IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

WOODBRIDGE GROUP OF COMPANIES, LLC, et al., 1 Remaining Debtors.	Chapter 11 Case No. 17-12560 (BLS)			
MICHAEL GOLDBERG, as Liquidating Trustee of the Woodbridge Liquidation Trust, successor in interest to the estates of WOODBRIDGE GROUP OF COMPANIES, LLC, et al.,	(Jointly Administered) Adv. Proc. No. 19(BLS)			
Plaintiff, v.				
ASCENSUS, LLC d/b/a PROVIDENT TRUST GROUP, CUSTODIAN FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA; KLENELL JENSEN,				
Defendants.				

COMPLAINT FOR AVOIDANCE AND RECOVERY OF PREFERENTIAL AND FRAUDULENT TRANSFERS PURSUANT TO 11 U.S.C. §§ 544, 547, 548 & 550

Plaintiff Michael Goldberg (the "Plaintiff" or "Trustee"), in his capacity as Liquidating Trustee of the Woodbridge Liquidation Trust, pursuant to the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and Its Affiliated Debtors dated August 22, 2018 (the "Plan") of the debtors in the above-captioned cases (the "Debtors"), for his Complaint for Avoidance and Recovery of Preferential and Fraudulent Transfers Pursuant to 11 U.S.C. §§ 544, 547, 548 & 550 (the "Complaint") against Ascensus, LLC d/b/a Provident

¹The Remaining Debtors and the last four digits of their respective federal tax identification numbers are as follows: Woodbridge Group of Companies, LLC (3603) and Woodbridge Mortgage Investment Fund 1, LLC (0172). The Remaining Debtors' mailing address is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423.

Trust Group, Custodian for the Benefit of Klenell Jensen Inherited Ira and Klenell Jensen (collectively, "<u>Defendant</u>"), alleges as follows:

Nature of the Action

1. The Plaintiff brings this action against the Defendant to avoid and recover certain preferential and/or fraudulent transfers that occurred prior to commencement of the Debtors' bankruptcy cases.

The Parties

- 2. Plaintiff is the duly appointed trustee of the Woodbridge Liquidation Trust (the "<u>Trust</u>"), successor in interest to the Debtors. Pursuant to Paragraph 5.4 of the Plan, the Confirmation Findings (defined below) at paragraphs 13-15, and Article IV of the Liquidating Trust Agreement, the Trustee has the sole authority to pursue claims transferred to the Trust by the Debtors through the Plan and to seek any and all related relief.
- 3. Upon information and belief, Defendant Klenell Jensen is an individual, a resident of the State of Utah, and a former investor with the Debtors. Upon information and belief, the Defendant Ascensus, LLC d/b/a Provident Trust Group is a limited liability company formed under the laws of the State of Delaware.

Jurisdiction and Venue

- 4. The United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") has jurisdiction over this adversary proceeding under the Bankruptcy Code pursuant to 28 U.S.C. §§ 157(a) and 1334(a).
- 5. This proceeding is a core proceeding within the meaning of 28 U.S.C. § 157(b) and the Bankruptcy Court may enter final orders for the matters contained herein.
- 6. Pursuant to Local Bankruptcy Rule 7008-1, the Plaintiff affirms his consent to the entry of final orders or judgments by the Court if it is determined that the Court, absent consent

of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

- 7. Venue in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409(a).
- 8. This adversary proceeding is commenced pursuant to Rule 7001(1) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and sections 544, 547, 548 and 550 of the Bankruptcy Code.

Case Background

- 9. Commencing with the first filings on December 4, 2017, and continuing with other filings through March 27, 2018, Debtors Woodbridge Group of Companies, LLC, *et al.*, each commenced a case by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the "Chapter 11 Cases"). The Chapter 11 Cases are jointly administered under Case No. 17-12560 (BLS).
- 10. The Plan was confirmed on October 26, 2018, and became effective on February 19, 2019.

