

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

Case No. 17-24624-Civ-COOKE/GOODMAN

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

ROBERT H. SHAPIRO, *et al.*,

Defendants.

_____ /

FINAL JUDGMENT AS TO DEBTOR DEFENDANTS

The Securities and Exchange Commission having filed an Amended Complaint and Defendants Woodbridge Group of Companies, LLC (“Woodbridge”), WMF Management, LLC (“WMF”), Woodbridge Structured Funding, LLC (“WSF”), Woodbridge Mortgage Investment Fund 1, LLC (“Fund 1”), Woodbridge Mortgage Investment Fund 2, LLC (“Fund 2”), Woodbridge Mortgage Investment Fund 3, LLC (“Fund 3”), Woodbridge Mortgage Investment Fund 3A, LLC (“Fund 3A”), Woodbridge Mortgage Investment Fund 4, LLC (“Fund 4”), Woodbridge Commercial Bridge Loan Fund 1, LLC (“Bridge Loan Fund 1”), Woodbridge Commercial Bridge Loan Fund 2, LLC (“Bridge Loan Fund 2”), and the 142 Woodbridge-Affiliated Property Limited Liability Companies and 130 Woodbridge-Affiliated Holding Limited Liability Companies (collectively the “Property and Holding Companies” and with and with Woodbridge, WMF, WSF, Fund 1, Fund 2, Fund 3, Fund 3A, Fund 4, Bridge Loan Fund 1, and Bridge Loan Fund 2, “Debtor Defendants”), as identified in Appendix A, having entered a general appearance; consented to the Court’s jurisdiction over Debtor Defendants and the subject matter of this action; consented to entry of this Final Judgment without admitting or denying the allegations of the Amended Complaint (except as to jurisdiction), subject to bankruptcy court approval in Debtor Defendants’ pending Chapter 11 Bankruptcy Case [Case No. 17-12560-KJC (Bankr. D. DE), the “Bankruptcy Case”], which has been so approved; previously consented to the Judgment entered on May 21, 2018 [DE 151]; waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

I. DISGORGEMENT

It is hereby **ORDERED and ADJUDGED** that the Debtor Defendants are liable for disgorgement in the amount of \$892,173,765 on a joint and several basis, representing profits gained as a result of the conduct alleged in the Amended Complaint which will be deemed satisfied by the Liquidation Trust (being formed pursuant to a Chapter 11 plan) becoming obligated to make distributions of substantially all of the net proceeds (taking into account the costs of administration of the Liquidation Trust and the Wind-Down Entity) from the disposition of the Debtor Defendants' assets (distributions of net proceeds to general unsecured creditors shall be permitted) to investors pursuant to a confirmed plan, provided that the Commission does not timely object to the plan.

II. CIVIL PENALTY

It is further **ORDERED and ADJUDGED** that the Commission's claim for civil money penalties against the Debtor Defendants is dismissed.

III. INCORPORATION OF CONSENT

It is further **ORDERED and ADJUDGED** that the Consent is incorporated herein with the same force and effect as if fully set forth herein, and that Debtor Defendants shall comply with all of the undertakings and agreements set forth therein.

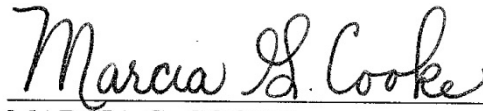
IV. RETENTION OF JURISDICTION

It is further **ORDERED and ADJUDGED** that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment. The Bankruptcy Court shall continue to maintain jurisdiction over all such matters to which the Bankruptcy Court has jurisdiction over in the Bankruptcy Case.

V. RULE 54(b) CERTIFICATION

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

DONE and ORDERED in chambers, at Miami, Florida, this 27th day of December 2018.

Handwritten signature of Marcia G. Cooke in cursive script.

