

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Hearing Date: January 10, 2018, at 10:00 a.m. (ET)

Obj. Deadline: January 3, 2018, at 4:00 p.m. (ET)

**DEBTORS' APPLICATION FOR ENTRY OF ORDER AUTHORIZING
THE EMPLOYMENT AND RETENTION OF HOMER BONNER JACOBS PA
AS SPECIAL LITIGATION COUNSEL TO THE DEBTORS AND DEBTORS
IN POSSESSION *NUNC PRO TUNC* TO PETITION DATE**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby file this application (the “Application”) for the entry of an order, pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), authorizing the Debtors’ employment and retention of Homer Bonner Jacobs, PA (“Homer Bonner Jacobs”) as their attorneys in connection with the Woodbridge Litigation (as defined herein) *nunc pro tunc* to the Petition Date (as defined herein). In support of this Application, the Debtors submit the declaration of Adam L. Schwartz, a partner in Homer Bonner Jacobs’s Litigation Department (the “Schwartz Declaration”), a copy of which is attached hereto as Exhibit A, and the

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the proposed undersigned counsel for the Debtors.

declaration of Lawrence R. Perkins (the “Perkins Declaration”), a copy of which is attached hereto as Exhibit B. In further support of this Application, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory bases for the relief requested herein are sections 327(e), 328(a), and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Rules 2014-1 and 2016-1.

BACKGROUND

A. Procedural Background

2. On December 4, 2017 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). The Debtors are continuing in the possession of their assets and the management of their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. The Court has entered an Order [Docket No. 45] authorizing the joint administration of the Chapter 11 Cases. No request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases.

4. On December 14, 2017, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the official committee of unsecured creditors (the “Committee”) pursuant to section 1102 of the Bankruptcy Code.

5. A description of the Debtors' business operations, capital structure, and the events leading up to the commencement of the Chapter 11 Cases is set forth in the *Declaration of Lawrence R. Perkins in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief* [Docket No. 12] (the "First Day Declaration"), which was filed on the Petition Date and which is incorporated herein by reference.

B. Background Relevant to the Relief Requested

6. Prior to the Petition Date, on November 6, 2017, the Debtors retained Homer Bonner Jacobs in connection with the following civil court actions in the Southern District of Florida: (i) *SEC v. Woodbridge Group of Companies, LLC*, Case No. 17-MC-22665-CIV-Altonaga; and (ii) *SEC v. 235 Limited Liability Companies*, 17-MC-23986-CIV-Huck² (collectively, the "SEC Litigation"). Moreover, the Debtors also retained Homer Bonner Jacobs to represent their interests in the SEC investigation captioned *In the Matter of Woodbridge Investment Fund III, LLC* (FL-04024) (the "SEC Investigation," together with the SEC Litigation, the "SEC Matters").

RELIEF REQUESTED

7. By this Application, the Debtors seek the entry of an order pursuant to section 327(e) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Rules 2014-1 and 2016-1 authorizing the Debtors to employ and retain Homer Bonner Jacobs as their special litigation counsel, *nunc pro tunc* to the Petition Date, in accordance with the terms and conditions set forth herein and in the Schwartz Declaration.

² Homer Bonner Jacobs represented the Woodbridge affiliates numbered 1-37, 40-80, 82-89, 99-150, 152-194, and 196-235 in the SEC's Application for an Order to Show Cause Enforcing Administrative Subpoenas.

HOMER BONNER JACOBS' QUALIFICATIONS

8. Homer Bonner Jacobs is well qualified to serve as special litigation counsel to the Debtors in these Chapter 11 Cases. Homer Bonner Jacobs is a respected litigation boutique in South Florida. In particular, Homer Bonner Jacobs' litigation practice is nationally recognized, and Homer Bonner Jacobs is experienced in complex securities litigation and regulatory defense. Its ranks include a former SEC Senior Trial Counsel and former Assistant U.S. Attorney, who has ample experience in financial investigations.

9. Homer Bonner Jacobs has been representing the Debtors in both the SEC Matters since the beginning of November 2017, and is familiar with the facts, law and parties involved, has extensive experience and knowledge in this field and is well qualified to advise the Debtors. As such, Homer Bonner Jacobs is highly qualified to assist the Debtors in the SEC Matters. The Debtors submit that continued representation by Homer Bonner Jacobs in relation to the SEC Matters will benefit the Debtors and that Homer Bonner Jacobs is best situated to represent the Debtors in an efficient and effective manner.

SERVICES TO BE PROVIDED

10. The Debtors believe it is in the best interests of their estates to retain Homer Bonner Jacobs as special litigation counsel in connection with the SEC Matters. In accordance with the terms set forth herein, in the Schwartz Declaration, and in the engagement agreement, dated December 14, 2017 (the "Engagement Agreement"), a copy of which attached as Exhibit 1 to the Schwartz Declaration, and subject to the oversight and orders of this Court, the Debtors anticipate that Homer Bonner Jacobs will render various legal services to the Debtors, including, among other things, the following:

- (a) giving advice to the Debtors with respect to the SEC Matters;

- (b) preparing motions, pleadings, orders, applications, adversary proceedings, and other legal documents necessary in the prosecution or defense of the SEC Matters;
- (c) representing the Debtors in all trials, hearings or arbitration proceedings with respect to the SEC Matters; and
- (d) protecting the interests of the Debtors with respect to the SEC Matters.

11. The Debtors filed an application to employ and retain, pursuant to sections 327(a) and 330 of the Bankruptcy Code, Gibson, Dunn & Crutcher LLP (“Gibson Dunn”) and Young Conaway Stargatt & Taylor, LLP (“YCST”) as lead bankruptcy counsel and co-counsel, respectively, in these Chapter 11 Cases. Additionally, the Debtors have or will seek to continue the engagement of other professionals who represent the Debtors in the ordinary course of their business.

12. It is intended that the services of Gibson Dunn and YCST, and any ordinary course professional retained by the Debtors shall complement, and not duplicate, the services to be rendered by Homer Bonner Jacobs or any other professional retained in these cases. The Debtors are mindful of the need to avoid duplication of services, and appropriate procedures will be implemented to ensure that there is minimal, if any, duplication.

PROFESSIONAL COMPENSATION DURING THE CHAPTER 11 CASES

13. Pre-petition, the Debtors retained Homer Bonner Jacobs on a monthly, flat-rate basis, which has been paid through the end of December 2017. Homer Bonner Jacobs has advised the Debtors that, subject to this Court’s approval, as of January 1, 2018, it intends to (a) charge the Debtors for professional services rendered on an hourly basis in accordance with its ordinary and customary rates in effect on the date such services are rendered, as described more fully in the Schwartz Declaration, and (b) seek reimbursement of expenses incurred by Homer Bonner Jacobs.

14. The current hourly rates for Homer Bonner Jacobs' professionals who are expected to render services to the Debtors in these Chapter 11 Cases range from \$295 per hour to \$695 per hour. Homer Bonner Jacobs has informed the Debtors that these hourly rates are subject to increase at the end of each year. Kevin P. Jacobs and Adam L. Schwartz (currently billing at a discounted hourly rate of \$495/hour) are presently expected to have primary responsibility for providing services to the Debtors.

15. In addition to the hourly rates set forth above, Homer Bonner Jacobs customarily charges its clients for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. Examples of such expenses include e-discovery hosting, postage, overnight mail, courier delivery, transportation, long-distance telephone charges, overtime expenses, computer assisted legal research, photocopying, outgoing facsimile transmissions, airfare, meals and lodging. Homer Bonner Jacobs has informed the Debtors that it will charge the Debtors for these expenses in a manner and at a rate consistent with the charges made generally to Homer Bonner Jacobs' other clients and consistent with the Local Rules and the Revised UST Guidelines (as defined below).

16. Pursuant to Bankruptcy Rule 2016(b), Homer Bonner Jacobs has informed the Debtors that it has not shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates and contract attorneys associated with Homer Bonner Jacobs in accordance with section 504(b) of the Bankruptcy Code or (b) any compensation another person or party has received or may receive.

17. Homer Bonner Jacobs has also informed the Debtors that it intends to apply to the Court for allowance of compensation for professional services rendered and reimbursement of

expenses incurred in connection with these Chapter 11 Cases in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the guidelines established by the U.S. Trustee and any other applicable procedures and orders of the Court. Homer Bonner Jacobs also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Appendix B–Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “Revised UST Guidelines”), which became effective as of November 1, 2013 both in connection with this application and the interim and final fee applications to be filed by Homer Bonner Jacobs in these Chapter 11 Cases.

PAYMENTS RECEIVED PRIOR TO THE PETITION DATE

18. In connection with its retention by the Debtors prior to the Petition Date, Homer Bonner Jacobs received a monthly flat-rate, fixed fee of \$100,000 that was earned on receipt in November and December 2017 for a total of \$200,000 (the “Earned Fees”), as more fully set forth in Homer Bonner Jacobs’ statement pursuant to Bankruptcy Rule 2016, which is attached hereto as Exhibit C.³

BASIS FOR RELIEF

19. The Debtors submit that the retention of Homer Bonner Jacobs under the terms described herein is appropriate under section 327(e) of the Bankruptcy Code, as a debtor in possession has the power to employ attorneys as special counsel, as follows:

The [debtor in possession], with the court’s approval, may employ, for a specified special purpose, other than to represent the [debtor in possession] in conducting the case, an attorney that has represented the debtor, if in the best interests of the estate, and if such attorney does not represent or hold any interest adverse to the

³ In addition to the Earned Fees, Debtors provided Homer Bonner Jacobs a \$10,000 costs retainer, of which \$6,550.71 remains.

debtor or to the estate with respect to the matter on which such attorney is to be employed.

11 U.S.C. § 327(e). *See, e.g., DeVlieg-Bullard, Inc. v. Natale (In re DeVlieg, Inc.)*, 174 B.R. 497 (N.D. Ill. 1994); *Meespierson Inc. v. Strategic Telecom, Inc.*, 202 B.R. 845, 847-48 (Bankr. D. Del. 1996); *In re Leisure Dynamics*, 32 B.R. 753, 754 n.2 (Bankr. D. Minn. 1983), *aff'd*, 33 B.R. 121 (D. Minn. 1983) (noting that court had approved debtor's retention of corporate counsel under section 327(e)). Section 327(e) of the Bankruptcy Code authorizes the retention of an attorney who previously represented a debtor prior to the petition date provided that: (a) such retention is for a special purpose; (b) the purpose of the retention is not to conduct the Chapter 11 Cases; (c) the retention is in the best interests of the debtor's estate; and (d) the attorney does not hold any interest adverse to the debtor with respect to the subject of its retention. 11 U.S.C. § 327(e).

20. Furthermore, section 1107(b) of the Bankruptcy Code provides that "a person is not disqualified for employment under section 327 of this title by a debtor in possession solely because of such person's employment by or representation of the debtor before the commencement of the case." 11 U.S.C. § 1107(b).

21. As detailed above, the Debtors' proposed retention of Homer Bonner Jacobs is appropriate under section 327(e) of the Bankruptcy Code. The Debtors believe that it is necessary and in the best interest of their estates and creditors that the Debtors be authorized to employ and retain Homer Bonner Jacobs to render professional services to them and on their behalf as set forth herein and in the Schwartz Declaration.

22. Additionally, pursuant to Bankruptcy Rule 2014, to the best of the Debtors' knowledge, Homer Bonner Jacobs does not represent or hold any interest adverse to the Debtors or their estates with respect to matters for which Homer Bonner Jacobs is to be retained.

NOTICE

23. Notice of this Motion has been provided to: (i) the U.S. Trustee; (ii) counsel to the DIP lender; (iii) counsel to the Committee; and (iv) all parties who have requested notice in these Chapter 11 Cases pursuant to Local Rule 2002-1. In light of the nature of the relief requested herein, the Debtors respectfully submit that no other or further notice is necessary.

CONCLUSION

WHEREFORE, for the reasons set forth herein and in the Schwartz Declaration, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as Exhibit C, authorizing the Debtors to employ and retain Homer Bonner Jacobs as their special litigation counsel *nunc pro tunc* to the Petition Date in accordance with the terms of this Application and the Schwartz Declaration, and granting such other and further relief as is just and proper.

Dated: December 20, 2017

WOODBIDGE GROUP OF COMPANIES, LLC
(for itself and on behalf of its affiliated debtors
and debtors in possession)

/s/ Lawrence R. Perkins

Lawrence R. Perkins
Chief Restructuring Officer

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Hearing Date: January 10, 2018, at 10:00 a.m. (ET)

Obj. Deadline: January 3, 2018, at 4:00 p.m. (ET)

**NOTICE OF DEBTORS' APPLICATION FOR ENTRY OF
ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
HOMER BONNER JACOBS, PA AS SPECIAL LITIGATION COUNSEL
TO THE DEBTORS AND DEBTORS IN POSSESSION *NUNC PRO TUNC*
TO PETITION DATE AND HEARING THEREON**

PLEASE TAKE NOTICE that, on December 20, 2017, the above captioned debtors and debtors in possession (collectively, the "Debtors") filed the attached *Debtors' Application for Entry of Order Authorizing the Employment and Retention of Homer Bonner Jacobs, PA, as Special Litigation Counsel to the Debtors and Debtors in Possession Nunc Pro Tunc to Petition Date* (the "Application") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application must be in writing, filed with the Clerk of the Bankruptcy Court, 824 North Market Street, Third (3rd) Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned proposed co-counsel for the Debtors on or before **January 3, 2018, at 4:00 p.m. (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that if an objection is timely filed, served and received and such objection is not otherwise timely resolved, a hearing to consider such objection and the Application will be held before the Honorable Judge Kevin J. Carey at the Bankruptcy Court, 824 North Market Street, Fifth (5th) Floor, Courtroom #5, Wilmington, Delaware 19801 on **January 10, 2018, at 10:00 a.m. (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE

¹ The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the proposed undersigned counsel for the Debtors.

