

1 Gayle I. Jenkins (SBN: 168962)
gjenkins@winston.com
2 **WINSTON & STRAWN LLP**
333 S. Grand Avenue
3 Los Angeles, CA 90071-1543
Telephone: (213) 615-1700
4

5 Thomas B. Walsh, IV (*pro hac vice*)
twalsh@winston.com
6 **WINSTON & STRAWN LLP**
2121 N. Pearl Street, Suite 900
7 Dallas, TX 75201
Telephone: (214) 453-6500

8 Attorneys for Defendant
9 COMERICA BANK

10 **UNITED STATES DISTRICT COURT**
11 **CENTRAL DISTRICT OF CALIFORNIA**
12 **WESTERN DIVISION**

13
14 **IN RE WOODBRIDGE**
15 **INVESTMENTS LITIGATION**

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

Hon. Dolly M. Gee

16 **DECLARATION OF THOMAS B.**
17 **WALSH, IV REGARDING CAFA**
18 **NOTICE**

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DECLARATION OF THOMAS B. WALSH, IV

I, Thomas B. Walsh, IV, declare as follows:

1. I am a partner at Winston & Strawn LLP (“Winston”), counsel for Defendant Comerica Bank (“Comerica” or “Defendant”) in the above-entitled action. I have personal knowledge of the matters set forth herein, and if called upon as a witness I could competently testify thereto.

2. I submit this declaration pursuant to the Settlement Agreement (Dkt. 188-1) entered into by and among Plaintiffs Mark Baker, Jay Beynon as Trustee for the Jay Beynon Family Trust DTD 10/23/1998, Alan and Marlene Gordon, Joseph C. Hull, Lloyd and Nancy Landman, and Lilly A. Shirley (collectively, “Plaintiffs”), on behalf of themselves and the proposed Settlement Class; Michael I. Goldberg, as Trustee for the Woodbridge Liquidation Trust (the “Trustee”); and Comerica.

3. Section 1A. of the Settlement Agreement defines “CAFA Notice” as “the notice required pursuant to the Class Action Fairness Act, 28 U.S.C. § 1715 *et seq.*” See page 2 of Dkt. 188-1.

4. Section VI.C of the Settlement Agreement states: “In conformance with the time limitations set forth in 28 U.S.C. § 1715(b), Comerica, within 10 days after the filing of the motion for preliminary approval, will cause the CAFA Notice to be prepared and sent to the appropriate officials. The Trustee will provide assistance to Defendant as reasonably requested by Defendant in order to allow Defendant to timely comply with its obligations under 28 U.S.C. § 1715(b).” See page 14 of Dkt. 188-1.

5. Plaintiffs’ Notice of Motion and Unopposed Motion for Preliminary Settlement Approval; Memorandum of Law in Support Thereof (Dkt.188) was filed with the Court on August 6, 2021.

6. On behalf of Comerica, Winston provided information and compiled various items and had the items copied to a DVD to be enclosed with the CAFA Notices. This information and these items included:

- (a) True and correct copy of the publicly available Class Action

1 Complaint filed on January 4, 2018 by Plaintiffs Jay Beynon Family
2 Trust DTD 10/23/1998, Freda B. Lynch, Richard J. Carli, Albert M.
3 Lynch, and Lois M. Carli against Comerica, along with a Civil
4 Cover Sheet, Certification and Notice of Interested Parties, and
5 Notice of Pendency of Other Actions that were also filed with the
6 Complaint. Comerica noted in its CAFA Notices that these
7 documents are publicly available on the Internet via the federal
8 government's PACER service at <http://www.pacer.gov/>, Docket
9 Nos. 1, 2, 3, and 4.

10 (b) True and correct copy of the publicly available Amended Class
11 Action Complaint filed on February 9, 2018 by Plaintiffs Jay
12 Beynon Family Trust DTD 10/23/1998, Freda B. Lynch, Richard J.
13 Carli, Albert M. Lynch, and Lois M. Carli against Comerica and
14 against Nina Pedersen, Kimberly A. Pelger, Donna M. Lombardo,
15 Janine M. Fleigle, Cathy Jones, Tacara Degley, Annette Do, Diana
16 Balayan, Lianna Iranossian, Adriane Moffit, and Yolanda Sandoval.
17 Comerica noted in its CAFA Notices that this document is publicly
18 available on the Internet via the federal government's PACER
19 service at <http://www.pacer.gov/>, Docket No. 17.

20 (c) True and correct copy of the publicly available version of the
21 Consolidated Class Action Complaint filed on October 3, 2019 by
22 Plaintiffs Mark Baker, Jay Beynon Family Trust DTD 10/23/1998,
23 Richard J. and Lois M. Carli, Alan and Marlene Gordon, Joseph C.
24 Hull, Lloyd and Nancy Landman, Albert M. and Freda B. Lynch,
25 Robert J. Prince, and Lilly A. Shirley against Comerica. Comerica
26 noted in its CAFA Notices that this this document is publicly
27 available on the Internet via the federal government's PACER
28 service at <http://www.pacer.gov/>, Docket No. 91.

