

**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)

**DECLARATION OF BRADLEY D. SHARP IN
SUPPORT OF DEBTORS' MOTION TO SELL 328 CRYSTAL CANYON DRIVE,
CARBONDALE, COLORADO PROPERTY**

I, Bradley D. Sharp, hereby declare under penalty of perjury, pursuant to section 1746 of title 28 of the United States Code, as follows:

1. I am President and CEO of Development Specialists, Inc. ("DSI"), located at 333 S. Grand Avenue Suite 4070, Los Angeles, California 90071, and the Chief Restructuring Officer of WGC Independent Manager LLC, a Delaware limited liability company ("WGC Independent Manager"), which is the sole manager of debtor Woodbridge Group of Companies, LLC, a Delaware limited liability company and an affiliate of each of the above-captioned debtors and debtors in possession (each, a "Debtor" and collectively, the "Debtors"). I submit this declaration (this "Declaration") in support of the *Debtors' Motion for Entry of an Order (i) Authorizing the Sale of 328 Crystal Canyon Drive, Carbondale, Colorado Property Owned by the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (ii) Approving the Related Purchase Agreement; and (iii) Granting Related Relief* (the "Sale Motion").² All

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 14140 Ventura Boulevard #302, 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 undersigned counsel for the Debtors.

² Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Sale Motion.

facts set forth in this Declaration are based upon my personal knowledge of the Debtors' operations, information learned from my review of relevant documents, and discussions with the Debtors' professional advisors. I am authorized to submit this Declaration on behalf of the Debtors and, if called upon to testify, I could and would testify competently to the facts set forth herein.

2. Pursuant to the terms of the settlement approved by this Court on January 23, 2018 between the Debtors, the Official Committee of Unsecured Creditors, the Securities and Exchange Commission, the Ad Hoc Committee of Noteholders, and the Ad Hoc Committee of Unitholders (the "Settlement"), the Debtors' board of managers was reconstituted as a three-person board consisting of Richard Nevins, M. Freddie Reiss, and Michael Goldberg (collectively, the "Board") [D.I. 357-1]. On January 26, 2018, the Board approved my retention as the Debtors' new Chief Restructuring Officer. On February 13, 2018, the Court entered an order approving my retention as Chief Restructuring Officer [D.I. 573].

3. I understand that in July 2016 the Seller made a bulk purchase of lots in the River Valley Ranch community in Carbondale, Colorado with the intention of holding such properties for future sale as vacant lots or for future possible development. The Property, which consists of an approximately .38 acre lot, was one of the lots acquired in that bulk purchase at a purchase price of \$120,000. Ultimately, the Debtors determined that there would be no benefit to constructing a new home on the Real Property given the existing inventory in the River Valley Ranch community.

4. In consultation with the Debtors' other advisors, I have determined that selling the Property now on an "as is" basis best maximizes the value of the Property. The Property has been listed on the multiple-listing service for approximately 28 days and marketed for sale as a vacant lot, and the Purchaser's full price, all cash offer under the Purchase Agreement is the highest and otherwise best offer the Debtors have received. Moreover, I, in consultation with the

Debtors other advisors, have determined that the sale price, which exceeds the purchase price paid for the Property by \$155,000, is reasonable in comparison to comparable properties in the market in which the Property is located. Accordingly, I have determined that selling the Property on an “as is” basis to the Purchaser is the best way to maximize the value of the Property.

5. On June 7, 2018, the Purchaser made a full price, all cash \$275,000 offer on the Property. The Debtors believe that this purchase price provides significant value and, accordingly, countersigned the final Purchase Agreement on June 8, 2018. Under the Purchase Agreement, the Purchaser agreed to purchase the Property for \$275,000, with a \$13,750 initial cash deposit and the balance of \$261,250 to be paid in cash as a single down payment at closing, with no financing contingencies.

6. To the best of my knowledge, (i) the Purchase Agreement was the product of good faith, arm’s-length negotiations between the Purchaser and the Seller, (ii) the Purchaser is not related to or an affiliate of the Debtors or any of their insiders or former insiders, and (iii) no non-debtor affiliate or current or former officer, director, employee, managing member or affiliate of any of the Debtors (other than Seller) is a party to, or broker in connection with, the Sale, except as disclosed in the Sale Motion with respect to Laura Gee, the Seller’s broker, who is currently employed by Sotheby’s, but is a former employee of Woodbridge Realty of Colorado, LLC, which is controlled by Robert Shapiro.

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, information, and belief.

Dated: July 9, 2018

/s/ Bradley D. Sharp

Bradley D. Sharp
Chief Restructuring Officer, WGC Independent
Manager, LLC