WITH THIS NOTICE, THEN THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: Wilmington, Delaware
December 20, 2017

/s/ Ian J. Bambrick

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Sean M. Beach (No. 4070)
Edmon L. Morton (No. 3856)
Ian J. Bambrick (No. 5455)
Allison S. Mielke (No. 5934)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600
Fax: (302) 571-1253

-and-

GIBSON, DUNN & CRUTCHER LLP

Samuel A. Newman (CA No. 217042)
Oscar Garza (CA No. 149790)
Daniel B. Denny (CA No. 238175)
333 South Grand Avenue
Los Angeles, California 90071
Tel: (213) 229-7000
Fax: (213) 229-7520

J. Eric Wise (NY No. 3000957)
Matthew K. Kelsey (NY No. 4250296)
Matthew P. Porcelli (NY No. 5218979)
200 Park Avenue
New York, New York 10166
Tel: (212) 351-4000
Fax: (212) 351-4035

Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

SCHWARTZ DECLARATION

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**DECLARATION OF ADAM L. SCHWARTZ IN SUPPORT OF
DEBTORS' APPLICATION FOR ENTRY OF ORDER AUTHORIZING
THE EMPLOYMENT AND RETENTION OF HOMER BONNER JACOBS PA AS
SPECIAL LITIGATION COUNSEL TO THE DEBTORS AND DEBTORS IN
POSSESSION NUNC PRO TUNC TO PETITION DATE**

I, Adam L. Schwartz, hereby declare that the following statements are true and correct to the best of my knowledge after due inquiry as described herein:

1. I am a partner at the law firm of Homer Bonner Jacobs, PA ("Homer Bonner Jacobs"). Homer Bonner Jacobs' office is located at 1200 Four Seasons Tower, 1441 Brickell Avenue, Miami, Florida, 33131. I am admitted to practice and a member in good standing of the Bar of the State of Florida, and am admitted to practice before the bar of the United States District Court for the Southern District of Florida and various appellate courts throughout the United States. There are no disciplinary proceedings pending against me.

2. I submit this Declaration (this "Declaration") in support of the *Debtors'* *Application for Entry of Order Authorizing the Employment and Retention of Homer Bonner Jacobs, PA, as Special Litigation Counsel to the Debtors and Debtors in Possession Nunc Pro*

¹ The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the proposed undersigned counsel for the Debtors.

Tunc to the Petition Date (the “Application”)². Except as otherwise noted, I have personal knowledge of the matters set forth herein. To the extent any information disclosed herein requires amendment or modification upon Homer Bonner Jacobs’ completion of further review or as additional parties in interest become available to it, a supplemental declaration will be submitted to the Court reflecting such amended or modified information.

3. The Debtors have requested that Homer Bonner Jacobs advise and assist the Debtors with the following civil court actions: (i) *SEC v. Woodbridge Group of Companies, LLC*, Case No. 17-MC-22665-CIV-Altonaga; and (ii) *SEC v. 235 Limited Liability Companies, 17-MC-23986-CIV-Huck*³ (collectively, the “SEC Litigation”). Moreover, the Debtors also retained Homer Bonner Jacobs to represent their interests in the SEC investigation captioned *In the Matter of Woodbridge Investment Fund III, LLC* (FL-04024) (the “SEC Investigation,” together with the SEC Litigation, the “SEC Matters”).

HOMER BONNER JACOBS’ QUALIFICATIONS

4. Homer Bonner Jacobs is well qualified to serve as special litigation counsel to the Debtors in these Chapter 11 Cases. Homer Bonner Jacobs is a respected litigation boutique in South Florida. In particular, Homer Bonner Jacobs’ litigation practice is nationally recognized, and Homer Bonner Jacobs is experienced in complex securities litigation and regulatory defense. Indeed, prior to joining Homer Bonner Jacobs, I served as Senior Trial Counsel for the U.S. Securities and Exchange Commission and as an Assistant United States Attorney in the Southern District of Florida.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

³ Homer Bonner Jacobs represented the Woodbridge affiliates numbered 1-37, 40-80, 82-89, 99-150, 152-194, and 196-235 in the SEC’s Application for an Order to Show Cause Enforcing Administrative Subpoenas.

5. Homer Bonner Jacobs has been representing the Debtors in the SEC Matters since November 2017 and is familiar with the facts, law and parties involved in the litigation, has extensive experience and knowledge in this field and is well qualified to advise the Debtors. As such, Homer Bonner Jacobs is highly qualified to assist the Debtors in the SEC Matters. It is my opinion that continued representation by Homer Bonner Jacobs in relation to the SEC Matters will benefit the Debtors and that Homer Bonner Jacobs is best situated to represent the Debtors in an efficient and effective manner.

SERVICES TO BE PROVIDED

6. Subject to the oversight and orders of this Court, Homer Bonner Jacobs will render various legal services to the Debtors, including, among other things, the following:

- (a) giving advice to the Debtors with respect to the SEC Matters;
- (b) preparing motions, pleadings, orders, applications, adversary proceedings, and other legal documents necessary in the prosecution or defense of the SEC Matters;
- (c) representing the Debtors in all trials, hearings or arbitration proceedings with respect to the SEC Matters; and
- (d) protecting the interests of the Debtors with respect to the SEC Matters.

PROFESSIONAL COMPENSATION

7. Subject to this Court's approval, starting on January 1, 2018, Homer Bonner Jacobs intends to (a) charge the Debtors for professional services rendered on an hourly basis and in accordance with its ordinary and customary rates in effect on the date such services are rendered, and (b) seek reimbursement of expenses incurred by Homer Bonner Jacobs. The hourly rates and corresponding rate structure to be utilized by Homer Bonner Jacobs in connection with the SEC Matters are equivalent to the hourly rates and corresponding rate

structure predominantly used by Homer Bonner Jacobs for similar litigation matters, regardless of whether a fee application is required.

8. Homer Bonner Jacobs' hourly rates are set at a level designed to fairly compensate Homer Bonner Jacobs for the work of its litigation and other professionals and para-professionals who are expected to render services to the Debtors in connection with the SEC Matters and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to increase at the end of each year. In particular, Homer Bonner Jacobs's current hourly rates for matters related to the SEC Matters range as follows:

<u>Billing Category</u>	<u>Range</u>
Partners	\$545-695
Associates	\$295-425

9. Both myself and Kevin P. Jacobs are presently expected to have primary responsibility for providing services to the Debtors, and proposed discount billing rate for myself and Mr. Jacobs is \$495 per hour.

10. In addition to the hourly rates set forth above, Homer Bonner Jacobs customarily charges its clients for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. Examples of such expenses include e-discovery hosting, postage, overnight mail, courier delivery, transportation, long-distance telephone charges, overtime expenses, computer assisted legal research, photocopying, outgoing facsimile transmissions, airfare, meals and lodging. Homer Bonner Jacobs will charge the Debtors for these expenses in a manner and at a rate consistent with charges made generally to Homer Bonner Jacobs' other clients and consistent with the Local Rules and the Revised UST Guidelines (as defined herein).

11. Homer Bonner Jacobs intends to apply to the Court for allowance of compensation for professional services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the guidelines established by the United States Trustee for the District of Delaware (the “U.S. Trustee”) and any other applicable procedures and orders of the Court. Homer Bonner Jacobs also intends to make a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the *Appendix B-Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “Revised UST Guidelines”), which became effective as of November 1, 2013 both in connection with this application and the interim and final fee applications to be filed by Homer Bonner Jacobs in these Chapter 11 Cases.

PAYMENTS RECEIVED PRIOR TO THE PETITION DATE

12. During the ninety (90) day period prior to the Petition Date, Homer Bonner Jacobs received a monthly flat-rate, fixed fee of \$100,000 that was earned on receipt in November and December 2017 for a total of \$200,000 (the “Earned Fees”), as more fully set forth in Homer Bonner Jacobs’ statement pursuant to Bankruptcy Rule 2016, which is attached hereto as Exhibit C.⁴

HOMER BONNER JACOBS’ DISINTERESTEDNESS

13. In preparing this Declaration, Homer Bonner Jacobs undertook an analysis to ensure compliance with the Bankruptcy Code and the Bankruptcy Rules regarding the retention of professionals by debtors or official committees in chapter 11 cases. Because of the size and

⁴ In addition to the Earned Fees, Debtors provided Homer Bonner Jacobs a \$10,000 costs retainer, of which \$6,550.71 remains.

complexity of the Debtors and these Chapter 11 Cases and the number of parties involved, Homer Bonner Jacobs attorneys and other Homer Bonner Jacobs employees, under my supervision and direction, have been and will continue to be engaged in an effort to identify Homer Bonner Jacobs' connections with the Debtors, their creditors, other parties-in-interest as well as their respective attorneys and accountants. Homer Bonner Jacobs has conducted, and continues to conduct, research into its connections with the Debtors, their creditors and other parties-in-interest in these Chapter 11 Cases.

14. As part of this inquiry, Homer Bonner Jacobs obtained from the Debtors the names of individuals or entities that the Debtors identified as potential parties-in-interest in these Chapter 11 Cases (the "Potential Parties in Interest"). A list of known Potential Parties in Interest as of the date of this Declaration is attached hereto as Schedule 1.

15. In preparing this Declaration, I ensured that the names of the Potential Parties in Interest were submitted to Homer Bonner Jacobs' electronic conflict database. The conflict database contains the names of all clients and conflict information concerning Homer Bonner Jacobs' clients. In addition, a firm-wide email was issued to all Homer Bonner Jacobs attorneys requesting disclosure of any connection with the Potential Parties-In-Interest. Based upon this inquiry, Homer Bonner Jacobs believes that it does not represent or hold any interest adverse to the Debtors or their estates.

16. In addition, to the best of my knowledge, information, and belief and in accordance with Bankruptcy Rule 5002, neither I, nor any attorney at Homer Bonner Jacobs is a relative of the United States Bankruptcy Judge assigned to these Chapter 11 cases, and Homer Bonner Jacobs does not have a connection with the United States Bankruptcy Judge that would render its retention in these Chapter 11 cases improper. Further, in accordance with Bankruptcy

Rule 2014, Homer Bonner Jacobs does not have any connection with the Office of the U.S. Trustee or any persons employed by the U.S. Trustee.

17. Additionally, Homer Bonner Jacobs is or has been engaged in a number of matters unrelated to these Chapter 11 Cases in which attorneys and other professionals representing various parties in interest to these Chapter 11 Cases are involved. Moreover, due to the nature and size of its practice, Homer Bonner Jacobs has or has had relationships as counsel with many major law firms representing creditors or other parties in interest in this case; all such relationships are on matters unrelated to these cases. Further, from time to time, Homer Bonner Jacobs may have worked with and referred work to other professionals to be retained in these Chapter 11 Cases. Likewise, certain such professionals have referred work to Homer Bonner Jacobs. I believe that none of these connections would give rise to a finding that Homer Bonner Jacobs represents or holds an interest materially adverse to the interests of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

18. Homer Bonner Jacobs will periodically review its files during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Homer Bonner Jacobs will use reasonable efforts to identify such further developments and will file promptly a supplemental disclosure with the Court and serve such supplemental disclosure on the U.S. Trustee, as required by Bankruptcy Rule 2014(a) and Local Rule 2014-1(a).

19. No promises have been received by Homer Bonner Jacobs, or any partner, counsel, or associate thereof, as to payment or compensation in connection with these cases other

than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Revised UST Guidelines and any other applicable procedures and orders of the Court.

20. Additionally, pursuant to Bankruptcy Rule 2016(b), Homer Bonner Jacobs has not shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates and contract attorneys associated with Homer Bonner Jacobs in accordance with section 504(b) of the Bankruptcy Code or (b) any compensation another person or party has received or may receive.

21. Finally, certain interrelationships exist among the Debtors. Nevertheless, the Debtors have advised Homer Bonner Jacobs that the Debtors' relationships to each other do not pose any conflict of interest because of the general unity of interest among the Debtors. Insofar as I have been able to ascertain, I know of no conflict of interest that would preclude Homer Bonner Jacobs' joint representation of the Debtors in these Chapter 11 Cases.

ATTORNEY STATEMENT PURSUANT TO APPENDIX B GUIDELINES⁵

22. The following is provided in response to the request for additional information set forth in ¶ D.1 of the Revised UST Guidelines.

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Answer: Prepetition we agreed to represent the Debtors on a flat fee basis, which resulted in a significant discount given the services provided. Moreover, we have agreed to a 10% reduction in our hourly rates.

⁵ The Revised UST Guidelines themselves acknowledge that “the Guidelines do not supersede local rules, court orders, or other controlling authority.” While the Debtors and Homer Bonner Jacobs intend to work cooperatively with the U.S. Trustee to address requests for information and any concerns that may have led to the adoption of the Revised UST Guidelines, neither the filing of this Declaration, nor anything contained herein, is intended to or shall be deemed to be an admission by Homer Bonner Jacobs that Homer Bonner Jacobs is required to comply with the Revised UST Guidelines. Homer Bonner Jacobs reserves any and all rights with respect to the application of the Revised UST Guidelines in respect of any application for employment or compensation filed in these cases.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Answer: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: In connection with its retention by the Debtors prior to the Petition Date, Homer Bonner Jacobs received monthly \$100,000 fixed monthly fees earned on receipt for the months of November and December 2017 for a total of \$200,000. Those fees were based on the urgent and immediate involvement of several attorneys to conduct an expedited document review and production. Consequently, the flat fee represented a significant savings to the Debtors at the time of the engagement. The urgent document production is now complete. As a result, Homer Bonner Jacobs now proposes to provide its services to the Debtors at a discounted hourly rate, which will provide a better value and savings to the Debtors given the changed scope of our representation and the anticipated workflow.

Question: Has your client approved your prospective budget and staffing plan, and if so, for what budget period.

