorpoint Holding Company, LLC  |
| M12 Bearingside Holding Company, LLC  |
| M13 Cablestay Holding Company, LLC    |
| M14 Crossbeam Holding Company, LLC    |
| M15 Doubleleaf Holding Company, LLC   |
| M17 Lincolnshire Holding Company, LLC |
| M18 Twin Pier Holding Company, LLC    |
| M19 Arrowpoint Holding Company, LLC   |
| M2 Caisson Holding Company, LLC       |
| M20 Bowstring Holding Company, LLC    |
| M21 Crestmark Holding Company, LLC    |
| M22 Drawspan Holding Company, LLC     |
| M23 Sightline Holding Company, LLC    |

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| M24 Fieldpoint Holding Company, LLC    |
| M25 Centershot Holding Company, LLC    |
| M26 Archivolt Holding Company, LLC     |
| M27 Brise Soleil Holding Company, LLC  |
| M28 Broadsands Holding Company, LLC    |
| M29 Brynderwen Holding Company, LLC    |
| M3 Cantilever Holding Company, LLC     |
| M30 Calder Grove Holding Company, LLC  |
| M31 Cannington Holding Company, LLC    |
| M32 Dollis Brook Holding Company, LLC  |
| M33 Harringworth Holding Company, LLC  |
| M34 Quarterpost Holding Company, LLC   |
| M35 Saddlemount Holding Company, LLC   |
| M36 Springline Holding Company, LLC    |
| M37 Topchord Holding Company, LLC      |
| M38 Pemberley Holding Company, LLC     |
| M39 Derbyshire Holding Company, LLC    |
| M4 Sidespar Holding Company, LLC       |
| M40 Longbourn Holding Company, LLC     |
| M41 Silverthorne Holding Company, LLC  |
| M42 Orchard Mesa Holding Company, LLC  |
| M43 White Dome Holding Company, LLC    |
| M44 Wildernest Holding Company, LLC    |
| M45 Clover Basin Holding Company, LLC  |
| M46 Owl Ridge Holding Company, LLC     |
| M47 Bellmire Holding Company, LLC      |
| M48 Vallecito Holding Company, LLC     |
| M49 Squaretop Holding Company, LLC     |
| M5 Stepstone Holding Company, LLC      |
| M50 Wetterhorn Holding Company, LLC    |
| M51 Coffee Creek Holding Company, LLC  |
| M52 Lockwood Holding Company, LLC      |
| M53 Castle Pines Holding Company, LLC  |
| M54 Lonetree Holding Company, LLC      |
| M55 Great Sand Holding Company, LLC    |
| M56 Haffenburg Holding Company, LLC    |
| M57 Ridgecrest Holding Company, LLC    |
| M59 Casper Falls Holding Company, LLC  |
| M6 Trestlewood Holding Company, LLC    |
| M60 Thunder Basin Holding Company, LLC |
| M61 Mineola Holding Company, LLC       |
| M62 Sagebrook Holding Company, LLC     |

