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12 **UNITED STATES DISTRICT COURT**
13 **CENTRAL DISTRICT OF CALIFORNIA**
14 **WESTERN DIVISION**

15
16 **IN RE WOODBRIDGE**
17 **INVESTMENTS LITIGATION**

Case No. 2:18-cv-00103-DMG-MRW

18 **DECLARATION OF MICHAEL I.**
19 **GOLDBERG, LIQUIDATING**
20 **TRUSTEE OF THE**
21 **WOODBIDGE LIQUIDATION**
22 **TRUST, IN SUPPORT OF**
23 **PLAINTIFFS' MOTION FOR**
24 **FINAL SETTLEMENT APPROVAL**
25 **AND APPLICATION FOR**
26 **ATTORNEYS' FEES AND**
27 **REIMBURSEMENT OF**
28 **EXPENSES**

1 I, Michael I. Goldberg, Esq., hereby declare as follows:

2 1. I am a partner in the law firm of Akerman LLP and the Liquidation Trustee
3 of the Woodbridge Liquidation Trust (the “Liquidation Trust” or the “Trust”) formed
4 pursuant to the *First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group*
5 *of Companies, LLC and its Affiliated Debtors* (the “Plan”) in the chapter 11 bankruptcy
6 cases styled *In re Woodbridge Group of Companies, LLC*, et al., Case No. 17-12560 (JKS)
7 (the “Woodbridge Bankruptcy” or the “Bankruptcy Cases”) in the United States Bankruptcy
8 Court for the District of Delaware (the “Bankruptcy Court”). I have personal knowledge of
9 the facts stated herein and, if called upon to do so, could and would testify competently
10 thereto.

11 2. The Plan provided for, among other things, formation of the Trust, which
12 owns certain causes of action and is charged with, among other things, pursuing these
13 causes of action and distributing the proceeds generated by such pursuit, along with other
14 cash, to the Trust beneficiaries. The Trust owns two categories of causes of action. The
15 first category includes those causes of action formerly owned by the debtors and vested in
16 the Trust pursuant to the Plan. The second category, known as “Contributed Claims,” are
17 Woodbridge-related causes of action against third parties (*i.e.*, other than against
18 Woodbridge) assigned by Woodbridge investors to the Trust pursuant to an election
19 available under the Plan.

20 3. Under the Bankruptcy Court-approved Plan voting process, each
21 Woodbridge investor was given the option of assigning their Contributed Claims against
22 third parties (including Comerica), to the Trust in exchange for a five percent (5%)
23 increase in such investor’s claim. Under the Plan, the Trustee is authorized to pursue those
24 Contributed Claims as assignee and the current owner of the claims.

25 4. A total of 4,666 Woodbridge investors—representing approximately 61% of
26 the dollar amount of all investments—elected to assign their claims.

27 5. I have monitored this litigation from its inception, and consulted with
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1 independent counsel in connection with the proposed settlement before the Court. After
2 due consideration, I submit this declaration in support of Plaintiffs’ Motion for Final
3 Settlement Approval and Plaintiffs’ Application for Attorneys’ Fees and Reimbursement of
4 Expenses.

5 6. I have extensive experience evaluating, for settlement purposes, claims like
6 those brought in this litigation. I have served as Court-appointed receiver in approximately
7 25 District Court enforcement cases (brought by the SEC or FTC) and three state-court
8 cases; and as Liquidating Trustee in at least four bankruptcy cases stemming from Ponzi
9 schemes, with the goal of helping victims of fraud maximize potential returns by
10 identifying, securing and monetizing potential assets as efficiently as possible. Recently, I
11 served as receiver in *SEC v. Quiros*, No. 16-cv-21301 (S.D. Fla.), arising from fraudulent
12 investments made by non-U.S. citizens in developments in the Jay Peak, Vermont area—
13 the largest EB-5 visa fraud in U.S. history at the time the SEC commenced the case in 2016.
14 In the *Jay Peak* matter, I have secured over \$200 million in recoveries and returned
15 substantially all the losses incurred by many investors. I also regularly lecture on
16 receiverships and Ponzi schemes to regulators and legal groups throughout the country.
17 Most recently, I was appointed receiver over the Champlain South Condominium
18 Association, an appointment that arose out of the tragedy that occurred on June 24, 2021,
19 in Surfside, Florida.

20 7. In my role as receiver or trustee in these cases, I often work closely with class
21 counsel in negotiating and evaluating settlements. It is common in such cases to negotiate
22 global settlements that encompass the receiver’s claims and the claims of investors in related
23 putative class actions.

24 8. I was actively involved in settlement negotiations in this case and attended
25 the two mediation sessions with Comerica. Based on my experience, I believe the
26 Settlement is an outstanding result on behalf of investors.

27 9. I carefully weighed the Settlement in relation to the time, expense and risk
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1 of continued litigation. Given the substantial benefits of the Settlement in comparison to
2 the risk of a less favorable outcome, I concluded that the Settlement was in the best interest
3 of the Trust and the beneficiaries, and I support the Settlement.

4 10. I have presented the proposed Settlement to the Trust's supervisory board,
5 which also approved it.

6 11. The Trust continues to pursue other litigation and efforts to maximize
7 recoveries on behalf of its beneficiaries.

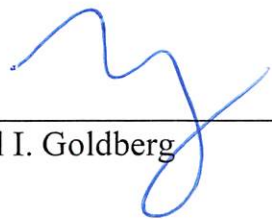
8 12. On or before September 23, 2021, pursuant to the Court's Preliminary Order,
9 my team caused the notice to be mailed first-class to all Non-Contributing Claimant
10 members of the Settlement Class at their last-known mailing address on file with the Trust.
11 On September 23, 2021, my team caused a PDF version of the notice, the Settlement
12 Agreement, and the Motion for Preliminary Approval and supporting documents to be
13 posted to the Trust's website, <https://woodbridgeliq uidationtrust.com/>. The foregoing
14 documents can all be found on a designated page titled "Comerica Settlement
15 Documents." The notice (but not the other documents) can also be found under a link
16 titled "Reports and Letters by the Liquidation Trustee." Finally, as of the date hereof, all
17 of the documents can be found in a box titled "Latest Documents," which appears on the
18 left side of the homepage (although as newer documents, which may be unrelated to the
19 Settlement, are added to the Trust's website, the Settlement-related documents will drop
20 out of the "Latest Documents" box).

21 13. I understand that Class Counsel seek an award of attorneys' fees equal to
22 25% of the Class Settlement. I believe this is a reasonable fee award under the
23 circumstances. I had the opportunity to observe the performance of Class Counsel
24 throughout the litigation and settlement process. The representation provided to the class
25 was of the highest caliber and reflects many years of experience in analogous litigation. I
26 saw no evidence of duplication of effort or inefficiency. On the contrary, Class Counsel
27 maximized the particular strengths and experience of each member of its team to pursue
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1 this matter efficiently and effectively, and a small team of lawyers handled all aspects of
2 the mediation and settlement negotiations.

3 14. I requested that Class Counsel limit its fee application to 25%, and Class
4 Counsel agreed. I believe a 25% fee is reasonable under the circumstances, given the risk
5 assumed, the result achieved, the time expended, the experience of counsel and quality of
6 representation provided, and awards customarily made in similar cases (which, in my
7 experience, are often 30% in light of the risk of this type of litigation).

8 I declare under penalty of perjury under the laws of the United States that the
9 foregoing is true and correct. Executed this 4th day of October, 2021.

10
11
12 By: 
13 Michael I. Goldberg