Answer: Homer Bonner Jacobs is in the process of preparing a prospective budget and staffing plan for its engagement for the postpetition period, which is to be approved by the client.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: December 20, 2017

/s/ Adam L. Schwartz

Adam L. Schwartz

SCHEDULE 1

LIST OF POTENTIAL PARTIES IN INTEREST

SCHEDULE 1 – LIST OF INTERESTED PARTIES¹

Debtor and Non-Debtor Affiliates (including any tradenames)	
1.	Woodbridge Group of Companies, LLC
2.	Woodbridge Capital Investments, LLC
3.	WMF Management, LLC
4.	Woodbridge Commercial Bridge Loan Fund 1, LLC
5.	Woodbridge Commercial Bridge Loan Fund 2, LLC
6.	Woodbridge Mortgage Investment Fund 1, LLC
7.	Woodbridge Mortgage Investment Fund 2, LLC
8.	Woodbridge Mortgage Investment Fund 3, LLC
9.	Woodbridge Mortgage Investment Fund 3A, LLC
10.	Woodbridge Mortgage Investment Fund 4, LLC
11.	1336, LLC
12.	14068 Davana Holding Company, LLC
13.	14068 Davana Terrace, LLC
14.	14112, LLC
15.	15672 Castlewoods Drive, LLC
16.	15672 Castlewoods Owners, LLC
17.	15714 Castlewoods Drive, LLC
18.	15714 Castlewoods Owners, LLC
19.	204 Derby Ave, LLC
20.	215 North 12th Street, LLC
21.	3x A Charm, LLC
22.	695 Buggy Circle, LLC
23.	A Plus Holdings, LLC
24.	Acacia Circle, LLC
25.	Acme Diversified Holdings, LLC
26.	Acme Now, LLC
27.	Addison Park Investments, LLC
28.	Akebia Square Funding, LLC
29.	Alpine Rose LLC
30.	Alpine Rose, LLC
31.	Ambrosia Circle, LLC
32.	American Note Company, LLC
33.	Annoco Holdings, LLC
34.	Anchorpoint Investments, LLC
35.	Arborvitae Investments, LLC
36.	Archivolt Investments, LLC
37.	Archstone Development, LLC

¹ Some parties may appear in more than one category. Categories are for reference purposes only and are not indicative of any party's rights, or the nature of any party's claim, against the Debtors or in the Chapter 11 Cases.

38.	Arlington Ridge Investments, LLC
39.	Arrowpoint Investments, LLC
40.	Ash Square Funding, LLC
41.	Ashburton Way Investments, LLC
42.	Atalaya Circle Investments, LLC
43.	Baleroy Investments, LLC
44.	Basswood Funding, LLC
45.	Basswood Holding, LLC
46.	Bay Village Investments, LLC
47.	Bear Brook Investments, LLC
48.	Bearberry Square Funding, LLC
49.	Bearingside Investments, LLC
50.	Beech Creek Investments, LLC
51.	Bellflower Funding, LLC
52.	Bellmire Investments, LLC
53.	Birchwood Manor Investments, LLC
54.	Bishop White Investments, LLC
55.	Bittersweet Square Funding, LLC
56.	Black Bass Investments, LLC
57.	Black Locust Investments, LLC
58.	Blazingstar Funding, LLC
59.	Bluff Point Investments, LLC
60.	Boiling Spring Investments, LLC
61.	Bonifacio Hill Investments, LLC
62.	Bowman Investments, LLC
63.	Bowstring Investments, LLC
64.	Boxwood Funding, LLC
65.	Bramley Investments, LLC
66.	Breckenridge Investments, LLC
67.	Breckenridge, LLC
68.	Brise Soleil Investments, LLC
69.	Broadsands Investments, LLC
70.	Brynderwen Investments, LLC
71.	Cablestay Investments, LLC
72.	Caisson Investments, LLC
73.	Calder Grove Investments, LLC
74.	Calendonia Circle Investments, LLC
75.	California Commercial Lenders, LLC
76.	Cannington Investments, LLC
77.	Cantilever Investments, LLC
78.	Carbondale Basalt Owners, LLC
79.	Carbondale Doocy, LLC
80.	Carbondale Glen Lot A-5, LLC
81.	Carbondale Glen Lot D-22, LLC
82.	Carbondale Glen Lot E-15, LLC

83.	Carbondale Glen Lot E-24, LLC
84.	Carbondale Glen Lot E-38, LLC
85.	Carbondale Glen Lot E-8, LLC
86.	Carbondale Glen Lot GV-13, LLC
87.	Carbondale Glen Lot GV6, LLC
88.	Carbondale Glen Lot IS - 11, LLC
89.	Carbondale Glen Lot L-2, LLC
90.	Carbondale Glen Mesa Lot 19, LLC
91.	Carbondale Glen Owners, LLC
92.	Carbondale Glen River Mesa, LLC
93.	Carbondale Glen Sundance Ponds, LLC
94.	Carbondale Glen Sweetgrass Vista, LLC
95.	Carbondale Peaks Lot L-1 LLC
96.	Carbondale Spruce 101, LLC
97.	Casper Falls Investments, LLC
98.	Castle Pines Investments, LLC
99.	Centershot Investments, LLC
100.	Chaplin Investments, LLC
101.	Chestnut Investments, LLC
102.	Chestnut Ridge Investments, LLC
103.	Clementina Park Investments, LLC
104.	Cliff Park Investments, LLC
105.	Clover Basin Investments, LLC
106.	Coffee Creek Investments, LLC
107.	Conneaut Lake Investments, LLC
108.	Copper Sands Investments, LLC
109.	Craven Investments, LLC
110.	Crestmark Investments, LLC
111.	Crossbeam Investments, LLC
112.	Crosskeys Investments, LLC
113.	Crowfield Investments, LLC
114.	Crystal Valley Holdings, LLC
115.	Crystal Woods Investments, LLC
116.	Cuco Settlement, LLC
117.	Daffodil Square Funding, LLC
118.	Dahlia Square Funding, LLC
119.	Daleville Investments, LLC
120.	Dandelion Funding, LLC
121.	Davana Owners, LLC
122.	Davana Sherman Oaks Owners, LLC
123.	Deerfield Park Investments, LLC
124.	Derbyshire Investments, LLC
125.	Diamond Cove Investments, LLC
126.	Direct Insurance Source, LLC
127.	Dixmont State Investments, LLC

128.	Dixville Notch Investments, LLC
129.	Dogwood Valley Investments, LLC
130.	Dollis Brook Investments, LLC
131.	Donnington Investments, LLC
132.	Doubleleaf Investments, LLC
133.	Drawspan Investments, LLC
134.	DVDO Design, LLC
135.	DVDO Holding Company, LLC
136.	Eldredge Investments, LLC
137.	Elm City Investments, LLC
138.	Elstar Investments, LLC
139.	Emerald Lake Investments, LLC
140.	Evergreen Way Investments, LLC
141.	Fern Square Funding, LLC
142.	Fieldpoint Investments, LLC
143.	Fieldpoint Investments, LLC
144.	Foothill CL Nominee, LLC
145.	Foxridge Investments, LLC
146.	Foxridge Investments, LLC
147.	Franconia Notch Investments, LLC
148.	Frog Rock Investments, LLC
149.	Fulton Underwood, LLC
150.	Gateshead Investments, LLC
151.	Glenhaven Heights Investments, LLC
152.	Glenn Rich Investments, LLC
153.	Golden Gate Investments, LLC
154.	Golden Mesa Ventures, LLC
155.	Golden Primrose Ventures, LLC
156.	Goose Rocks Investments, LLC
157.	Goosebrook Investments, LLC
158.	Graeme Park Investments, LLC
159.	Grand Midway Investments, LLC
160.	Gravenstein Investments, LLC
161.	Graywater Investments, LLC
162.	Great Sand Investments, LLC
163.	Green Gables Investments, LLC
164.	Grenadier Investments, LLC
165.	Grumblethorpe Investments, LLC
166.	GS Metropolitan Investments, LLC
167.	H1 Silverbaron Holding Company, LLC
168.	H10 Deerfield Park Holding Company, LLC
169.	H11 Silk City Holding Company, LLC
170.	H12 White Birch Holding Company, LLC
171.	H13 Bay Village Holding Company, LLC
172.	H14 Dixville Notch Holding Company, LLC

173.	H15 Bear Brook Holding Company, LLC
174.	H16 Monadnock Holding Company, LLC
175.	H17 Pemigewasset Holding Company, LLC
176.	H18 Massabesic Holding Company, LLC
177.	H19 Emerald Lake Holding Company, LLC
178.	H2 Arlington Holding Company, LLC
179.	H2 Arlington Ridge Holding Company, LLC
180.	H20 Bluff Point Holding Company, LLC
181.	H21 Summerfree Holding Company, LLC
182.	H22 Papirovka Holding Company, LLC
183.	H23 Pinova Holding Company, LLC
184.	H24 Stayman Holding Company, LLC
185.	H25 Elstar Holding Company, LLC
186.	H26 Gravenstein Holding Company, LLC
187.	H27 Grenadier Holding Company, LLC
188.	H28 Black Locust Holding Company, LLC
189.	H29 Zestar Holding Company, LLC
190.	H3 Evergreen Way Holding Company, LLC
191.	H30 Silver Maple Holding Company, LLC
192.	H31 Addison Park Holding Company, LLC
193.	H32 Arborvitae Holding Company, LLC
194.	H33 Hawthorn Holding Company, LLC
195.	H34 Pearman Holding Company, LLC
196.	H34 Pearman Holding Company, LLC
197.	H35 Hornbeam Holding Company, LLC
198.	H36 Sturmer Pippin Holding Company, LLC
199.	H37 Idared Holding Company, LLC
200.	H38 Mutsu Holding Company, LLC
201.	H39 Haralson Holding Company, LLC
202.	H4 Pawtuckaway Holding Company, LLC
203.	H40 Bramley Holding Company, LLC
204.	H41 Grumblethorpe Holding Company, LLC
205.	H42 Hillview Holding Company, LLC
206.	H43 Lenni Heights Holding Company, LLC
207.	H44 Green Gables Holding Company, LLC
208.	H45 Harmony Inn Holding Company, LLC
209.	H46 Beech Creek Holding Company, LLC
210.	H47 Summit Cut Holding Company, LLC
211.	H48 Irondale Inn Holding Company, LLC
212.	H49 Bowman Holding Company, LLC
213.	H5 Chestnut Ridge Holding Company, LLC
214.	H50 Sachs Bridge Holding Company, LLC
215.	H51 Old Carbon Holding Company, LLC
216.	H52 Willow Grove Holding Company, LLC
217.	H53 Black Bass Holding Company, LLC

218.	H54 Seven Stars Holding Company, LLC
219.	H55 Old Maitland Holding Company, LLC
220.	H56 Craven Holding Company, LLC
221.	H57 Cliff Park Holding Company, LLC
222.	H58 Baleroy Holding Company, LLC
223.	H59 Rising Sun Holding Company, LLC
224.	H6 Lilac Meadow Holding Company, LLC
225.	H60 Moravian Holding Company, LLC
226.	H61 Grand Midway Holding Company, LLC
227.	H62 Holmesburg Holding Company, LLC
228.	H63 Dixmont State Holding Company, LLC
229.	H64 Pennhurst Holding Company, LLC
230.	H65 Thornbury Farm Holding Company, LLC
231.	H66 Heilbron Manor Holding Company, LLC
232.	H66 Hellbron Manor Holding Company, LLC
233.	H67 Powel House Holding Company, LLC
234.	H68 Graeme Park Holding Company, LLC
235.	H69 Conneaut Lake Holding Company, LLC
236.	H7 Dogwood Valley Holding Company, LLC
237.	H70 Bishop White Holding Company, LLC
238.	H71 Calendonia Circle Holding Company, LLC
239.	H72 Clementina Park Holding Company, LLC
240.	H73 Glenhaven Heights Holding Company, LLC
241.	H74 Imperial Aly Holding Company, LLC
242.	H75 Pacific Heights Holding Company, LLC
243.	H76 Diamond Cove Holding Company, LLC
244.	H77 New Montgomery Holdiing Company, LLC
245.	H78 Ingleside Path Holding Company, LLC
246.	H79 Atalaya Circle Holding Company, LLC
247.	H8 Melody Lane Holding Company, LLC
248.	H81 Boilling Spring Holding Company, LLC
249.	H81 Golden Gate Holding Company, LLC
250.	H82 Van Ness Holding Company, LLC
251.	H83 Octavia Holding Company, LLC
252.	H83 Seacliff Run Holding Company, LLC
253.	H84 Holly Park Holding Company, LLC
254.	H85 Birchwood Manor Holding Company, LLC
255.	H86 Bonifacio Hill Holding Company, LLC
256.	H86 Hellbron Manor Holding Company, LLC
257.	H87 Copper Sands Holding Company, LLC
258.	H88 Ashburton Way Holding Company, LLC
259.	H89 Vista Verde Holding Company, LLC
260.	H9 Strawberry Fields Holding Company, LLC
261.	H90 Harbor Point Holding Company, LLC
262.	Hackmatack Investments, LLC

263.	Haffenburg Investments, LLC
264.	Haralson Investments, LLC
265.	Harbor Point Investments, LLC
266.	Harlem 136th Street Mortgage, LLC
267.	Harmony Inn Investments, LLC
268.	Harringworth Investments, LLC
269.	Hawthorn Investments, LLC
270.	Hays Investments, LLC
271.	Hazelpoint Investments, LLC
272.	Heilbron Manor Investments, LLC
273.	Hillview Investments, LLC
274.	Holly Park Investments, LLC
275.	Hollyline Holdings, LLC
276.	Hollyline Owners, LLC
277.	Holmesburg Investments, LLC
278.	Hornbeam Investments, LLC
279.	Idared Investments, LLC
280.	ILD Holding Company, LLC
281.	Imperial Aly Investments, LLC
282.	Ingleside Path Investments, LLC
283.	Irondale Inn Investments, LLC
284.	Ironsides Investments, LLC
285.	Ivy Circle, LLC
286.	Js Equity, LLC
287.	Junipero Serra Investments, LLC
288.	Kirkstead Investments, LLC
289.	L1 Luxury Holdings, LLC
290.	Lavender Funding, LLC
291.	Lenni Heights Investments, LLC
292.	Leverett Funding, LLC
293.	Lilac Circle, LLC
294.	Lilac Meadow Investments, LLC
295.	Lilac Valley Investments, LLC
296.	Lincolnshire Investments, LLC
297.	Lockwood Investments, LLC
298.	Lonetree Investments, LLC
299.	Longbourn Investments, LLC
300.	M1 Archstone Holding Company, LLC
301.	M10 Gateshead Holding Company, LLC
302.	M11 Anchorpoint Holding Company, LLC
303.	M12 Bearingside Holding Company, LLC
304.	M13 Cablestay Holding Company, LLC
305.	M14 Crossbeam Holding Company, LLC
306.	M15 Doubleleaf Holding Company, LLC
307.	M16 Kirkstead Holding Company, LLC