1 (d) True and correct copy of the publicly available version of the First
2 Amended Consolidated Class Action Complaint filed by Plaintiffs
3 Mark Baker, Jay Beynon Family Trust DTD 10/23/1998, Alan and
4 Marlene Gordon, Joseph C. Hull, Lloyd and Nancy Landman,
5 Albert M. and Freda B. Lynch, Robert J. Prince, and Lilly A. Shirley
6 against Comerica. Comerica noted in its CAFA Notices that this
7 document is publicly available on the Internet via the federal
8 government's PACER service at <http://www.pacer.gov/>, Docket
9 No. 150.

10 (e) True and correct copy of the publicly available Plaintiffs' Notice of
11 Motion and Unopposed Motion for Preliminary Settlement
12 Approval; Memorandum of Law in Support Thereof. Comerica
13 noted in its CAFA Notices that this document is publicly available
14 on the Internet via the federal government's PACER service at
15 <http://www.pacer.gov/>, Docket No. 188. In addition, Comerica
16 noted in its CAFA Notices that this Unopposed Motion was set for
17 hearing on September 3, 2021 at 9:30 am in Courtroom 8C, Eighth
18 Floor before the Honorable Dolly M. Gee.

19 (f) True and correct copy of the publicly available Notice of Proposed
20 Class Action Settlement. Comerica noted in its CAFA Notices that
21 this document is publicly available on the Internet via the federal
22 government's PACER service at <http://www.pacer.gov/>, Docket
23 No. 188-2.

24 (g) True and correct copy of the parties' Settlement Agreement
25 (including the exhibits thereto). Comerica noted in its CAFA
26 Notices that the parties' Settlement Agreement is publicly available
27 on the Internet via the federal government's PACER service at
28 <http://www.pacer.gov/>, Docket No. 188-1, along with its exhibits

1 thereto (Docket Nos. 188-2, 188-3, and 188-4).

2 (h) For completeness, Comerica noted in its CAFA Notices that all the
3 documents filed by Plaintiffs contemporaneously with the
4 Settlement Agreement are publicly available on the Internet via the
5 federal government's PACER service at <http://www.pacer.gov/> as
6 follows:

7 *Plaintiffs' Notice of Motion and Unopposed Motion for
8 Preliminary Settlement Approval; Memorandum of Law in Support
9 Thereof (Docket No. 188)

10 *Settlement Agreement (Docket No. 188-1)

11 *Notice of Proposed Class Action Settlement (Docket No. 188-2)

12 *[Proposed] Order Granting Plaintiffs' Motion for Preliminary

13 *Approval of Class Action Settlement and Providing for Notice
14 (Docket No. 188-3)

15 *[Proposed] Final Approval Order and Judgment of Dismissal
16 (Docket No. 188-4)

17 *Declaration of Daniel C. Girard in Support of Motion for
18 Preliminary Settlement Approval (Docket No. 188-5) and Exhibits
19 A–D thereto (Docket Nos. 188-6, 188-7, 188-8, and 188-9)

20 *Declaration of Michael I. Goldberg, Liquidating Trustee of the
21 Woodbridge Liquidation Trust, in Support of Plaintiffs' Motion for
22 Preliminary Settlement Approval (Docket No. 188-10)

23 *Declaration of Hon. Royal Furgeson (Ret.) in Support of Motion
24 for Preliminary Settlement Approval (Docket No. 188-11)

25 *[Proposed] Order Granting Plaintiffs' Motion for Preliminary
26 Approval of Class Action Settlement and Providing for Notice
27 (Docket No. 188-12)

28 (i) In addition, Comerica noted in its CAFA Notices for completeness

1 that counsel for Plaintiffs, counsel for the Trustee of the
2 Woodbridge Liquidation Trust, and counsel for Comerica have
3 entered into a confidential side letter executed contemporaneously
4 with the Settlement Agreement regarding the opt-out threshold and
5 that the relevant provision of the Settlement Agreement (Docket No.
6 188-1, § XI(b)) states as follows regarding this confidential side
7 letter:

8 Defendant shall have the right to terminate the Class
9 Action Settlement and this Settlement Agreement by
10 providing written notice of its election to do so,
11 through counsel, to all other Parties hereto within 14
12 calendar days if the amount of members of the
13 Settlement Class that submit a request for
14 exclusion/opt-out that is determined to be valid and
15 timely exceeds an amount agreed upon between
16 Settlement Class Counsel, the Trustee, and
17 Defendant in a confidential side letter executed
18 contemporaneously with this Settlement Agreement.
19 The Parties further agree that the confidential side
20 letter will be shared with the Court in camera, upon
21 the Court's request.

- 22 (j) In its CAFA Notices, Comerica noted that as reflected in the
23 Settlement Agreement (Docket No. 188-1), the Settlement Class is
24 composed collectively of the following: (i) the "Non-Contributing
25 Claimants" (as defined in the Settlement Agreement) and (ii) the
26 Woodbridge Liquidation Trust, as assignee of the claims of the
27 "Contributing Claimants" (as defined in the Settlement Agreement).
28 Comerica noted in its CAFA Notices the following:

1 Addressing the Trust first, the Woodbridge
2 Liquidation Trust is a class member, as assignee of
3 the claims of the Contributing Claimants. The
4 Woodbridge Liquidation Trust is a Delaware
5 statutory trust, the liquidation trustee (Michael
6 Goldberg) of the Trust is a citizen of Florida, and
7 the Trust’s executive offices are in California.

8 (k) As to the Non-Contributing Claimants, Comerica included on the
9 DVD which was included with its CAFA Notices a chart prepared
10 by the Woodbridge Liquidation Trust which lists the Non-
11 Contributing Claimant class members (sorted by state), marked
12 Confidential.

13 (l) As to the Non-Contributing Claimants, Comerica included on the
14 DVD which was included with its CAFA Notices a chart prepared
15 by the Woodbridge Liquidation Trust setting forth the estimated
16 proportionate share by state of the claims held by the Non-
17 Contributing Claimant class members to the entire settlement, with
18 the caveat that it is unknown the amount of attorneys’ fees and other
19 expenses, as applicable, that will be ultimately deducted from the
20 Class Action Settlement Payment before distribution according to
21 the terms of the Settlement Agreement. This same exhibit also
22 reflects the estimated proportionate share of the claims held by the
23 Woodbridge Liquidation Trust to the entire settlement, with the
24 similar caveat that it is unknown the amount of attorneys’ fees and
25 other expenses, as applicable, that will be ultimately deducted from
26 the Class Action Settlement Payment before distribution according
27 to the terms of the Settlement Agreement.

28 (m) Comerica noted in its CAFA Notices that at the time the CAFA

1 Notices were sent, no written judicial opinion related to certain of
2 the matters above existed. Comerica noted in its CAFA Notices that
3 the Court had not yet issued its Order on Plaintiffs’ Notice of Motion
4 and Unopposed Motion for Preliminary Settlement Approval;
5 Memorandum of Law in Support Thereof (Docket No. 188) or any
6 of the other materials filed by Plaintiffs along with Docket Number
7 188.

8 7. On August 16, 2021, on behalf of Comerica, I timely caused the CAFA
9 Notices to be prepared and sent to the appropriate officials via FEDEX and via Certified
10 Mail, Return Receipt Requested. Courtesy copies of the letters to the appropriate
11 officials were also sent via email.

12 8. Therefore, the CAFA Notice has been given in accordance with the
13 statutory requirements.

14 9. Section VI.M of the Settlement Agreement states: “No later than 21 days
15 prior to the Final Approval Hearing, Defendant shall file with the Court an affidavit or
16 declaration stating that the CAFA Notice has been given in accordance with the
17 statutory requirements.” *See* page 16 of Dkt. 188-1.

18 10. The Final Approval Hearing is set for December 17, 2021 at 10 am. *See*
19 page 5 of Dkt. 192. Accordingly, this declaration is timely filed as it is filed 24 days
20 prior to the Final Approval Hearing.

21 I declare under penalty of perjury that the foregoing is true and correct.
22 Executed this 23rd day of November, 2021.

23
24 /s/Thomas B. Walsh, IV
25 Thomas B. Walsh, IV
26 WINSTON & STRAWN LLP
27 Attorneys for Defendant
28 COMERICA BANK

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CERTIFICATE OF e-SERVICE

USDC, Central District of California – Western Division

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

I am a resident of the State of Texas, over the age of eighteen years, and not a party to the within action. My business address is Winston & Strawn LLP, 2121 North Pearl Street, Suite 900, Dallas, Texas 75201. On November 23, 2021, I served the foregoing document:

DECLARATION OF THOMAS B. WALSH, IV REGARDING CAFA NOTICE

ECF: by electronically filing the document(s) listed above using the Court’s CM/ECF System, in accordance with the applicable Federal Rules of Civil Procedure and the Local Rules of this Court. A Notice of Electronic Filing (NEF) will be automatically generated by the CM/ECF system and sent by e-mail to all attorneys who have appeared in this case.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 23rd day of November, 2021.

/s/ Thomas B. Walsh, IV

Thomas B. Walsh, IV