MARCIA G. COOKE
United States District Judge

Copies furnished to:
Jonathan Goodman, Magistrate Judge
Counsel of record

APPENDIX A

#	Shapiro Property LLCs Bankruptcy Filers	#	Shapiro Holding LLCs Bankruptcy Filers
1	215 North 12th Street, LLC		
2	Addison Park Investments, LLC	1	H31 Addison Park Holding Company, LLC
3	Anchorpoint Investments, LLC	2	M11 Anchorpoint Holding Company, LLC
4	Arborvitae Investments, LLC	3	H32 Arborvitae Holding Company, LLC
5	Archivolt Investments, LLC	4	M26 Archivolt Holding Company, LLC
6	Arlington Ridge Investments, LLC	5	H2 Arlington Ridge Holding Company, LLC
7	Arrowpoint Investments, LLC	6	M19 Arrowpoint Holding Company, LLC
8	Baleroy Investments, LLC	7	H58 Baleroy Holding Company, LLC
9	Bay Village Investments, LLC	8	H13 Bay Village Holding Company, LLC
10	Bear Brook Investments, LLC	9	H15 Bear Brook Holding Company, LLC
11	Beech Creek Investments, LLC	10	H46 Beech Creek Holding Company, LLC
12	Black Bass Investments, LLC	11	H53 Black Bass Holding Company, LLC
13	Black Locust Investments, LLC	12	H28 Black Locust Holding Company, LLC
14	Bluff Point Investments, LLC	13	H20 Bluff Point Holding Company, LLC
15	Bowman Investments, LLC	14	H49 Bowman Holding Company, LLC
16	Bramley Investments, LLC	15	H40 Bramley Holding Company, LLC
17	Brise Soleil Investments, LLC	16	M27 Brise Soleil Holding Company, LLC
18	Broadsands Investments, LLC	17	M28 Broadsands Holding Company, LLC
19	Brynderwen Investments, LLC	18	M29 Brynderwen Holding Company, LLC
20	Cablestay Investments, LLC	19	M13 Cablestay Holding Company, LLC
21	Cannington Investments, LLC	20	M31 Cannington Holding Company, LLC
22	Carbondale Glen Lot A-5, LLC		
23	Carbondale Glen Lot E-24, LLC		
24	Carbondale Glen Lot GV-		

	13, LLC		
25	Carbondale Glen Lot SD-14, LLC		
26	Carbondale Glen Lot SD-23, LLC		
27	Carbondale Glen Mesa Lot 19, LLC		
28	Carbondale Glen River Mesa, LLC	21	Crystal Valley Holdings, LLC
29	Carbondale Glen Sundance Ponds, LLC		
30	Carbondale Glen Sweetgrass Vista, LLC		
31	Carbondale Spruce 101, LLC		
32	Castle Pines Investments, LLC	22	M53 Castle Pines Holding Company, LLC
33	Centershot Investments, LLC	23	M25 Centershot Holding Company, LLC
34	Chaplin Investments, LLC	24	M76 Chaplin Holding Company, LLC
35	Chestnut Investments, LLC	25	M79 Chestnut Company, LLC
36	Chestnut Ridge Investments, LLC	26	H5 Chestnut Ridge Holding Company, LLC
37	Clover Basin Investments, LLC	27	M45 Clover Basin Holding Company, LLC
38	Coffee Creek Investments, LLC	28	M51 Coffee Creek Holding Company, LLC
39	Crossbeam Investments, LLC	29	M14 Crossbeam Holding Company, LLC
40	Crowfield Investments, LLC	30	M63 Crowfield Holding Company, LLC
41	Crystal Woods Investments, LLC	31	M92 Crystal Woods Holding Company, LLC
42	Daleville Investments, LLC	32	M72 Daleville Holding Company, LLC
43	Derbyshire Investments, LLC	33	M39 Derbyshire Holding Company, LLC
44	Diamond Cove Investments, LLC	34	H76 Diamond Cove Holding Company, LLC
45	Dixville Notch Investments, LLC	35	H14 Dixville Notch Holding Company, LLC
46	Dogwood Valley Investments, LLC	36	H7 Dogwood Valley Holding Company, LLC
47	Dollis Brook Investments, LLC	37	M32 Dollis Brook Holding Company, LLC
48	Donnington Investments, LLC	38	M9 Donnington Holding Company, LLC