308.	M17 Lincolnshire Holding Company, LLC
309.	M18 Twin Pier Holding Company, LLC
310.	M19 Arrowpoint Holding Company, LLC
311.	M2 Caisson Holding Company, LLC
312.	M20 Bowstring Holding Company, LLC
313.	M21 Crestmark Holding Company, LLC
314.	M22 Drawspan Holding Company, LLC
315.	M23 Sightline Holding Company, LLC
316.	M24 Fieldpoint Holding Company, LLC
317.	M25 Centershot Holding Company, LLC
318.	M26 Archivolt Holding Company, LLC
319.	M27 Brise Soleil Holding Company, LLC
320.	M28 Broadsands Holding Company, LLC
321.	<i>M29 Brynderwen Holding Company, LLC</i>
322.	M3 Cantilever Holding Company, LLC
323.	M30 Calder Grove Holding Company, LLC
324.	M31 Cannington Holding Company, LLC
325.	M32 Dollis Brook Holding Company, LLC
326.	M33 Harringworth Holding Company, LLC
327.	M34 Quarterpost Holding Company, LLC
328.	M35 Saddlemount Holding Company, LLC
329.	M36 Springline Holding Company, LLC
330.	M37 Topchord Holding Company, LLC
331.	M38 Pemberley Holding Company, LLC
332.	M39 Derbyshire Holding Company, LLC
333.	M4 Sidespar Holding Company, LLC
334.	M40 Longbourn Holding Company, LLC
335.	M41 Silverthorne Holding Company, LLC
336.	M42 Orchard Mesa Holding Company, LLC
337.	M43 White Dome Holding Company, LLC
338.	M44 Wildernest Holding Company, LLC
339.	M45 Clover Basin Holding Company, LLC
340.	M46 Owl Ridge Holding Company, LLC
341.	M47 Bellmire Holding Company, LLC
342.	M48 Vallecito Holding Company, LLC
343.	M49 Squaretop Holding Company, LLC
344.	M5 Stepstone Holding Company, LLC
345.	M50 Wetterhorn Holding Company, LLC
346.	M51 Coffee Creek Holding Company, LLC
347.	M52 Lockwood Holding Company, LLC
348.	M53 Castle Pines Holding Company, LLC
349.	M54 Lonetree Holding Company, LLC
350.	M55 Great Sand Holding Company, LLC
351.	M56 Haffenburg Holding Company, LLC
352.	M57 Ridgecrest Holding Company, LLC

353.	M58 Springvale Holding Company, LLC
354.	M59 Casper Falls Holding Company, LLC
355.	M6 Trestlewood Holding Company, LLC
356.	M60 Thunder Basin Holding Company, LLC
357.	M61 Mineola Holding Company, LLC
358.	M62 Sagebrook Holding Company, LLC
359.	M63 Crowfield Holding Company, LLC
360.	M64 Hays Holding Company, LLC
361.	M65 Phillipsburg Holding Company, LLC
362.	M66 Wonderview Holding Company, LLC
363.	M67 Mountain Spring Holding Company, LLC
364.	M68 Goosebrook Holding Company, LLC
365.	M69 Foxridge Holding Company, LLC
366.	M7 Breckenridge Holding Company, LLC
367.	M70 Pinney Holding Company, LLC
368.	M71 Eldredge Holding Company, LLC
369.	M72 Daleville Holding Company, LLC
370.	M73 Mason Run Holding Company, LLC
371.	M74 Varga Holding Company, LLC
372.	M75 Riley Creek Holding Company, LLC
373.	M76 Chaplin Holding Company, LLC
374.	M77 Frog Rock Holding Company, LLC
375.	M78 Graywater Holding Company, LLC
376.	M79 Chestnut Company, LLC
377.	M8 Crosskeys Holding Company, LLC
378.	M80 Hazelpoint Holding Company, LLC
379.	M81 Boiling Spring Holding Company, LLC
380.	M82 Winnesquam Holding Company, LLC
381.	M82 Winnisquam Holding Company LLC
382.	M83 Mt. Holly Holding Company, LLC
383.	M84 Pembroke Academy Holding Company, LLC
384.	M85 Glenn Rich Holding Company, LLC
385.	M86 Steele Hill Holding Company, LLC
386.	M87 Hackmatack Hills Holding Company, LLC
387.	M88 Franconia Notch Holding Company, LLC
388.	M89 Mount Washington Holding Company, LLC
389.	M9 Donnington Holding Company, LLC
390.	M90 Merrimack Valley Holding Company, LLC
391.	M91 Newville Holding Company, LLC
392.	M92 Crystal Woods Holding Company, LLC
393.	M93 Goose Rocks Holding Company, LLC
394.	M94 Winding Road Holding Company, LLC
395.	M95 Pepperwood Holding Company, LLC
396.	M96 Lilac Valley Holding Company, LLC
397.	M97 Red Woods Holding Company, LLC

398.	M98 Elm City Holding Company, LLC
399.	M99 Ironsides Holding Company, LLC
400.	Mandevilla Circle, LLC
401.	Mason Run Investments, LLC
402.	Massabesic Investments, LLC
403.	Melody Lane Investments, LLC
404.	Mercer Vine, LLC
405.	Merrimack Valley Investments, LLC
406.	Mesa Glen Enterprises, LLC
407.	Mesa Glen Holding Company, LLC
408.	Mesquite Funding, LLC
409.	Midland Loop Enterprises, LLC
410.	Midland Loop Loan, LLC
411.	Mineola Investments, LLC
412.	Monadnock Investments, LLC
413.	Moravian Investments, LLC
414.	Mount Washington Investments, LLC
415.	Mountain Spring Investments, LLC
416.	Mt. Holly Investments, LLC
417.	Mutsu Investments, LLC
418.	New Montgomery Investments, LLC
419.	Newville Investments, LLC
420.	Old Carbon Investments, LLC
421.	Old Maitland Investments, LLC
422.	Orchard Mesa Investments, LLC
423.	Owl Ridge Investments, LLC
424.	Pacific Heights Investments, LLC
425.	Papirovka Investments, LLC
426.	Pawtuckaway Investments, LLC
427.	Pearmain Investments, LLC
428.	Pemberley Investments, LLC
429.	Pembroke Academy Investments, LLC
430.	Pemigewasset Investments, LLC
431.	Pennhurst Investments, LLC
432.	Pepperwood Investments, LLC
433.	Phillipsburg Investments, LLC
434.	Pinney Investments, LLC
435.	Pinova Investments, LLC
436.	Powel House Investments, LLC
437.	Quarterpost Investments, LLC
438.	Red Woods Investments, LLC
439.	Ridgecrest Investments, LLC
440.	Riley Creek Investments, LLC
441.	Rising Sun Investments, LLC
442.	Riverdale Funding, LLC

443.	Roscoe Blvd. Investments, LLC
444.	RS Protection Trust
445.	SAC Aspen Acquisition, LLC
446.	SAC Holding Company of Aspen, LLC
447.	SAC Management, LLC
448.	Sachs Bridge Investments, LLC
449.	Saddlemount Investments, LLC
450.	Sagebrook Investments, LLC
451.	Schwartz Direct Media, LLC
452.	Schwartz Media Buying Company, LLC
453.	Schwartz Media Holding, LLC
454.	Seacliff Run Holding Company, LLC
455.	Seven Star Investments, LLC
456.	Seven Stars Investments, LLC
457.	Sidespar Investments, LLC
458.	Sightline Investments, LLC
459.	Silk City Investments, LLC
460.	Silver Maple Investments, LLC
461.	Silverbaron Investments, LLC
462.	Silverleaf Funding, LLC
463.	Silverthorne Investments, LLC
464.	Springline Investments, LLC
465.	Springvale Investments, LLC
466.	Squaretop Investments, LLC
467.	Stayman Investments, LLC
468.	Steele Hill Investments, LLC
469.	Stepstone Investments, LLC
470.	Stover Real Estate Partners, LLC
471.	Strawberry Fields Investments, LLC
472.	Sturmer Pippin Investments, LLC
473.	Suffield Funding, LLC
474.	Summerfree Investments, LLC
475.	Summit Cut Investments, LLC
476.	Texas Co-Lenders 01, LLC
477.	Thornbury Farm Investments, LLC
478.	Thunder Basin Investments, LLC
479.	Tillinghast Investments, LLC
480.	Topchord Investments, LLC
481.	Trestlewood Development, LLC
482.	Twin Pier Investments, LLC
483.	U Street Holdings, LLC
484.	VA Properties, LLC
485.	Vallecito Investments, LLC
486.	Van Ness Investments, LLC
487.	Varga Investments, LLC

488.	Vista Verde Investments, LLC
489.	Wall 123, LLC
490.	Wall 1234, LLC
491.	West 134th Street Investments, LLC
492.	West 134th Street, LLC
493.	Wetterhorn Investments, LLC
494.	White Birch Investments, LLC
495.	White Dome Investments, LLC
496.	Whiteacre Funding, LLC
497.	Wilderness Investments, LLC
498.	Willow Grove Investments, LLC
499.	Winding Road Investments, LLC
500.	Winnesquam Investments, LLC
501.	Winnisquam Investments LLC
502.	Wintercress Funding, LLC
503.	Wisteria Funding LLC
504.	Wonderview Investments, LLC
505.	Woodbridge Baric Pre-Settlement Investments, LLC
506.	Woodbridge Construction Loan Fund 1, LLC
507.	Woodbridge Construction Loan Fund 2, LLC
508.	Woodbridge Crowdfunding 1, LLC
509.	Woodbridge Custom Homes Holding, LLC
510.	Woodbridge Custom Homes, LLC
511.	Woodbridge Guarantee Holding, LLC
512.	Woodbridge Guarantee, LLC
513.	Woodbridge Investments, LLC
514.	Woodbridge Lending Fund 1, LLC
515.	Woodbridge Luxury Homes of California, Inc.
516.	Woodbridge Luxury Homes, LLC
517.	Woodbridge Management Company, LLC
518.	Woodbridge Mezzanine Fund 1, LLC
519.	Woodbridge Mezzanine Fund 2, LLC
520.	Woodbridge Pre-Settlement Funding 2, LLC
521.	Woodbridge Pre-Settlement Funding, LLC
522.	Woodbridge Realty of Colorado, LLC
523.	Woodbridge Servicing Company, LLC
524.	Woodbridge Structured Funding, LLC
525.	Woodport News Holding Company, LLC
526.	Zestar Investments, LLC

Current officers and directors, board members of the Debtors and individuals who have served as officers or directors of the Debtors in the past two years	
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1.	Robert Shapiro
2.	Robert Reed

3.	Nina Pedersen
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Debtors' prepetition and postpetition secured lenders, advisors and counsel	
Potential DIP Lenders	
1.	The Hankey Group
2.	Don Hankey
3.	Westlake Financial Services
Other Secured Lenders	
1.	805 Nimes Place, LLC
2.	Ashley Land, LLC
3.	Tintarella, LLC
Counsel	
1.	Buchalter
2.	

Top 30 Unitholders	
1.	Archie R. and Dani N. Beckett
2.	Ironbridge Asset Fund 2 LLC
3.	Ironbridge Asset Fund LLC
4.	Nelson FLP
5.	Prov. Tr Gp-FBO Larry Logero IRA
6.	Raymond C. & Cydnei K Blackburn
7.	Schwartz Media Buying Company, LLC
8.	Alfred S. and Gail E. Malianni RLT 3/27/14
9.	Mainstar Tr-FBO Donald M. Cooper T2175043
10.	Usama Sabry Awad Halim
11.	Mainstar Tr-FBO Raymond C. Blackburn
12.	Oliver Andrew Entine 1984 Tr
13.	The Gerald Entine 1988 Family Trust
14.	Ramah Navajo Chapter
15.	Prov. Tr Gp-FBO Ellis W. Presson IRA
16.	Joseph G. Poehler
17.	Ironbridge Asset Fund 1 LLC
18.	Mainstar-FBO James Fodor T2176917
19.	Prov. Tr Gp-FBO James Krupka IRA
20.	The Stone Living Trust
21.	Dr. Vikram Patel
22.	Prov. Tr Gp-FBO Maxim Insurance Group ICA
23.	Haynes FT
24.	Vertex Property Holdings LLC
25.	The Kwan FT Dtd 02/24/89
26.	Prov. Tr Gp-FBO Robert P. Regner IRA

Top 30 Unitholders	
27.	Mainstar Tr-FBO Brian Millyard
28.	Sarah Kaufman Rev Trust #3
29.	Prov. Tr Gp-FBO Evan Brodie IRA
30.	Joseph C. Hull

Parties relating to known litigation matters involving the Debtors	
Litigation	
1.	8 Figures LLC
2.	16 Hicks Lane Holding Corp
3.	42-21 214th Realty LLC
4.	91 LLC
5.	4550 Real Estate, LLC
6.	461 New Lots Avenue, LLC
7.	Alvarez, Sylvia C.
8.	Anvil Steel Corporation
9.	Atlantic Home Capital Corp.
10.	Atlantis National Services, Inc.
11.	Balayan, Diana
12.	Balayan, Lianna
13.	Baldwin, Heather
14.	Battaglia, Matteo, individually and as Trustee of the Matteo Battaglia Trust Dated June 15, 2004
15.	Beeman Studio City, LLC
16.	Biscardi, Robert
17.	Boreal Water Collections, Inc.
18.	Burns, Bob
19.	Busljeta, Renato
20.	Campbell, James E., Jr.
21.	Caskey, Ronald E.
22.	Cham
23.	Chicago Title Land Trust Company, not individually, but as trustee u/t/a dated May 1, 2009 and known as Trust #8002352808
24.	Citibank NA
25.	Criminal Court of the City of New York
26.	Dale, Julia
27.	Desiena, Susan
28.	Disanza, Felice
29.	Ditrapani Esq., Matthew
30.	Domus Appraisals
31.	Dunn, Boyd
32.	Ebrahimzadeh, David
33.	Entine, Oliver

