

BEFORE THE DIVISION OF INSURANCE
DEPARTMENT OF LABOR AND REGULATION
STATE OF SOUTH DAKOTA

IN THE MATTER OF)	
)	
WOODBIDGE GROUP OF COMPANIES, LLC;)	
WOODBIDGE MORTGAGE INVESTMENT FUND 1, LLC)	
WOODBIDGE MORTGAGE INVESTMENT FUND 2, LLC)	ORDER TO CEASE AND DESIST
WOODBIDGE MORTGAGE INVESTMENT FUND 3, LLC)	
WOODBIDGE MORTGAGE INVESTMENT FUND3A, LLC))	
and)	
WOODBIDGE MORTGAGE INVESTMENT FUND 4, LLC)	
)	
Respondents.)	

The South Dakota Division of Insurance ("Division") finds the following regarding 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; and Woodbridge Mortgage Investment Fund 4, LLC (hereafter collectively referred to as the "Respondents"):

1. The Respondents are commercial mortgage lenders, with a last known address of 14225 Ventura Blvd., Suite 100, Sherman Oaks, CA 91423;
2. The Respondents sold or solicited securities in the State of South Dakota without being properly registered, a violation of SDCL § 47-31B-301;
3. The Respondents sold or solicited securities in the State of South Dakota through agents and broker-dealers that were not registered in the State, a violation SDCL §§ 47-31B-401 and 47-31B-402;
4. Pursuant to SDCL § 47-31B-602, the Director may conduct public or private investigations within or outside of the state which the Director considers necessary or appropriate to determine compliance with Chapter 47-31B;
5. Pursuant to SDCL § 47-31B-604, if the Director determines that a person has violated Chapter 47-31B, the Director may issue an order directing the person to cease and desist from engaging in the act, practice, or course of business;
6. The above findings provide sufficient grounds for issuance of a cease and desist order in accordance with the provisions of SDCL § 47-31B-604;
7. Pursuant to SDCL § 47-31B-604(d), the Division may impose a civil penalty of up to \$10,000 per violation of Chapter 47-31B;

8. This order is necessary and appropriate in the public interest and for the protection of investors and are consistent with the policies and provisions of the South Dakota Uniform Securities Act, SDCL Chapter 47-31B.

THEREFORE, IT IS HEREBY ORDERED, pursuant to SDCL § 47-31B-604, that the Respondents and all officers, directors, brokers, agents, and employees thereof, shall cease and desist from selling or soliciting any security or any other financial investment product or service in this state until further order of the Director. Any willful violation of this Order is a Class 4 felony pursuant to SDCL § 47-31B-508(a).

NOTICE IS HERBY GIVEN that pursuant to SDCL § 47-31B-604(b), the Respondents and any officer, director, broker, agent, and employee thereof, may request a hearing regarding this Order. A hearing will be scheduled within fifteen days after the Division receives a request. At hearing, the above-referenced parties may appear in person or be represented by counsel pursuant to SDCL Chapter 1-26. If a request for a hearing is not received by the Division within 30 days from the date of this order, then this order will become final and permanent.

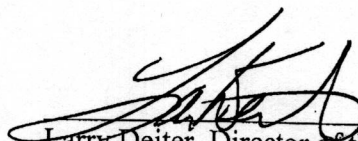
If a hearing is requested or ordered, the Director, after notice of, and opportunity for hearing to each person subject to this order, may modify or vacate this Order or extend it until final a determination is made.

If the amount in controversy exceeds \$2,500 or if a property right may be terminated, any party to a contested case may require the Division to use the Office of Hearing Examiners by giving notice to the Division, no later than 10 days after a notice of hearing is issued pursuant to SDCL § 1-26-17.

An administrative hearing is an adversary proceeding and any interested party has a right to be present at the hearing and to be represented by an attorney during the hearing. Due process rights will be forfeited if they are not exercised during the hearing. A default order may be issued against any party not appearing at the hearing. Any action taken at the hearing may be appealed to the South Dakota Circuit Court and the Supreme Court of South Dakota pursuant to SDCL Chapter 1-26. Handicapped persons who wish to attend should contact the Division so the hearing can be held in a place readily accessible to them.

A person who is not an original party to a contested case and whose pecuniary interests would be directly affected by the Division's Order, may become a party to the hearing by intervention if timely application therefore is made to the Division, pursuant to SDCL § 1-26-17.1.

Dated at Pierre, South Dakota this 29th day of August, 2018.



Larry Deiter, Director of the Division of Insurance
South Dakota Department of Labor & Regulation

CERTIFICATE OF SERVICE

I, Clayton Grueb, the undersigned, do hereby certify that on the date shown below, a true and correct copy of the Order to Cease and Desist was sent U.S. Certified Mail thereon, to the following:

Woodbridge Group of Companies, LLC
14225 Ventura Blvd., Suite 100
Sherman Oaks, CA 91423

Woodbridge Mortgage Investment Fund 3, LLC
14225 Ventura Blvd., Suite 100
Sherman Oaks, CA 91423

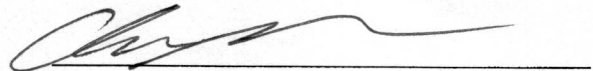
Woodbridge Mortgage Investment Fund 1, LLC
14225 Ventura Blvd., Suite 100
Sherman Oaks, CA 91423

Woodbridge Mortgage Investment Fund 3A, LLC
14225 Ventura Blvd., Suite 100
Sherman Oaks, CA 91423

Woodbridge Mortgage Investment Fund 2, LLC
14225 Ventura Blvd., Suite 100
Sherman Oaks, CA 91423

Woodbridge Mortgage Investment Fund 4, LLC
14225 Ventura Blvd., Suite 100,
Sherman Oaks, CA 91423

Dated at Rapid City, South Dakota this 29 day of August, 2018.



Clayton Grueb
Insurance Division Counsel
South Dakota Dept. of Labor and Regulation
124 S. Euclid Ave
Pierre, SD 57501
Phone (605) 773-3563
Fax (605) 773-5369