

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

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In re: : Chapter 11
  
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Woodbridge Group of Companies LLC., *et al.*,<sup>1</sup> : Case No. 17-12560 (KJC)
  
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Debtors. : (Jointly Administered)
  
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**VERIFIED STATEMENT OF MILBANK, TWEED, HADLEY & M<sup>c</sup>CLOY LLP  
PURSUANT TO RULE 2019 OF THE FEDERAL RULES OF BANKRUPTCY  
PROCEDURE FOR THE JOINDER NOTEHOLDER GROUP**

Milbank, Tweed, Hadley & M<sup>c</sup>Cloy LLP (“Milbank”) hereby submits this verified statement (the “Statement”), pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), in connection with Milbank’s representation, in the chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned affiliated debtors-in-possession (collectively, the “Debtors”), of certain holders of promissory notes of Woodbridge Mortgage Investment Fund entities and affiliates for the sole and limited purpose of joining in the pending *Motion of the Ad Hoc Committee of Holders of Promissory Notes of Woodbridge Mortgage Investment Fund Entities and Affiliates Pursuant to Section 1102(a)(2) of the Bankruptcy Code Directing the Appointment of an Official Committee of Noteholders* [Docket No. 85] (the “Joinder Noteholder Group”):

<sup>1</sup> The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. A complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses may be obtained on the website of the Debtors’ claims and noticing agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC).

1. The Joinder Noteholder Group was formed as of December 29, 2017, 2017, subject to the addition of new members from time to time, and has elected to engage Milbank to represent the interests of the Joinder Noteholder Group in connection with these Chapter 11 Cases.

2. Each member of the Joinder Noteholder Group holds one or more claims against the Debtors' estates. In accordance with Bankruptcy Rule and 2019(c), attached hereto as **Exhibit A** is a list of the names, addresses, and the natures and amounts of all disclosable economic interests held in relation to the Debtors by each member as of December 29, 2017.<sup>2</sup>

3. Counsel to the Joinder Noteholder Group reserves the right to further amend this Statement as necessary and will supplement the Statement to the extent any material changes to the facts set forth herein are discovered. Nothing contained in the Statement should be construed as a limitation upon, or waiver of, the rights of any Joinder Noteholder Group member to assert, file, and/or amend any proof of claim in accordance with applicable law, any order establishing the bar dates in these cases, or any other order entered by the Court at a future date amending or establishing new procedures for filing proofs of claim.

Dated: January 3, 2018  
Wilmington, Delaware

**MORRIS, NICHOLS, ARSHT & TUNNELL LLP**

/s/ Andrew R. Remming  
Robert J. Dehney (No. 3578)  
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and

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<sup>2</sup> The Statement does not reflect any economic interest that any Joinder Noteholder Group member may hold in relation to any non-Debtor affiliates.

**MILBANK, TWEED, HADLEY & M<sup>c</sup>CLOY LLP**

Mark Shinderman (*pro hac vice* pending)

James C. Behrens (*pro hac vice* pending)

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Los Angeles, CA 90067

Telephone: (424) 386-4000

*Attorneys for Joinder Noteholder Group*

**EXHIBIT A**<sup>3</sup>

<b><u>Joinder Noteholder Group Member Name and Address</u></b>	<b><u>Nature and Amount of Disclosable Economic Interest as of December 29, 2017</u></b>
Barry and Ferne Kornfeld ToD 5929 NW 84 <sup>th</sup> Terrace Parkland, FL 33067	\$350,000 (Notes)*
M. Kornfeld Declaration of Trust c/o 5925 NW 84 <sup>th</sup> Terrace Parkland, FL 33067	\$100,000 (Notes)*
Jeffrey L Wendel & Jodi M Wendel 714 Black Eagle Dr. P. O. Box 240 Fort Recovery, OH 45846	\$225,000 (Notes)
JJCC, Inc Retirement Plan FBO: Jeffrey L Wendel 114 N Wayne St. P. O. Box 511 Fort Recovery, OH 45846	\$195,000 (Notes)
Albert D. Klager 1515 Indian River Blvd., A245 Vero Beach, FL 32960	\$26,170 (Notes)*
Robert J. Porter & Susan J. Porter 8 Blue Rock Road Wilmington, DE 19809	\$100,000 (Notes)

<sup>3</sup> Nothing in the Statement and Exhibit A affects the substantive rights of each member of the Joinder Noteholder Group to assert claims against the Debtors' estates, including under any bar date order. In addition to the disclosable economic interests identified herein, members of the Joinder Noteholder Group may have additional claims against one or more of the Debtors on account of, among other things, commissions, fees, expenses, accrued interest, and indemnity obligations.

\* Indicates that this noteholder asserts additional claims.

Horizon Trust fbo Kindra S. Sailers SEP IRA c/o Kindra Sailers 4941 Caminito Luisa Camarillo, CA 93012	\$47,000 (Notes)
Knowles Foundation Inc 873 Bancroft Circle The Villages, FL 32162	\$100,000 (Notes)
Leonard Shemtob 4335 Van Nuys Blvd #204 Sherman Oaks, CA 91403	\$582,500.00 (Notes)*
Rosewood Capital Investments Inc. 4335 Van Nuys Blvd #204 Sherman Oaks, CA 91403	\$3,967,777.81 (Notes)*
Jesse Randle 4335 Van Nuys Blvd #204 Sherman Oaks, CA 91403	\$582,500.00 (Notes)*
Clayton Capital Investments Corp. 4335 Van Nuys Blvd #204 Sherman Oaks, CA 91403	\$3,967,777.81 (Notes)*
Carolyn Ann Beeder 25 Elati St. Denver, CO 80223	\$100,000 (Notes)
Diane Ruby 1891 S. Julian St. Denver, CO 80219	\$30,000 (Notes)
Mainstar Trust Custodian FBO Thomas Weidner IRA c/o Thomas Weidner 624 Detroit Ave Cortez, CO 81321	\$211,995 (Notes)

Mainstar Trust Custodian FBO Mark D. Varien IRA c/o Mark D. Varien 406 E. North St. Cortez, CO 81321	\$79,900 (Notes)
Jeffrey R. Young & Joy K. Young 16198 E. Prentice Place Centennial, CO 80015	\$25,000 (Notes)*
Young Living Trust dated April 7, 2008 16198 E. Prentice Place Centennial, CO 80015	\$45,000 (Notes)
<b>Total Notes</b>	<b>\$10,665,620.62</b>