Parties relating to known litigation matters involving the Debtors	
34.	Envirocare, LLC
35.	ERC I, LLC
36.	Forese, Tom
37.	Fred Martin Floors, Inc.
38.	French, James
39.	GCP Maui, LLC
40.	Golden Esq., David E.
41.	Gorgian, Issac
42.	Haight Brown & Bonesteel LLP
43.	Hashemi, Mogjan
44.	Hosseini, Robert
45.	Humphries, Antoine
46.	J & NM Properties of NC, LLC
47.	Jeanrenaud, Barbara
48.	Jeanrenaud, Henri
49.	Jeff Bank f/k/a The First National Bank of Jeffersonville
50.	John, Desmond
51.	Johnson, Brad
52.	Kaplan Esq., Bart
53.	Kaplan Esq., Jared
54.	Kaplan Kaplan & DiTrapani LLP
55.	Kendil, Moshe
56.	Khoury Family Trust, The
57.	Krinos Venture Capital Co.
58.	Law Offices of Spitalnic Law Firm P.C.
59.	Leavitt Esq., Jeffrey H.
60.	Levy Holding & Trust, LLC
61.	Levy, Clynt Allen a/k/a Clynt Levy
62.	Loyola, Kaila Alana
63.	LTF 55 Properties, LTD
64.	Luxury Properties & Interiors, LLC
65.	McConville, Mona
66.	McConville, Randolph
67.	McGuire, Timothy C.
68.	McInerney Jr, Ronald
69.	Murray, William J. , Esq. as Deputy Director and General Counsel of New York State Division of Lottery
70.	New York City Environmental Control Board
71.	New York State Division of the Lottery
72.	NY State Department of Taxation and Finance
73.	Old Republic National Title Insurance Co.
74.	Oloa, Francois
75.	Olson, Justin
76.	Owen, Donald

Parties relating to known litigation matters involving the Debtors	
77.	Partners 95
78.	Pettys, Michael
79.	Purcell, James Hammond
80.	Quontic Bank
81.	RCN Capital Funding, LLC
82.	Renval Construction LLC
83.	Rome, Gerald, Commissioner of Colorado Division of Securities
84.	Rosenberg
85.	Sabharwal, Gunit S.
86.	Saul, Eric
87.	Senn, Esq., Kevin J.
88.	Sent, Fernieda
89.	Shapiro, Robert
90.	Shulamit Namdar a/k/a Shoula Namdar
91.	Sparks, Shawn
92.	Spitalnic Esq., Daniel
93.	Sterling National Bank
94.	Sunshine, Nancy T
95.	Tashvighi, Arash
96.	Thatcher, Vanessa
97.	The Law Firm of Adam Kalish, P.C.
98.	The Russell A. Racette Jr. Living Trust
99.	Tobin, Andy
100.	Trustee Mark Rosenberg, Esq.
101.	Twelve Bee Corporation, LLC
102.	U.S. Securities and Exchange Commission
103.	Universal Debt Services, Inc.
104.	Vanderburgh County Treasurer
105.	Vision Developers & Associates, Inc.
106.	Wade
107.	Warren Lex LLP
108.	Warren Lex LLP
109.	Zeze Food Corporation
110.	16 Hicks Lane Holding Corp

The Debtors' 32 largest unsecured creditors (who are not insiders) on a consolidated basis as identified in their chapter 11 petitions - Noteholders	
1.	Michael Weiner MD PA Prof Sharing Plan
2.	Clayton Capital Investments Corp.
3.	Rosewood Capital Investments Inc.
4.	Harry Breyer RLT
5.	Bad Riv Band LK Sup Chippewa Indians
6.	GS Metro Investments

The Debtors' 32 largest unsecured creditors (who are not insiders) on a consolidated basis as identified in their chapter 11 petitions - Noteholders	
7.	James A Lochtefeld
8.	Jara Group II
9.	Jara Group II LLC
10.	Lynne Friend
11.	Jesse Randle
12.	Leonard Shemtob
13.	Oliver Andrew Entine 1984 Trust
14.	Max & Shelia Humbert
15.	Gerald D. & Elizabeth J. Sjaastad
16.	Provident-Doug E Onesko IRA
17.	Mainstar-Bruce Semeria TW003685
18.	Daniel J. & Linda J. Valentino
19.	Evers Dairy
20.	Rodney Black
21.	Provident-Jackways D. Kesling INH IRA
22.	Mainstar-James Fodor T2176917
23.	Norma Weiner Living Trust dated 11/13/13
24.	Barry A. Wiener
25.	Christensen Livestock Co. LLP
26.	June D. Lindsey
27.	Marlene & Maurice Mallah RLT
28.	Mary Beth Serafano T2177816
29.	Randy & Ester Schreffler
30.	Richard L Feller
31.	The Eddan Restructured Sales TR
32.	William E. Lindsey

The Debtors' 30 largest unsecured creditors (who are not insiders) on a consolidated basis as identified in their chapter 11 petitions – Vendors	
1.	G3 Group
2.	Dane Coyle Custom Homes Inc.
3.	Builder's Team
4.	City of Los Angeles
5.	Janckila Construction Inc.
6.	Los Angeles County Tax Collector-54018
7.	Los Angeles County Tax Collector-60186
8.	OHS Design & Development LLC
9.	The I-Grace Company
10.	KAA Design Group Inc.
11.	Los Angeles Department of Water and Power
12.	John Labib & Associates
13.	Alba Environmental Services Inc.
14.	BT Construction & Development
15.	Boswell Construction
16.	HM DG Inc.
17.	Studio Tim Campbell
18.	Plus Development LLC
19.	A Logan Insurance Brokerage
20.	Walker Workshop Design Build
21.	Standard LLP
22.	Studiomk27 Arquitetos I TDA
23.	Javid Construction, Inc.
24.	Bulli Corporation
25.	Crest Real Estate LLC
26.	Jeffer Mangels Butler & Mitchell LLP
27.	Novack Burnbaum Crystal LLP
28.	Good Panda Landscape LLC
29.	WDR Contracting
30.	Trees 'n Scapes Unlimited

Critical Vendors (not listed on Top 30 Largest Unsecured Creditors - Vendors)	
1.	Vicente Ramirez
2.	Ofelia Gutierrez
3.	George Barajas
4.	GFS Construction Inc.
5.	Jorge Flores
6.	Jose E. Rascon
7.	Meyer Davis Studio inc.
8.	Pero Alberto Viera
9.	Roberto Lopez
10.	Titan Contracting Services
11.	Woods + Dangaran

The Debtors' other professionals	
1.	Boies, Schiller & Flexner LLP

The Debtors' landlords	
1.	14140 Investment, LTD
2.	Garden First Center, LLC
3.	GPR1 LLC
4.	Kayline, LLC
5.	NN, Inc.
6.	Seidel & Shaw Realty Holding, LLC
7.	SMP LLC

Government and Regulatory Agencies	
1.	Borough of Litchfield – Tax Collector
2.	City of Beverly Hills – Permits
3.	City of Los Angeles
4.	City of Los Angeles – Brush Clearance
5.	City of Los Angeles – Bureau of Engineering
6.	City of Los Angeles – Permits
7.	City of Menasha
8.	City of New York – Department of Buildings
9.	City of New York – Department of Finance
10.	City of New York – Finance Commissioner
11.	City of Portsmouth
12.	Columbus – City Treasurer
13.	Cook County Treasurer
14.	County of Maui

Government and Regulatory Agencies	
15.	Dekalb County Tax Commissioner
16.	Delaware Department of the Treasury
17.	Delaware Division of Revenue, Dept of Taxation
18.	Department of Finance
19.	Donald X. Clavin, Jr.
20.	Eagle County Treasurer
21.	Franchise Tax Board
22.	Garfield County Treasurer
23.	Judith Linder Tax Collector
24.	Los Angeles County Tax Collector
25.	Lower Merion Township, Tax Collector
26.	Maricopa County Treasurer
27.	Nassau County Treasurer
28.	Office of Tax & Revenue Real Property
29.	Pitkin County Treasurer
30.	Portsmouth City Treasurer
31.	St. Clair County Clerk
32.	St. Clair County Collector
33.	Tax Claim Bureau
34.	Town of Camden
35.	Town of Carbondale
36.	Town of Litchfield – Tax Collector
37.	Vanderburgh County Treasurer
38.	Village of Dolton
39.	Wharton County Tax Office

Utility Providers	
1.	Associated Utility Services
2.	AT&T – CA
3.	Athens Services
4.	Black Hills Energy
5.	Centurylink
6.	City of Beverly Hills – Utility
7.	City of Chicago – Water
8.	City of Chicago – Dept. of Finance
9.	City of Chicago – Water
10.	City of Glenwood Springs
11.	City of Los Angeles - Department of Water and Power
12.	Comcast Cable
13.	ComEd
14.	Consolidated Edison Company of NY Inc.
15.	Dominion Energy Virginia
16.	Dominion Virginia Power

Utility Providers	
17.	Excel Energy
18.	Fox Crossing Utilities
19.	Frontier
20.	Georgia Power
21.	Holy Cross Energy
22.	HRSD
23.	Las Virgenes Water District
24.	Mid Valley Metropolitan District
25.	Mountain Waste & Recycling
26.	New York City Water Board
27.	PPL Electric Utilities
28.	Reliant
29.	Republic Services #902
30.	Roaring Fork Water & Sanitation District
31.	Shenandoah Valley Electric Cooperative
32.	Snowmass Water & Sanitation
33.	Snowmass Wildfire Protection District
34.	SoCal Waste, Inc.
35.	Southern California Edison
36.	Southern California Gas Company
37.	Starwood Metropolitan District
38.	The Gas Company
39.	Time Warner Cable
40.	Town of Carbondale
41.	Town of Menasha Utility District
42.	Town of Snowmass Village Public Works
43.	Waste Management
44.	Waste Management – Sun Valley
45.	WE Energies
46.	White Horse Springs Water & Sanitation
47.	Xcel Energy

The Debtors' insurers and insurance brokers	
1.	Blackburn Tabb Insurance
2.	Braishfield Associates Inc.
3.	Farmers Insurance Exchange
4.	Farmers Insurance Group
5.	First Insurance Funding Corp.
6.	John D Bell
7.	Kar Insurance
8.	Levitt-Fuirst Assoc Ltd.
9.	Nationwide Insurance
10.	NFP Property & Casualty Services

The Debtors' insurers and insurance brokers	
11.	Travelers
12.	United States Liability Insurance Co.
13.	US Assure Insurance Services of FL Inc.
14.	Wright National Flood Insurance Company

Parties to material executory contracts	
1.	[TO COME]
2.	
3.	
4.	

Professionals to be employed by the Debtors in the Chapter 11 Cases	
1.	Gibson, Dunn & Crutcher LLP
2.	SierraConstellation Partners LLC Lawrence Perkins
3.	Young Conaway Stargatt & Taylor, LLP
4.	Garden City Group
5.	Homer Bonner Jacobs
6.	Moelis & Company LLC

Employees in U.S. Trustee's Office, District of Delaware	
1.	Attix, Lauren
2.	Buchbinder, David
3.	Casey, Linda
4.	Dice, Holly
5.	Dortch, Shakima L.
6.	Fox, Timothy J., Jr.
7.	Giordano, Diane
8.	Green, Christine
9.	Hackman, Benjamin
10.	Heck, Jeffrey
11.	Keilson, Bryan
12.	Kenney, Mark
13.	Leamy, Jane
14.	McCollum, Hannah M.
15.	O'Malley, James R.
16.	Panacio, Michael
17.	Sarkessian, Juliet
18.	Schepacarter, Richard
19.	Serrano, Edith A.
20.	Starr, Karen
21.	Tinker, T. Patrick
22.	Vinson, Ramona
23.	Weissgerber, Jaclyn
24.	West, Michael
25.	Wynn, Dion

U.S. Bankruptcy Court Judges, District of Delaware	
1.	The Hon. Kevin J. Carey
2.	The Hon. Kevin Gross
3.	The Hon. Brendan L. Shannon
4.	The Hon. Laurie Selber Silverstein
5.	The Hon. Christopher S. Sontchi

6.	The Hon. Mary F. Walrath
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Debtors' Bank Accounts	
1.	United Bank

Top 42 Investors for WMIF 1	
1.	Clayton Capital Investments Corp
2.	Rosewood Capital Investments Inc.
3.	Jesse Randle
4.	Leonard Shemtob
5.	Jeffrey & Mary Morsch LT 08/26/10
6.	Prov. Tr Gp-FBO George L Bathory IRA
7.	Daniel K. & Lisa M. Lind
8.	Edward & Jennifer Goldbaum
9.	Mainstar-FBO Michael J Seely
10.	Maria R Murray second it C Murray Ttee
11.	Evelyn M Slifer
12.	Karnail Singh
13.	Eastridge family Irrev Tr
14.	Temple Investment Tr
15.	Tim & Lauren M West
16.	Bentley Family Holdings LLC
17.	Betty Lou Harvey Tr Dtd 04/10/96
18.	Brian & Anita Martin Ft
19.	Bruce W Eley Rt Dtd 04/14/16
20.	Christina L & Kevin P Hart
21.	Corrie Kundert
22.	Darold N & Margaret S Allen
23.	Dewey & Sharlene Steele
24.	Evelyn & Carl Newmark Tr
25.	Floyd Cline
26.	Huseyin Bekirov
27.	James A & Helen L Paltzer
28.	John J & Ellen M Schvetz
29.	Joseph H Harer Ft
30.	Joy Miller
31.	Kenneth L & Kelley A Pilgrim
32.	Knowles Foundation Inc
33.	Lauren West Tr Utd 12/11/12
34.	Leland Wolford
35.	Michael D & Mary Kay Heimback
36.	Myrna & Alexander Benda
37.	Prov. Tr Gp-FBO David W Mobley IRA

38.	Prov. Tr Gp-FBO Edward E Shuret IRA
39.	Sarah Kaufman Rlt
40.	Sarah Y Smith
41.	The Moscovitch Family Irrev Tr
42.	The Wilfred & Bernice Skvarch Tr 08/04/05

Top 25 Investors for WMIF 2	
1.	Jesse Randle
2.	Rosewood Capital Investments Inc
3.	Clayton Capital Investments Corp
4.	Leonard Shemtob
5.	Final Frontier Ventures LLC
6.	IRA Svcstr Co-cFBO Andrew M Antonio IRA
7.	Mainstar-FBO William J Spirka
8.	Edward Antonio
9.	Roslyn Bobenchik
10.	Mainstar-FBO Dennis Michael Murphy
11.	Mainstar-FBO Domingos Fernandes
12.	Anje Shein Rt
13.	Harry Breyer Rlt
14.	Mcconnell Crt 08/94 Ua 08/26/94
15.	Prov. Tr Gp-FBO Bernard A Naiman IRA
16.	Sanford & Laura Stern Rt 11/05/92
17.	Stephen T Scott
18.	Roque & Elvira Gonzales
19.	Donald P Stiers
20.	Lynne Friend
21.	Michael Weiner Md Pa Prof Sharing Pln
22.	Shirley Larsen
23.	Prov. Tr Gp-FBO Randal K Garrett IRA
24.	Prov. Tr Gp-FBO Arnold L Berman IRA
25.	IRA Svcstr Co-cFBO Kenneth G Walls IRA