49	Doubleleaf Investments, LLC	39	M15 Doubleleaf Holding Company, LLC
50	Drawspan Investments, LLC	40	M22 Drawspan Holding Company, LLC
51	Eldredge Investments, LLC	41	M71 Eldredge Holding Company, LLC
52	Elstar Investments, LLC	42	H25 Elstar Holding Company, LLC
53	Emerald Lake Investments, LLC	43	H19 Emerald Lake Holding Company, LLC
54	Fieldpoint Investments, LLC	44	M24 Fieldpoint Holding Company, LLC
55	Franconia Notch Investments, LLC	45	M88 Franconia Notch Holding Company, LLC
56	Gateshead Investments, LLC	46	M10 Gateshead Holding Company, LLC
57	Glenn Rich Investments, LLC	47	M85 Glenn Rich Holding Company, LLC
58	Goose Rocks Investments, LLC	48	M93 Goose Rocks Holding Company, LLC
59	Goosebrook Investments, LLC	49	M68 Goosebrook Holding Company, LLC
60	Graeme Park Investments, LLC	50	H68 Graeme Park Holding Company, LLC
61	Gravenstein Investments, LLC	51	H26 Gravenstein Holding Company, LLC
62	Green Gables Investments, LLC	52	H44 Green Gables Holding Company, LLC
63	Grenadier Investments, LLC	53	H27 Grenadier Holding Company, LLC
64	Grumblethorpe Investments, LLC	54	H41 Grumblethorpe Holding Company, LLC
65	Hackmatack Investments, LLC	55	M87 Hackmatack Hills Holding Company, LLC
66	Haffenburg Investments, LLC	56	M56 Haffenburg Holding Company, LLC
67	Haralson Investments, LLC	57	H39 Haralson Holding Company, LLC
68	Harringworth Investments, LLC	58	M33 Harringworth Holding Company, LLC
69	Hazelpoint Investments, LLC	59	M80 Hazelpoint Holding Company, LLC
70	Heilbron Manor Investments, LLC	60	H66 Heilbron Manor Holding Company, LLC
71	Hollyline Owners, LLC	61	Hollyline Holdings, LLC
72	Hornbeam Investments, LLC	62	H35 Hornbeam Holding Company, LLC
73	Idared Investments, LLC	63	H37 Idared Holding Company, LLC
74	Imperial Aly Investments, LLC	64	H74 Imperial Aly Holding Company, LLC
75	Ironsides Investments, LLC	65	M99 Ironsides Holding Company, LLC

76	Lenni Heights Investments, LLC	66	H43 Lenni Heights Holding Company, LLC
77	Lilac Meadow Investments, LLC	67	H6 Lilac Meadow Holding Company, LLC
78	Lincolnshire Investments, LLC	68	M17 Lincolnshire Holding Company, LLC
79	Lonetree Investments, LLC	69	M54 Lonetree Holding Company, LLC
80	Longbourn Investments, LLC	70	M40 Longbourn Holding Company, LLC
81	Mason Run Investments, LLC	71	M73 Mason Run Holding Company, LLC
82	Melody Lane Investments, LLC	72	H8 Melody Lane Holding Company, LLC
83	Merrimack Valley Investments, LLC	73	M90 Merrimack Valley Holding Company, LLC
84	Mineola Investments, LLC	74	M61 Mineola Holding Company, LLC
85	Monadnock Investments, LLC	75	H16 Monadnock Holding Company, LLC
86	Moravian Investments, LLC	76	H60 Moravian Holding Company, LLC
87	Mountain Spring Investments, LLC	77	M67 Mountain Spring Holding Company, LLC
88	Mt. Holly Investments, LLC	78	M83 Mt. Holly Holding Company, LLC
89	Mutsu Investments, LLC	79	H38 Mutsum Holding Company, LLC
90	Newville Investments, LLC	80	M91 Newville Holding Company, LLC
91	Old Carbon Investments, LLC	81	H51 Old Carbon Holding Company, LLC
92	Old Maitland Investments, LLC	82	H55 Old Maitland Holding Company, LLC
93	Owl Ridge Investments, LLC	83	M46 Owl Ridge Holding Company, LLC
94	Papirovka Investments, LLC	84	H22 Papirovka Holding Company, LLC
95	Pawtuckaway Investments, LLC	85	H4 Pawtuckaway Holding Company, LLC
96	Pemberley Investments, LLC	86	M38 Pemberley Holding Company, LLC
97	Pemigewasset Investments, LLC	87	H17 Pemigewasset Holding Company, LLC
98	Pepperwood Investments, LLC	88	M95 Pepperwood Holding Company, LLC
99	Pinney Investments, LLC	89	M70 Pinney Holding Company, LLC
100	Pinova Investments, LLC	90	H23 Pinova Holding Company, LLC
101	Quarterpost Investments, LLC	91	M34 Quarterpost Holding Company, LLC
102	Red Woods Investments, LLC	92	M97 Red Woods Holding Company, LLC

