

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

In re: WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> ¹ Debtors.	: : : : : : : : : : :	Chapter 11 Case No. 17-12560 (KJC) Jointly Administered Re: Docket Nos. 1833 and 2102
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**JOINDER OF THE UNITHOLDERS' COMMITTEE TO
THE AD HOC NOTEHOLDER GROUP'S STATEMENT REGARDING
THE MOTION OF LISE LA ROCHELLE, ET AL. TO TERMINATE EXCLUSIVITY**

The Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”) of Woodbridge Mortgage Investment Fund Entities,² by and through its undersigned counsel, hereby submits this Joinder to the *Statement of the Ad Hoc Noteholder Group Regarding the Motion of Lise La Rochelle, et al. to Terminate Exclusivity* [Dkt. No. 2102] (the “Response”) on behalf of all non-insider unitholders (the “Unitholders”).

1. On May 18, 2018, Lise La Rochelle, *et al.* Noteholders (the “La Rochelle Noteholders”) filed the *Motion of Lise La Rochelle, et al. Noteholders to Terminate Exclusivity* [Dkt. No. 1833] (the “Termination Motion”).

2. On July 6, 2018, the Ad Hoc Noteholder Group³ filed the Response.

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. 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.

² The Funds consist of the following Debtors: (i) Woodbridge Mortgage Investment Fund 1, LLC; (ii) Woodbridge Mortgage Investment Fund 2, LLC; (iii) Woodbridge Mortgage Investment Fund 3, LLC; (iv) Woodbridge Mortgage Investment Fund 3A, LLC; (v) Woodbridge Mortgage Investment Fund 4, LLC; (vi) Woodbridge Commercial Bridge Loan Fund 1, LLC; and (vii) Woodbridge Commercial Bridge Loan Fund 2, LLC.

³ The Noteholder Group was formed pursuant to the January 23, 2018 order of the Bankruptcy Court [Dkt. No. 357].

3. The Unitholders' Committee agrees with the Ad Hoc Noteholder Group that the interests of the Unitholders is best served by an extension of the exclusive period for the Debtors to file and solicit votes on a chapter 11 plan. The Unitholders' Committee would certainly litigate any plan that proposes a recovery less than that agreed upon during the lengthy, and sometimes contentious, negotiations among all parties that led to the March 23, 2018 Plan Term Sheet.

WHEREFORE, for the reasons set forth in the Response, the Unitholders' Committee respectfully requests that this Court (i) deny the Termination Motion; (ii) continue the Debtors' exclusivity periods for filing and soliciting votes on a chapter 11 plan; and (iii) grant such other and further relief as is just.

[Signature block on following page.]

Dated: July 6, 2018

VENABLE LLP

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