

**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 Basswood Holding, 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. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>14225 Ventura Boulevard #100</u>	_____
	Number Street	Number Street
	_____	P.O. Box
	<u>Sherman Oaks, California 91423</u>	_____
	City State ZIP Code	City State ZIP Code
	<u>Los Angeles</u>	Location of principal assets, if different from principal place of business
	County	_____
		Number Street
		_____
		City State ZIP Code

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

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: \_\_\_\_\_

Debtor Basswood Holding, LLC Case number (if known) \_\_\_\_\_  
Name

**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 Basswood Holding, LLC Case number (if known) \_\_\_\_\_  
Name

**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 Basswood Holding, LLC Case number (if known) \_\_\_\_\_  
Name

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

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

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

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

Debtor Woodbridge Group of Companies, LLC, et al.

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

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

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

In re:

WOODBIDGE GROUP OF COMPANIES, LLC,  
*et al.*,<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*.

*[Remainder of Page Intentionally Left Blank]*

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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.



**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 Papirovka 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

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

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

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)