Top 29 Investors for WMIF 3	
1.	Mainstar-FBO Mary Beth Serafano
2.	Randy & Ester Schreffler
3.	The Gary Lee Fite Rt Dtd 10/13/09
4.	William E Lindsey
5.	Michael Weiner Md Pa Prof Sharing Pln
6.	Lisa M Shelley
7.	Victoria Entine 1984 Tr
8.	Prov. Tr Gp-FBO Jackways D Kesling Inh IRA
9.	Harry Breyer Rlt

10.	James A Lochtefeld
11.	Susan Peck-Zirpolo
12.	Prov. Tr Gp-FBO Kim M Onesko IRA
13.	Herczog Ft
14.	Mainstar-FBO James Andrew Street
15.	Xiao Qing Wang
16.	Lowell S Peterson
17.	Prov. Tr Gp-FBO Doug E Onesko IRA
18.	Prov. Tr Gp-FBO John C Keith IRA
19.	Jara Group II LLC
20.	Mainstar-FBO Steven Krol
21.	Larita Kay Merrick
22.	Broad Insights 401k FBO J G Wiginton III
23.	Charles E & Shirley J Anderson
24.	Gary O & Patricia M Post
25.	Gs Metro Investments
26.	Jay Beynon Ft Dtd 10/23/98
27.	Randall Leon Ford It
28.	Robert M & Leann M Rowe
29.	Mainstar-FBO Mary Beth Serafano

Top 25 Investors for WMIF 3A	
1.	Bad Riv Band Lk Sup Chippewa Indians
2.	Gs Metro Investments
3.	Michael Weiner Md Pa Prof Sharing Pln
4.	Harry Breyer Rlt
5.	Hershey & Freda Bowers
6.	June D Lindsey
7.	Robert E & Norma J Rowe
8.	The Gary Lee Fite Rt Dtd 10/13/09
9.	Rosewood Capital Investments Inc
10.	Robert L Schattner Tr
11.	Gerald D & Elizabeth J Sjaastad
12.	Craig A Mcfoy
13.	Heidi Politi
14.	Prov. Tr Gp-FBO James Wheeler IRA
15.	John J & Joan E O'neill
16.	Max & Shelia Humbert
17.	Clayton Capital Investments Corp
18.	Prov. Tr Gp-FBO Clyde Done IRA
19.	Daniel J & Linda J Valentino
20.	David Masao Mayeda
21.	The Ronald E Myrick Sr Rlt Dtd 02/12/07
22.	Leonard & Sandra Cameron

23.	William D Henry
24.	Mainstar-FBO Phillip Strong
25.	Elizabeth J & Gerald D Sjaastad

Top 25 Investors for WMIF 4	
1.	Michael Weiner MD PA of Sharing Pln
2.	Robert E & Norma J Rowe
3.	The Eddan Restructured Sales Tr
4.	Mainstar-FBO Bruce Semeria
5.	Friends of Travis Fisher House
6.	Prov. Tr Gp-FBO Gary Lee Fite IRA
7.	Wiener FT
8.	Mainstar-FBO Mark Poulson
9.	IRA Svcs Tr Co-CFBO James Webre IRA
10.	Marlene & Maurice Mallah Rlt
11.	Elizabeth M Geller Tr
12.	Barry A Wiener
13.	FHR Inc.
14.	Mainstar-FBO James Fodor
15.	Sidney H Geller Tr
16.	Ann Hardin Ford Tr
17.	Daniel J & Linda J Valentino
18.	Lynne Friend
19.	Mainstar-FBO Denelle C Bentley
20.	Mainstar-FBO Marshall D Ogden
21.	Mainstar-FBO Doreen Riccinto
22.	Max & Shelia Humbert
23.	IRA Svcs Tr Co-CFBO Charlotte Woolard Inh
24.	Monica & Lawrence Laclair
25.	Rodney Black

EXHIBIT 1

ENGAGEMENT AGREEMENT

HOMER BONNER JACOBS

1200 FOUR SEASONS TOWER
1441 BRICKELL AVENUE
MIAMI FLORIDA 33131

YANIV ADAR *
RAYDA ALEMAN
GEORGE BEFELER
LUIS E. DELGADO
HOWARD S. GOLDFARB
CARA J. GRAND
ANTONIO M. HERNANDEZ, JR.
GREGORY W. HOMER ****
PETER W. HOMER **
KEVIN P. JACOBS
PRISCILLA JIMENEZ
CHRISTOPHER J. KING
ADAM L. SCHWARTZ *
GREGORY J. TRASK ***
ANDREW VITALI, III ***

R. LAWRENCE BONNER
(1956 – 2007)

December 14, 2017

PHONE: (305) 350-5100
FAX: (305) 372-2738
WEBSITE: www.homerbonner.com

* Also licensed in New York
** Also licensed in Maryland and Washington
*** Also licensed in District of Columbia
**** Licensed only in District of Columbia

SENDER'S DIRECT PHONE: (305) 350-5143
SENDER'S DIRECT EMAIL: [kjacobson@homerbonner.com](mailto:kjacobs@homerbonner.com)

Lawrence R. Perkins
Chief Restructuring Officer
WGC Independent Manager, LLC
400 South Hope Street, Suite 1050
Los Angeles, California 90071

Re: Retainer Agreement

Dear Mr. Perkins:

We are pleased that you, as Chief Restructuring Officer of WGC Independent Manager, LLC, which is the sole manager of Woodbridge Group of Companies, LLC, and a number of its affiliates, including those identified on attachment A hereto (“You” or “Your”), has chosen Homer Bonner Jacobs, P.A. (the “Firm” or “We”) to continue to represent You in connection with the U.S. Securities and Exchange Commission’s (the “SEC”) captioned *In the Matter of Woodbridge Investment Fund III, LLC* (FL-04024) and the related subpoena enforcement actions *SEC v. Woodbridge Group of Companies, LLC*, Case No. 17-MC-22665-CIV-Altonaga (S.D. Fla. Jul. 17, 2017), and *SEC v. 235 Limited Liability Companies*, Case No. 17-MC-23986-CIV-Huck (S.D. Fla. Oct. 31, 2017) against the affiliates identified on attachment A hereto (collectively, the “SEC Investigation”).

Consistent with the rules of professional responsibility which govern all attorneys, it is our practice to advise clients in writing of the terms and conditions under which the Firm undertakes its representation. This letter sets forth the Firm’s agreement for continuing to provide legal services to You as of January 1, 2018, including the scope of such services and the terms on which We will perform them.

Woodbridge Group of Companies, LLC

December 14, 2017

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1. Scope of Services.

You have requested the Firm to act as counsel for You in connection with the SEC Investigation. Our representation is limited to these matters. You represent that You do not know of any related legal matters that would require our legal services under this agreement. If such matters arise later, You agree that this agreement does not apply to any related legal matter, and a separate engagement agreement for provision of services and payment for those services will be required if You wish to engage our law firm to perform legal services pertaining to such matters.

The scope of our representation does not include advice or services regarding accounting, tax, personal financial matters, business management, or related non-legal matters or advice. If You wish for us to consult with other professionals retained by You regarding this matter, We will communicate with You in writing to confirm the scope of such consultations prior to initiating same. You acknowledge and agree that you remain responsible for making all business or technical decisions and that you are not relying on the Firm for accounting, tax, personal financial matters, business management, or related non-legal matters of advice. You also acknowledge and agree that the Firm is not responsible for investigating, researching, conducting due diligence, or providing advice regarding the character, credit, or background of persons with whom you may be dealing now or in the future.

2. Mutual Communication.

A solid attorney-client relationship is a two-way street. The Firm needs timely and complete cooperation from You, just as You need timely and complete cooperation and assistance from the Firm. We therefore require that You cooperate fully with the Firm and, when necessary, be available during reasonable hours to discuss any matters handled by the Firm on Your behalf. We also require that You provide the Firm with timely responses to requests for documentation or information that We may need to carry out the Firm's function as counsel. Please bear in mind that if We do not obtain such cooperation, the quality of our representation may suffer and We may feel constrained to withdraw from any further work. You agree to be cooperative and truthful with the Firm, to respond to the Firm's inquiries and communications promptly, and to provide promptly all factual information and materials known or available that may be relevant to the Firm's engagement.

3. Costs, Expenses, and Disbursements.

You are responsible for payment of all costs, expenses and disbursements reasonably incurred on Your behalf. Such costs, expenses and disbursements may include, but are not limited to, photocopying and facsimile charges, long distance telephone calls, courier fees, overnight or special delivery services, postage, court reporting and transcript fees, filing fees, document scanning charges, expert witness fees, travel and lodging expenses, and computerized research charges. Certain expenses may include an adjustment, above cost, to cover our expenses in providing the billed service. However, expenses paid entirely to third parties, such as travel and lodging expenses, will be billed to You at our out-of-pocket costs or the Firm may

Woodbridge Group of Companies, LLC

December 14, 2017

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request that You pay these directly. To cover expected costs, the Firm requires a Security Retainer of ten thousand dollars (\$10,000). This will be held in the Firm's Trust account and returned at the end of the engagement unless used in whole or in part to cover cost invoices not timely paid. The Firm's Trust account wiring instructions are:

Financial Institution

Grove Bank & Trust
2701 South Bayshore Drive
Miami, FL 33133

Firm's Trust Account

Homer Bonner Jacobs, P.A. Trust
1441 Brickell Avenue, Suite 1200
Miami, FL 33131
ABA # 066004600
Account # 0683717006

The Firm will attempt to notify You prior to advancing any individual item of which the cost, expenses or disbursement is likely to exceed one thousand dollars (\$1,000) when practicable.

4. Legal Fees.

You agree to pay the Firm fees for the services of Firm personnel. The present applicable rates are as follows: hourly billing rates for attorneys and paralegals of the Firm range from six hundred ninety-five dollars (\$695) for senior members to two hundred ten dollars (\$210) for paralegals. For this matter, Adam Schwartz and I have agreed to each be billed at a reduced billing rate of four hundred and ninety-five dollars (\$495) per hour. Yaniv Adar's billing rate is three hundred ninety-five dollars (\$395) per hour and Cara Grand's billing rate is two hundred ninety-five dollars (\$295) per hour. These rates are subject to periodic change at our discretion, but will not change more than once per year. Please understand that the time spent on the above-referenced matter may include an array of telephone and personal contacts, email and traditional correspondence, legal research, conferences and meetings, document drafting and review/revision, depositions, motions, briefing, preparation for and attendance at hearings or oral arguments, mediation, trials, and necessary travel.

5. Billing Arrangements.

In general, itemized statements of services and disbursements will be sent monthly to You. You will receive one invoice. You agree to pay the Firm's invoices within ten (10) days of receipt. If You ever have any questions regarding the billing format or any information contained in any invoice, please let the Firm know immediately so that We can attempt to answer any questions fairly and without delay.

Woodbridge Group of Companies, LLC

December 14, 2017

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If You fail to pay our statements in full on or before the due date set forth on the statements, We reserve the right to assess You a monthly service charge equal to 1% of all fees, expenses and disbursements that are past due. This monthly service charge will be billed to You at the end of each month in which a late payment occurs. In no event will the service charge be greater than that permitted by any applicable law.

In the event that We are required to file an action or proceeding to collect any late payment or assessed monthly service charge, You will be required to pay for all costs of collection, including without limitation all filing fees, third-party expenses, and attorney's fees incurred for our efforts in collecting such amounts. If We use our own attorneys or legal assistants to pursue such an action or proceeding, the fees charged shall be calculated on an hourly basis using the applicable hourly rates for the attorneys and legal assistants who do such work.

We will maintain a lien on all files in our possession and their content until We have received payment in full on all amounts due. In litigation matters in which a money judgment or settlement is rendered in Your favor, We will maintain a lien on all proceedings thereof to the extent of any unpaid fees, expenses or disbursements. The Firm reserves all retaining, charging and equitable lien rights.

Finally, if the Firm's invoices are not timely paid, the Firm may withdraw its representation of You.

Monthly invoices can be paid by check or wire. The Firm's Operating account wiring instructions are:

Financial Institution

Grove Bank & Trust
2701 South Bayshore Drive
Miami, FL 33133

Operating Account

Homer Bonner Jacobs, P.A.
1441 Brickell Avenue, Suite 1200
Miami, FL 33131
ABA # 066004600
Account # 0683718106

6. Conflict of Interest.

Rule 4-1.7 of the Florida Rules of Professional Conduct sets forth the conflict of interest rule applicable to Florida lawyers. Rule 4-1.7 states, in relevant part:

(a) **Representing Adverse Interests.** Except as provided in subdivision (b), a lawyer shall not represent a client if:

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(1) the representation of 1 client will be directly adverse to another client; or

(2) there is a substantial risk that the representation of 1 or more clients will be materially limited by the lawyer's responsibilities to another client, a former client or a third person or by a personal interest of the lawyer.

(b) Notwithstanding the existence of a conflict of interest under subdivision (a), a lawyer may represent a client if:

(1) the lawyer reasonably believes that the lawyer will be able to provide competent and diligent representation to each affected client;

(2) the representation is not prohibited by law;

(3) the representation does not involve the assertion of a position adverse to another client when the lawyer represents both clients in the same proceeding before a tribunal; and

(4) each affected client gives informed consent, confirmed in writing or clearly stated on the record at a hearing.

(c) Explanation to Clients. When representation of multiple clients in a single matter is undertaken, the consultation shall include explanation of the implications of the common representation and the advantages and risks involved.

(d) Lawyers Related by Blood or Marriage. A lawyer related to another lawyer as parent, child, sibling, or spouse shall not represent a client in a representation directly adverse to a person who the lawyer knows is represented by the other lawyer except upon consent by the client after consultation regarding the relationship.

(e) Representation of Insureds. Upon undertaking the representation of an insured client at the expense of the insurer, a lawyer has a duty to ascertain whether the lawyer will be representing both the insurer and the insured as clients, or only the insured, and to inform both the insured and the insurer regarding the scope of the representation. All other Rules Regulating the Florida Bar related to conflicts of interest apply to the representation as they would in any other situation.

