

**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)

NOTICE REGARDING TRANSFERS OF UNITS OR NOTES

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) in these jointly administered chapter 11 cases (collectively, the “Bankruptcy Cases”) have received inquiries with respect to the potential sale, purchase, assignment, or other transfer (collectively, “Transfers”) of Units or Notes.² In general, the terms of the Debtors’ organizational documents and other documents governing such Units and Notes: (i) require the Debtors’ consent to any Transfer of Units or Notes; (ii) render any purported Transfer of such Units or Notes null and void in the absence of the Debtors’ consent; and (iii) in certain instances may provide for a right of first refusal with respect to any proposed Transfer.

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 this 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 As used herein, the terms “Units” and “Notes” have meanings consistent with those used in the *Order, Pursuant to Sections 105(a) and 1102 of the Bankruptcy Code and Bankruptcy Rule 9019, Approving the Consensual Resolution of (A) 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, (B) Emergency Motion of Official Committee of Unsecured Creditors for Entry of an Order Directing the Appointment of a Chapter 11 Trustee Pursuant to 11 U.S.C. § 1104, (C) Motion by the U.S. Securities and Exchange Commission for Order Directing the Appointment of a Chapter 11 Trustee, (D) Joinder of Additional Noteholders to 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, and (E) Motion of the Ad Hoc Committee of Unitholders of Woodbridge Mortgage Investment Fund Entities Pursuant to Section 1102(a)(2) of the Bankruptcy Code Directing Appointment of an Official Committee of Unitholders* [Docket No. 357] (the “Settlement Order”), including the term sheet attached as Exhibit 1 thereto.

The Debtors have discussed the Transfer requests with the Official Committee of Unsecured Creditors, the Ad Hoc Noteholders Committee, and the Ad Hoc Unit Holders Committee (collectively, the “Constituencies”).³ The Debtors and the Constituencies have given careful consideration to the particular facts and circumstances of these Bankruptcy Cases, including (i) the hope of the Debtors and the Constituencies to make significant progress in the next ninety (90) days toward a plan that can be effectuated by year-end with a significant recovery for noteholders and unitholders, (ii) the necessity to avoid distractions and focus on exiting the chapter 11 process, and (iii) the desire to protect noteholders and unitholders.

At the unanimous request of the Constituencies and after consideration of the matters described in the prior paragraph, **the Debtors are providing notice that they will impose a temporary moratorium on consideration of consent to any Transfer of Units or Notes for the next ninety (90) days**, and reserve all rights with respect to the invalidity and ineffectiveness of any prior, current, or future attempts to Transfer Units or Notes. No one contemplating the acquisition of Units or Notes should rely on any representation, warranty, or other statement (whether oral or written, and regardless of the identity of the speaker) to the effect that Units or Notes may be Transferred without the consent of the Debtors.

³ As used herein, the “Ad Hoc Noteholders Committee” and the “Ad Hoc Unit Holders Committee” are the groups described in the paragraphs 11 and 13 of the term sheet attached to the Settlement Order. The Ad Hoc Noteholders Committee maintains a website at the following address: <http://www.omnimgt.com/woodbridge>. The Ad Hoc Unit Holders Committee are in the process of finalizing a website, which will be at the following address: www.woodbridgeunitholders.com. The Official Committee of Unsecured Creditors in the Debtors’ cases maintains a website at the following address: <http://www.pszjlaw.com/creditor-99.html>.

Nothing herein constitutes or shall be deemed to constitute legal or investment advice, and the Debtors reserve all rights, claims, and defenses.

Dated: March 21, 2018
Wilmington, Delaware

/s/ Ian J. Bambrick
YOUNG CONAWAY STARGATT & TAYLOR, LLP
Sean M. Beach (No. 4070)
Edmon L. Morton (No. 3856)
Ian J. Bambrick (No. 5455)
Betsy L. Feldman (No. 6410)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600
Fax: (302) 571-1253

-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP
Kenneth N. Klee
Michael L. Tuchin
David A. Fidler
Jonathan M. Weiss
1999 Avenue of the Stars
39th Floor
Los Angeles, California 90067
Tel: (310) 407-4000
Fax: (310) 407-9090

Counsel for the Debtors and Debtors in Possession