

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

<p>In re:</p> <p>WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i>¹</p> <p style="text-align: center;">Debtors.</p>	<p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p>	<p>Chapter 11</p> <p>Case No. 17-12560 (KJC)</p> <p>Jointly Administered</p>
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**SECOND VERIFIED STATEMENT OF VENABLE LLP PURSUANT TO
RULE 2019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
FOR THE AD HOC COMMITTEE OF UNITHOLDERS OF WOODBRIDGE
MORTGAGE INVESTMENT FUND ENTITIES**

Venable LLP (“Venable”) hereby submits this second verified statement (the “Second Verified Statement”), pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), in connection with Venable’s representation, in the chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned affiliated debtors in possession (collectively, the “Debtors”), of the Ad Hoc Committee of Unitholders (the “Unitholders’ Ad Hoc Committee”) of Woodbridge Mortgage Investment Fund Entities.

Verified Statement

1. The Unitholders’ Ad Hoc Committee was formed as of January 8, 2018, and has elected to engage Venable to represent their interests in connection with the Chapter 11 Cases. Pursuant to Bankruptcy Rule 2019, attached hereto as **Exhibit A** is a list of the names, addresses,

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.

and the amount of each disclosable economic interest held by each of the Unitholders' Ad Hoc Committee members. *See* Fed. R. Bankr. P. 2019(c).

2. None of the Unitholders' Ad Hoc Committee members represents or purports to represent any other entities in connection with the Chapter 11 Cases.

3. Nothing contained in this Verified Statement of **Exhibit A** shall be construed as a limitation upon, or waiver of, any rights of any of the Ad Hoc Committee members to assert, file, and/or amend their claims in accordance with applicable law and any ordered entered in the Chapter 11 Cases.

4. Venable does not hold any claims against, or interests in, the Debtors.

5. Venable will amend or supplement this Second Verified Statement to identify any additional noteholders who join the Unitholders' Ad Hoc Committee, or as may otherwise be necessary to comply with Bankruptcy Rule 2019.

Dated: January 18, 2018
Wilmington, Delaware

VENABLE LLP

/s/ Jamie L. Edmonson

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-and-

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EXHIBIT A

<u>Name</u>	<u>Address</u>	Nature and Amount of Disclosable Economic Interests¹
Dr. Raymond C. Blackburn and Cydnei K. Blackburn	1203 Regents Park Court Desoto, TX 75115	\$3,100,000
Dr. Raymond C. Blackburn	1203 Regents Park Court Desoto, TX 75115	\$1,200,000
Glenn and Felicity Miller	771 Lake Road King Ferry, NY 13081	\$350,000
Steven E. Miller Provident Trust Group, LLC FBO Steven E. Miller	146 Klondike Road Charlestown, RI 02813	\$300,000
Dr. Chris Pinney CT Pinney Family Limited Partnership	PO Box 278 Schulenburg, TX 78956	\$100,000
Gary Sofen Revocable Trust	1816 Wildcat Cove Drive Fort Pierce, FL 34949	\$50,000
Kristin Sofen Revocable Trust	1816 Wildcat Cove Drive Fort Pierce, FL 34949	\$50,000
Harvey and Barbara Sofen Revocable Trust Dated March 8, 2016	528 Thames Bluff Ridge Fort Pierce FL 34982	\$150,000
Christina A. White	170 Rossmore Road Brunswick, ME 04011	\$50,000

¹ To the best of Venable's knowledge, the information included herein is accurate as of the date hereof.