|   |
|---|
| M63 Crowfield Holding Company, LLC        |
| M64 Hays Holding Company, LLC             |
| M65 Phillipsburg Holding Company, LLC     |
| M66 Wonderview Holding Company, LLC       |
| M67 Mountain Spring Holding Company, LLC  |
| M68 Goosebrook Holding Company, LLC       |
| M69 Foxridge Holding Company, LLC         |
| M7 Breckenridge Holding Company, LLC      |
| M70 Pinney Holding Company, LLC           |
| M71 Eldredge Holding Company, LLC         |
| M72 Daleville Holding Company, LLC        |
| M73 Mason Run Holding Company, LLC        |
| M74 Varga Holding Company, LLC            |
| M75 Riley Creekholding Company, LLC       |
| M76 Chaplin Holding Company, LLC          |
| M78 Graywater Holding Company, LLC        |
| M79 Chestnut Company, LLC                 |
| M8 Crosskeys Holding Company, LLC         |
| M80 Hazelpoint Holding Company, LLC       |
| M81 Boilling Spring Holding Company, LLC  |
| M82 Winnisquam Holding Company, LLC       |
| M83 Mt. Holly Holding Company, LLC        |
| M84 Pembroke Academy Holding Company, LLC |
| M85 Glenn Rich Holding Company, LLC       |
| M86 Steele Hill Holding Company, LLC      |
| M87 Hackmatack Hills Holding Company, LLC |
| M88 Franconia Notch Holding Company, LLC  |
| M9 Donnington Holding Company, LLC        |
| M90 Merrimack Valley Holding Company, LLC |
| M91 Newville Holding Company, LLC         |
| M92 Crystal Woods Holding Company, LLC    |
| M93 Goose Rocks Holding Company, LLC      |
| M94 Winding Road Holding Company, LLC     |
| M95 Pepperwood Holding Company, LLC       |
| M97 Red Woods Holding Company, LLC        |
| M98 Elm City Holding Company, LLC         |
| M99 Ironsides Holding Company, LLC        |
| Mandevilla Circle, LLC                    |
| Mason Run Investments, LLC                |
| Melody Lane Investments, LLC              |
| Merrimack Valley Investments, LLC         |
| Mineola Investments, LLC                  |
| Monadnock Investments, LLC                |

|                                   |
|-----------------------------------|
| Moravian Investments, LLC         |
| Mountain Spring Investments, LLC  |
| Mt. Holly Investments, LLC        |
| Mutsu Investments, LLC            |
| New Montgomery Investments, LLC   |
| Newville Investments, LLC         |
| Old Carbon Investments, LLC       |
| Old Maitland Investments, LLC     |
| Orchard Mesa Investments, LLC     |
| Owl Ridge Investments, LLC        |
| Pacific Heights Investments, LLC  |
| Papirovka Investments, LLC        |
| Pawtuckaway Investments, LLC      |
| Pearmain Investments, LLC         |
| Pemberley Investments, LLC        |
| Pembroke Academy Investments, LLC |
| Pemigewasset Investments, LLC     |
| Pepperwood Investments, LLC       |
| Phillipsburg Investments, LLC     |
| Pinney Investments, LLC           |
| Pinova Investments, LLC           |
| Poppy Circle, LLC                 |
| Powel House Investments, LLC      |
| Quarterpost Investments, LLC      |
| Red Woods Investments, LLC        |
| RHS Capital, LLC                  |
| Ridgecrest Investments, LLC       |
| Riley Creek Investments, LLC      |
| Rising Sun Investments, LLC       |
| SAC Holding Company of Aspen, LLC |
| SAC Management, LLC               |
| Saddlemount Investments, LLC      |
| Sagebrook Investments, LLC        |
| Seacliff Run Holding Company, LLC |
| Seven Stars Investments, LLC      |
| Sidespar Investments, LLC         |
| Sightline Investments, LLC        |
| Silk City Investments, LLC        |
| Silver Maple Investments, LLC     |
| Silverbaron Investments, LLC      |
| Silverleaf Funding, LLC           |
| Silverthorne Investments, LLC     |
| Springline Investments, LLC       |

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|---|
| Squaretop Investments, LLC                    |
| Stayman Investments, LLC                      |
| Steele Hill Investments, LLC                  |
| Stepstone Investments, LLC                    |
| Strawberry Fields Investments, LLC            |
| Sturmer Pippin Investments, LLC               |
| Summerfree Investments, LLC                   |
| Summit Cut Investments, LLC                   |
| Texas Co-Lenders 01, LLC                      |
| Thornbury Farm Investments, LLC               |
| Thunder Basin Investments, LLC                |
| Topchord Investments, LLC                     |
| Trestlewood Investments, LLC                  |
| Tweedie Square Funding, LLC                   |
| Twin Pier Investments, LLC                    |
| U Street Holdings, LLC                        |
| Vallecito Investments, LLC                    |
| Van Ness Investments, LLC                     |
| Varga Investments, LLC                        |
| Vista Verde Investments, LLC                  |
| Wetterhorn Investments, LLC                   |
| WFS Holding Company, LLC                      |
| White Birch Investments, LLC                  |
| White Dome Investments, LLC                   |
| Whiteacre Funding, LLC                        |
| Wilderness Investments, LLC                   |
| Willow Grove Investments, LLC                 |
| Winding Road Investments, LLC                 |
| Winnisquam Investments, LLC                   |
| WMF Management, LLC                           |
| Wonderview Investments, LLC                   |
| Woodbridge Capital Investments, LLC           |
| Woodbridge Commercial Bridge Loan Fund 1, LLC |
| Woodbridge Commercial Bridge Loan Fund 2, LLC |
| Woodbridge Group of Companies, LLC            |
| Woodbridge Guarantee Holding, LLC             |
| Woodbridge Guarantee, LLC                     |
| Woodbridge Investments, LLC                   |
| Woodbridge Lending Fund 1, LLC                |
| Woodbridge Luxury Homes, LLC                  |
| Woodbridge Mezzanine Fund 1, LLC              |
| Woodbridge Mortgage Investment Fund 1, LLC    |
| Woodbridge Mortgage Investment Fund 2, LLC    |