Facts

- 11. Prior to the commencement of the Chapter 11 Cases, the Debtors operated a fraudulent investment "Ponzi Scheme." In its Findings of Fact, Conclusions of Law and Order Confirming the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors, entered on October 26, 2018 (the "Confirmation Findings"), at paragraph NN, the Bankruptcy Court found as follows:
 - NN. Conduct of a Ponzi Scheme. The evidence demonstrates, and the Bankruptcy Court hereby finds, that (i) beginning no later than July 2012 through December 1, 2017, Robert H. Shapiro used his web of more than 275 limited liability companies, including the Debtors, to conduct a massive Ponzi scheme raising more than \$1.22 billion from over 8,400 unsuspecting investors nationwide; (ii) the Ponzi scheme involved the payment of purported returns to

existing investors from funds contributed by new investors; and (iii) the Ponzi scheme was discovered no later than December 2017.

- 12. Through this fraudulent scheme, the Debtors raised over one billion dollars from approximately 10,000 investors as either Noteholders or Unitholders (collectively, "Investors"). Those Investors often placed a substantial percentage of their net worth (including savings and retirement accounts) with the Debtors and now stand to lose a significant portion of their investments and to be delayed in the return of the remaining portion. The quality of the Investors' lives will likely be substantially and adversely affected by the fraud perpetrated by the Debtors.
- 13. Investors were often told that they were investing money to be loaned with respect to particular properties owned by third parties, that those properties were worth substantially more than the loans against the properties, and that they would have the benefit of a stream of payments from these third parties for high-interest loans, protected by security interests and/or mortgages against such properties. In reality, these statements were lies. Investors' money was almost never used to make high-interest loans to unrelated, third-party borrowers, there was no stream of payments, Investors' money was commingled and used for an assortment of expenses, including maintaining a lavish lifestyle for Shapiro and his family, brokers' commissions, overhead (largely for selling even more notes and units to investors), and payment of principal and interest to existing investors. The money that was used to acquire property (almost always owned by a disguised affiliate) cannot be traced to any specific Investor. These are typical characteristics of Ponzi schemes.

- Investors into the Ponzi scheme conferred no net benefit on the Debtors; on the contrary, each new investment was a net negative. Money was siphoned off to pay the expenses described above, so that the Debtors actually received only a fraction of the investment dollars. New money also perpetuated the Ponzi scheme, enabling the Debtors to return fictitious profits to early Investors; in the absence of new investment, the house of cards would fall (as it eventually did). At the same time, each investment created an obligation to return to the defrauded Investor 100% of the investment, such that each new investment increased the Debtors' liabilities and ultimately left them unable to satisfy their aggregate liabilities.
- 15. Defendant invested with the Debtors through the purchase of notes and/or units and received principal and interest payments from the Debtors with respect to the investment. Defendant invested in notes and/or units with the Debtors and was paid in full for all investments prior to the Petition Date, including interest, and is thus a "Net Winner."
- or for the benefit of the Defendant, including those identified on Exhibit A attached hereto (collectively, the "Ninety Day Transfers"). Exhibit A sets forth the details of each of the Transfers, including the identity of the transferor Debtor, check or payment number, payment date, clear date, and payment amount. The aggregate amount of the Ninety Day Transfers is not less than \$301,883.33.
- 17. Although it is possible that some of the Ninety Day Transfers might be subject in whole or in part to defenses under 11 U.S.C. § 547(c), Defendant bears the burden of proof pursuant to 11 U.S.C. § 547(g) to establish any defense(s) under 11 U.S.C. § 547(c).

- Defendant for interest on Defendant's investments with the Debtors in an amount not less than \$80,239.27 (the "Net Winnings" or "Fraudulent Transfers"). A list identifying the Fraudulent Transfers is attached hereto as Exhibit B and is incorporated herein by reference.
- 19. Plaintiff is informed and believes that at least one creditor holding an unsecured claim that is allowable under Section 502 of the Bankruptcy Code or that is not allowable under Section 502(e) of the Bankruptcy Code exists who can avoid the Fraudulent Transfers and/or obligations referred to in this Complaint. The Plaintiff may assert the rights of such creditors pursuant to Section 544(b) of the Bankruptcy Code.