As has been explained to You verbally, in all matters in which a law firm undertakes the representation of multiple clients, there exists the possibility of a conflict of interest. This is

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because the interests of the clients may vary depending on the specific circumstances. In this case, some examples of these varying interests may be: (1) different legal standards for alleged liability between or among Woodbridge Group of Companies, LLC, and each of the entities listed in schedule A; (2) different degrees of supposed responsibility or culpability between or among Woodbridge Group of Companies, LLC, and each of the entities listed in schedule A; and (3) differences in a desire to settle and, if applicable, differences in one's ability to pay any settlement amounts.

The foregoing are only some examples of differing interests that may arise between or among each of You in this matter. It is not possible to anticipate every possible conflict because sometimes conflicts are minor and do not preclude the simultaneous representation of multiple clients. On the other hand, some conflicts are so severe that one lawyer cannot simultaneously represent all clients involved.

While there are risks and potential conflicts concerning joint representation, there are also benefits. Because of economies of scale, joint representation will typically result in lower aggregate legal costs. It may also allow for better coordination of litigation strategy.

Clearly, each of You shares a common interest in responding to the SEC's request for information. Based upon the information provided to the Firm, there does not appear to be an actual conflict between either of You that would affect the Firm's common representation of each of You. Nevertheless, the Firm endeavors to ensure that its professional judgment is never materially limited by any conflict of interest. To this end, We request that You advise the Firm immediately if You become aware of any conflicts or potential conflicts that may prohibit or limit the Firm from representing any of the parties to this Agreement so that the Firm may determine how to proceed. If the Firm becomes aware of any conflicts of interest, We will notify each party to this Agreement in writing.

In addition, if You ever have any concern about the appropriateness of continued joint representation, You must immediately notify the Firm in writing so that We may reevaluate whether to continue our joint representation of each of You.

In the event the Firm withdraws from representing any of You, We will take reasonable steps to avoid reasonably foreseeable prejudice. In the event the Firm withdraws from representing any of You due to a conflict, You shall be entitled to retain counsel at Your own expense, and the Firm agrees to provide Your new counsel with all non-privileged documentation in its possession regarding the above-referenced matter, as long as the Firm's invoices are fully paid and no outstanding balance is owed to the Firm in connection with such matter.

7. No Guarantee of Fees, Costs or Results.

It is difficult to estimate, in advance, the amount of fees and costs, expenses or disbursements that We will incur in connection with this engagement. Any statement or estimate about this subject that We may have given you is just that – an estimate – and not a promise or

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commitment to a flat, capped, or fixed fee. Similarly, and although We will give You our reasoned judgment at all times, We cannot guarantee a particular outcome of any engagement. Thus, We do not and cannot guarantee that the ultimate outcome or timing will be consistent with Your wishes. Please keep in mind that any statements made by the Firm as to possible outcomes or timing are mere opinions or possibilities, and not assurances, guarantees or predictions.

8. Conduct of Litigation.

As a matter of our professional responsibility and as long as in our judgment it will not substantively injure your position in this matter, We retain control over decisions affecting our reputation and professionalism. This discretion includes, among other decisions, whether to extend deadlines for opposing counsel, whether to cooperate with opposing counsel in scheduling or similar matters, and whether and how matters should be argued in correspondence, pleadings, filings, or to a court or judicial officer.

9. File Retention and Destruction.

The Firm occasionally utilizes third-party document storage vendors. By signing this agreement, You expressly authorize the Firm and any third-party document storage vendors to handle, transport, and store any documents or property the Firm possesses on Your behalf. You also authorize the Firm to store any documents associated with its representation of You electronically on servers that are physically located both in the Firm's office and offsite.

At the conclusion of this matter, We will retain Your legal files for a period no less than five (5) years after We close our file. At the expiration of five-year period, We reserve the right to destroy these files without further notice unless You notify us in writing that You wish to take possession of them. We reserve the right to charge administrative fees and costs associated with locating, retrieving, handling, reproducing, transporting, and delivering such files. We also reserve the right to charge any fees and costs associated with storing Your files at the conclusion of the five-year period.

10. Termination.

You may terminate the attorney-client relationship at any time and for any reason. Should You decide to terminate this Agreement, You must provide written notification to the Firm. Such a termination does not, however, absolve You of responsibility to pay for services or costs, expenses and disbursements incurred prior to the Firm's receipt of the notice of termination, or incurred subsequent to the notice of termination that are, in the Firm's view, reasonably necessary to protect Your interests.

To the extent permitted by the applicable rules of professional conduct, the Firm also reserves the right to terminate the attorney-client relationship at any time and for any reason. The Firm will provide You with written notification if it decides to terminate this Agreement. Similarly, and again to the extent permitted by the applicable rules of professional conduct, You

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will remain liable for services or costs, expenses and disbursements prior to the Firm's decision to withdraw, or incurred subsequent to the Firm's decision to withdraw that are, in the Firm's view, reasonably necessary to protect Your interests.

You must keep us informed of your mailing address and other contact information, including cellular telephone numbers and email addresses. If at any time during the course of this representation your address becomes unknown or We are otherwise unable to contact You, We shall be permitted to withdraw from this presentation by sending You a certified letter to your last known address.

11. Binding and Entire Agreement.

This Agreement is the entire agreement between You and the Firm. No party is relying on, or is entitled to rely on, any representations or statements not expressly contained herein. In addition, no changes may be made to this Agreement without the written consent of all parties hereto. This Agreement shall continue in effect until the services to be performed hereunder have been completed or until terminated by any party hereto. There are no intended third-party beneficiaries of this Agreement or of the Firm's representation.

12. Governing Law; Venue.

The laws of the State of Florida shall govern the construction and interpretation of this Agreement. You further agree that all disputes arising or relating to this agreement or its performance shall be brought and maintained in Miami-Dade County, Florida.

13. Confidentiality of Communications.

Depending on the degree of security that You wish to maintain, it may not be appropriate to speak using cellular telephones (or at least not to do so where substantive information is being discussed). Similarly, the exchange of documents using the Internet, or even direct computer-to-computer data transfer, may involve some risk that information will be retrieved by third parties with no right to see it. Even the use of fax machines can cause problems if documents are sent to numbers where the documents sit in open view. We therefore request that You advise us in writing if You have any specific instructions for communicating with You to which You would like us to adhere (e.g., calling before sending a fax or email) or if You have any confidentiality issues of which We should be aware.

If this letter reflects Your understanding of our relationship, please sign Your name where indicated below, and retain a copy for Your records. Also, please wire the costs Security Retainer to the Firm's Trust account pursuant to the instructions provided above. If You have any questions or concerns about any part of this Agreement, please contact me as soon as possible. On behalf of the Firm, We appreciate the opportunity to represent You on this matter.

HOMER BONNER JACOBS

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Very truly yours,



Kevin P. Jacobs

Enclosure

ACKNOWLEDGEMENT AND AGREEMENT

I HAVE READ, FULLY UNDERSTAND, AND HEREBY ACKNOWLEDGE AND AGREE to the terms set forth in this Agreement.

12/20/17

Date

/s/ Lawrence R. Perkins

Lawrence R. Perkins

Chief Restructuring Officer of WGC Independent Manager, LLC,
the Sole Manager of Woodbridge Group of Companies, LLC, and
the entities listed in attachment A

Attachment A

#	LLC/CORP	FILING STATE	FILING DATE	REGISTERED AGENT	REGISTERED AGENT ADDRESS	PHONE
1	14068 Davana Terrace, LLC	DE	3/18/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
2	14068 Davana Terrace Holding Company, LLC	DE	4/25/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
3	15714 Castlewoods Drive, LLC	DE	4/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
4	15672 Castlewoods Drive, LLC	DE	4/23/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
5	215 North 12th Street, LLC	CO	5/12/2014	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	
6	695 Buggy Circle, LLC	CO	4/3/2014	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	
7	Addison Park Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
8	H31 Addison Park Holding Company, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
9	Anchorpoint Investments, LLC	DE	5/15/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
10	Arborvitae Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
11	Archivolt Investments, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
12	Arlington Ridge Investments, LLC	DE	8/7/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
13	Arrowpoint Investments, LLC	DE	5/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
14	Baleroy Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
15	Bearingside Investments, LLC	DE	5/15/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
16	Bay Village Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
17	Bear Brook Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
18	Beech Creek Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
19	Bishop White Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
20	H70 Bishop White Holding Company, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
21	Black Bass Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
22	Black Locust Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
23	Bluff Point Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
24	Bowman Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
25	Bowstring Investments, LLC	DE	5/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
26	Bramley Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
27	Brise Soleil Investments, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
28	Broadsands Investments, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
29	Brynderwen Investments, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
30	Cablestay Investments, LLC	DE	5/15/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
31	Caisson Investments, LLC	DE	4/25/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
32	Calendonia Circle Investments, LLC	DE	8/15/2016	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
33	H71 Calendonia Circle Holding Company, LLC	DE	8/15/2016	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
34	Calder Grove Investments, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
35	Cannington Investments, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
36	M31 Cannington Holding Company, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
37	Cantilever Investments, LLC	DE	4/25/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
38	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
39	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
40	Carbondale Glen Lot A-5, LLC	CO	1/14/2014	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	
41	Carbondale Glen Lot D-22, LLC	CO	7/26/2013	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	
42	Carbondale Glen Lot E-15, LLC	CO	11/18/2013	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	
43	Carbondale Glen Lot E-8, LLC	CO	7/26/2013	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	
44	Carbondale Glen Lot E-24, LLC	CO	12/2/2013	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	
45	Carbondale Glen Lot E-38, LLC	CO	3/26/2014	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	
46	Carbondale Glen Lot GV-6, LLC	CO	10/25/2013	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	
47	Carbondale Glen Lot GV-13, LLC	CO	2/11/2014	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	
48	Carbondale Glen Lot IS-11, LLC	CO	10/15/2013	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	
49	Carbondale Glen Lot L-2, LLC	CO	5/23/2014	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	
50	Carbondale Glen Lot SD-14, LLC	CO	1/3/2014	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	
51	Carbondale Glen River Mesa, LLC	CO	1/29/2014	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	
52	Carbondale Glen Mesa Lot 19, LLC	CO	3/4/2014	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	
53	Carbondale Glen Peaks Lot L-1, LLC	CO	Unknown	Unknown	Unknown	

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 WOODBRIDGE LLC / CORP REGISTERED AGENT LIST

54	Carbondale Glen Sweetgrass Vista, LLC	CO	3/4/2014	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	302-288-0670
55	Carbondale Glen Sundance Ponds, LLC	CO	4/18/2014	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	302-288-0670
56	Carbondale Sundance Lot 15, LLC	CO	7/26/2013	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	302-288-0670
57	Carbondale Sundance Lot 16, LLC	CO	7/26/2013	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	302-288-0670
58	Carbondale Spruce 101, LLC	CO	4/23/2014	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	302-288-0670
59	Casper Falls Investments, LLC	DE	11/17/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
60	M59 Casper Falls Holding Company, LLC	DE	11/17/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
61	Castle Pines Investments, LLC	DE	11/17/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
62	Centershot Investments, LLC	DE	5/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
63	M25 Centershot Holding Company, LLC	DE	5/15/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
64	Chaplin Investments, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
65	Chestnut Investments, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
66	Chestnut Investments, LLC	CO	8/16/2011	Registered Agent, Inc.	1942 Broadway Street, Suite 314C, Boulder, CO 80302	302-288-0670
67	M79 Chestnut Company, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
68	Chestnut Ridge Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
69	Cliff Park Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
70	H57 Cliff Park Holding Company, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
71	Clover Basin Investments, LLC	DE	10/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
72	Coffee Creek Investments, LLC	DE	11/17/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
73	Craven Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
74	Crestmark Investments, LLC	DE	5/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
75	Crossbeam Investments, LLC	DE	5/15/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
76	Crosskeys Investments, LLC	DE	4/25/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
77	Crowfield Investments, LLC	DE	11/17/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
78	Crystal Valley Holdings, LLC	CO	11/26/2013	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	302-288-0670
79	Crystal Woods Investments, LLC	DE	5/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
80	Daleville Investments, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
81	[REDACTED]	DE	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
82	Deerfield Park Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
83	Derbyshire Investments, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
84	Dixmont State Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
85	Dixville Notch Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
86	Dogwood Valley Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
87	Dollis Brook Investments, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
88	Doubleleaf Investments, LLC	DE	5/15/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
89	Donnington Investments, LLC	DE	4/25/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
90	DPAR Investments, LLC	DE	4/21/2004	Harvard Business Services, Inc.	16192 Coastal Highway, Lewes, DE 19958	302-645-7400
91	Drawspan Investments, LLC	DE	5/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
92	M22 Drawspan Holding Company, LLC	DE	5/15/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
93	Eldredge Investments, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
94	M71 Eldredge Holding Company, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
95	Elstar Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
96	Emerald Lake Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
97	Evergreen Way Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
98	Exquisite Homes, Inc.	DE	6/26/2013	Delaware Entity Services, LLC	1013 Centre Road, Suite 403S, Wilmington, DE 19805	302-252-4257
99	Fieldpoint Investments, LLC	DE	5/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
100	Foothill CL Nominee, LLC	DE	5/2/2017	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
101	Foxridge Investments, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
102	Franconia Notch Investments, LLC	DE	5/7/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
103	M88 Franconia Notch Holding Company, LLC	DE	5/7/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
104	Frog Rock Investments, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
105	M77 Frog Rock Holding Company, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
106	Gateshead Investments, LLC	DE	4/25/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
107	Glenn Rich Investments, LLC	DE	5/7/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670