|   |
|---|
| Woodbridge Mortgage Investment Fund 3, LLC  |
| Woodbridge Mortgage Investment Fund 3A, LLC |
| Woodbridge Mortgage Investment Fund 4, LLC  |
| Woodbridge Structured Funding, LLC          |
| Zestar Investments, LLC                     |

**SCHEDULE 2**

**Filing Companies**

*Attached*

01:22616897.1

| <b>First Day Filers</b> |   |
|-------------------------|---|
| <b>#</b>                | <b>Entity Name</b>                            |
| 1                       | Carbondale Doocy, LLC                         |
| 2                       | WMF Management, LLC                           |
| 3                       | Woodbridge Group of Companies, LLC            |
| 4                       | Woodbridge Mortgage Investment Fund 1, LLC    |
| 5                       | Woodbridge Mortgage Investment Fund 2, LLC    |
| 6                       | Woodbridge Mortgage Investment Fund 3, LLC    |
| 7                       | Woodbridge Mortgage Investment Fund 3A, LLC   |
| 8                       | Woodbridge Mortgage Investment Fund 4, LLC    |
| 9                       | Woodbridge Commercial Bridge Loan Fund 1, LLC |
| 10                      | Woodbridge Commercial Bridge Loan Fund 2, LLC |



**Schedule A-1: Collateral First Day Filers**

| <b>#</b> | <b>PropCo</b>                    | <b>HoldCo</b>                           |
|----------|----------------------------------|---|
| 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    |

A-1 Collateral Filers

## Schedule A-2: Non Collateral First Day 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    |

A-2 Non Coll Filers

## Schedule A-2: Non Collateral First Day 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       |

A-2 Non Coll Filers

## Schedule A-2: Non Collateral First Day 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       |

A-2 Non Coll Filers

## Schedule A-2: Non Collateral First Day 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       |

A-2 Non Coll Filers

**Schedule A-2: Non Collateral First Day Filers**

| <b>#</b> | <b>PropCo</b>                 | <b>HoldCo</b>                         |
|----------|-------------------------------|---------------------------------------|
| 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 |

A-2 Non Coll Filers

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

B Filers (Other Trust Subs)

| <b>Schedule C: Other Non First Day Filers</b> |                          |
|---|--------------------------|
| <b>#</b>                                      | <b>Entity Name</b>       |
| 1   | WFS Holding Company, LLC |

C Non-Filers (Non Trust)



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

D Brokerage Non Filers

## 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       |        |  |

E Inactive Non Filers

| #  | 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    |

E Inactive Non Filers

| #  | 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      |
|    |                                   | 139    | H64 Pennhurst Holding Company, LLC        |

E Inactive Non Filers

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

F Filers (WGC Subs)

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

G-1 Filers (WMF Subs)

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

G -2 Non Filers (WMF Subs)

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

H-1 Filers (Fund 1 subs)



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

H-2 Non-Filers (Fund 1 Subs)

**Schedule I: Subsidiaries of Woodbridge Investment Fund 4**

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

I Non Filers (Fund 4 Subs)