FIRST CLAIM FOR RELIEF

(Avoidance of Preferential Transfers—11 U.S.C. § 547)

- 20. Plaintiff realleges and incorporates by reference each and every allegation in the above paragraphs, as though fully set forth at length.
- 21. Within the ninety days prior to the Petition Date, the identified Debtor made the Ninety Day Transfers to Defendant in the total amount of \$301,883.33, as more specifically described in Exhibit A.
- 22. Each of the Ninety Day Transfers to the Defendant was a transfer of property of the identified Debtor.
- 23. Each of the Ninety Day Transfers to the Defendant was made to or for the benefit of the Defendant.
- 24. The Defendant was a creditor of the identified Debtor (within the meaning of 11 U.S.C. § 110(10)) at the time that each of the Ninety Day Transfers was made or, alternately,

received each of the Ninety Day Transfers for the benefit of a creditor or creditors of the identified Debtor.

- 25. Each of the Ninety Day Transfers to the Defendant was made on account of an antecedent debt owed by the identified Debtor to the Defendant before the transfer was made.
- 26. Each of the Ninety Day Transfers was made while the identified Debtor was insolvent. The identified Debtor is presumed to be insolvent during the 90 days preceding the Petition Date pursuant to 11 U.S.C. § 547(f).
- 27. Each of the Ninety Day Transfers enabled the Defendant to receive more than the Defendant would have received if (i) the transfers and/or payments had not been made, and (ii) the Defendant received payment on account of the debt paid by each of the Transfers to the extent provided by the Bankruptcy Code.
- 28. As of the date hereof, the Defendant has not returned any of the Ninety Day Transfers to the Plaintiff.
- 29. Plaintiff is entitled to an order and judgment under 11 U.S.C. § 547 that the Ninety Day Transfers are avoided.

SECOND CLAIM FOR RELIEF

(Recovery of Property—11 U.S.C. § 550)

- 30. Plaintiff realleges and incorporates by reference each and every allegation in the above paragraphs, as though fully set forth at length.
- 31. Pursuant to 11 U.S.C. § 550(a), to the extent that a transfer is avoided under 11 U.S.C. § 547, Plaintiff may recover for the benefit of the estate the property transferred or the

value of such property from (a) the initial transferee of such transfer or the entity for whose such transfer was made or (b) any immediate or mediate transferee of such initial transferee.

- 32. Defendant is either the (a) initial transferee of the Transfers, the entity for whose benefit the Ninety Day Transfers were made, or (b) an immediate or mediate transferee of the initial transferee.
- 33. Subject to the Defendant's potential defenses, Plaintiff is entitled to recover the value of the Transfers pursuant to 11 U.S.C. § 550(a).

THIRD CLAIM FOR RELIEF

(To Avoid Intentionally Fraudulent Transfers under 11 U.S.C. §§ 544(b) and 548(a)(1)(A), and Cal. Civ. Code § 3439, et seq.)

- 34. Plaintiff realleges and incorporates by reference each and every allegation in the above paragraphs, as though fully set forth herein.
- 35. As the Debtors operated a Ponzi Scheme, applicable law provides that the Fraudulent Transfers were made to Defendant with an actual intent to hinder, delay, or defraud creditors of the Debtors.
- 36. Of the Fraudulent Transfers identified in Exhibit B, those made within two years prior to the Petition Date are avoidable pursuant to 11 U.S.C. §548(a)(1)(A) and Cal. Civ. Code § 3439, et seq, and the Transfers made within four years prior to the Petition Date are avoidable under 11 U.S.C. §544(b) and Cal. Civ. Code § 3439, et seq. Plaintiff is entitled to an order and judgment that each of the Fraudulent Transfers that constitutes Net Winnings is avoided.

FOURTH CLAIM FOR RELIEF

(Recovery of Property – 11 U.S.C. §§ 544(b) and 550 and Cal. Civ. Code § 3439, et seq.)

37. Plaintiff realleges and incorporates by reference each and every allegation in the above paragraphs, as though set forth fully herein.

- 38. Defendant is the initial transferee of the Fraudulent Transfers, or the immediate or mediate transferee of such initial transferee.
- 39. Plaintiff is entitled to avoid the Net Winnings of the Fraudulent Transfers under Sections 544 and 548 of the Bankruptcy Code, and Cal. Civ. Code § 3439, *et seq*. As Defendant is the initial, immediate, or mediate transferee of Fraudulent Transfers, Plaintiff is entitled to recover for the estate the proceeds or value of the respective Net Winnings pursuant to under 11 U.S.C. §550 and/or Cal. Civ. Code § 3439, *et seq*.