108	Goosebrook Investments, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
109	M68 Goosebrook Holding Company, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
110	Goose Rocks Investments, LLC	DE	5/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
111	Graeme Park Investments LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
112	H68 Graeme Park Holding Company, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
113	Grand Midway Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
114	H61 Grand Midway Holding Company, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
115	Gravenstein Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
116	H26 Gravenstein Holding Company, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
117	Green Gables Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
118	H44 Green Gables Holding Company, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
119	Grenadier Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
120	Grumblethorpe Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
121	Hackmatack Investments, LLC	DE	5/7/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
122	Haffenburg Investments, LLC	DE	11/17/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
123	M56 Haffenburg Holding Company, LLC	DE	11/17/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
124	Haralson Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
125	Harrington Investments, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
126	M33 Harringtonworth Holding Company, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
127	Hawthorn Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
128	H33 Hawthorn Holding Company, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
129	Hays Investments, LLC	DE	11/17/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
130	Hazelport Investments, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
131	Heilbron Manor Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
132	H66 Heilbron Manor Holding Company, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
133	Hollyvine Owners, LLC	DE	3/25/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
134	Hollyvine Holdings, LLC	DE	4/3/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
135	Holmesburg Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
136	H62 Holmesburg Holding Company, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
137	Hornbeam Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
138	H35 Hornbeam Holding Company, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
139	Idared Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
140	Imperial Aly Investments, LLC	DE	8/15/2016	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
141	Ironside Investments, LLC	DE	5/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
142	Lenni Heights Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
143	Lilac Meadow Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
144	Lilac Valley Investments, LLC	DE	5/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
145	M96 Lilac Valley Holding Company, LLC	DE	5/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
146	Lincnshire Investments, LLC	DE	5/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
147	M17 Lincnshire Holding Company, LLC	DE	5/15/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
148	Lockwood Investments, LLC	DE	11/17/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
149	Lonetree Investments, LLC	DE	11/17/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
150	Longbourn Investments, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
151	Mason-Reality Columbus Properties, LLC	DE	11/12/1998	The Corporation Trust Company	Corporation Trust Center, 1209 Orange Street, Wilmington	302-658-7581
152	Mason Run Investments, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
153	Massabasic Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
154	Melody Lane Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
155	Merrimack Valley Investments, LLC	DE	5/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
156	Mineola Investments, LLC	DE	11/17/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
157	Monadnock Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
158	Woodbridge Investments, LLC	DE	4/30/2002	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
159	Moravian Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
160	Mount Washington Investments, LLC	DE	5/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
161	Mountain Spring Investments, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670

162	M67 Mountain Spring Holding Company, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
163	Mt. Holly Investments, LLC	DE	5/17/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
164	Mutsu Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
165	Newville Investments, LLC	DE	5/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
166	Old Carbon Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
167	Old Maitland Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
168	Orchard Mesa Investments, LLC	DE	10/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
169	Owl Ridge Investments, LLC	DE	10/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
170	Pacific Heights Investments, LLC	DE	8/15/2016	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
171	Papirovka Investments, LLC	DE	10/8/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
172	Pearmain Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
173	Pawtuckaway Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
174	Pemberley Investments, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
175	M38 Pemberley Holding Company, LLC	DE	6/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
176	Pembroke Academy Investments, LLC	DE	5/7/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
177	M84 Pembroke Academy Holding Company, LLC	DE	5/7/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
178	Pemigewasset Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
179	Pennhurst Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
180	H64 Pennhurst Holding Company, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
181	Pepperwood Investments, LLC	DE	5/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
182	Phillipsburg Investments, LLC	DE	11/17/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
183	Pinney Investments, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
184	Pinova Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
185	Powel House Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
186	Quarterpost Investments, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
187	Ridgecrest Investments, LLC	DE	11/17/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
188	Riley Creek Investments, LLC	DE	2/24/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
189	Rising Sun Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
190	H59 Rising Sun Holding Company, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
191	Sachs Bridge Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
192	H50 Sachs Bridge Holding Company, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
193	Saddleamount Investments, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
194	Sagebrook Investments, LLC	DE	11/17/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
196	Seven Stars Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
197	Sidespar Investments, LLC	DE	4/28/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
198	M4 Sidespar Holding Company, LLC	DE	4/25/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
199	Sightline Investments, LLC	DE	5/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
200	Silk City Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
201	Silverbaron Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
202	Silverleaf Funding, LLC	DE	7/22/2013	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
203	Silver Maple Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
204	H30 Silver Maple Holding Company, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
205	Silverthorne Investments, LLC	DE	10/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
206	Springvale Investments, LLC	DE	11/17/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
207	Squaretop Investments, LLC	DE	10/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
208	Stayman Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
209	Stepstone Investments, LLC	DE	4/25/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
210	Steele Hill Investments, LLC	DE	5/7/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
211	Strawberry Fields Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
212	Sturmer Pippin Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
213	H36 Sturmer Pippin Holding Company, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
214	Summerfree Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670

215	Summit Cut Investments, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
216	H47 Summit Cut Holding Company, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
217	Thunder Basin Investments, LLC	DE	11/17/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
218	Topchord Investments, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
219	M37 Topchord Holding Company, LLC	DE	6/13/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
220	Trestlewood Development, LLC	DE	4/25/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
221	Vallecito Investments, LLC	DE	10/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
222	Varga Investments, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
223	M74 Varga Holding Company, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
224	Wetterhorn Investments, LLC	DE	10/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
225	Whiteacre Funding, LLC	DE	2/7/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
226	White Birch Investments, LLC	DE	8/6/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
227	White Dome Investments, LLC	DE	10/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
228	Wildernest Investments, LLC	DE	10/16/2014	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
229	Willow Grove Investments, LLC	DE	2/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
230	H52 Willow Grove Holding Company, LLC	DE	12/10/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
231	Winding Road Investments, LLC	DE	5/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
232	Winnisquam Investments, LLC	CO Foreign	8/4/2015	Northwest Registered Agent, LLC	1942 Broadway Street, Suite 314C, Boulder, CO 80302	302-288-0670
233	Wondenview Investments, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
234	M66 Wondenview Holding Company, LLC	DE	2/20/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670
235	Zestar Investments, LLC	DE	10/8/2015	A Registered Agent, Inc.	8 The Green, Suite A, Dover, DE 19901	302-288-0670

EXHIBIT B

PERKINS DECLARATION

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**DECLARATION OF LAWRENCE R. PERKINS IN SUPPORT OF
DEBTORS' APPLICATION FOR ENTRY OF ORDER AUTHORIZING
THE EMPLOYMENT AND RETENTION OF HOMER BONNER JACOBS PA
AS SPECIAL LITIGATION COUNSEL TO THE DEBTORS AND DEBTORS
IN POSSESSION NUNC PRO TUNC TO PETITION DATE**

Pursuant to 28 U.S.C. § 1746, I, Lawrence R. Perkins, hereby submit this declaration (the "Declaration") under penalty of perjury:

1. I am the Chief Restructuring Officer for Woodbridge Group of Companies, LLC and the other above-captioned debtors and debtors in possession (collectively, the "Debtors"), each of which has filed a voluntary petition for relief under title 11 of the United States Code (the "Bankruptcy Code").

2. I submit this Declaration in support of the *Application for Entry of Order Authorizing the Employment and Retention of Homer Bonner Jacobs as Special Litigation Counsel to the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* (the

¹ The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the proposed undersigned counsel for the Debtors.

“Application”).² Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information gathered from my review of relevant documents, and information supplied to me by other members of the Debtors’ management and the Debtors’ advisors.

3. Prior to the Petition Date, the Debtors engaged Homer Bonner Jacobs PA (“Homer Bonner Jacobs”) as their counsel in connection with: the following civil court actions: (i) *SEC v. Woodbridge Group of Companies, LLC*, Case No. 17-MC-22665-CIV-Altonaga; and (ii) *SEC v. 235 Limited Liability Companies*, 17-MC-23986-CIV-Huck³ (collectively, the “SEC Litigation”). Moreover, the Debtors also retained Homer Bonner Jacobs to represent their interests in the SEC investigation captioned *In the Matter of Woodbridge Investment Fund III, LLC* (FL-04024) (the “SEC Investigation,” together with the SEC Litigation, the “SEC Matters”). The Debtors retained Homer Bonner Jacobs as their counsel because of Homer Bonner Jacobs’s extensive knowledge, expertise, and experience in complex securities litigation and regulatory defense. Its ranks include former SEC Senior Trial Counsel and former Assistant U.S. Attorneys, who have ample experience in financial investigations. Homer Bonner Jacobs’ knowledge and expertise with respect to issues related to the SEC Matters will enable Homer Bonner Jacobs to work in an efficient and cost-effective manner on behalf of the Debtors’ estates. Therefore, the Debtors believe that Homer Bonner Jacobs is uniquely qualified to represent them in these cases. Homer Bonner Jacobs has informed the Debtors that its current hourly rates are Homer Bonner Jacobs’ standard hourly rates for work of this nature. Moreover,

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

³ Homer Bonner Jacobs represented the Woodbridge affiliates numbered 1-37, 40-80, 82-89, 99-150, 152-194, and 196-235 in the SEC’s Application for an Order to Show Cause Enforcing Administrative Subpoenas.

based on my prior experience as Chief Restructuring Officer, and in similar roles supervising legal costs in restructuring cases, I understand Homer Bonner Jacobs billing rates to be commensurate with other comparably skilled professionals.

4. I understand that Homer Bonner Jacobs is in the process of developing, for the Debtors' review, a prospective budget and staffing plan for the three-month period beginning on the Petition Date. Furthermore, the Debtors recognize that in the course of large chapter 11 cases like these, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and Homer Bonner Jacobs. Thus, in accordance with the Revised UST Guidelines (as defined in the Application), the budget to be proposed may be amended as necessary to reflect changed expectations and/or unanticipated developments.

5. In my role as Chief Restructuring Officer, I typically monitor legal fees and expenses incurred by the Debtors and will continue to do so, with the support of the Debtors staff, during the course of these Chapter 11 Cases. Any issues regarding such fees and expenses are typically addressed informally between the Debtors and the law firm. During these Chapter 11 Cases, I will continue to monitor Homer Bonner Jacobs' invoices, and, together with Homer Bonner Jacobs, periodically amend the budget and staffing plans as needed.

I declare under 28 U.S.C. § 1746 that, to the best of my knowledge, and after reasonable inquiry, the foregoing is true and correct.

Dated: December 20, 2017

/s/ Lawrence R. Perkins
Lawrence R. Perkins
Chief Restructuring Officer

EXHIBIT C

RULE 2016 STATEMENT

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**STATEMENT OF HOMER BONNER JACOBS PA UNDER
RULE 2016 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
AND SECTION 329 OF THE BANKRUPTCY CODE**

1. Homer Bonner Jacobs PA (“Homer Bonner Jacobs”), pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court of the District of Delaware (the “Local Rules”), and section 329 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), states that the undersigned is proposed special litigation counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), each of which have filed a voluntary petition under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”).

2. The services to be rendered include all those services set forth in the *Application for Entry of Order Authorizing the Employment and Retention of Homer Bonner Jacobs PA as*

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the proposed undersigned counsel for the Debtors.

Special Litigation Counsel to the Debtors and Debtors in Possession Nunc Pro Tunc to Petition Date (the “Application”).²

3. Compensation agreed to be paid by the Debtors to Homer Bonner Jacobs is to be for legal services rendered in connection with the services described in the Application. The Debtors have agreed to pay Homer Bonner Jacobs’ standard hourly rates for the legal services rendered or to be rendered on the Debtors’ behalf in connection with these cases by Homer Bonner Jacobs’ various attorneys and paralegals. The Debtors have also agreed to reimburse Homer Bonner Jacobs for its actual and necessary expenses incurred in connection with these Chapter 11 Cases.

4. Within ninety (90) days of the Petition Date, Homer Bonner Jacobs received a monthly flat-rate, fixed fee of \$100,000 in the months of November and December 2017 for a total of \$200,000 (the “Earned Fees”).

5. All filing fees in these Chapter 11 Cases have been paid in full.

[Remainder of page intentionally left blank]

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

6. Homer Bonner Jacobs further states that it has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, counsel, and associates of Homer Bonner Jacobs, or (b) any compensation another person or party has received or may receive.

Dated: December 20, 2017 Respectfully
submitted:

HOMER BONNER JACOBS

1200 Four Seasons Tower
1441 Brickell Avenue
Miami, Florida 33131
Phone: (305) 350-5116
Fax: (305) 982-0079

By: /s/ Adam L. Schwartz
Adam L. Schwartz
Email: aschwartz@homerbonner.com
Florida Bar No: 0103163
Kevin P. Jacobs
Email: kjacobs@homerbonner.com
Florida Bar No: 169821

*Proposed Special Litigation Counsel for the
Debtors and Debtors in Possession*

EXHIBIT D

PROPOSED ORDER

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket No. ____

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
HOMER BONNER JACOBS PA AS SPECIAL LITIGATION COUNSEL TO THE
DEBTORS AND DEBTORS IN POSSESSION *NUNC PRO TUNC* TO PETITION DATE**

Upon the application (the "Application")² of the above captioned Debtors for the entry of an order authorizing the Debtors to employ and retain Homer Bonner Jacobs PA ("Homer Bonner Jacobs") as their special litigation counsel *nunc pro tunc* to the Petition Date pursuant to section 327(e) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Rules 2014-1 and 2016-1; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the Debtors have provided appropriate notice of the Application and the opportunity for a hearing on the Application under the circumstances and no other or further notice need be

¹ The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the proposed undersigned counsel for the Debtors.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

provided; and the Court having reviewed the Application and the Schwartz Declaration; the Court being satisfied based on the representations made in the Application and the Schwartz Declaration; and the Court finding that Homer Bonner Jacobs does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters for which they are being retained; and it appearing that the relief requested in the Application and provided for herein is in the best interest of the Debtors, their estates, and creditors; and after due deliberation and sufficient cause appearing therefor; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore; and good, adequate and sufficient cause has been shown to justify the immediate entry of this order; and after due deliberation and sufficient cause appearing therefor:

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. In accordance with section 327(e) of the Bankruptcy Code, the Debtors are authorized to employ and retain Homer Bonner Jacobs as their attorneys in accordance with the terms and conditions set forth in the Application, the Schwartz Declaration and the Engagement Agreement, *nunc pro tunc* to the Petition Date.

3. Homer Bonner Jacobs shall be entitled to compensation for professional services rendered and reimbursement of expenses incurred in connection with the Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Revised UST Guidelines and any other applicable procedures and orders of the Court, including, without limitation, any order of this Court establishing procedures for interim compensation and reimbursement of professionals retained in these Chapter 11 Cases.

4. Homer Bonner Jacobs is authorized without further order of the Court to apply, at any time, any remaining amounts of its prepetition retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Homer Bonner Jacobs. Homer Bonner Jacobs is authorized without further order of the Court to reserve and apply amounts from the prepetition retainers that would otherwise be applied toward payment of postpetition fees and expenses as are necessary and appropriate to compensate and reimburse Homer Bonner Jacobs for fees and expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practices.

5. Homer Bonner Jacobs shall file the budgets approved by the Debtors for the applicable billing period with each monthly fee application.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application and the Schwartz Declaration.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2018
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE