Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of **Delaware** (State)

Case number (*If known*): _____ Chapter **11**

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1. Debtor's name

M58 Springvale Holding Company, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN)

3 7 - 1 7 8 6 6 5 6

4. Debtor's address

Principal place of business

14140 Ventura Boulevard #302
Number Street

_____

Sherman Oaks, California 91423
City State ZIP Code

Los Angeles
County

Mailing address, if different from principal place of business

_____
Number Street

_____
P.O. Box

_____
City State ZIP Code

Location of principal assets, if different from principal place of business

_____
Number Street

_____

_____
City State ZIP Code

5. Debtor's website (URL)

http://woodbridgecompanies.com/

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor **M58 Springvale Holding Company, LLC** Case number (*if known*)_____
Name

7. Describe debtor's business

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply:*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes .

5 3 1 3

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. *Check all that apply*:
  - ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ☒ No
- ☐ Yes. District _____ When _____ (MM / DD / YYYY) Case number _____
  District _____ When _____ (MM / DD / YYYY) Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

- ☐ No
- ☒ Yes. Debtor **See Rider 1** Relationship _____
  District _____ When _____ (MM / DD / YYYY)
  Case number, if known _____

Debtor **M58 Springvale Holding Company, LLC** Case number (*if known*)_____
Name

11. Why is the case filed in *this district*?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property? _____
Number Street

_____

_____ _____ _____
City State ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☒ Funds will be available for distribution to unsecured creditors.

☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

☐ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☐ 5,001-10,000	☐ 50,001-100,000
☐ 100-199	☒ 10,001-25,000	☐ More than 100,000
☐ 200-999		

15. Estimated assets (on a consolidated basis)

☐ $0-$50,000	☐ $1,000,001-$10 million	☒ $500,000,001-$1 billion
☐ $50,001-$100,000	☐ $10,000,001-$50 million	☐ $1,000,000,001-$10 billion
☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

Debtor **M58 Springvale Holding Company, LLC** Case number (*if known*)
Name

16. Estimated liabilities (on a consolidated basis)

- ☐ $0-$50,000
- ☐ $50,001-$100,000
- ☐ $100,001-$500,000
- ☐ $500,001-$1 million
- ☐ $1,000,001-$10 million
- ☐ $10,000,001-$50 million
- ☐ $50,000,001-$100 million
- ☐ $100,000,001-$500 million
- ☒ $500,000,001-$1 billion
- ☐ $1,000,000,001-$10 billion
- ☐ $10,000,000,001-$50 billion
- ☐ More than $50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **02/09/2018**
MM / DD / YYYY

✘ **/s/ Bradley D. Sharp**
Signature of authorized representative of debtor

Bradley D. Sharp
Printed name

Title **Chief Restructuring Officer**

18. Signature of attorney

✘ **/s/ Sean M. Beach**
Signature of attorney for debtor

Date **02/09/2018**
MM / DD / YYYY

Sean M. Beach
Printed name

Young Conaway Stargatt & Taylor, LLP
Firm name

Rodney Square, 1000 North King Street
Number Street

Wilmington **Delaware** **19801**
City State ZIP Code

(302) 571-6621
Contact phone

sbeach@ycst.com
Email address

No. 4070 **Delaware**
Bar number State

Rider 1
02/09/2018 Filers

The Debtor and each of the affiliated entities listed in the table below filed in this Court a voluntary petition for relief under chapter 11 of the United States Code, 11 U.S.C. §§ 101-1532.

Carbondale Glen Lot L-2, LLC	Massabesic Investments, LLC
Carbondale Peaks Lot L-1, LLC	H64 Pennhurst Holding Company, LLC
H33 Hawthorn Holding Company, LLC	Pennhurst Investments, LLC
Hawthorn Investments, LLC	H50 Sachs Bridge Holding Company, LLC
M96 Lilac Valley Holding Company, LLC	Sachs Bridge Investments, LLC
Lilac Valley Investments, LLC	M58 Springvale Holding Company, LLC
H18 Massabesic Holding Company, LLC	Springvale Investments, LLC

Rider 1
12/04/2017 Filers

The Debtor and each of the affiliated entities listed in the table below filed in this Court a voluntary petition for relief under chapter 11 of the United States Code, 11 U.S.C. §§ 101-1532.

Woodbridge Group Of Companies, LLC	Broadsands Investments, LLC
215 North 12th Street, LLC	M29 Brynderwen Holding Company, LLC
H31 Addison Park Holding Company, LLC	Brynderwen Investments, LLC
Addison Park Investments, LLC	M13 Cablestay Holding Company, LLC
M11 Anchorpoint Holding Company, LLC	Cablestay Investments, LLC
Anchorpoint Investments, LLC	M31 Cannington Holding Company, LLC
H32 Arborvitae Holding Company, LLC	Cannington Investments, LLC
Arborvitae Investments, LLC	Carbondale Doocy, LLC
M26 Archivolt Holding Company, LLC	Carbondale Glen Lot A-5, LLC
Archivolt Investments, LLC	Carbondale Glen Lot D-22, LLC
H2 Arlington Ridge Holding Company, LLC	Carbondale Glen Lot E-24, LLC
Arlington Ridge Investments, LLC	Carbondale Glen Lot GV-13, LLC
M19 Arrowpoint Holding Company, LLC	Carbondale Glen Lot SD-23, LLC
Arrowpoint Investments, LLC	Carbondale Glen Lot SD-14, LLC
H58 Baleroy Holding Company, LLC	Carbondale Glen Mesa Lot 19, LLC
Baleroy Investments, LLC	Carbondale Glen River Mesa, LLC
Basswood Holding, LLC	Carbondale Glen Sundance Ponds, LLC
H13 Bay Village Holding Company, LLC	Carbondale Glen Sweetgrass Vista, LLC
Bay Village Investments, LLC	Carbondale Spruce 101, LLC
H15 Bear Brook Holding Company, LLC	Carbondale Sundance Lot 15, LLC
Bear Brook Investments, LLC	Carbondale Sundance Lot 16, LLC
H46 Beech Creek Holding Company, LLC	M53 Castle Pines Holding Company, LLC
Beech Creek Investments, LLC	Castle Pines Investments, LLC
H70 Bishop White Holding Company, LLC	M25 Centershot Holding Company, LLC
Bishop White Investments, LLC	Centershot Investments, LLC
H53 Black Bass Holding Company, LLC	M76 Chaplin Holding Company, LLC
Black Bass Investments, LLC	Chaplin Investments, LLC
H28 Black Locust Holding Company, LLC	M79 Chestnut Company, LLC
Black Locust Investments, LLC	Chestnut Investments, LLC
H20 Bluff Point Holding Company, LLC	H5 Chestnut Ridge Holding Company, LLC
Bluff Point Investments, LLC	Chestnut Ridge Investments, LLC
H49 Bowman Holding Company, LLC	M45 Clover Basin Holding Company, LLC
Bowman Investments, LLC	Clover Basin Investments, LLC
M27 Brise Soleil Holding Company, LLC	M51 Coffee Creek Holding Company, LLC
Brise Soleil Investments, LLC	Coffee Creek Investments, LLC
H40 Bramley Holding Company, LLC	H56 Craven Holding Company, LLC
Bramley Investments, LLC	Craven Investments, LLC
M28 Broadsands Holding Company, LLC	M14 Crossbeam Holding Company, LLC

Rider 1
12/04/2017 Filers

Crossbeam Investments, LLC	M68 Goosebrook Holding Company, LLC
M63 Crowfield Holding Company, LLC	Goosebrook Investments, LLC
Crowfield Investments, LLC	H68 Graeme Park Holding Company, LLC
Crystal Valley Holdings, LLC	Graeme Park Investments, LLC
M92 Crystal Woods Holding Company, LLC	H61 Grand Midway Holding Company, LLC
Crystal Woods Investments, LLC	Grand Midway Investments, LLC
Cuco Settlement, LLC	H26 Gravenstein Holding Company, LLC
M72 Daleville Holding Company, LLC	Gravenstein Investments, LLC
Daleville Investments, LLC	H44 Green Gables Holding Company, LLC
M39 Derbyshire Holding Company, LLC	Green Gables Investments, LLC
Derbyshire Investments, LLC	H27 Grenadier Holding Company, LLC
H76 Diamond Cove Holding Company, LLC	Grenadier Investments, LLC
Diamond Cove Investments, LLC	H41 Grumblethorpe Holding Company, LLC
H14 Dixville Notch Holding Company, LLC	Grumblethorpe Investments, LLC
Dixville Notch Investments, LLC	M87 Hackmatack Hills Holding Company, LLC
H7 Dogwood Valley Holding Company, LLC	Hackmatack Investments, LLC
Dogwood Valley Investments, LLC	M56 Haffenburg Holding Company, LLC
M32 Dollis Brook Holding Company, LLC	Haffenburg Investments, LLC
Dollis Brook Investments, LLC	H39 Haralson Holding Company, LLC
M9 Donnington Holding Company, LLC	Haralson Investments, LLC
Donnington Investments, LLC	M33 Harringworth Holding Company, LLC
M15 Doubleleaf Holding Company, LLC	Harringworth Investments, LLC
Doubleleaf Investments, LLC	M80 Hazelpoint Holding Company, LLC
M22 Drawspan Holding Company, LLC	Hazelpoint Investments, LLC
Drawspan Investments, LLC	H66 Heilbron Manor Holding Company, LLC
M71 Eldredge Holding Company, LLC	Heilbron Manor Investments, LLC
Eldredge Investments, LLC	Hollyline Holdings, LLC
H25 Elstar Holding Company, LLC	Hollyline Owners, LLC
Elstar Investments, LLC	H35 Hornbeam Holding Company, LLC
H19 Emerald Lake Holding Company, LLC	Hornbeam Investments, LLC
Emerald Lake Investments, LLC	H37 Idared Holding Company, LLC
M24 Fieldpoint Holding Company, LLC	Idared Investments, LLC
Fieldpoint Investments, LLC	H74 Imperial Aly Holding Company, LLC
M88 Franconia Notch Holding Company, LLC	Imperial Aly Investments, LLC
Franconia Notch Investments, LLC	M99 Ironsides Holding Company, LLC
M10 Gateshead Holding Company, LLC	Ironsides Investments, LLC
Gateshead Investments, LLC	H43 Lenni Heights Holding Company, LLC
M85 Glenn Rich Holding Company, LLC	Lenni Heights Investments, LLC
Glenn Rich Investments, LLC	H6 Lilac Meadow Holding Company, LLC
M93 Goose Rocks Holding Company, LLC	Lilac Meadow Investments, LLC
Goose Rocks Investments, LLC	M17 Lincolnshire Holding Company, LLC

Rider 1
12/04/2017 Filers

Lincolnshire Investments, LLC	M70 Pinney Holding Company, LLC
M54 Lonetree Holding Company, LLC	Pinney Investments, LLC
Lonetree Investments, LLC	H23 Pinova Holding Company, LLC
M40 Longbourn Holding Company, LLC	Pinova Investments, LLC
Longbourn Investments, LLC	M34 Quarterpost Holding Company, LLC
M73 Mason Run Holding Company, LLC	Quarterpost Investments, LLC
Mason Run Investments, LLC	M57 Ridgecrest Holding Company, LLC
H8 Melody Lane Holding Company, LLC	Ridgecrest Investments, LLC
Melody Lane Investments, LLC	M97 Red Woods Holding Company, LLC
M90 Merrimack Valley Holding Company, LLC	Red Woods Investments, LLC
Merrimack Valley Investments, LLC	M75 Riley Creek Holding Company, LLC
M61 Mineola Holding Company, LLC	Riley Creek Investments, LLC
Mineola Investments, LLC	H59 Rising Sun Holding Company, LLC
H16 Monadnock Holding Company, LLC	Rising Sun Investments, LLC
Monadnock Investments, LLC	M62 Sagebrook Holding Company, LLC
H60 Moravian Holding Company LLC	Sagebrook Investments, LLC
Moravian Investments, LLC	H54 Seven Stars Holding Company, LLC
M67 Mountain Spring Holding Company, LLC	Seven Stars Investments, LLC
Mountain Spring Investments, LLC	H11 Silk City Holding Company, LLC
M83 Mt. Holly Holding Company, LLC	Silk City Investments, LLC
Mt. Holly Investments, LLC	H30 Silver Maple Holding Company, LLC
H38 Mutsu Holding Company, LLC	Silver Maple Investments, LLC
Mutsu Investments, LLC	Silverleaf Funding, LLC
M91 Newville Holding Company, LLC	M41 Silverthorne Holding Company, LLC
Newville Investments, LLC	Silverthorne Investments, LLC
H51 Old Carbon Holding Company, LLC	M36 Springline Holding Company, LLC
Old Carbon Investments, LLC	Springline Investments, LLC
H55 Old Maitland Holding Company, LLC	M49 Squaretop Holding Company, LLC
Old Maitland Investments, LLC	Squaretop Investments, LLC
M46 Owl Ridge Holding Company, LLC	H24 Stayman Holding Company, LLC
Owl Ridge Investments, LLC	Stayman Investments, LLC
H22 Papirovka Holding Company, LLC	M86 Steele Hill Holding Company, LLC
Papirovka Investments, LLC	Steele Hill Investments, LLC
H4 Pawtuckaway Holding Company, LLC	M5 Stepstone Holding Company, LLC
Pawtuckaway Investments, LLC	Stepstone Investments, LLC
M38 Pemberley Holding Company, LLC	H9 Strawberry Fields Holding Company, LLC
Pemberley Investments, LLC	Strawberry Fields Investments, LLC
H17 Pemigewasset Holding Company, LLC	H36 Sturmer Pippin Holding Company, LLC
Pemigewasset Investments, LLC	Sturmer Pippin Investments, LLC
M95 Pepperwood Holding Company, LLC	H21 Summerfree Holding Company, LLC
Pepperwood Investments, LLC	Summerfree Investments, LLC

Rider 1
12/04/2017 Filers

H47 Summit Cut Holding Company, LLC	Wildernest Investments, LLC
Summit Cut Investments, LLC	H52 Willow Grove Holding Company, LLC
H65 Thornbury Farm Holding Company, LLC	Willow Grove Investments, LLC
Thornbury Farm Investments, LLC	M94 Winding Road Holding Company, LLC
M60 Thunder Basin Holding Company, LLC	Winding Road Investments, LLC
Thunder Basin Investments, LLC	WMF Management, LLC
M37 Topchord Holding Company, LLC	Woodbridge Capital Investments, LLC
Topchord Investments, LLC	Woodbridge Commercial Bridge Loan Fund 1, LLC
M48 Vallecito Holding Company, LLC	Woodbridge Commercial Bridge Loan Fund 2, LLC
Vallecito Investments, LLC	Woodbridge Investments, LLC
M74 Varga Holding Company, LLC	Woodbridge Mezzanine Fund 1, LLC
Varga Investments, LLC	Woodbridge Mortgage Investment Fund 1, LLC
M50 Wetterhorn Holding Company, LLC	Woodbridge Mortgage Investment Fund 2, LLC
Wetterhorn Investments, LLC	Woodbridge Mortgage Investment Fund 3, LLC
H12 White Birch Holding Company, LLC	Woodbridge Mortgage Investment Fund 3A, LLC
White Birch Investments, LLC	Woodbridge Mortgage Investment Fund 4, LLC
M43 White Dome Holding Company, LLC	Woodbridge Structured Funding, LLC
White Dome Investments, LLC	H29 Zestar Holding Company, LLC
Whiteacre Funding, LLC	Zestar Investments, LLC
M44 Wildernest Holding Company, LLC	

Fill in this information to identify the case and this filing:

Debtor Name **M58 Springvale Holding Company, LLC**

United States Bankruptcy Court for the: _____ District of Delaware (State)

Case number *(If known)*: _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

☐ *Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)

☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)

☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)

☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)

☐ *Schedule H: Codebtors* (Official Form 206H)

☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)

☐ Amended *Schedule* _____

☒ *Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)

☒ Other document that requires a declaration Consolidated Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/09/2018
MM / DD / YYYY

✘ /s/ Bradley D. Sharp
Signature of individual signing on behalf of debtor

Bradley D. Sharp
Printed name

Chief Restructuring Officer
Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Woodbridge Group of Companies, LLC, et al.**

United States Bankruptcy Court for the: **District of Delaware**

Case number (If known): **17-12560 (KJC)**

❑ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider,* as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	G3 GROUP 8020 FLORAL AVE LOS ANGELES, CA 90046	PHONE: (805) 557-1075 FAX: EMAIL: docs@gthreegroup.com	TRADE				$992,112.50
2	DANE COYLE CUSTOM HOMES INC 23945 CALABASAS RD STE 101 CALABASAS, CA 91302	OPHELIA OVENSON PHONE: (805) 857-0198 FAX: EMAIL:	TRADE				$784,207.22
3	PRECISE INVESTMENT GROUP 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423	PHONE: FAX: EMAIL:	COMMISSION				$679,800.00
4	BUILDER'S TEAM 8949 SUNSET BLVD # 201 WEST HOLLYWOOD CA 90069	PHONE: (310) 734-7846 FAX: EMAIL: info@buildersteam.com	TRADE				$594,628.33
5	CITY OF LOS ANGELES PO BOX 30879 LOS ANGELES, CA 90030-0879	PHONE: (213) 473-3231 FAX: EMAIL:	TRADE				$571,477.45
6	JANCKILA CONSTRUCTION INC 75 BUCKSKIN DR CARBONDALE, CO 81623	BRET BYMAN PHONE: (970) 963-7239 FAX: EMAIL: ken@janckilaconstruction.com	TRADE				$527,223.00
7	DAVID GOLDMAN 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423	PHONE: FAX: EMAIL:	COMMISSION				$379,800.00
8	OHS DESIGN & DEVELOPMENT LLC 500 SHATTO PL, #411 LOS ANGELES, CA 90020	PAUL OH PHONE: (213) 739-1512 FAX: EMAIL: info@ohsdd.com	TRADE				$353,700.00

Debtor: **Woodbridge Group of Companies, LLC, et al.** Case number (*if known*) **17-12560 (KJC)**

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	BROOK CHURCH-KOEGEL 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423	PHONE: FAX: EMAIL:	COMMISSION				$349,800.00
10	THE I-GRACE COMPANY 1964 WESTWOOD BLVD, STE 425 LOS ANGELES, CA 90025	JOHN GASPARYAN PHONE: (310) 645-1555 FAX: EMAIL: info@igrace.com	TRADE				$284,081.41
11	NICOLE WALKER 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423	PHONE: FAX: EMAIL:	COMMISSION				$279,800.00
12	DARIN BAKER 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423	PHONE: FAX: EMAIL:	COMMISSION				$229,800.00
13	SEAN RENNINGER 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423	PHONE: FAX: EMAIL:	COMMISSION				$229,191.00
14	KAA DESIGN GROUP INC 4201 REDWOOD AVE LOS ANGELES, CA 90066	PHONE: (310) 821-1400 FAX: EMAIL:	TRADE				$172,383.50
15	LOS ANGELES DEPT OF WATER AND POWER PO BOX 30808 LOS ANGELES CA 90030-0808	PHONE: (800) 342-5397 FAX: EMAIL:	TRADE				$154,615.98
16	JOHN LABIB & ASSOCIATES STRUCTURAL ENGINEERS LLP 319 MAIN ST EL SEGUNDO, CA 90245	JOHN LABIB PHONE: (213) 239-9700 FAX: EMAIL: info@labibse.com	TRADE				$132,390.00
17	KIM TAVARES 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423	PHONE: FAX: EMAIL:	COMMISSION				$100,473.00
18	ALBA ENVIRONMENTAL SERVICES INC 237 WEST 35TH STREET, STE 303 NEW YORK, NY 10001	PHONE: (917) 217-0459 FAX: EMAIL: info@albademo.com	TRADE				$92,080.00
19	BT CONSTRUCTION & DEVELOPMENT 23036 BURBANK BLVD WOODLAND HILLS, CA 91367	BIANCA TORSARKISSIAN PHONE: (818) 274-2624 FAX: EMAIL: btconstruction@mac.com	TRADE				$88,530.39
20	STEVE GLICK 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423	PHONE: FAX: EMAIL:	COMMISSION				$73,898.00

Debtor **Woodbridge Group of Companies, LLC, et al.** Case number (if known) **17-12560 (KJC)**

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	BOSWELL CONSTRUCTION 17071 VENTURA BLVD STE 201 ENCINO, CA 91316	YESSICA CRUZ PHONE: (818) 668-3116 FAX: EMAIL: info@buildboswell.com	TRADE				$70,902.80
22	HM DG INC 4154 PICO BLVD LOS ANGELES CA 90019	HASSAN MAJD PHONE: (323) 643-4780 FAX: EMAIL: info@hmdginc.com	TRADE				$68,234.23
23	STUDIO TIM CAMPBELL 3820 WILLAT AVE CULVER CITY, CA 90232	PHONE: FAX: EMAIL: info@studiomk26.com	TRADE				$62,748.74
24	PLUS DEVELOPMENT LLC 8920 W SUNSET BLVD STE 200A WEST HOLLYWOOD, CA 90069	PHONE: (424) 274-3881 FAX: EMAIL: la@plusdevelopmentgroup.com	TRADE				$61,700.00
25	A LOGAN INSURANCE BROKERAGE 260 WEST 36TH ST 3RD FLOOR NEW YORK, NY 10018	PHONE: (212) 375-9050 FAX: EMAIL: info@aloganins.com	TRADE				$59,481.96
26	WALKER WORKSHOP DESIGN BUILD 5574 W WASHINGTON BLVD LOS ANGELES, CA 90016	NOAH WALKER PHONE: (310) 752-9929 FAX: EMAIL: info@walkerworkshop.com	TRADE				$59,460.96
27	STANDARD LLP 4411 SANTA MONICA BLVD LOS ANGELES, CA 90029	PHONE: (323) 662-1000 FAX: EMAIL: info@standardarchitecture.com	TRADE				$55,000.00
28	STUDIOMK27 ARQUITETOS L TDA AL TIETE, 505 CERQUEIRA CESAR 01417-02 SAO PAULO SP BRAZIL +5511 3081 3522 CNPJ: 48.071.609/0001-88/ CCM: 8.274.215	PHONE: FAX: EMAIL: info@studiomk26.com	TRADE				$45,000.00
29	RONALD DIEZ 14140 VENTURA BLVD., SUITE 302 SHERMAN OAKS, CA 91423	PHONE: FAX: EMAIL:	COMMISSION				$27,558.00
30	JAVID CONSTRUCTION INC 26922 DEER TRAIL CT CALABASAS CA 91301	TIMMY JAVID PHONE: (818) 878-7878 FAX: EMAIL: timmyjavid@hotmail.com	TRADE				$25,686.06

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
WOODBRIDGE GROUP OF COMPANIES, LLC, *et al.*,[1]	Case No. 17-12560 (KJC)
Debtors.	(Joint Administration Requested for Additional Debtors)

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Woodbridge Group of Companies, LLC, a Delaware corporation, and the affiliated debtors and debtors in possession (each a "Debtor"), hereby state as follows:

1. The ownership chart that follows identifies all entities having a direct or indirect ownership interest in the Debtors. Unless otherwise indicated, each entity owns 100% of those entities falling directly below it in the ownership chart. **Please note that, for the sake of clarity, those entities that filed as of February 9, 2018 (the "Additional Debtors"), are highlighted in the ownership chart and each appear on Schedule A-2.**

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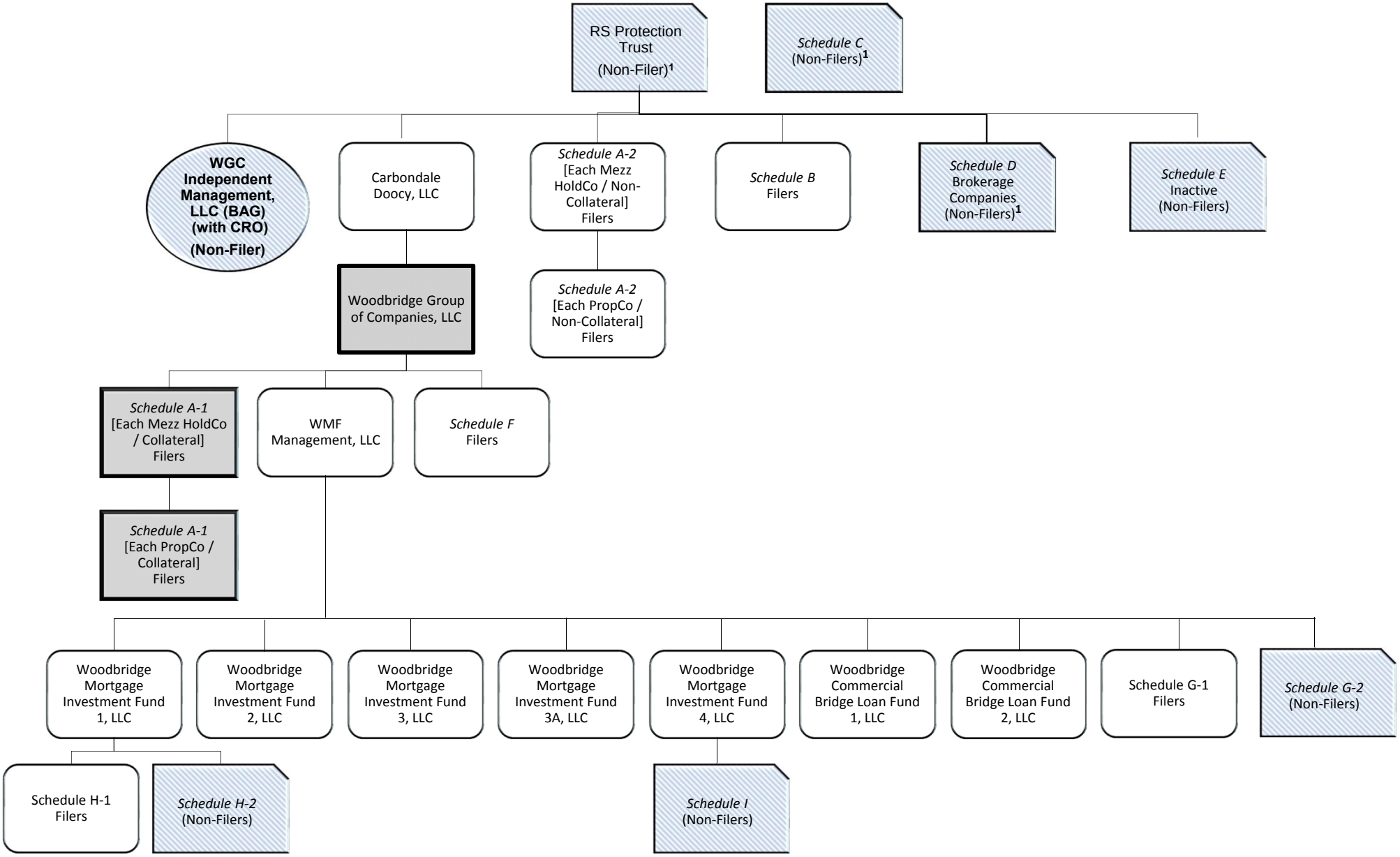
[1] The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Blvd #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly 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 counsel for the Debtors.

Woodbridge Group Enterprise

Corporate Organization Chart



[1] Not managed by WGC Independent Management, LLC.

Schedule A-1: Collateral Filers		
#	PropCo	HoldCo
1	Addison Park Investments, LLC	H31 Addison Park Holding Company, LLC
2	Bluff Point Investments, LLC	H20 Bluff Point Holding Company, LLC
3	Summit Cut Investments, LLC	H47 Summit Cut Holding Company, LLC
4	Lilac Meadow Investments, LLC	H6 Lilac Meadow Holding Company, LLC
5	Diamond Cove Investments, LLC	H76 Diamond Cove Holding Company, LLC
6	Heilbron Manor Investments, LLC	H66 Heilbron Manor Holding Company, LLC
7	Thornbury Farm Investments, LLC	H65 Thornbury Farm Holding Company, LLC
8	Sagebrook Investments, LLC	M62 Sagebrook Holding Company, LLC
9	Imperial Aly Investments, LLC	H74 Imperial Aly Holding Company, LLC
10	Gravenstein Investments, LLC	H26 Gravenstein Holding Company, LLC
11	Silver Maple Investments, LLC	H30 Silver Maple Holding Company, LLC
12	Goosebrook Investments, LLC	M68 Goosebrook Holding Company, LLC
13	Elstar Investments, LLC	H25 Elstar Holding Company, LLC
14	Hornbeam Investments, LLC	H35 Hornbeam Holding Company, LLC
15	Silk City Investments, LLC	H11 Silk City Holding Company, LLC
16	Hollyline Owners, LLC	Hollyline Holdings, LLC
17	Crowfield Investments, LLC	M63 Crowfield Holding Company, LLC
18	Centershot Investments, LLC	M25 Centershot Holding Company, LLC
19	Graeme Park Investments, LLC	H68 Graeme Park Holding Company, LLC
20	Mason Run Investments, LLC	M73 Mason Run Holding Company, LLC
21	Pinney Investments, LLC	M70 Pinney Holding Company, LLC
22	Drawspan Investments, LLC	M22 Drawspan Holding Company, LLC
23	Doubleleaf Investments, LLC	M15 Doubleleaf Holding Company, LLC
24	White Birch Investments, LLC	H12 White Birch Holding Company, LLC
25	Lincolnshire Investments, LLC	M17 Lincolnshire Holding Company, LLC
26	Arlington Ridge Investments, LLC	H2 Arlington Ridge Holding Company, LLC
27	Bay Village Investments, LLC	H13 Bay Village Holding Company, LLC

Schedule A-2: Non Collateral Filers		
#	PropCo	HoldCo
1	Sturmer Pippin Investments, LLC	H36 Sturmer Pippin Holding Company, LLC
2	Grand Midway Investments, LLC	H61 Grand Midway Holding Company, LLC
3	Bishop White Investments, LLC	H70 Bishop White Holding Company, LLC
4	Goose Rocks Investments, LLC	M93 Goose Rocks Holding Company, LLC
5	Pawtuckaway Investments, LLC	H4 Pawtuckaway Holding Company, LLC
6	Varga Investments, LLC	M74 Varga Holding Company, LLC
7	Winding Road Investments, LLC	M94 Winding Road Holding Company, LLC
8	Cablestay Investments, LLC	M13 Cablestay Holding Company, LLC
9	Squaretop Investments, LLC	M49 Squaretop Holding Company, LLC
10	Eldredge Investments, LLC	M71 Eldredge Holding Company, LLC
11	Green Gables Investments, LLC	H44 Green Gables Holding Company, LLC
12	Riley Creek Investments, LLC	M75 Riley Creek Holding Company, LLC
13	Craven Investments, LLC	H56 Craven Holding Company, LLC
14	Chestnut Investments, LLC	M79 Chestnut Company, LLC
15	Chestnut Ridge Investments, LLC	H5 Chestnut Ridge Holding Company, LLC
16	Longbourn Investments, LLC	M40 Longbourn Holding Company, LLC
17	Rising Sun Investments, LLC	H59 Rising Sun Holding Company, LLC
18	Willow Grove Investments, LLC	H52 Willow Grove Holding Company, LLC
19	Cannington Investments, LLC	M31 Cannington Holding Company, LLC
20	Emerald Lake Investments, LLC	H19 Emerald Lake Holding Company, LLC
21	Pemberley Investments, LLC	M38 Pemberley Holding Company, LLC
22	Carbondale Glen River Mesa, LLC	Crystal Valley Holdings, LLC
23	Old Maitland Investments, LLC	H55 Old Maitland Holding Company, LLC
24	Donnington Investments, LLC	M9 Donnington Holding Company, LLC
25	Mountain Spring Investments, LLC	M67 Mountain Spring Holding Company, LLC
26	Clover Basin Investments, LLC	M45 Clover Basin Holding Company, LLC

Schedule A-2: Non Collateral Filers		
#	PropCo	HoldCo
27	Summerfree Investments, LLC	H21 Summerfree Holding Company, LLC
28	Pepperwood Investments, LLC	M95 Pepperwood Holding Company, LLC
29	Zestar Investments, LLC	H29 Zestar Holding Company, LLC
30	Gateshead Investments, LLC	M10 Gateshead Holding Company, LLC
31	Beech Creek Investments, LLC	H46 Beech Creek Holding Company, LLC
32	Baleroy Investments, LLC	H58 Baleroy Holding Company, LLC
33	Moravian Investments, LLC	H60 Moravian Holding Company, LLC
34	Quarterpost Investments, LLC	M34 Quarterpost Holding Company, LLC
35	Topchord Investments, LLC	M37 Topchord Holding Company, LLC
36	Silverthorne Investments, LLC	M41 Silverthorne Holding Company, LLC
37	Springline Investments, LLC	M36 Springline Holding Company, LLC
38	Derbyshire Investments, LLC	M39 Derbyshire Holding Company, LLC
39	215 North 12th Street, LLC	
40	Dollis Brook Investments, LLC	M32 Dollis Brook Holding Company, LLC
41	Archivolt Investments, LLC	M26 Archivolt Holding Company, LLC
42	Carbondale Glen Sundance Ponds, LLC	
43	Fieldpoint Investments, LLC	M24 Fieldpoint Holding Company, LLC
44	Anchorpoint Investments, LLC	M11 Anchorpoint Holding Company, LLC
45	White Dome Investments, LLC	M43 White Dome Holding Company, LLC
46	Carbondale Spruce 101, LLC	
47	Carbondale Glen Lot A-5, LLC	
48	Arrowpoint Investments, LLC	M19 Arrowpoint Holding Company, LLC
49	Hackmatack Investments, LLC	M87 Hackmatack Hills Holding Company, LLC
50	Bramley Investments, LLC	H40 Bramley Holding Company, LLC
51	Hazelpoint Investments, LLC	M80 Hazelpoint Holding Company, LLC
52	Broadsands Investments, LLC	M28 Broadsands Holding Company, LLC

Schedule A-2: Non Collateral Filers		
#	PropCo	HoldCo
53	Pinova Investments, LLC	H23 Pinova Holding Company, LLC
54	Seven Stars Investments, LLC	H54 Seven Stars Holding Company, LLC
55	Thunder Basin Investments, LLC	M60 Thunder Basin Holding Company, LLC
56	Papirovka Investments, LLC	H22 Papirovka Holding Company, LLC
57	Lenni Heights Investments, LLC	H43 Lenni Heights Holding Company, LLC
58	Haralson Investments, LLC	H39 Haralson Holding Company, LLC
59	Monadnock Investments, LLC	H16 Monadnock Holding Company, LLC
60	Dixville Notch Investments, LLC	H14 Dixville Notch Holding Company, LLC
61	Pemigewasset Investments, LLC	H17 Pemigewasset Holding Company, LLC
62	Mutsu Investments, LLC	H38 Mutsu Holding Company, LLC
63	Newville Investments, LLC	M91 Newville Holding Company, LLC
64	Lonetree Investments, LLC	M54 Lonetree Holding Company, LLC
65	Black Locust Investments, LLC	H28 Black Locust Holding Company, LLC
66	Crystal Woods Investments, LLC	M92 Crystal Woods Holding Company, LLC
67	Mt. Holly Investments, LLC	M83 Mt. Holly Holding Company, LLC
68	Steele Hill Investments, LLC	M86 Steele Hill Holding Company, LLC
69	Strawberry Fields Investments, LLC	H9 Strawberry Fields Holding Company, LLC
70	Grumblethorpe Investments, LLC	H41 Grumblethorpe Holding Company, LLC
71	Mineola Investments, LLC	M61 Mineola Holding Company, LLC
72	Glenn Rich Investments, LLC	M85 Glenn Rich Holding Company, LLC
73	Merrimack Valley Investments, LLC	M90 Merrimack Valley Holding Company, LLC
74	Idared Investments, LLC	H37 Idared Holding Company, LLC
75	Carbondale Glen Lot SD-23, LLC	
76	Black Bass Investments, LLC	H53 Black Bass Holding Company, LLC
77	Dogwood Valley Investments, LLC	H7 Dogwood Valley Holding Company, LLC
78	Old Carbon Investments, LLC	H51 Old Carbon Holding Company, LLC

Schedule A-2: Non Collateral Filers		
#	PropCo	HoldCo
79	Stepstone Investments, LLC	M5 Stepstone Holding Company, LLC
80	Carbondale Glen Lot SD-14, LLC	
81	Carbondale Glen Mesa Lot 19, LLC	
82	Carbondale Glen Sweetgrass Vista, LLC	
83	Vallecito Investments, LLC	M48 Vallecito Holding Company, LLC
84	Castle Pines Investments, LLC	M53 Castle Pines Holding Company, LLC
85	Chaplin Investments, LLC	M76 Chaplin Holding Company, LLC
86	Franconia Notch Investments, LLC	M88 Franconia Notch Holding Company, LLC
87	Grenadier Investments, LLC	H27 Grenadier Holding Company, LLC
88	Melody Lane Investments, LLC	H8 Melody Lane Holding Company, LLC
89	Ridgecrest Investments, LLC	M57 Ridgecrest Holding Company, LLC
90	Wildernest Investments, LLC	M44 Wildernest Holding Company, LLC
91	Arborvitae Investments, LLC	H32 Arborvitae Holding Company, LLC
92	Carbondale Glen Lot GV-13, LLC	
93	Owl Ridge Investments, LLC	M46 Owl Ridge Holding Company, LLC
94	Wetterhorn Investments, LLC	M50 Wetterhorn Holding Company, LLC
95	Daleville Investments, LLC	M72 Daleville Holding Company, LLC
96	Bear Brook Investments, LLC	H15 Bear Brook Holding Company, LLC
97	Bowman Investments, LLC	H49 Bowman Holding Company, LLC
98	Carbondale Glen Lot E-24, LLC	
99	Coffee Creek Investments, LLC	M51 Coffee Creek Holding Company, LLC
100	Stayman Investments, LLC	H24 Stayman Holding Company, LLC
101	Brise Soleil Investments, LLC	M27 Brise Soleil Holding Company, LLC
102	Brynderwen Investments, LLC	M29 Brynderwen Holding Company, LLC
103	Crossbeam Investments, LLC	M14 Crossbeam Holding Company, LLC

Schedule A-2: Non Collateral Filers		
#	PropCo	HoldCo
104	Haffenburg Investments, LLC	M56 Haffenburg Holding Company, LLC
105	Ironsides Investments, LLC	M99 Ironsides Holding Company, LLC
106	Red Woods Investments, LLC	M97 Red Woods Holding Company, LLC
107	Harringworth Investments, LLC	M33 Harringworth Holding Company, LLC
108	**Carbondale Glen Lot L-2, LLC**	**No affiliated HoldCo - directly owned by RS Protection Trust**
109	**Carbondale Peaks Lot L-1, LLC**	**No affiliated HoldCo - directly owned by RS Protection Trust**
110	**Massabesic Investments, LLC**	**H18 Massabesic Holding Company, LLC**
111	**Hawthorn Investments, LLC**	**H33 Hawthorn Holding Company, LLC**
112	**Sachs Bridge Investments, LLC**	**H50 Sachs Bridge Holding Company, LLC**
113	**Lilac Valley Investments, LLC**	**M96 Lilac Valley Holding Company, LLC**
114	**Springvale Investments, LLC**	**M58 Springvale Holding Company, LLC**
115	**Pennhurst Investments, LLC**	**H64 Pennhurst Holding Company, LLC**

Schedule B: Other Filers	
#	**Entity Name**
1	Woodbridge Investments, LLC
2	Woodbridge Capital Investments, LLC
3	Carbondale Sundance Lot 15, LLC
4	Carbondale Sundance Lot 16, LLC

Schedule C: Other Non Filers	
#	**Entity Name**
1	WFS Holding Company, LLC

Schedule D: Brokerage Non Filers	
#	**Entity Name**
1	Riverdale Funding, LLC
2	Woodbridge Realty of Colorado, LLC
3	Mercer Vine, Inc.

Schedule E: Inactive Non Filers			
#	PropCo / Direct Sub	HoldCo	
1	1336, LLC		
2	14068 Davana Holding Company, LLC		
3	14068 Davana Terrace, LLC		
4	15672 Castlewoods Drive, LLC		
5	15672 Castlewoods Owners, LLC		
6	15714 Castlewoods Drive, LLC		
7	15714 Castlewoods Owners, LLC		
8	Woodbridge Lending Fund 1, LLC	81	A Plus Holdings, LLC
9	Archstone Investments, LLC	82	M1 Archstone Holding Company, LLC
10	Ashburton Way Investments, LLC	83	H88 Ashburton Way Holding Company, LLC
11	Atalaya Circle Investments, LLC	84	H79 Atalaya Circle Holding Company, LLC
12	Bearingside Investments, LLC	85	M12 Bearingside Holding Company, LLC
13	Bellmire Investments, LLC	86	M47 Bellmire Holding Company, LLC
14	Birchwood Manor Investments, LLC	87	H85 Birchwood Manor Holding Company, LLC
15	Boiling Spring Investments, LLC	88	M81 Boilling Spring Holding Company, LLC
16	Bonifacio Hill Investments, LLC	89	H86 Bonifacio Hill Holding Company, LLC
17	Bowstring Investments, LLC	90	M20 Bowstring Holding Company, LLC
18	Breckenridge Investments, LLC	91	M7 Breckenridge Holding Company, LLC
19	Breckenridge, LLC		
20	Caisson Investments, LLC	92	M2 Caisson Holding Company, LLC
21	Calder Grove Investments, LLC	93	M30 Calder Grove Holding Company, LLC
22	Calendonia Circle Investments, LLC		
23	California Commercial Lenders, LLC	94	H71 Calendonia Circle Holding Company, LLC
24	Cantilever Investments, LLC	95	M3 Cantilever Holding Company, LLC
25	Carbondale Glen Lot E-15, LLC		
26	Carbondale Glen Lot E-38, LLC		
27	Carbondale Glen Lot E-8, LLC		

#	PropCo / Direct Sub	HoldCo	
28	Carbondale Glen Lot GV-6, LLC		
29	Carbondale Glen Lot IS - 11, LLC		
30	Casper Falls Investments, LLC	96	M59 Casper Falls Holding Company, LLC
31	Clementina Park Investments, LLC	97	H72 Clementina Park Holding Company, LLC
32	Cliff Park Investments, LLC	98	H57 Cliff Park Holding Company, LLC
33	Conneaut Lake Investments, LLC	99	H69 Conneaut Lake Holding Company, LLC
34	Copper Sands Investments, LLC	100	H87 Copper Sands Holding Company, LLC
35	Crestmark Investments, LLC	101	M21 Crestmark Holding Company, LLC
36	Crosskeys Investments, LLC	102	M8 Crosskeys Holding Company, LLC
37	Dixmont State Investments, LLC	103	H63 Dixmont State Holding Company, LLC
38	DVDO Design, LLC		
39	DVDO Holding Company, LLC		
40	Elm City Investments, LLC	104	M98 Elm City Holding Company, LLC
41	Evergreen Way Investments, LLC	105	H3 Evergreen Way Holding Company, LLC
42	Foxridge Investments, LLC	106	M69 Foxridge Holding Company, LLC
43	Fulton Underwood, LLC		
44	Glenhaven Heights Investments, LLC	107	H73 Glenhaven Heights Holding Company, LLC
45	Golden Gate Investments, LLC	108	H81 Golden Gate Holding Company, LLC
46	Graywater Investments, LLC	109	M78 Graywater Holding Company, LLC
47	Great Sand Investments, LLC	110	M55 Great Sand Holding Company, LLC
48	Harbor Point Investments, LLC	111	H90 Harbor Point Holding Company, LLC
49	Hays Investments, LLC	112	M64 Hays Holding Company, LLC
50	Hillview Investments, LLC	113	H42 Hillview Holding Company, LLC
51	Holly Park Investments, LLC	114	H84 Holly Park Holding Company, LLC
52	Holmesburg Investments, LLC	115	H62 Holmesburg Holding Company, LLC
53	Ingleside Path Investments, LLC	116	H78 Ingleside Path Holding Company, LLC
54	Irondale Inn Investments, LLC	117	H48 Irondale Inn Holding Company, LLC
55	Ivy Circle, LLC		
56	Junipero Serra Investments, LLC	118	H80 Junipero Serra Holding Company, LLC

#	PropCo / Direct Sub	HoldCo	
57	Lockwood Investments, LLC	119	M52 Lockwood Holding Company, LLC
58	New Montgomery Investments, LLC	120	H77 New Montgomery Holding Company, LLC
59	Orchard Mesa Investments, LLC	121	M42 Orchard Mesa Holding Company, LLC
60	Pacific Heights Investments, LLC	122	H75 Pacific Heights Holding Company, LLC
61	Pearmain Investments, LLC	123	H34 Pearman Holding Company, LLC
62	Pembroke Academy Investments, LLC	124	M84 Pembroke Academy Holding Company, LLC
63	Phillipsburg Investments, LLC	125	M65 Phillipsburg Holding Company, LLC
64	Powel House Investments, LLC	126	H67 Powel House Holding Company, LLC
65	RHS Capital, LLC		
66	SAC Holding Company of Aspen, LLC		
67	SAC Management, LLC		
68	Saddlemount Investments, LLC	127	M35 Saddlemount Holding Company, LLC
69	Seacliff Run Holding Company, LLC	128	H83 Seacliff Run Holding Company, LLC
70	Sidespar Investments, LLC	129	M4 Sidespar Holding Company, LLC
71	Sightline Investments, LLC	130	M23 Sightline Holding Company, LLC
72	Silverbaron Investments, LLC	131	H1 Silverbaron Holding Company, LLC
73	Texas Co-Lenders 01, LLC		
74	Trestlewood Investments, LLC	132	M6 Trestlewood Holding Company, LLC
75	Twin Pier Investments, LLC	133	M18 Twin Pier Holding Company, LLC
76	U Street Holdings, LLC	134	H82 Van Ness Holding Company, LLC
77	Van Ness Investments, LLC	135	H89 Vista Verde Holding Company, LLC
78	Vista Verde Investments, LLC		
79	Winnisquam Investments, LLC	136	M82 Winnisquam Holding Company, LLC
80	Woodbridge Luxury Homes, LLC	137	L1 Luxury Holdings, LLC
		138	H45 Harmony Inn Holding Company, LLC

Schedule F: Filers Under Woodbridge Group of Companies		
#	**HoldCo**	**Subsidiary of HoldCo**
1	Woodbridge Structured Funding, LLC	Cuco Settlement, LLC
2	Basswood Holding, LLC	

Schedule G-1: Filers Under WMF Management, LLC	
#	**Entity Name**
1	Woodbridge Mezzanine Fund 1, LLC

Schedule G-2: Other Subsidiaries of WMF Management LLC	
#	**Entity Name**
1	Woodbridge Guarantee, LLC
2	Woodbridge Guarantee Holding, LLC

Schedule H-1: Other Subsidiaries of WMF Management, LLC	
#	HoldCo
1	Carbondale Glen Lot D-22, LLC
2	Whiteacre Funding, LLC
3	Silverleaf Funding, LLC

Schedule H-2: Non Filers	
#	**Entity Name**
1	Alpine Rose, LLC

Schedule I: Subsidiaries of Woodbridge Investment Fund 4	
#	**Entity Name**
1	Foothill CL Nominee, LLC

ACTION BY WRITTEN CONSENT
OF THE
BOARD OF MANAGERS OF
WGC INDEPENDENT MANAGER LLC

February 9, 2018

The undersigned, being all of the Managers currently appointed to the Board of Managers (the "***Board***") of WGC Independent Manager LLC, a Delaware limited liability company (the "***Manager***"), that is the manager of Woodbridge Group of Companies, LLC and each of the limited liability companies whose names are set forth on Schedule 1 attached hereto (each, a "***Company***" and collectively, the "***Companies***"), hereby consent to and approve the adoption of the following resolutions and each and every action effected thereby or pursuant thereto by written consent as if such actions had been taken at a meeting of the Manager of each such Company in each case in accordance with each of the Companies' respective organizational documents and with the applicable limited liability company laws of the jurisdiction of formation of each Company.

WHEREAS, each of the Companies is managed by the Manager;

WHEREAS, the Board has previously appointed Frederick Chin to serve as Chief Executive Officer of the Manager (the "***CEO")*** and Bradley D. Sharp to serve as Chief Restructuring Officer of the Manager (the "***CRO***");

WHEREAS, the Manager has reviewed and considered materials presented by legal and financial advisors of the Companies and management regarding the liabilities and liquidity situation of the Companies, the strategic alternatives available to each of them, and the impact of the foregoing on each of the Company's businesses;

WHEREAS, the Manager has received advice from the legal and financial advisors of the Companies and management regarding the possible need to liquidate or restructure the Companies, and has fully considered each of the strategic alternatives available to each Company, and the impact of the foregoing on each Company's business and its stakeholders;

WHEREAS, the Manager has reviewed and considered the recommendations of the Companies' legal and financial advisors and management regarding the relief that would be necessary and advisable to obtain from the Bankruptcy Court to allow the Companies to effectively transition into operation as debtors in possession (collectively, the "***First Day Relief***") under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "***Bankruptcy Code***");

WHEREAS, the Manager has determined that it is fair, appropriate, advisable, necessary, and in the best interests of each Company, its creditors, members, and other stakeholders that each Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code and seek the First Day Relief; and

WHEREAS, the Manager desires to approve the following resolutions (the "***Resolutions***").

NOW, THEREFORE, BE IT:

CHAPTER 11 PETITION AND FIRST DAY RELIEF

RESOLVED, that in the judgment of the Manager, it is desirable and in the best interests of the creditors, members, and other stakeholders of each Company that each Company (i) file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code and (ii) seek the First Day Relief;

RESOLVED, that the CEO and the CRO, acting on behalf of Manager, be, and each, acting individually and not jointly, hereby is, authorized and empowered to execute and file on behalf of each Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all actions that either deems necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the business of each such Company;

RETENTION OF PROFESSIONALS

RESOLVED, that the CEO and the CRO, acting on behalf of the Manager, be, and each, acting individually and not jointly, hereby is, authorized and directed in the name and on behalf of the Companies to employ Development Specialists, Inc. as restructuring financial advisor in connection with any case commenced by any Company under the Bankruptcy Code and all related matters, and any such prior actions are hereby ratified in their entirety;

RESOLVED, that the CEO and the CRO, acting on behalf of the Manager, be, and each, acting individually and not jointly, hereby is, authorized and directed in the name and on behalf of the Companies to employ the law firm of Gibson, Dunn & Crutcher LLP as general bankruptcy counsel to represent and assist the Companies in carrying out their respective duties under the Bankruptcy Code and to take any and all actions to advance the Companies' rights and obligations, and any such prior actions are hereby ratified in their entirety;

RESOLVED, that the CEO and the CRO, acting on behalf of the Manager, be, and each, acting individually and not jointly, hereby is, authorized and directed in the name and on behalf of the Companies to employ the law firm of Young Conaway Stargatt & Taylor, LLP as Delaware bankruptcy counsel to represent and assist the Companies in carrying out their respective duties under the Bankruptcy Code and to take any and all actions to advance the Companies' rights and obligations, and any such prior actions are hereby ratified in their entirety;

RESOLVED, that the CEO and the CRO, acting on behalf of the Manager, be, and each, acting individually and not jointly, hereby is, authorized and directed in the name and on behalf of the Companies to employ Garden City Group Inc. as claims and noticing agent and administrative advisors in connection with any case commenced by the Companies under the Bankruptcy Code and all related matters, and any such prior actions are hereby ratified in their entirety;

RESOLVED, that the CEO and the CRO, acting on behalf of the Manager, be, and each, acting individually and not jointly, hereby is, authorized and directed in the name and on behalf

of the Companies to employ any other professionals to assist the Companies in carrying out their respective duties under the Bankruptcy Code and to take any and all actions to advance the Companies' rights and obligations;

RESOLVED, that the CEO and the CRO, acting on behalf of the Manager, be, and each, acting individually and not jointly, hereby is, authorized and directed in the name and on behalf of the Companies to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed appropriate applications for authority to retain the services of the foregoing professionals as necessary;

FURTHER ACTIONS AND PRIOR ACTIONS

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the CEO and the CRO, the CEO and the CRO or their respective designees shall be, and each of them, acting alone, hereby is, authorized, directed, and empowered in the name of, and on behalf of, any Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein;

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of any Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were certified, are hereby in all respects approved and ratified; and

RESOLVED, that a copy of these Resolutions of the Manager shall be filed in the records of each Company.

[Remainder of Page Left Intentionally Blank]

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent to be effective as of the date first written above.

By: */s/ Richard Nevins*
Name: Richard Nevins
Title: Manager

By: */s/ M. Freddie Reiss*
Name: M. Freddie Reiss
Title: Manager

By: */s/Michael I. Goldberg*
Name: Michael I. Goldberg
Title: Manager

SCHEDULE 1

The Companies

Carbondale Glen Lot L-2, LLC
Carbondale Peaks Lot L-1, LLC
H18 Massabesic Holding Company, LLC
H33 Hawthorn Holding Company, LLC
H50 Sachs Bridge Holding Company, LLC
H64 Pennhurst Holding Company, LLC
Hawthorn Investments, LLC
Lilac Valley Investments, LLC
Massabesic Investments, LLC
M58 Springvale Holding Company, LLC
M96 Lilac Valley Holding Company, LLC
Pennhurst Investments, LLC
Sachs Bridge Investments, LLC
Springvale Investments, LLC