WHEREFORE, Plaintiff prays for judgment as follows:

- 1. For a determination that each of the Ninety Day Transfers is avoidable as a preferential transfer under Section 547 of the Bankruptcy Code, and that the Plaintiff is entitled to recover the Ninety Day Transfers in the total amount of \$301,883.33 under Section 550 of the Bankruptcy Code;
- 2. For a determination that each of the Fraudulent Transfers that constitute Net Winnings is avoidable as a fraudulent transfer under Sections 544 and 548 of the Bankruptcy Code and Section 3439, *et seq.*, of the California Civil Code, and that Plaintiff is entitled to recover the Net Winnings in the total amount of \$80,239.27 under Section 550 of the Bankruptcy Code and Section 3439, *et seq.*, of the California Civil Code;
 - 3. For costs of suit incurred herein, including, without limitation, attorneys' fees;
- 4. For pre- and post-judgment interest on the judgment amount to the fullest extent allowed by applicable law; and

5. For such other and further relief as the Court may deem just and proper.

Dated: October 18, 2019

/s/ Colin R. Robinson

Bradford J. Sandler (DE Bar No. 4142) Andrew W. Caine (CA Bar No. 110345)

Colin R. Robinson (DE Bar No. 5524)

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Wilmington, DE 19899-8705 (Courier 19801)

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Counsel to Plaintiff Michael Goldberg, in his capacity as Liquidating Trustee of the Woodbridge Liquidation Trust

EXHIBIT A

Exhibit A 90 Day Disbursements Bankruptcy Case No. 17-12560

	Bank	Check	Clear			Memo	Amount
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EXHIBIT B

Exhibit 8
Net Winner Transactions

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Woodbuilde Mortgage Investment Fund 3, LLC 1809429292 05/18/16 02/02/16 27992 PROVIDENT TRUST GROUP, LCF OR THE BENEFIT OF KEINELL IERSEN INTERTED IAM MTG 3.5 RIVER PER MANCEL, VA. INT FEB.	600.00
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Woodbridge Mortgage Investment Fund 2, LLC 1897/23983 VZ/19/10 US/01/19 203/4 FINOSIDER INVESTMENT OF INVESTMENT O	583.33
Woodbridge Montgage Investment Fund 2, LLC 1894/23433 02/10/16 03/01/10 2574 PROVIDENT MOST OF MEDICAL SPACES OF MEDICAL	833.33
Woodhings Mongage investment fund 3, LLL 1894942992 Uz/10/18 US/01/18 US/01/18 SWSS FROM INCOME TO THE OFFICE A MILEDITED IDA ANTG SER MALDEN CA - INT FER	\$83,33
Woodbridge Moringage Investment Fund 3, LLC 1894942992 U2/10/16 U3/U1/10 30034 FARMAN VA. INT MAR	600.00
Woodbridge Mortgage Investment Fund 1, ELC 1894030047 03/21/18 04/03/10 20221 FROWDERF MOST OFFICE OF WEEDEN JERSEN BUILDING OF MEDICAL JERSEN BUILDING OF THE DELL JERSEN	700.00
TO SEE THE CONTROL OF	583.33
ATCOME AND THE PROPERTY OF MATCHES THE PROPERTY OF MAT	833,33
WOODSHIP OF THE PROPERTY OF WILLIAM THE PROPERTY OF WILLIAM THE PROPERTY OF WILLIAM THE PROPERTY OF THE PROPER	583.33
ATG1 SR PINTY BRANCH VA - INT APR	600.00
Woodbildge Montgreg investment Fund 1, LLC 1894/630647 40/18/16 04/78/16 27/17/9 PROVINCENT HUSSI GROUP, LCF ON THE GENERAL OF SKENELL EMSEM HIRERITED IRA MTG2 SR COWEN, CO - INT APR	709.00
Woodbridge notings investment and 2, LLC 1894723483 04/18/16 04/28/15 30051 PROVIDENT TRUSY GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA MITG SR MULTIVILWY, LA-INT APR	\$83.33
Woodbridge Mortgage Investment Fund 3, ILC 1894942992 PA/18/16 04/18/16 34592 PROVIDENT TRUST GROUP, ILC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA MIGG MZ SIENA WWY, CA. HIT APR	833.33
Modifying Angitating Designation of the State of the Stat	\$83.33
Woodbulgs Multipe Brustment Fund 1. LLC 1894630647 05/16/16 06/01/16 27397 PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA MTG1 SR PINEY BRANCH, VA - INT MAY	00.00
Woodbridge Mantager level transfer level 2 LIC 1894773483 05/16/16 06/01/16 30734 PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IPA MYG2 SR COWEN, CO - INY MAY	700,00
Woodbilder Northean Investment Fland 2 LLC 1894723483 05/16/16 06/01/16 30734 PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA MTG2 SR MULTIVIEW, CA- INT MAY	583,33
Woodbulded Mailage Investment Fried 3, LLC 1894942992 05/16/16 05/01/16 37651 PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IBA MTG3 MZ SIENA WAY, CA - IRT MAY	833.33
Wandbuilder Montgage Investor on Fund 3, LLC 1894942992 05/16/16 05/01/16 37651 PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA MTG3 SR WALDEN, CA - INT MAY	583,33 600,00
Months and tage level ment from 1. LC 1836530647 06/20/16 07/05/16 27601 PROVIDENT TRUST GROUP, ELC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA MYGL SR PINEY BRANCH, VA - INT JUN	700,00
Woodbridge Mortgage investment Fund 2, LLC 1894723483 06/20/16 07/05/16 31376 PROVIDENT TRUST GROUP, LLC FOR THE GENEFIT OF KLENELL JENSEN INHIBERTED IRA MIGO SR COUNE, CO- NIN JUN	700,00 583.33
Westebuilde kulling syc investment Fund 2, Ltc 194723483 06/20/16 07/05/16 31376 PROVIDENT TRUST GROUP, Ltc FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA MTG3 SR MULTIVIEW, CA - INT JUN	