103	Ridgecrest Investments, LLC	93	M57 Ridgecrest Holding Company, LLC
104	Riley Creek Investments, LLC	94	M75 Riley Creek Holding Company, LLC
105	Rising Sun Investments, LLC	95	H59 Rising Sun Holding Company, LLC
106	Sagebrook Investments, LLC	96	M62 Sagebrook Holding Company, LLC
107	Seven Stars Investments, LLC	97	H54 Seven Stars Holding Company, LLC
108	Silk City Investments, LLC	98	H11 Silk City Holding Company, LLC
109	Silver Maple Investments, LLC	99	H30 Silver Maple Holding Company, LLC
110	Silverthorne Investments, LLC	100	M41 Silverthorne Holding Company, LLC
111	Springline Investments, LLC	101	M36 Springline Holding Company, LLC
112	Squaretop Investments, LLC	102	M49 Squaretop Holding Company, LLC
113	Stayman Investments, LLC	103	H24 Stayman Holding Company, LLC
114	Steele Hill Investments, LLC	104	M86 Steele Hill Holding Company, LLC
115	Stepstone Investments, LLC	105	M5 Stepstone Holding Company, LLC
116	Strawberry Fields Investments, LLC	106	H9 Strawberry Fields Holding Company, LLC
117	Sturmer Pippin Investments, LLC	107	H36 Sturmer Pippin Holding Company, LLC
118	Summerfree Investments, LLC	108	H21 Summerfree Holding Company, LLC
119	Summit Cut Investments, LLC	109	H47 Summit Cut Holding Company, LLC
120	Thornbury Farm Investments, LLC	110	H65 Thornbury Farm Holding Company, LLC
121	Thunder Basin Investments, LLC	111	M60 Thunder Basin Holding Company, LLC
122	Topchord Investments, LLC	112	M37 Topchord Holding Company, LLC
123	Vallecito Investments, LLC	113	M48 Vallecito Holding Company, LLC
124	Varga Investments, LLC	114	M74 Varga Holding Company, LLC
125	Wetterhorn Investments, LLC	115	M50 Wetterhorn Holding Company, LLC
126	White Birch Investments, LLC	116	H12 White Birch Holding Company, LLC
127	White Dome Investments, LLC	117	M43 White Dome Holding Company, LLC
128	Wilderness Investments, LLC	118	M44 Wilderness Holding Company, LLC
129	Willow Grove Investments, LLC	119	H52 Willow Grove Holding Company, LLC

	LLC		
130	Winding Road Investments, LLC	120	M94 Winding Road Holding Company, LLC
131	Zestar Investments, LLC	121	H29 Zestar Holding Company, LLC
132	695 Buggy Circle, LLC	122	Buggy Circle Holdings, LLC
133	Carbondale Glen Lot L-2, LLC	21	Crystal Valley Holdings, LLC
134	Carbondale Peaks Lot L-1, LLC	21	Crystal Valley Holdings, LLC
135	Deerfield Park Investments, LLC	123	H10 Deerfield Park Holding Company, LLC
136	Frog Rock Investments, LLC	124	M77 Frog Rock Holding Company, LLC
137	Hawthorn Investments, LLC	125	H33 Hawthorn Holding Company, LLC
138	Lilac Valley Investments, LLC	126	M96 Lilac Valley Holding Company, LLC
139	Massabesic Investments, LLC	127	H18 Massabesic Holding Company, LLC
140	Mount Washington Investments, LLC	128	M89 Mount Washington Holding Company, LLC
141	Sachs Bridge Investments, LLC	129	H50 Sachs Bridge Holding Company, LLC
142	Springvale Investments, LLC	130	M58 Springvale Holding Company, LLC