

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

In re:

WOODBRIIDGE GROUP OF COMPANIES, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket No. 799

FURTHER NOTICE REGARDING TRANSFERS OF UNITS OR NOTES

On March 21, 2018, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) in these jointly administered chapter 11 cases (the “Bankruptcy Cases”) filed and served a *Notice Regarding Transfers of Units or Notes* [Docket No. 799] (the “First Notice”), which advised that the Debtors have received inquiries with respect to the potential sale, purchase, assignment, or other transfer (collectively, “Transfers”) of Units or Notes, and that in general, the terms of the Debtors’ organizational documents and other documents governing such Units and Notes: (i) require the Debtors’ consent to any Transfer of Units or Notes; (ii) render any purported Transfer of such Units or Notes null and void in the absence of the Debtors’ consent; and (iii) in certain instances may provide for a right of first refusal with respect to any proposed Transfer.²

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

² As used herein, the terms “Units” and “Notes” have meanings consistent with those used in the *Order, Pursuant to Sections 105(a) and 1102 of the Bankruptcy Code and Bankruptcy Rule 9019, Approving the Consensual Resolution of (A) Motion of the Ad Hoc Committee of Holders of Promissory Notes of Woodbridge Mortgage Investment Fund Entities and Affiliates Pursuant to Section 1102(a)(2) of the Bankruptcy Code Directing the Appointment of an Official Committee of Noteholders, (B) Emergency Motion of Official Committee of Unsecured Creditors for Entry of an Order Directing the Appointment of a Chapter 11 Trustee Pursuant to 11 U.S.C. § 1104, (C) Motion by the U.S. Securities and Exchange Commission for Order Directing the Appointment of a Chapter 11 Trustee, (D) Joinder of Additional Noteholders to Motion of the Ad Hoc Committee of Holders of* (footnote continued)

The First Notice explained that the Debtors were imposing a temporary moratorium on consideration of consent to any Transfer of Units or Notes through June 19, 2018 (*i.e.*, 90 days from the date of the First Notice).

Since the First Notice was issued, the Debtors and the Official Committee of Unsecured Creditors, the Ad Hoc Noteholders Committee,³ and the Ad Hoc Unit Holders Committee⁴ (the “Constituencies”) have made substantial progress in bringing these Bankruptcy Cases to a swift and favorable conclusion for creditors and parties in interest. The Debtors and the Constituencies are targeting a plan effective date and initial distribution this calendar year. In addition, the Debtors have litigated the validity and enforceability of the Transfer restrictions contained in their organizational documents in the context of a claim objection that has been fully briefed and argued,⁵ and continue to be of the view that the Transfer restrictions are valid and enforceable.

In view of the foregoing, and in the exercise of their business judgment after close consultation with the Constituencies, the Debtors have determined to continue their moratorium on consideration of any request to consent to any Transfer of Units or Notes through the effective date of the Debtors’ soon-to-be-filed chapter 11 plan, which the Debtors and the Constituencies are targeting for this calendar year.

Promissory Notes of Woodbridge Mortgage Investment Fund Entities and Affiliates Pursuant to Section 1102(a)(2) of the Bankruptcy Code Directing the Appointment of an Official Committee of Noteholders, and (E) Motion of the Ad Hoc Committee of Unitholders of Woodbridge Mortgage Investment Fund Entities Pursuant to Section 1102(a)(2) of the Bankruptcy Code Directing Appointment of an Official Committee of Unitholders [Docket No. 357] (the “Settlement Order”), including the term sheet attached as Exhibit 1 thereto.

³ As defined in the Settlement Order.

⁴ As defined in the Settlement Order.

⁵ *See Debtors’ (I) Objection to Proof of Claim No. 1216 Asserted by Putative Transferee Contrarian Funds, LLC Without Prejudice to Right of Putative Transferors Elissa and Joseph Berlinger to Assert Such Claim; and (II) Request for a Limited Waiver of Local Rule 3007-1(f)(iii), to the Extent Such Rule May Apply* [Docket No. 1563]; *Contrarian Funds LLC’s Response to Debtors’ Objection to Proof of Claim 1216* [Docket No. 1826]; *Debtors’ Reply (I) to Contrarian Funds LLC’s Response to Debtors’ Objection to Proof of Claim 1216, and (II) in Further Support of the Debtors’ Claim Objection* [Docket No. 1894]; Transcript of June 5, 2018 Hearing [Docket No. 1976].

No one contemplating the acquisition of Units or Notes should rely on any representation, warranty, or other statement (whether oral or written, and regardless of the identity of the speaker) to the effect that Units or Notes may be Transferred without the consent of the Debtors.

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

Dated: June 19, 2018
Wilmington, Delaware

/s/ Ian J. Bambrick

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