* Exhibit B Net Winner Transactions Bankruptcy Case No. 17-12560

	Bank	Check	Clear				
Debtor	Account	Date	Date	Ck. No.	Name	Memo	Dishursements 833.33
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	06/20/16	07/05/16	39509	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INICERITED IRA	MTG3 MZ SIENA WAY, CA - INT JUN	583.33
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	06/20/16	07/05/16	39509	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR WALDEN, CA - INT JUN	600,00
Woodbridge Mortgago investment fund 1, LLC	1894630647	07/18/16	07/29/16	27898	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG1 SR PINEY BRANCH, VA - INT JUL MTG2 SR COWEN, CO - INT JUL	700,00
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	07/18/16	07/29/16	31977	PROVIDENT TRUST GROUP, LLC FOR THE GENEFIT OF KLENELL JENSEN INHERITED IRA	MTG2 SR MULTIVIEW, CA - INT JUL	583.33
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	07/18/16	67/29/16	31977	PROVIDENT TRUST GROUP, ALC FOR THE GENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 M2 SIENA WAY, CA - INT IUL	833.33
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	07/18/16	07/29/16	41312	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR WALDEN, CA - INT JUL	583.33
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	07/18/16	07/29/16	41312	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG2 SR MULTIVIEW, CA - INT AUG	583.33
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	08/22/16	08/31/16	32546	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 MZ SIEHA WAY, CA - INT AUG	833,33
Woodbridge Mostgage investment fund 3, LLC	1894942992	08/22/16	08/31/16	43058	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR GRANITO DR, CA - INT AUG	600,00
Woodbridge Mostgage Investment Fund 3, LLC	1894942992	08/22/16	08/31/16	43058	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR HIDDEN RDG, CA - INT AUG	700.00
Woodbildge Mortgage Investment Fund 3, LLC	1894942992	08/22/16	08/31/16	43058 43058	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR WALDEN, CA - INT AUG	583.33
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	08/22/16	08/31/16	43058 33055	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF RELEASE JENSEN INHERITED IRA	MTG2 SR MULTIVIEW, CA - INT SEP	583.33
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	09/20/16	09/29/16	44743	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 MZ SIENA WAY, CA - INT SEP	833.33
Woodbridge Mortgage investment fund 3, LLC	1894942992	09/20/16	09/29/16	44743	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR GRANITO DR, CA - INT SEP	600.00
Woodbildge Mortgage Investment Fund 3, ELC	1894942992 1894942992	09/20/16	09/29/16	44743	PROVIDENT TRUST GROUP, LLC FOR THE RENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR HIDDEN RDG, CA - INT SEP	700.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	09/20/16	09/29/16	44743	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR WALDEN, CA - INT SEP	583.33
Woodbridge Martgage Investment Fund 3, LLC Woodbridge Martgage Investment Fund 3A, LLC	1894817897	10/03/16	10/12/16	9877	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3a SR ASHLEY RUG RD, CA - INT SEP ADTI. % 3 DAYS	16.58
Woodbridge Mortgage Investment Fund 37, LLC	1894942992	10/25/16	11/08/16	46484	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 MZ SIENA WAY, CA - INT OCT	833.33
Woodhridge Mortgage investment fund 3, LLC	1894942992	10/25/16	11/08/16	46484	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR GRANITO DR, CA - INT OCT	600.00
Woodbridge Martgage Investment Fund 3, LLC	1894942992	10/25/16	11/08/16	46484	PROVIDENT TRUST GROUP, LLC FOR THE DENEFIT OF KLENELL JENSEN INHERITED IPA	MTG3 SR HIDDER RDG, CA - INT OCT	700.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	10/25/16	11/08/16	46484	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR WALDEN, CA - INT OCT	583,33
Woodbridge Mortgage Investor ant Fund 3A, LLC	1894817897	10/25/16	11/08/16	11447	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3a SR ASHLEY RDG HD, CA - INT OCT	750,00 833,33
Woodbridge Martgage Investment Fund 3, LLC	1894942992	11/15/16	11/30/16	48206	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MYG3 MZ SIENA WAY, CA - INT NOV	600.00
Woodbridge Mortgage Investment Fund 3, LLC	1834942992	11/15/16	11/30/16	48206	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR GRANITO DR, CA - INT NOV	700.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	11/15/16	11/30/16	48206	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IPA	MTG3 SR HIDDEN RDG, CA - INT NOV	583.33
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	11/15/16	11/30/16	48206	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INITERITED IPA	MTG3 SR WALDEN, CA - INT NOV MTG3s SR ASHLEY RDG RD, CA - INT NOV	750.00
Woodbridge Mortgage Investment Fund 3A, LLC	1894817897	11/15/16	11/30/16	13258	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 MZ SIENA WAY, CA - INT DEC	833.33
Woodbridge Martgage Investment Fund 3, LLC	1894942992	12/13/16	12/30/16	49836	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR GRANITO DR, CA - INT DEC	600.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	12/13/16	12/30/16	49836	PROVIDENT TRUST GROUP, ILC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR HIDDEN RDG, CA - INT DEC	700.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	12/13/16	12/30/16	49836	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF RENELL JENSEN INRERITED INA	MTG3 SR WALDEN, CA - INT DEC	\$83.33
Woodbridge Mortgage Investment Fund 3, LLC	1894942992		12/30/16	49836	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3a SR ASHLEY RDG RD, CA - INT DEC	750.00
Woodhidge Morigage Investment Fund 3A, LLC	1894817897	12/13/16	12/30/16	14907	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KENELL JENSEN INHERITED INA	MTG3 MZ SIENA WAY, CA - INT JAN	833.33
Woodbridge Mortg∌ge investment Fund 3, LLC	1894942992	01/17/17	02/01/17	51616 51616	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR GRANITO DR, CA - INT JAN	600.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	01/17/17	02/01/17	51616	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR HIDDEN RDG, CA - INT IAN	709.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	01/17/17	02/01/17	51616	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR WALDEN, CA - INT JAN	583,33
Woodbridge Mortgage Investment Fund 3, LLC	1894942992 1894817897	01/17/17	02/01/17	16654	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INJERITED IRA	MTG3a SR ASHLEY RDG RD, CA - INT JAN	750.00
Waedbridge Mortgage Investment Fund 3A, LLC	1894942992		03/02/17	53203	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 MZ SIENA WAY, CA - INT FEB	833.33
Woodbridge Mortgage Investment Fund 3, LLC Woodbridge Mortgage Investment Fund 3, LLC	1894942992	02/14/17	03/02/17	53203	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR GRANITO DR, CA - INT FEB	600,00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	02/14/17	03/02/17	53203	PROVIDENT TRUST GROUP, ELC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR HIDDEN RDG; CA - INT FEB	700.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	02/14/17	03/02/17	53203	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR WALDEN, CA - INT FEB	583.33
Woodbridge Mortgage Investment Fund 3A, LLC	1894817697	02/14/17	03/02/17	18249	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3a SR ASIILEY RDG RD, CA - INT FEB	750.00 600,00
Woodbridge Mortg age investment Fund 3, LLC	1894942992	03/21/17	04/04/17	54754	PROVIDENT TRUST GROUP, LLC FOR THE DENEFIT OF KLENELL JENSEN INHERITED IPA	MTG3 SR GRANITO DR, CA - INT MAR	700.00
Woodbridge Mortgage Investment Fund 3, LLC	1894947992	03/21/17	04/04/17	54754	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR HIDDEN RDG, CA - INY MAR	583.33
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	03/21/17	04/04/17	54754	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MYG3 SR WALDEN, CA - INT MAR	750.00
Woodbridge Mostgage Investment Fund 3A, LLC	1894817897	03/21/17	04/04/17	19860	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3a SR ASHLEY RDG RD, CA - INT MAR MTG3 SR GRANITO DR, CA - INT APR	600,00
Woodbridge Mostgage Investment Fund 3, LLC	1894942992	04/18/17	05/04/17	56259	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL IENSEN INHERITED IRA	MTG3 SR HIDDEN RDG, CA - INT APR	700.00
Woodbridge Mortgage investment Fund 3, LLC	1894942992	04/18/17	05/04/17	56259	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR WALDEN, CA - INT APR	583.33
Woodbridge Mortgoge Investment Fund 3, LLC	1894942992	04/18/17	05/04/17	56259	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3a SR ASHLEY ROG RD, CA - INT APR	750.00
Woodbridge Mortgage Investment Fund 3A, LLC	1894817897	04/18/17	05/04/17	21351	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR GRANITO OR, CA - INT MAY	600.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	05/16/17	06/02/17		PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MYG3 SR HIDDEN RDG, CA - INT MAY	700.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	05/16/17	06/02/17		PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR WALDEN, CA - INT MAY	583.33
Woodbridge Mortgage investment Fund 3, LLC	1894942992		06/02/17		PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF REFIELD JENSEN INHERITED IRA	MTG3# SR ASIILEY RDG RD, CA - INT MAY S DAYS	125.00
Woodhridge Mortgage Investment Fund 3A, LLC	1894817897	05/04/17	06/02/17		PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR GRANITO DR, CA - INT JUN	600.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	06/20/17	07/07/17		PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF ALEREL SENSEN INHERITED IRA	MYG3 SR HIDREN RDG, CA - INT JUN	700.00
Woodbridge Mortgage investment Fund 3, LLC	1894942992		07/07/17		PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR WALDEN, CA - INT JUN	583.33
Woodbridge Mortgage Investment Fund 3, LLC	1894942992		07/07/17 07/12/17		PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 MZ SIENA WAY, CA - INT MAR 10 DAYS	277.80
Woodhidge Mortgage Investment Fund 3, LLC	1894942992		08/10/17		PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INJIERITED IRA	MTG3 SR GRANITO DR, CA - INT JUL	600.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992 1894942992				PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MTG3 SR HIDDEN RDG, CA - INT JUL	700.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992				PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLEWELL JENSEN INNERITED IRA	MTG3 SR WALDEN, CA - INT JUL	\$83.33
Woarlbridge Mortgage investment fund 3, LLC	1034344332	01,14,17	00/14/17	2004			

Exhibit B Net Winner Transactions Bankruptcy Case No. 17-12560

	Bank	Check	Claar				Disbursements
Debtor	Account	Date	Date	Ck. No.	Name	Memo	60D.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	08/22/17	09/05/17			MTG3 SR GRANITO DR, CA - INT AUG	700.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	08/22/17	09/05/17	62096		MTG3 SR HIDDEN RDG, CA - INT AUG	583.33
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	03/22/17	09/05/17	62096	PROVIDENT TRUST GROUP, LLC FOR THE BENEFIT OF KLENELL JENSEN INHERITED IRA	MT63 5R WALDEN, CA - INT AUG	\$ 80,239,27
							Married Married Control of the Party of the