

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

<p>In re:</p> <p>WOODBIDGE 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>
--	--	--

**JOINDER OF THE UNITHOLDERS’ COMMITTEE TO THE AD HOC
NOTEHOLDER GROUP’S MOTION FOR EXTENSION OF DEADLINE TO FILE
COMPLAINTS UNDER SECTION 523(c) OF THE BANKRUPTCY CODE**

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 *Motion of the Ad Hoc Noteholder Group Formed Pursuant to January 23, 2018, Order [D.I. 357] for Extension of the Deadline to File Complaints under Section 523(c) of the Bankruptcy Code, to the Extent Applicable* [Doc. 741] (the “Motion”) on behalf of all non-insider unitholders (the “Unitholders”).

WHEREFORE, for the reasons set forth in the Motion, the Unitholders’ Committee respectfully requests that this Court enter an order substantially in the form attached hereto as **Exhibit A** (i) granting the Motion; (ii) extending the deadline for filing complaints under 11 U.S.C. section 523(c) as to the Unitholders’ Committee and Unitholders, to the extent applicable, through

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.

the earlier of (a) the deadline to file objections with respect to any disclosure statement filed in these cases, (b) July 10, 2018; and (iii) granting such other and further relief as is just and proper.

Dated: March 19, 2018
Wilmington, Delaware

VENABLE LLP

By: /s/ Jamie L. Edmonson
Jamie L. Edmonson (No. 4247)
1201 N. Market Street, Suite 1400
Wilmington, Delaware 19801
Telephone: 302-298-3535
Facsimile: 302-298-3550
E-mail: jledmonson@venable.com

-and-

Jeffrey S. Sabin
1270 Avenue of the Americas
New York, New York 10020
Telephone: 212-307-5500
Facsimile: 212-307-5598
E-mail: jssabin@venable.com

-and-

Andrew J. Currie
600 Massachusetts Avenue, NW
Washington, D.C. 20001
Telephone: 202-344-4586
Facsimile: 202-344-8300
E-mail: ajcurrie@venable.com

*Counsel to the Official Ad Hoc Unitholders'
Committee*

Exhibit A

Revised Proposed Order

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

In re:	:	Chapter 11
	:	Case No. 17-12560 (KJC)
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> ¹	:	Jointly Administered
Debtors.	:	Ref. Docket Nos. _____

**ORDER EXTENDING THE DEADLINE FOR
NOTHOLDERS AND UNITHOLDERS TO FILE COMPLAINTS UNDER
SECTION 523(c) OF THE BANKRUPTCY CODE, TO THE EXTENT APPLICABLE**

Upon the motion (the “Motion”)² of the Ad Hoc Group of Noteholders Formed Pursuant to January 23, 2018, Order [D.I. 357] (the “Noteholder Group”) pursuant to section 105(a) of the Bankruptcy Code, Bankruptcy Rule 4007(c), and Local Rule 9006-2 for entry of an order extending the deadline for filing complaints under section 523(c) of the Bankruptcy Code (the “523(c) Deadline”), to the extent applicable; and upon the joinder (the “Joinder”) of the Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”) of Woodbridge Mortgage Investment Fund Entities,³ on behalf of all non-insider unitholders (the “Unitholders”); and the Court having jurisdiction over the Motion and Joinder under 28 U.S.C. §§ 1334(b) and 157(b), and the Amended Standing Order of Reference from the United States District Court for the District

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 Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.

³ 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.

of Delaware dated February 29, 2012; and the Motion and Joinder being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and it appearing that the Court may enter a final order consistent with Article III of the United States Constitution; and venue of the Motion and Joinder in this district being proper under 28 U.S.C. § 1409; and the Court having determined that notice of the Motion and Joinder was due and proper under the circumstances, and that no other or further notice need be provided; and after due deliberation, and sufficient cause appearing therefor, it is HEREBY ORDERED as follows:

1. The Motion and Joinder are GRANTED as set forth herein.
2. The Section 523(c) Deadline as applicable in any chapter 11 case is hereby extended for Noteholders and Unitholders through and including the earlier of (i) the deadline to file objections with respect to any disclosure statement filed in such case and (ii) July 10, 2018 (the “Extended Deadline”), without prejudice to the Noteholder Group’s, the Unitholders’ Committee’s, or any Noteholder’s or Unitholder’s right to seek further extensions, and without prejudice to the rights of other parties in interest to oppose any such extensions or to seek to set a deadline (after the Extended Deadline) for the filing of a complaint pursuant to section 523(c) of the Bankruptcy Code.
3. The Court retains jurisdiction over any matters relating to the interpretation or enforcement of this Order.

Dated: _____, 2018
Wilmington, Delaware

HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE