IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: WOODBRIDGE GROUP OF COMPANIES, LLC, *et al.*,[1] Debtors.	Chapter 11 Case No. 17-12560 (KJC) (Jointly Administered)

GLOBAL NOTES, RESERVATION OF RIGHTS, AND STATEMENT OF LIMITATIONS, METHODOLOGY AND DISCLAIMER REGARDING DEBTORS' SCHEDULES AND SOFAs

Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession (the "Debtors") are contemporaneously filing these Global Notes (as defined below) as a supplement to and integral part of their Schedules of Assets and Liabilities (the "Schedules") and Statements of Financial Affairs (the "SOFAs") filed in the Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). The Debtors prepared their Schedules and SOFAs pursuant to section 521 of Title 11 of the United States Code, as amended (the "Bankruptcy Code"), and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with the assistance of their advisors. These *Global Notes, Reservation of Rights, and Statement of Limitations, Methodology and Disclaimer Regarding Debtors' Schedules and SOFAs* (the "Global Notes") pertain to, are incorporated by reference into, and comprise an integral part of, each of the Schedules and SOFAs, and should be reviewed in connection with any review of the Schedules and SOFAs.

The Debtors and their officers, employees, agents, attorneys and financial advisors relied on financial data derived from the Debtors' books and records (as well as property title reports) that was available at the time of preparation,[2] do not guarantee or warrant the accuracy or

[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] QuickBooks data files and bank records were located for the following Debtors: Woodbridge Group of Companies, LLC; Woodbridge Mortgage Investment Fund 1, LLC; Woodbridge Mortgage Investment Fund 2, LLC; Woodbridge Mortgage Investment Fund 3, LLC; Woodbridge Mortgage Investment Fund 3A, LLC; Woodbridge Mortgage Investment Fund 4, LLC; Woodbridge Commercial Bridge Loan Fund 1, LLC; Woodbridge Commercial Bridge Loan Fund 2, LLC; Woodbridge Structured Funding, LLC; Hawthorn Investments, LLC. Bank records only were located for Hawthorn Investments, LLC; Donnington Investments, LLC; Carbondale Spruce 101, LLC; 215 North 12th Street, LLC; Anchorpoint Investments, LLC; Gateshead Investments, LLC; Topchord Investments, LLC; Fieldpoint Investments, LLC; Pennhurst Investments, LLC; 695 Buggy Circle, LLC (Round 4 filer) and Frog Rock Investments, LLC (Round 5 filer). QuickBooks data files and bank records were not located for all other

completeness of the data that is provided in the Schedules and SOFAs and shall not be liable for any loss or injury arising out of or caused in whole or in part by any acts or omissions, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information contained herein or in the Schedules and SOFAs. Except as expressly required by the Bankruptcy Code, the Debtors and their officers, employees, agents, attorneys and financial advisors do not undertake any obligation to update, modify, revise or re-categorize the information provided herein or in the Schedules and SOFAs or to notify any third party should the information be updated, modified, revised or re-categorized. The Debtors, on behalf of themselves, their officers, employees, agents and advisors, disclaim any liability to any third party arising out of or related to the information contained in the Schedules and SOFAs and reserve all rights with respect thereto.

The Schedules and SOFAs have been signed by an authorized representative of each of the Debtors. In reviewing and signing the Schedules and SOFAs, this representative relied upon the efforts, statements and representations of the Debtors' other personnel and professionals. The representative has not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors and their addresses.

Global Notes and Overview of Methodology

1. Reservation of Rights. Reasonable efforts have been made to prepare and file complete and accurate Schedules and SOFAs; however, inadvertent errors or omissions may exist and conflicting, revised, or subsequent information may be discovered. The Debtors (i) reserve all rights to amend or supplement the Schedules and SOFAs from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and SOFAs with respect to claim ("Claim") description, designation, or Debtor against which the Claim is asserted; (ii) dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and SOFAs as to amount, liability, priority, status, or classification; (iii) subsequently designate any Claim as "disputed," "contingent," or "unliquidated;" or (iv) object to the extent, validity, enforceability, priority, or avoidability of any Claim. Any failure to designate a Claim in the Schedules as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such Claim or amount is not "disputed," "contingent," or "unliquidated." Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and SOFAs shall constitute a waiver of rights with respect to the Debtors' chapter 11 cases (the "Chapter 11 Cases"), including, without limitation, issues involving Claims, substantive consolidation, defenses, equitable subordination, recharacterization, and/or Causes of Action (defined below) arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers.

The listing in the Schedules or SOFAs (including, without limitation, Schedule A/B and Schedule E/F) by the Debtors of any obligation between a Debtor and another Debtor is a

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Debtors. Although the information in QuickBooks only explicitly covered these entities, the financial records were kept on an aggregated basis such that the Debtors were able to extrapolate information for the remaining Debtors from the QuickBooks data files.

statement of what appears in the Debtors' books and records and may not be an accurate reflection whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court. The Debtors reserve all rights with respect to such obligations. For example, listing a Claim (i) in Schedule D as "secured," (ii) in Schedule E as "priority" or (iii) in Schedule F as "unsecured nonpriority," or listing a contract in Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtor of the legal rights of the claimant or a waiver of the Debtors' right to recharacterize or reclassify such Claim or contract.

Moreover, there is evidence the Debtors were operated by their founder and principal, Robert Shapiro, as a Ponzi scheme, and evidence suggests that intercompany liens and claims that exist between and among various Debtors are likely inaccurate. In particular, among other things, although investors were often told that they were investing money in loans for the acquisition and/or development of particular properties and would have the benefit of security interests and/or mortgages against such properties, the Debtors have been unable to trace any investor funds to specific properties or uses, as such funds were actually commingled and used for many purposes, not only purchases of properties. Furthermore, it appears that the putative intercompany liens and claims that allegedly exist between and among the various Debtors are simply book entries that do not bear any meaningful relation to reality and are likely inaccurate.

Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the foregoing general reservation of rights.

2. Description of the Cases and "as of" Information Date. On December 4, 2017 (the "Dec. 4 Petition Date"), certain of the Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code. On February 9, 2018, an additional fourteen affiliated Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code (the "Feb. 9 Petition Date"). On March 9, 2018, two additional affiliated Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code (the "Mar. 9 Petition Date"). On March 23, 2018, six additional affiliated Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code (the "Mar. 23 Petition Date"). On March 27, 2018, four additional affiliated Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code (the "Mar. 27 Petition Date" and collectively the "Petition Dates"). The Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Cases.

Except as otherwise noted in the Global Notes or Schedules and SOFAs, all asset and liability information is valued as of the applicable Petition Date. In some instances, the Debtors have used estimates or pro-rated amounts where actual data as of the aforementioned dates was unavailable. The Debtors have made a reasonable effort to allocate liabilities between the pre- and post-petition periods based on the information and research that was conducted in connection with the preparation of the Schedules and SOFAs. As additional information becomes available and further research is conducted, the Debtors may modify the allocation of liabilities between the pre- and postpetition periods and amend the Schedules and SOFAs accordingly. No independent valuation has been obtained (except as may have been performed

in connection the valuation of collateral properties with respect to the debtor-in-possession financing).

3. Basis of Presentation. The Schedules and SOFAs reflect financial information for the Debtors only and do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States ("GAAP"), nor are they intended to be fully reconciled with any financial statements otherwise prepared and/or distributed by the Debtors. Additionally, the Schedules and SOFAs contain unaudited information that is subject to further review and potential adjustment, and reflect the Debtors' reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis. Moreover, given, among other things, the valuation and nature of certain liabilities, to the extent that a Debtor shows more assets than liabilities, this is not a conclusion that such Debtor was solvent at the Petition Date. Likewise, to the extent that a Debtor shows more liabilities than assets, this is not a conclusion that such Debtor was insolvent at the Petition Date or any time prior to the Petition Date.

4. Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars.

5. Fiscal Year. Each Debtor's fiscal year is reported on a 52-week fiscal year, ending on December 31st.

6. Recharacterization. Notwithstanding the Debtors' reasonable best efforts to properly characterize, classify, categorize or designate certain Claims, assets, executory contracts, unexpired leases and other items reported in the Schedules and SOFAs, the Debtors may, nevertheless, have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add or delete items reported in the Schedules and SOFAs at a later time as is necessary or appropriate as additional information becomes available.

7. Fair Market Value; Book Value. It would be prohibitively expensive and unduly burdensome for the Debtors to obtain current market valuations of all of their assets. Accordingly, unless otherwise indicated, the Schedules and SOFAs reflect net book values for assets as of the dates stated in the Global Notes as reflected in the Debtors' books and records. Amounts ultimately realized may vary from net book value, and such variance may be material. The asset amounts listed do not include material write-downs that may be necessary. Operating cash is presented as book balances as of the applicable Petition Date. Certain other assets, such as intangible assets, are listed as undetermined amounts as of the applicable Petition Date because the book values may materially differ from fair market values. Liabilities pursuant to "Notes" and "Units" are presented exclusive of any asserted accrued interest.

8. Estimates. To prepare and file the Schedules in accordance with the deadline established in these Chapter 11 Cases, the Debtors were required to make certain estimates and assumptions that affected the reported amounts of assets and liabilities as of the applicable Petition Date. The Debtors reserve the right to amend the reported amounts of assets, liabilities, and expenses to reflect changes in those estimates or assumptions.

9. Totals and Undetermined Amounts. All totals that are included in the Schedules and SOFAs represent totals of known amounts only and do not include any contingent, unliquidated, disputed, or otherwise undetermined amounts. To the extent there are unknown, disputed, contingent, unliquidated, or otherwise undetermined amounts, the actual total may be materially different than the listed total. The description of an amount as "unknown," "disputed," "contingent," "unliquidated," or "undetermined" is not intended to reflect upon the materiality of such amount. Due to unliquidated, contingent and/or disputed Claims, summary statistics in the Schedules, SOFAs and Global Notes may significantly understate the Debtors' liabilities.

10. Excluded Assets and Liabilities. The Debtors have sought to allocate liabilities between the pre – and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and SOFAs. As additional information becomes available and further research is conducted, the allocation of liabilities between the pre- and postpetition periods may change.

The liabilities listed on the Schedules do not reflect any analysis of Claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the characterization, validity, or amount of any asserted Claims under section 503(b)(9) of the Bankruptcy Code.

The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and SOFAs, including, without limitation, accrued salaries and employee benefit accruals. The Debtors also have excluded potential rejection damage Claims, if any, of counterparties to executory contracts and unexpired leases. In addition, certain immaterial assets and liabilities may have been excluded.

Certain liabilities (including but not limited to certain reserves, deferred charges, and future contractual obligations) have not been included in the Debtors' Schedules. Other immaterial assets and liabilities may also have been excluded.

The estimate of Claims set forth in the Schedules may not reflect assertions by the Debtors' creditors of a right to have such Claims paid or reclassified under the Bankruptcy Code or orders of the Bankruptcy Court.

11. Property and Equipment. Nothing in the Schedules or SOFAs (including, without limitation the failure to list leased property or equipment as owned property or equipment) is, or shall be construed as, an admission as to the determination of legal status of any lease (including whether any lease is a true lease or financing arrangement).

12. Leases. In the ordinary course of business, the Debtors may have leased equipment and facilities under various operating leases. These agreements are carried by the Debtors at a zero book value. Any such equipment and facilities leases are reported on Schedule G. To the extent that there was an amount outstanding under any of these agreements as of the applicable Petition Date, the amount owed to the applicable lessor has been listed on Schedule E/F of the Debtors.

13. Guaranties and Other Secondary Liability Claims. The Debtors have made reasonable efforts to locate and identify guaranties and other secondary liability Claims

(collectively, the "Guaranties") in each of the executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. Where Guaranties have been identified, they have been included in the relevant Schedule for each Debtor. It is possible that certain Guaranties embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements may have been inadvertently omitted. The Debtors reserve the right to amend the Schedules to the extent additional Guaranties are identified or such Guaranties are discovered to have expired or be unenforceable. In addition, the Debtors reserve the right (i) to amend the Schedules and SOFAs and to recharacterize or reclassify any such contract or Claim, and (ii) to contest the validity or enforceability of any such Guaranties. Additionally, failure to list any Guaranties in the Schedules and SOFAs, including in any future amendments to the Schedules and SOFAs, shall not affect the enforceability of any Guaranties not listed.

14. Claims of Third-Party Related Entities. Although the Debtors have made reasonable efforts to properly classify each Claim listed in the Schedules as being either disputed or undisputed, liquidated or unliquidated and/or contingent or noncontingent, the Debtors have not been able to fully reconcile all payments made to certain third parties and their related entities on account of the Debtors' obligations to both such entities and their affiliates. Therefore, to the extent that the Debtors have classified Claims of a creditor as "disputed", "unliquidated" and/or "contingent", all Claims of such creditor's affiliates listed in the Schedules shall similarly be considered as disputed, unliquidated and/or contingent, whether or not they are designated as such.

15. Insiders. For purposes of the Schedules and SOFAs, the Debtors define "insider" pursuant to section 101(31) of the Bankruptcy Code as (a) directors, (b) officers, (c) relatives of directors or officers of a Debtor, (d) any managing agent or managing member of a Debtor and (e) entities under common ownership with a Debtor. Payments to insiders listed in (a) through (e) above are set forth on SOFA Item 3.c. Persons listed as "insiders" have been included for informational purposes only. The Debtors did not take any position with respect to whether such individual could successfully argue that he or she is not an "insider" under applicable law, including without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.

16. Intellectual Property Rights. The exclusion of any intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

In addition, although the Debtors have made diligent efforts to attribute intellectual property to the rightful Debtor entity, in certain instances, intellectual property owned by one Debtor may, in fact, be owned by another Debtor.

17. Executory Contracts and Unexpired Leases. Although the Debtors made diligent attempts to attribute executory contracts and unexpired leases to their rightful Debtors, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors' businesses.

Moreover, the Debtors have not necessarily set forth executory contracts and unexpired leases as assets in the Schedules and SOFAs, even though these contracts and leases may have some value to the Debtors' estates. The Debtors' executory contracts and unexpired leases have been set forth in Schedule G. The Debtors' rejection of executory contracts and unexpired leases may result in the assertion of rejection damage Claims. The Schedules and SOFAs do not reflect any Claims for rejection damages. The Debtors reserve the right to make any arguments and objections with respect to the assertion of any such Claims.

18. Materialman's/Mechanic's Liens. Although the Debtors made diligent attempts to identify materialman's or mechanic's liens, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors' businesses. Additionally, the assets listed in the Schedules and SOFAs are presented without consideration of any materialman's or mechanic's liens. Property and equipment listed in the Schedules and SOFAs are presented without consideration of any liens that may attach (or have attached) to such property and equipment.

19. Causes of Action. Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their Causes of Action or potential Causes of Action against third parties as assets in the Schedules and SOFAs, including, without limitation, Causes of Action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers.

The Debtors reserve all of their rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross-Claim, counter-Claim, or recoupment and any Claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law, or in equity, or pursuant to any other theory of law (collectively, "Causes of Action") they may have, and neither these Global Notes nor the Schedules and SOFAs shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action.

20. Intercompany Obligations. Any receivables and payables between a Debtor and affiliated entities in each applicable case (each an "Intercompany Receivable" or "Intercompany Payable" and, collectively, the "Intercompany Claims") are reported as assets on Schedule B or liabilities on Schedules D, E and F. These Intercompany Claims include the following components, among others: 1) loans to affiliates, 2) accounts payable and payroll disbursements made out of an affiliate's bank accounts on behalf of a Debtor, 3) centrally billed expenses, 4) corporate expense allocations, and 5) accounting for trade and other intercompany transactions. These Intercompany Claims may or may not result in allowed or enforceable Claims by or against a Debtor, and by listing these Claims a Debtor is not indicating a conclusion that the Intercompany Claims are enforceable. Intercompany Claims may also be subject to set off, recoupment, and netting not reflected in the Schedules. In situations where there is not an enforceable Claim, the assets and/or liabilities of a Debtor may be greater or lesser than the amounts stated herein. All rights to amend Intercompany Claims in the Schedules and SOFAs

are reserved. The Debtors have listed the Intercompany Payables as unsecured Claims on Schedule F. The Debtors reserve their rights to later change the characterization, classification, categorization, or designation of such items.

Moreover, there is evidence the Debtors were operated by their founder and principal, Robert Shapiro, as a Ponzi scheme, and evidence suggests that intercompany liens and claims that exist between and among various Debtors are likely inaccurate. In particular, among other things, although investors were often told that they were investing money in loans for the acquisition and/or development of particular properties and would have the benefit of security interests and/or mortgages against such properties, the Debtors have been unable to trace any investor funds to specific properties or uses, as such funds were actually commingled and used for many purposes, not only purchases of properties. Furthermore, it appears that the putative intercompany liens and claims that allegedly exist between and among the various Debtors are simply book entries that do not bear any meaningful relation to reality and are likely inaccurate.

21. Entity Classification. The Debtors have endeavored in good faith to identify the assets owned by the applicable Debtor and the liabilities owed by the applicable Debtor. Although the Schedules and SOFAs reflect the results of this effort, several factors may impact the Debtors' ability to precisely assign assets and liabilities to a particular entity (including non-Debtor affiliates), including, but not limited to: (i) certain assets may be primarily used by an entity other than the entity that holds title to such assets according to the Debtors' books and records; (ii) certain liabilities may have been nominally incurred by one entity, yet such liabilities may have actually been incurred by, or the invoices related to such liabilities may have been issued to or in the name of, an affiliate; and (iii) certain creditors of the Debtors may have treated one or more of the Debtors and their affiliates as a consolidated entity rather than as separate entities. The Debtors continue to analyze their relationship among each of the Debtors and their non-Debtor affiliates and may refine their view of ownership of certain assets or obligation under certain liabilities as a result of such investigation.

22. Setoffs. The Debtors incur certain offsets and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, intercompany transactions, pricing discrepancies, returns, refunds, warranties, debit memos, credits, and other disputes between the Debtors and their suppliers and/or customers. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors' industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are or may be excluded from the Schedules and SOFAs.

The claims of individual creditors for, among other things, goods, products, services or taxes are listed as the amounts entered on the Debtors' books and records and may not reflect credits, allowances or other adjustments due from such creditors to the Debtors. The Debtors reserve all of their rights regarding such credits, allowances or other adjustments.

23. Global Notes Control. All of the Schedules and SOFAs are subject to and qualified by the Global Notes. In the event that the Schedules and SOFAs differ from the Global Notes, ***the Global Notes shall control***.

SPECIFIC DISCLOSURES WITH RESPECT TO THE SCHEDULES

Schedule A/B - Real and Personal Property

Except where otherwise noted, the Debtors have included on Scheduled A/B the book value of owned real and personal property assets. Further, due to the volume of the Debtors' real and personal property holdings, the Debtors may have listed certain assets as real property when such holdings are in fact in the nature of personal property holdings, or the Debtors may have listed certain assets as personal property assets when such holdings are in fact in the nature of real property holdings.

As noted above, despite commercially reasonable efforts to identify all known assets, the Debtors may not have listed all of their Causes of Action or potential Causes of Action against third parties as assets in their Schedules and SOFAs, including, but not limited to, Causes of Action arising under the Bankruptcy Code or any other applicable laws to recover assets or avoid transfers.

Assets recorded as negative net payables or other prepayments are representative of credits owed from customers or third parties. Security deposits held by real property lessors, utility companies and various other third parties have been included on the applicable Debtors' Schedule A/B. Separately, some of the Debtors' personal property is held and maintained at third-party locations.

The Debtors' primary assets are their direct and indirect interests in Debtor subsidiaries that hold certain real estate. The Debtors have performed no independent review of the value of their assets for purposes of these Schedules, but have provided an estimated view of the net value of such assets to the Debtors at cost.

Item 3 – Checking, Savings, Money Market, or Financial Brokerage Accounts

Amounts listed in this Item reflect the amounts listed in the Debtor's books and records with regard to the Woodbridge Group of Companies, LLC (with the exception of the United Bank account); Woodbridge Mortgage Investment Fund 1, LLC; Woodbridge Mortgage Investment Fund 2, LLC; Woodbridge Mortgage Investment Fund 3, LLC; Woodbridge Mortgage Investment Fund 3A, LLC; Woodbridge Mortgage Investment Fund 4, LLC; Woodbridge Commercial Bridge Loan Fund 1, LLC; Woodbridge Commercial Bridge Loan Fund 2, LLC; and Woodbridge Structured Funding, LLC. For Debtors Donnington Investments, LLC; Carbondale Spruce 101, LLC; 215 North 12th Street, LLC; Anchorpoint Investments, LLC; Gateshead Investments, LLC; Topchord Investments, LLC; Fieldpoint Investments, LLC; Pennhurst Investments, LLC; and Hawthorn Investments, LLC, the amounts listed are the bank statement balances as of their respective petition dates. For Frog Rock Investments, LLC (Round 5 filer), the amount listed is the bank statement balance as of December 31, 2017, which is the most recent data available. For 695 Buggy Circle, LLC (Round 4 filer), the amounts listed are the bank statement balances as of February 28, 2018, which is the most recent data available.

Item 7 & 8 – Deposits and Prepayments

The Debtors' characterization of an asset listed in these Items is not a legal characterization of either a deposit or a prepayment. The Debtors reserve all of their rights to re-categorize and/or recharacterize such asset holdings at a later time as appropriate. Additionally, the amounts set forth on these Items do not include amounts held as retainers by professionals.

Item 11 – Interest in Insurance Policies or Annuities

The Debtors maintain certain insurance policies essential to their continued operations, including, but not limited to, property, casualty, motor vehicle and general liability, and director and officer insurance policies. The terms of the policies are similar to insurance policies typically maintained by corporate entities that are similar in size and nature to the Debtors. The Debtors' insurance policies generally are structured to provide coverage for all of their direct and indirect subsidiaries and affiliates.

Item 15 – Investments

The Debtors' business consists of a network of special purpose vehicles ("SPVs") which hold individual real property assets. Certain of these SPVs are Debtors in these Chapter 11 Cases (the "PropCos"). Most of the PropCos are, in turn, wholly owned by a related SPV (referred to herein as "HoldCos"). It is the Debtors' understanding that prepetition, pursuant to certain operating agreements, the applicable HoldCos owned 100% of the applicable PropCos and that the entities operated their businesses as such. In anticipation of the filing of the Chapter 11 Cases, the Debtors undertook a corporate restructuring. Prepetition, the Debtors supplemented, corrected and replaced certain corporate governance documents to the extent necessary.[3]

The investment amount of any HoldCo in a PropCo is listed as the mezzanine investment amount.

Items 38 – 42 - Furniture

Based on the Debtors' review of relevant books and records, the majority of the furniture listed in these Items is physically located at properties owned by Debtor subsidiaries, but was purchased directly or indirectly by Woodbridge Group of Companies, LLC.

Items 54 & 55 – Real Property

Land value and Real Estate Improvements are valued at cost. On Schedule A/B of Debtor Woodbridge Mortgage Investment Fund 1, LLC, the Debtors have listed the real property located at 1817 North Mason, Chicago, Illinois only because such Debtor remains listed on the property's title. The Debtors do not believe they own an economic interest in the property

[3] In preparing the Schedules and SOFAs, the Debtors discovered an apparent typo in the promissory note identifying M55 Old Maitland Holding Company, LLC. The Debtors believe that the intent was to list H55 Old Maitland Holding Company, LLC.

because the Debtors' books and records indicate that the underlying note was sold pre-foreclosure.

Items 59 – 64 (Part 10: Intangibles and Intellectual Property)

Patents, trademarks and other intellectual property are listed as an undetermined amount because the fair value of such ownership is dependent on numerous variables and factors and likely differs significantly from their net book value.

Item 75 - Other Contingent and Unliquidated Claims or Causes of Action of Every Nature, Including Counterclaims of the Debtors, Rights to Setoff Claims and IntercompanyClaims

The Debtors' failure to list any contingent and/or unliquidated Claim held by the Debtors in response to this question shall not constitute a waiver, release, relinquishment, or forfeiture of such Claim. In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to counter-Claims, setoffs, refunds, or other warranty Claims against their suppliers. Additionally, certain of the Debtors may be party to pending litigation in which the Debtors have asserted, or may assert, Claims as a plaintiff or counter-Claims as a defendant. Because such Claims are unknown to the Debtors and not quantifiable as of the Petition Date, they are not listed in Item 75. Finally, because of the state of the Debtors' books and records, the Debtors may or may not have Claims against related entities in unknown amounts, and therefore, the Debtors have designated those potential Claims as "unspecified claims against related parties".

Schedule D - Creditors Holding Secured Claims

The Claims listed on Schedule D arose or were incurred on various dates. A determination of the date upon which each Claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included. All Claims listed on Schedule D, however, appear to have been incurred before the applicable Petition Date. Except as otherwise agreed pursuant an order of the Bankruptcy Court, the Debtors reserve the right to dispute or challenge the validity, perfection or priority of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D. The descriptions provided on Schedule D are intended only as a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in any Debtor's Schedule D shall be deemed a modification, interpretation, or waiver of the terms of any such agreements.

With respect to determining the PropCos' obligations under certain notes and identifying the funding provided by certain Holdcos, despite the Debtors' best efforts, the Debtors were unable to track actual cash funding under each intercompany note. Therefore, the Schedules reflect the Debtors' efforts to capture all material funding that went toward the purchase, improvements and carrying cost for a particular asset and such funding was allocated in the following order: (i) senior note; (ii) mezzanine note; and (iii) any remainder to development/construction note.

The Debtors have not included on Schedule D all parties that may believe their Claims are secured through setoff rights, deposits posted by, or on behalf of, the Debtors, inchoate statutory lien rights, or real property lessors, utility companies and other parties that may hold security deposits.

By listing a party on Schedule D based on a UCC-1 filing, the Debtors are not conceding that such party actually holds a perfected, unavoidable security interest in the asset that is the subject of such filing, and reserves all rights as set forth in these Global Notes.

Schedule E/F - Creditors Holding Unsecured Priority and/or Unsecured Non-Priority Claims

The Bankruptcy Court has authorized the Debtors, in their discretion, to pay certain liabilities that may be entitled to priority under the applicable provisions of the Bankruptcy Code. To the extent that applicable Claims have been paid under one or more of the foregoing orders, such Claims may not be included in Schedule E/F.

The listing of any Claim on Schedule E/F does not constitute an admission by the Debtors that such Claim is entitled to priority treatment under section 507 of the Bankruptcy Code. The Debtors reserve their right to dispute the priority status of any Claim on any basis.

The unsecured non-priority Claims of individual creditors for among other things, products, goods or services are listed as either the lower of the amounts invoiced by the creditor or the amounts reflected on the Debtors' books and records and may not reflect credits or allowances due from such creditors to the Debtors. The Claims listed on Schedule E/F arose or were incurred on various dates. In certain instances, the date on which a Claim arose may be subject to dispute. While commercially reasonable efforts have been made, determining the date upon which each Claim in Schedule E/F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list respective dates for the Claims listed on Schedule E/F.

Schedule E/F also includes potential or threatened litigation Claims. Any information contained in Schedule E/F with respect to such potential litigation shall not be a binding representation of the Debtors' liabilities with respect to any of the potential suits and proceedings included therein. The Debtors expressly incorporate by reference into Schedule E/F all parties to pending litigation listed on Item 7 of the SOFAs as contingent, unliquidated, and disputed Claims, to the extent not already listed on Schedule E/F.

Schedule E/F reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption, or assumption and assignment, of executory contracts or unexpired leases. Additionally, Schedule E/F does not include potential rejection damage Claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

In addition, certain of the Debtors' unsecured non-priority obligations to certain of their vendors have been secured through letters of credit. The Debtors have listed each individual

obligation to vendors on Schedule E/F with the entries marked as "contingent", "unliquidated", and "disputed."

Amounts payable listed on Schedule E/F have been assigned to a specific Debtor when it is possible, from the Debtors' books and records, to assign such payable to a specific Debtor based on a property address. In those instances in which such assignment was impossible, the payable has been listed on Schedule E/F of Woodbridge Group of Companies, LLC. The Debtors reserve all rights to amend or modify Schedules E/F in respect of, among other things, the specific Debtor listed as liable on a particular obligation.

The Debtors have listed holders of "Notes" as holders of "undisputed" general unsecured Claims, except in the instance where the Debtors believe that a particular holder of Notes may have a contingent, unliquidated and/or disputed Claim based on facts specific to that holder. The Debtors reserve all rights to recharacterize, reclassify, recategorize, redesignate, add or delete Claims in respect of "Notes" reported in the Schedules and SOFAs at a later time as is necessary or appropriate as additional information becomes available. Scheduled amounts for Notes do not include accrued but unpaid interest.

The Debtors have listed holders of "Units" as holders of "disputed" general unsecured Claims, except in the instance where the Debtors believe that a particular holder of Units may also have a contingent and/or unliquidated Claim based on facts specific to that holder. The Debtors reserve all rights to recharacterize, reclassify, recategorize, redesignate, add or delete Claims in respect of "Units" reported in the Schedules and SOFAs at a later time as is necessary or appropriate as additional information becomes available. Scheduled amounts for Units do not include accrued but unpaid interest.

Schedule G - Unexpired Leases and Executory Contracts

Although commercially reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions or overinclusion may have occurred in preparing Schedule G. In the ordinary course of business, the Debtors enter into various agreements with customers and vendors. The Debtors may have entered into various other types of agreements in the ordinary course of their business, such as indemnity agreements, supplemental agreements, letter agreements, and confidentiality agreements that may not be set forth in Schedule G. Omission of a contract, lease or other agreement from Schedule G does not constitute an admission that such omitted contract, lease or agreement is not an executory contract or unexpired lease. Likewise, the listing of an agreement on Schedule G does not constitute an admission that such agreement is an executory contract or unexpired lease, or that such agreement was in effect or unexpired on the applicable Petition Date or is valid or enforceable. The agreements listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments and agreements that may not be listed on Schedule G. Certain confidentiality and non-disclosure agreements may not be listed on Schedule G.

Any and all rights, Claims and Causes of Action of the Debtors with respect to the agreements listed on Schedule G are hereby reserved and preserved.

Schedule H - Co-Debtors

In the ordinary course of their business, the Debtors are involved in litigation with co-debtors and such litigation is listed on Schedule E/F. The Debtors may also have co-debtors or co-obligors under various leases, contracts or other agreements. The Debtors have made a reasonable effort to include these co-debtor or co-obligor relationships in Schedule H; however, certain co-debtor and co-obligor relationships may have been inadvertently omitted.

Any omission of a co-debtor or co-obligor in the Schedules does not constitute an admission that such omitted co-debtor or co-obligor is not obligated or liable under the relevant debt. The Debtors' rights under the Bankruptcy Code and non-bankruptcy law with respect to any omitted co-debtor or co-obligor are not impaired by the omission.

SPECIFIC DISCLOSURES WITH RESPECT TO THE SOFAs

SOFAs Item 3 – 90 Day Payments

SOFAs Item 3 includes any disbursement or other transfer made by the Debtors within 90 days before the applicable Petition Date except for those made to insiders (which payments appear in response to SOFAs Item 30), employees, and bankruptcy professionals (which payments appear in response to SOFAs Item 11). The amounts listed in SOFAs Item 3 reflect the Debtors' disbursements netted against any check level detail; thus, to the extent a disbursement was made to pay for multiple invoices, only one entry has been listed on SOFAs Item 3. All disbursements listed on SOFAs Item 3 are made through the Debtors' cash management system. Additionally, all disbursement information reported in SOFAs Item 3 for a specific Debtor pertains to the bank accounts maintained by that Debtor. All 90-day disbursements made from Debtor Woodbridge Group of Companies, LLC are accounted for as having been made from that entity irrespective of the entity that received the benefit of such payment.

SOFAs Item 4 – Insider Payments

The Debtors have attempted to include all payments made on or within 12 months before the applicable Petition Date to any individual or entity deemed an "insider." The listing of a party as an insider is not intended to be nor should be construed as a legal characterization of such party as an insider and does not act as an admission of any fact, Claim, right or defense, and all such rights, Claims, and defenses are hereby expressly reserved.

SOFAs Item 6 – Setoffs

The Debtors routinely incur setoffs during the ordinary course of business. Setoffs in the ordinary course can result from various items including counterparty settlements, pricing discrepancies, returns, warranties and other transaction true-ups. These normal setoffs are

consistent with the ordinary course of business in the Debtors' industry and can be particularly voluminous, making it unduly burdensome and costly for the Debtors to list all normal setoffs. Therefore, ordinary course setoffs are excluded from the Debtors' responses to SOFA Item 6 except where otherwise noted.

SOFAs Item 7 – Litigation

In addition to the litigation listed in SOFAs Item 7, the Debtors from time to time may also participate in administrative actions and appeals with state agencies in the ordinary course of business. These actions have not been identified in this schedule unless formal proceedings were instituted. The actual amount of litigation matters is contingent on the outcome of the cases.

SOFAs Item 10 – Losses from Fire, Theft, or Other Casualty

The Debtors occasionally incur losses for a variety of reasons, including theft and property damage. The Debtors, however, may not have records of all such losses to the extent such losses do not have a material impact on the Debtors' business or are not reported for insurance purposes.

SOFAs Item 11 – Payments Related to Bankruptcy

Payments and transfers made on behalf of all Debtors in connection with debt consolidation, restructuring, seeking bankruptcy relief or filing the Chapter 11 Cases, were made by Woodbridge Group of Companies, LLC, and therefore, are reflected in the Woodbridge Group of Companies, LLC's SOFAs.

SOFAs Item 14 – Previous Address

On or about February 5, 2018, the Debtors' corporate headquarters changed from 14225 Ventura Blvd. #100, Sherman Oaks, CA 91423 to 14140 Ventura Blvd. #302, Sherman Oaks, CA 91423.

SOFAs Item 22, 23 and 24 - Environmental Information

The information set forth in SOFAs Items 22, 23, and 24 reflect the environmental information reasonably available to the Debtors at the time the Debtors prepared the Schedules and SOFAs.

SOFAs Item 26(b) – Books, Records and Financial Statements

In the ordinary course of business the Debtors may provide certain parties, such as financial institutions, debtholders, auditors, potential investors, vendors and financial advisors financial statements that may not be part of a public filing. The Debtors do not maintain complete lists to track such disclosures. As such, the Debtors have not provided lists of these parties in response to this question.

* * * * *

Fill in this information to identify the case:

Debtor name **M41 Silverthorne Holding Company, LLC**

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

Case number (if known): **17-12838 (KJC)**

☐ Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals 12/15

Part 1: Summary of Assets

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

1a. **Real property**
Copy line 88 from *Schedule A/B* ..... $ 0.00

1b. **Total personal property:**
Copy line 91A from *Schedule A/B* ..... $ 0.00

1c. **Total of all property:**
Copy line 92 from *Schedule A/B* ..... $ 0.00

Part 2: Summary of Liabilities

2. ***Schedule D: Creditors Who Hold Claims Secured by Property*** (Official Form 206D)
Copy the total dollar amount listed in Column A, *Amount of claim*, at the bottom of page 1 of *Schedule D* ..... $ 0.00

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

3a. **Total claim amounts of priority unsecured claims:**
Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... $ 0.00

3b. **Total amount of claims of non-priority amount of unsecured claims:**
Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... + $ 0.00

4. **Total liabilities** .....
Lines 2 + 3a + 3b $ 0.00

Fill in this information to identify the case:

Debtor name **M41 Silverthorne Holding Company, LLC**

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

Case number (If known): **17-12838 (KJC)**

☐ Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets — Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. **Does the debtor have any cash or cash equivalents?**

☑ No. Go to Part 2.
☐ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor	Current value of debtor's interest
2. **Cash on hand**	$

3. **Checking, savings, money market, or financial brokerage accounts** *(Identify all)*

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	
3.1.			$
3.2.			$

4. **Other cash equivalents** *(Identify all)*

4.1.	$
4.2.	$

5. **Total of Part 1**
Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80. $

Part 2: Deposits and prepayments

6. **Does the debtor have any deposits or prepayments?**

☑ No. Go to Part 3.
☐ Yes. Fill in the information below.

	Current value of debtor's interest
7. **Deposits, including security deposits and utility deposits**	
Description, including name or holder of deposit	
7.1.	$
7.2.	$

8. **Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

8.1. _____ $_____

8.2. _____ $_____

9. **Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81. $_____

Part 3: Accounts receivable

10. **Does the debtor have any accounts receivable?**

☑ No. Go to Part 4.

☐ Yes. Fill in the information below.

				Current value of debtor's interest
11. **Accounts receivable**				
11a. 90 days old or less:	$_____ face amount	– $ 0.00 doubtful or uncollectible account	= ..... →	$_____
11b. Over 90 days old:	$_____ face amount	– $ 0.00 doubtful or uncollectible account	= ..... →	$_____

12. **Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82. $_____

Part 4: Investments

13. **Does the debtor own any investments?**

☐ No. Go to Part 5.

☑ Yes. Fill in the information below.

			Valuation method used for current value	Current value of debtor's interest
14. **Mutual funds or publicly traded stocks not included in Part 1**				
Name of fund or stock				
14.1. _____				$_____
14.2. _____				$_____
15. **Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**				
Name of entity:	% of ownership:			
15.1. Silverthorne Investments, LLC	100% %			$ Undetermined
15.2. _____	%			$_____
16. **Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**				
Describe:				
16.1. _____				$_____
16.2. _____				$_____

17. **Total of Part 4**

Add lines 14 through 16. Copy the total to line 83. $ 0.00

Part 5: Inventory, excluding agriculture assets

18. **Does the debtor own any inventory (excluding agriculture assets)?**

☑ No. Go to Part 6.

☐ Yes. Fill in the information below.

	General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19.	**Raw materials**	MM / DD / YYYY	$		$
20.	**Work in progress**	MM / DD / YYYY	$		$
21.	**Finished goods, including goods held for resale**	MM / DD / YYYY	$		$
22.	**Other inventory or supplies**	MM / DD / YYYY	$		$

23. **Total of Part 5** $

Add lines 19 through 22. Copy the total to line 84.

24. **Is any of the property listed in Part 5 perishable?**

☐ No

☐ Yes

25. **Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**

☐ No

☐ Yes. Book value $ _____ Valuation method _____ Current value $ _____

26. **Has any of the property listed in Part 5 been appraised by a professional within the last year?**

☐ No

☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. **Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

☑ No. Go to Part 7.

☐ Yes. Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28.	**Crops—either planted or harvested**	$		$
29.	**Farm animals** *Examples:* Livestock, poultry, farm-raised fish	$		$
30.	**Farm machinery and equipment** (Other than titled motor vehicles)	$		$
31.	**Farm and fishing supplies, chemicals, and feed**	$		$
32.	**Other farming and fishing-related property not already listed in Part 6**	$		$

33. **Total of Part 6.**
Add lines 28 through 32. Copy the total to line 85. $_____

34. **Is the debtor a member of an agricultural cooperative?**

- ☐ No
- ☐ Yes. Is any of the debtor's property stored at the cooperative?
  - ☐ No
  - ☐ Yes

35. **Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**

- ☐ No
- ☐ Yes. Book value $_____ Valuation method _____ Current value $ _____

36. **Is a depreciation schedule available for any of the property listed in Part 6?**

- ☐ No
- ☐ Yes

37. **Has any of the property listed in Part 6 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☑ No. Go to Part 8.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. **Office furniture**			
_____	$_____	_____	$_____
40. **Office fixtures**			
_____	$_____	_____	$_____
41. **Office equipment, including all computer equipment and communication systems equipment and software**			
_____	$_____	_____	$_____
42. **Collectibles** *Examples*: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1 _____	$_____	_____	$_____
42.2 _____	$_____	_____	$_____
42.3 _____	$_____	_____	$_____

43. **Total or Part 7.**
Add lines 39 through 42. Copy the total to line 86. $_____

44. **Is a depreciation schedule available for any of the property listed in Part 7?**

- ☐ No
- ☐ Yes

45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

Part 8: Machinery, equipment, and vehicles

46. **Does the debtor own or lease any machinery, equipment, or vehicles?**

☑ No. Go to Part 9.

☐ Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47. **Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles**			
47.1	$		$
47.2	$		$
47.3	$		$
47.4	$		$
48. **Watercraft, trailers, motors, and related accessories** Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels			
48.1	$		$
48.2	$		$
49. **Aircraft and accessories**			
49.1	$		$
49.2	$		$
50. **Other machinery, fixtures, and equipment (excluding farm machinery and equipment)**			
	$		$

51. **Total of Part 8.**
Add lines 47 through 50. Copy the total to line 87. $

52. **Is a depreciation schedule available for any of the property listed in Part 8?**

☐ No

☐ Yes

53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**

☐ No

☐ Yes

Part 9: Real property

54. **Does the debtor own or lease any real property?**

☑ No. Go to Part 10.

☐ Yes. Fill in the information below.

55. **Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

	Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1			$		$
55.2			$		$
55.3			$		$
55.4			$		$
55.5			$		$
55.6			$		$

56. **Total of Part 9.**

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

$

57. **Is a depreciation schedule available for any of the property listed in Part 9?**

☐ No

☐ Yes

58. **Has any of the property listed in Part 9 been appraised by a professional within the last year?**

☐ No

☐ Yes

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

☑ No. Go to Part 11.

☐ Yes. Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60.	**Patents, copyrights, trademarks, and trade secrets**	$		$
61.	**Internet domain names and websites**	$		$
62.	**Licenses, franchises, and royalties**	$		$
63.	**Customer lists, mailing lists, or other compilations**	$		$
64.	**Other intangibles, or intellectual property**	$		$
65.	**Goodwill**	$		$

65. **Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

$

67. **Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107)?
- ☐ No
- ☐ Yes

68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**
- ☐ No
- ☐ Yes

69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**
- ☐ No
- ☐ Yes

Part 11: All other assets

70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.
- ☐ No. Go to Part 12.
- ☑ Yes. Fill in the information below.

Current value of debtor's interest

71. **Notes receivable**

Description (include name of obligor)

_____ $_____ (Total face amount) − $_____ (doubtful or uncollectible amount) = ➔ $_____

72. **Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)

_____ Tax year_____ $_____
_____ Tax year_____ $_____
_____ Tax year_____ $_____

73. **Interests in insurance policies or annuities**

_____ $_____

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

_____ $_____

Nature of claim _____

Amount requested $_____

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

Unspecified Claims Against Related Parties $ Unknown

Nature of claim _____

Amount requested $_____

76. **Trusts, equitable or future interests in property**

_____ $_____

77. **Other property of any kind not already listed** *Examples:* Season tickets, country club membership

_____ $_____
_____ $_____

78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

$ 0.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**
- ☑ No
- ☐ Yes

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. **Cash, cash equivalents, and financial assets.** *Copy line 5, Part 1.*	$ 0.00	
81. **Deposits and prepayments.** *Copy line 9, Part 2.*	$ 0.00	
82. **Accounts receivable.** *Copy line 12, Part 3.*	$ 0.00	
83. **Investments.** *Copy line 17, Part 4.*	$ 0.00	
84. **Inventory.** *Copy line 23, Part 5.*	$ 0.00	
85. **Farming and fishing-related assets.** *Copy line 33, Part 6.*	$ 0.00	
86. **Office furniture, fixtures, and equipment; and collectibles.** *Copy line 43, Part 7.*	$ 0.00	
87. **Machinery, equipment, and vehicles.** *Copy line 51, Part 8.*	$ 0.00	
88. **Real property.** *Copy line 56, Part 9.* ➔		$ 0.00
89. **Intangibles and intellectual property.** *Copy line 66, Part 10.*	$ 0.00	
90. **All other assets.** *Copy line 78, Part 11.*	+ $ 0.00	
91. **Total.** Add lines 80 through 90 for each column 91a.	$ 0.00	+ 91b. $ 0.00

92. **Total of all property on Schedule A/B.** Lines 91a + 91b = 92 $ 0.00

Fill in this information to identify the case:

Debtor name **M41 Silverthorne Holding Company, LLC**

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

Case number (If known): **17-12838 (KJC)**

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property 12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

☑ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.

☐ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A **Amount of claim** Do not deduct the value of collateral.	*Column B* **Value of collateral that supports this claim**
2.1	**Creditor's name** _____ **Creditor's mailing address** **Creditor's email address, if known** _____ **Date debt was incurred** _____ **Last 4 digits of account number** ___ ___ ___ ___ **Do multiple creditors have an interest in the same property?** ☐ No ☐ Yes. Specify each creditor, including this creditor, and its relative priority.	**Describe debtor's property that is subject to a lien** **Describe the lien** _____ **Is the creditor an insider or related party?** ☐ No ☐ Yes. **Is anyone else liable on this claim?** ☐ No ☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H). **As of the petition filing date, the claim is: Check all that apply.** ☐ Contingent ☐ Unliquidated ☐ Disputed	$_____	$_____
2.2	**Creditor's name** _____ **Creditor's mailing address** **Creditor's email address, if known** _____ **Date debt was incurred** _____ **Last 4 digits of account number** ___ ___ ___ ___ **Do multiple creditors have an interest in the same property?** ☐ No ☐ Yes. Have you already specified the relative priority? ☐ No. Specify each creditor, including this creditor, and its relative priority. ☐ Yes. The relative priority of creditors is specified on lines _____	**Describe debtor's property that is subject to a lien** **Describe the lien** _____ **Is the creditor an insider or related party?** ☐ No ☐ Yes. **Is anyone else liable on this claim?** ☐ No ☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H). **As of the petition filing date, the claim is: Check all that apply.** ☐ Contingent ☐ Unliquidated ☐ Disputed	$_____	$_____

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any. $_____

Debtor **M41 Silverthorne Holding Company, LLC** Case number *(if known)* **17-12838 (KJC)**
Name

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
None		
	Line 2.___	___ ___ ___ ___

Fill in this information to identify the case:

Debtor **M41 Silverthorne Holding Company, LLC**

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

Case number (if known) **17-12838 (KJC)**

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. **Do any creditors have priority unsecured claims?** (See 11 U.S.C § 507).
   - ☑ No. Go to Part 2.
   - ☐ Yes. Go to line 2.

2. **List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part.** If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
2.1	**Priority creditor's name and mailing address** **Date or dates debt was incurred** _____ **Last 4 digits of account number** __ __ __ __ **Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (_____)**	**As of the petition filing date, the claim is:** *Check all that apply.* ☐ Contingent ☐ Unliquidated ☐ Disputed **Basis for the claim:** _____ **Is the claim subject to offset?** ☐ No ☐ Yes	$_____	$_____
2.2	**Priority creditor's name and mailing address** **Date or dates debt was incurred** _____ **Last 4 digits of account number** __ __ __ __ **Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (_____)**	**As of the petition filing date, the claim is:** *Check all that apply.* ☐ Contingent ☐ Unliquidated ☐ Disputed **Basis for the claim:** _____ **Is the claim subject to offset?** ☐ No ☐ Yes	$_____	$_____
2.3	**Priority creditor's name and mailing address** **Date or dates debt was incurred** _____ **Last 4 digits of account number** __ __ __ __ **Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (_____)**	**As of the petition filing date, the claim is:** *Check all that apply.* ☐ Contingent ☐ Unliquidated ☐ Disputed **Basis for the claim:** _____ **Is the claim subject to offset?** ☐ No ☐ Yes	$_____	$_____

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. **List in alphabetical order all of the creditors with nonpriority unsecured claims.** If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

			Amount of claim
3.1	**Nonpriority creditor's name and mailing address** US SECURITIES AND EXCHANGE COMMISSION ATTN CHRISTINE NESTOR 801 BRICKELL AVENUE, SUITE 1800 MIAMI , FL 33131	**As of the petition filing date, the claim is:** *Check all that apply.* ☑ Contingent ☑ Unliquidated ☑ Disputed **Basis for the claim:** Securities Regulations Inquiries **Is the claim subject to offset?** ☑ No ☐ Yes	$ Undetermined
	Date or dates debt was incurred _____ **Last 4 digits of account number** ___ ___ ___ ___		
3.2	**Nonpriority creditor's name and mailing address** Woodbridge Group of Companies, LLC 14140 Ventura Blvd, Suite 302 Sherman Oaks, CA 91423	**As of the petition filing date, the claim is:** *Check all that apply.* ☐ Contingent ☑ Unliquidated ☐ Disputed **Basis for the claim:** Due To Related Entity **Is the claim subject to offset?** ☑ No ☐ Yes	$ Unknown
	Date or dates debt was incurred _____ **Last 4 digits of account number** ___ ___ ___ ___		

Part 3: List Others to Be Notified About Unsecured Claims

4. **List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2.** Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

	Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	None	Line _____ ☐ Not listed. Explain _____	___ ___ ___ ___

Part 4: Total Amounts of the Priority and Nonpriority unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

			Total of claim amounts
5a. **Total claims from Part 1**	5a.		$ 0.00
5b. **Total claims from Part 2**	5b.	+	$ 0.00
5c. **Total of Parts 1 and 2** Lines 5a + 5b = 5c	5c.		$ 0.00

Fill in this information to identify the case:

Debtor name **M41 Silverthorne Holding Company, LLC**

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

Case number (If known): **17-12838 (KJC)** Chapter **11**

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.

☑ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

	2. List all contracts and unexpired leases.		**State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
2.1	**State what the contract or lease is for and the nature of the debtor's interest** **State the term remaining** **List the contract number of any government contract**	Non-Disclosure Agreement (02198) Nature of Debtor's Interest: Participant	Apollo Capital Management, L.P. Attn: President, Managing or General Agent 9 West 57th Street, 37th Floor New York, NY 10019
2.2	**State what the contract or lease is for and the nature of the debtor's interest** **State the term remaining** **List the contract number of any government contract**	Non-Disclosure Agreement (02199) Nature of Debtor's Interest: Participant	BH Properties Attn: Todd Allen 11111 Santa Monica Blvd, Suite 600 Los Angeles, CA 90025
2.3	**State what the contract or lease is for and the nature of the debtor's interest** **State the term remaining** **List the contract number of any government contract**	Non-Disclosure Agreement (02200) Nature of Debtor's Interest: Participant	Colony NorthStar Acquisitions, LLC Attn: President, Managing or General Agent 515 South Flower Street, 44th Floor Los Angeles, CA 90071
2.4	**State what the contract or lease is for and the nature of the debtor's interest** **State the term remaining** **List the contract number of any government contract**	Non-Disclosure Agreement (02201) Nature of Debtor's Interest: Participant	Credit Value Partners, LLC Attn: President, Managing or General Agent 49 West Putnam Avenue Greenwich, CT 06830
2.5	**State what the contract or lease is for and the nature of the debtor's interest** **State the term remaining** **List the contract number of any government contract**	Non-Disclosure Agreement (02202) Nature of Debtor's Interest: Participant	Deutsche Bank Securities Inc. Attn: James MacInnis 60 Wall Street, 3rd Floor New York, NY 10022

Debtor **M41 Silverthorne Holding Company, LLC** Case number *(if known)* **17-12838 (KJC)**
Name

Additional Page if Debtor Has More Executory Contracts or Unexpired Leases

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

	List all contracts and unexpired leases.		State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
2.6	**State what the contract or lease is for and the nature of the debtor's interest** **State the term remaining** **List the contract number of any government contract**	Non-Disclosure Agreement (02203) Nature of Debtor's Interest: Participant	Fortress Investment Group LLC Attn: President, Managing or General Agent 1345 Avenue of the Americas, 46th Floor New York, NY 10105
2.7	**State what the contract or lease is for and the nature of the debtor's interest** **State the term remaining** **List the contract number of any government contract**	Non-Disclosure Agreement (02204) Nature of Debtor's Interest: Participant	Garrison Investment Group LP Attn: President, Managing or General Agent 1290 Avenue of the Americas, Suite 914 New York, NY 10104
2.8	**State what the contract or lease is for and the nature of the debtor's interest** **State the term remaining** **List the contract number of any government contract**	Non-Disclosure Agreement (02205) Nature of Debtor's Interest: Participant	Oaktree Real Estate Debt Holdings II Ltd. Attn: President, Managing or General Agent 333 South Grand Avenue, 28th Floor Los Angeles, CA 90071
2.9	**State what the contract or lease is for and the nature of the debtor's interest** **State the term remaining** **List the contract number of any government contract**	Operating Agreement of Silverthorne Investments, LLC (L0260) Nature of Debtor's Interest: Member	Silverthorne Investments, LLC 14140 Ventura Blvd, Suite 302 Sherman Oaks, CA 91423
2.10	**State what the contract or lease is for and the nature of the debtor's interest** **State the term remaining** **List the contract number of any government contract**	Non-Disclosure Agreement (02206) Nature of Debtor's Interest: Participant	Summit Investment Management LLC Attn: Charles J. Burger, CEO and President 1700 Lincoln Street, Suite 2150 Denver, CO 80203
2.11	**State what the contract or lease is for and the nature of the debtor's interest** **State the term remaining** **List the contract number of any government contract**	Non-Disclosure Agreement (02207) Nature of Debtor's Interest: Participant	TerraMar Capital LLC Attn: Joshua Phillips 11990 San Vicente Blvd, Suite 200 Los Angeles, CA 90049
2.12	**State what the contract or lease is for and the nature of the debtor's interest** **State the term remaining** **List the contract number of any government contract**	Operating Agreement of M41 Silverthorne Holding Company, LLC (L0182) Nature of Debtor's Interest: Participant	The RS Protection Trust 14225 Ventura Blvd, Suite 100 Sherman Oaks, CA 91423

Debtor **M41 Silverthorne Holding Company, LLC** Case number *(if known)* **17-12838 (KJC)**
Name

Additional Page if Debtor Has More Executory Contracts or Unexpired Leases

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

List all contracts and unexpired leases.		State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
2.13 **State what the contract or lease is for and the nature of the debtor's interest** **State the term remaining** **List the contract number of any government contract**	Non-Disclosure Agreement (02208) Nature of Debtor's Interest: Participant	Thorofare Capital, Inc. Attn: Kevin H. Miller and Robert J. Cooper 633 W. Fifth Street, Suite 2200 Los Angeles, CA 90071
2.14 **State what the contract or lease is for and the nature of the debtor's interest** **State the term remaining** **List the contract number of any government contract**	Non-Disclosure Agreement (02209) Nature of Debtor's Interest: Participant	Westlake Services, LLC Attn: Paul Kerwin 4751 Wilshire Blvd Los Angeles, CA 90010

Fill in this information to identify the case:

Debtor name **M41 Silverthorne Holding Company, LLC**

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

Case number (If known): **17-12838 (KJC)**

☐ Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. **Does the debtor have any codebtors?**

☑ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.

☐ Yes.

2. **In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, *Schedules D-G*.** Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

	Column 1: **Codebtor**		*Column 2:* **Creditor**	
	Name	**Mailing address**	**Name**	*Check all schedules that apply:*
2.1	None	Street City State ZIP Code		☐ D ☐ E/F ☐ G

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

Debtor name **M41 Silverthorne Holding Company, LLC**

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

Case number *(If known)*: **17-12838 (KJC)**

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: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

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

Executed on 04/15/2018
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 M41 Silverthorne Holding Company, LLC

United States Bankruptcy Court for the: District of Delaware

Case number (If known): 17-12838 (KJC)

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy 4/16

The debtor must answer every question. 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 case number (if known).

Part 1: Income

1. **Gross revenue from business**

☒ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year			Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From _____ MM / DD / YYYY	to Filing date	☐ Operating a business ☐ Other _____	$_____
For prior year:	From _____ MM / DD / YYYY	to _____ MM / DD / YYYY	☐ Operating a business ☐ Other _____	$_____
For the year before that:	From _____ MM / DD / YYYY	to _____ MM / DD / YYYY	☐ Operating a business ☐ Other _____	$_____

2. **Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None

			Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From _____ MM / DD / YYYY	to Filing date	_____	$_____
For prior year:	From _____ MM / DD / YYYY	to _____ MM / DD / YYYY	_____	$_____
For the year before that:	From _____ MM / DD / YYYY	to _____ MM / DD / YYYY	_____	$_____

Debtor M41 Silverthorne Holding Company, LLC
Name

Case number (*if known*) 17-12838 (KJC)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than $6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None

	Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer *Check all that apply*
3.1.	_____ Creditor's name _____ _____ _____	_____ _____ _____ _____	$_____	❑ Secured debt ❑ Unsecured loan repayments ❑ Suppliers or vendors ❑ Services ❑ Other _____
3.2.	_____ Creditor's name _____ _____ _____	_____ _____ _____ _____	$_____	❑ Secured debt ❑ Unsecured loan repayments ❑ Suppliers or vendors ❑ Services ❑ Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than $6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None

	Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1.	_____ Insider's name _____ _____ _____ **Relationship to debtor** _____	_____ _____ _____	$_____	
4.2.	_____ Insider's name _____ _____ _____ **Relationship to debtor** _____	_____ _____ _____	$_____	

Debtor M41 Silverthorne Holding Company, LLC
Name

Case number (*if known*) 17-12838 (KJC)

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

	Creditor's name and address	Description of the property	Date	Value of property
5.1.	_____ Creditor's name		_____	$_____
5.2.	_____ Creditor's name		_____	$_____

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
_____ Creditor's name		_____	$_____

Last 4 digits of account number: XXXX– __ __ __ __

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None

	Case title / Case number	Nature of case	Court or agency's name and address	Status of case
7.1.	In re: Woodbridge Group of Companies, LLC et al. **Case number** _____	Securities Regulations Inquiries	US Securities and Exchange Commission Name 801 Brickell Avenue Suite 1800 Miami, FL 33131	☒ Pending ☐ On appeal ☐ Concluded
7.2.	**Case title** _____ **Case number** _____	_____	**Court or agency's name and address** _____ Name	☐ Pending ☐ On appeal ☐ Concluded

Debtor M41 Silverthorne Holding Company, LLC
Name

Case number (*if known*) 17-12838 (KJC)

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the property	Value
_____ Custodian's name	_____	$_____
	Case title	**Court name and address**
	_____	_____ Name
	Case number	
	_____	
	Date of order or assignment	
	_____	

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than $1,000

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. _____ Recipient's name	_____	_____	$_____
Recipient's relationship to debtor			
_____			
9.2. _____ Recipient's name	_____	_____	$_____
Recipient's relationship to debtor			
_____			

Part 5: Certain Losses

10. **All losses from fire, theft, or other casualty within 1 year before filing this case.**

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (*Schedule A/B: Assets – Real and Personal Property)*.	Date of loss	Value of property lost
_____	_____	_____	$_____

Debtor M41 Silverthorne Holding Company, LLC
Name

Case number (*if known*) 17-12838 (KJC)

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1	See Global Notes Address			$

Email or website address

Who made the payment, if not debtor?

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.2	Address			$

Email or website address

Who made the payment, if not debtor?

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
Trustee			$

Debtor M41 Silverthorne Holding Company, LLC
Name

Case number (*if known*) 17-12838 (KJC)

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

	Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1.	_____		_____	$_____
	Address	_____		
	_____			
	Relationship to debtor			
	_____			
	Who received transfer?		_____	$_____
13.2.	_____	_____		
	Address			
	_____			
	Relationship to debtor			
	_____			

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

	Address	Dates of occupancy
14.1.		From _____ To _____
14.2.		From _____ To _____

Debtor M41 Silverthorne Holding Company, LLC
Name

Case number (if known) 17-12838 (KJC)

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

— diagnosing or treating injury, deformity, or disease, or

— providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.

☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1. _____ Facility name	_____	_____

Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.	How are records kept?
_____	*Check all that apply:* ☐ Electronically ☐ Paper

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.2. _____ Facility name	_____	_____

Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.	How are records kept?
_____	*Check all that apply:* ☐ Electronically ☐ Paper

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

☒ No.

☐ Yes. State the nature of the information collected and retained. _____

Does the debtor have a privacy policy about that information?

☐ No

☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

☒ No. Go to Part 10.

☐ Yes. Does the debtor serve as plan administrator?

☐ No. Go to Part 10.

☐ Yes. Fill in below:

Name of plan	Employer identification number of the plan
_____	EIN: __ __ __ __ __ __ __ __ __ __

Has the plan been terminated?

☐ No

☐ Yes

Debtor M41 Silverthorne Holding Company, LLC
Name

Case number (*if known*) 17-12838 (KJC)

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

	Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1	_____ Name	XXXX–___ ___ ___ ___	❑ Checking ❑ Savings ❑ Money market ❑ Brokerage ❑ Other_____	_____	$_____
18.2	_____ Name	XXXX–___ ___ ___ ___	❑ Checking ❑ Savings ❑ Money market ❑ Brokerage ❑ Other_____	_____	$_____

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
_____ Name	_____	_____	❑ No ❑ Yes
	Address _____		

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
_____ Name	_____	_____	❑ No ❑ Yes
	Address _____		

Debtor M41 Silverthorne Holding Company, LLC
Name

Case number (*if known*) 17-12838 (KJC)

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Owner's name and address	Location of the property	Description of the property	Value
Name			$

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. **Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.

☒ No
☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
Case number	Name		☐ Pending ☐ On appeal ☐ Concluded

23. **Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?**

☒ No
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		

Debtor M41 Silverthorne Holding Company, LLC
Name

Case number (if known) 17-12838 (KJC)

24. **Has the debtor notified any governmental unit of any release of hazardous material?**

☒ No
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		

Part 13: Details About the Debtor's Business or Connections to Any Business

25. **Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☐ None

	Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1	Silverthorne Investments, LLC Name 14140 Ventura Blvd, Suite 302, Sherman Oaks, CA 91423	Real Estate	EIN: 82-3218840 **Dates business existed** From 10/16/2014 To Current
25.2	Name		EIN: **Dates business existed** From _____ To _____
25.3	Name		EIN: **Dates business existed** From _____ To _____

Debtor M41 Silverthorne Holding Company, LLC
Name

Case number (*if known*) 17-12838 (KJC)

26. **Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

	Name and address	Dates of service
26a.1	Cathy Jones Name 14140 Ventura Blvd, Suite 302, Sherman Oaks, CA 91423	From 6/14/2016 To Current

	Name and address	Dates of service
26a.2	Nina Pedersen & Tobi Pratt Name 630 N Wild Olive Ave, Daytona Beach, FL 32118 (Pedersen) 14140 Ventura Blvd, Suite 302, Sherman Oaks, CA 91423 (Pratt)	From 12/5/2015 To Current

26b List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

	Name and address	Dates of service
26b.1	Name	From To

	Name and address	Dates of service
26b.2	Name	From To

26c List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

	Name and address	If any books of account and records are unavailable, explain why
26c.1	Nina Pedersen Name 630 N Wild Olive Ave, Daytona Beach, FL 32118	

Debtor M41 Silverthorne Holding Company, LLC
Name

Case number (*if known*) 17-12838 (KJC)

Name and address	If any books of account and records are unavailable, explain why
26c.2 Tobi Pratt Name 14140 Ventura Blvd, Suite 302, Sherman Oaks, CA 91423	

26d List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

Name and address
26d.1 _____ Name

Name and address
26d.2 _____ Name

27. **Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
_____	_____	$_____ _____

Name and address of the person who has possession of inventory records
27.1. _____ Name

Debtor M41 Silverthorne Holding Company, LLC
Name

Case number (if known) 17-12838 (KJC)

	Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
			$

	Name and address of the person who has possession of inventory records
27.2	Name

28. **List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.**

Name	Address	Position	% of interest, if any
Lawrence R. Perkins	400 S Hope St, Suite 1050, Los Angeles, CA 90071	Chief Restructuring Officer	
The RS Protection Trust	14225 Ventura Blvd, Suite 100, Sherman Oaks, CA 91423	Member	100.00
WGC Independent Manager, LLC	14140 Ventura Blvd, Suite 302, Sherman Oaks, CA 91423	Manager	

29. **Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?**

- ☐ No
- ☒ Yes. Identify below.

Name	Address	Position	Period during which position was held From	To
Robert Shapiro	c/o DLA Piper, 200 S Biscayne Blvd, Ste 2500, Miami, FL 33131	Manager	10/16/14	12/01/17

30. **Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☒ No
- ☐ Yes. Identify below.

	Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1	Name			
	Relationship to debtor			

Debtor M41 Silverthorne Holding Company, LLC
Name

Case number (*if known*) 17-12838 (KJC)

	Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.2	_____ Name	_____	_____	
			_____	_____
			_____	
			_____	
			_____	

Relationship to debtor

_____

31. **Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?**

☒ No
☐ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
_____	EIN: __ __ __ __ __ __ __ __ __ __

32. **Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?**

☒ No
☐ Yes. Identify below.

Name of the pension fund	Employer Identification number of the pension fund
_____	EIN: __ __ __ __ __ __ __ __ __ __

Part 14: Signature and Declaration

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.

I have examined the information in this *Statement of Financial Affairs* and any attachments 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 04/15/2018
MM / DD / YYYY

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

Printed name Bradley D. Sharp

Position or relationship to debtor Chief Restructuring Officer

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☒ No
☐ Yes