

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WOODBRIIDGE GROUP OF COMPANIES, LLC,
et al.,¹

Remaining Debtors.

MICHAEL GOLDBERG, as Liquidating Trustee of
the Woodbridge Liquidation Trust, successor in
interest to the estates of WOODBRIDGE GROUP
OF COMPANIES, LLC, *et al.*,

Plaintiff,

v.

JOHN D. BIGELOW; REBECCA G. BIGELOW,

Defendants.

Chapter 11

Case No. 17-12560 (BLS)

(Jointly Administered)

Adv. Proc. No. 19-_____ (BLS)

**COMPLAINT FOR AVOIDANCE AND RECOVERY OF
FRAUDULENT TRANSFERS PURSUANT TO 11 U.S.C. §§ 544, 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 Fraudulent Transfers Pursuant to 11 U.S.C. §§ 544, 548 & 550* (the “Complaint”) against John D. Bigelow and Rebecca G. Bigelow (“Defendants”), alleges as follows:

Nature of the Action

1. The Plaintiff brings this action against the Defendants to avoid and recover certain fraudulent transfers that occurred prior to commencement of the Debtors’ bankruptcy cases.

¹ The 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.

The Parties

2. Plaintiff is the duly appointed trustee of the Woodbridge Liquidation Trust (the “Trust”), 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, the Defendants are individuals, residing in the State of Texas and former investors with the Debtors.

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 547 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.

14. Because the Debtors operated as a Ponzi scheme, obtaining new money from 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. Defendants 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. As of the Petition Date, Defendants had been paid in full for all investments with the Debtors, including interest, and is thus a "Net Winner."

16. During the four years prior to the Petition Date, the Debtors made transfers to Defendants for interest on Defendants' investments in an amount not less than \$38,472.28 (the "Net Winnings" or "Fraudulent Transfers"). A list identifying the Fraudulent Transfers is attached hereto as Exhibit A and is incorporated herein by reference.

17. The 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

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

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

19. As the Debtors operated a Ponzi Scheme, applicable law provides that the Fraudulent Transfers were made to Defendants with an actual intent to hinder, delay, or defraud creditors of the Debtors.

20. Of the Fraudulent Transfers identified in Exhibit A, 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.

SECOND CLAIM FOR RELIEF

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

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

22. Defendants are the initial transferees of the Fraudulent Transfers, or the immediate or mediate transferees of such initial transferee.

23. 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 Defendants are the initial, immediate, or mediate transferees 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 Fraudulent Transfers that constitutes 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 \$38,472.28 under Section 550 of the Bankruptcy Code and Section 3439, *et seq.*, of the California Civil Code;
2. For costs of suit incurred herein, including, without limitation, attorneys' fees;
3. For pre- and post-judgment interest on the judgment amount to the fullest extent allowed by applicable law; and
4. For such other and further relief as the Court may deem just and proper.

Dated: November 26, 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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*Counsel to Plaintiff Michael Goldberg, in his
capacity as Liquidating Trustee of the Woodbridge
Liquidation Trust*

EXHIBIT A

Exhibit A
 Net Winner Disbursements
 Bankruptcy Case No. 17-12560

Debtor	Bank Account	Check Date	Clear Date	Ck. No.	Name	Memo	Amount
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	05/27/14	07/08/14	5476	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG2 SR PALM, HALLANDALE BCH, FL - INT MAY 10 DAYS	\$ 138.90
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	06/13/14	11/18/14	5645	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG2 SR PALM, HALLANDALE BCH, FL - INT JUN	416.67
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	07/18/14	11/18/14	6093	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG2 SR GRAND, GLENWOOD SPR, CO - INT JUL	416.67
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	08/25/14	11/18/14	7297	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG2 SR GRAND, GLENWOOD SPR, CO - INT AUG	416.67
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	09/22/14	11/18/14	6914	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG2 SR GRAND, GLENWOOD SPR, CO - INT SEP	416.67
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	10/28/14	11/18/14	12489	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG2 SR GRAND, GLENWOOD SPR, CO - INT OCT	416.67
Woodbridge Structured Funding, LLC	1894317690	12/01/14	12/08/14	40066	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG2 SR GRAND, GLENWOOD SPR, CO - INT NOV	416.67
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	12/18/14	01/13/15	13617	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG2 SR GRAND, GLENWOOD SPR, CO - INT DEC	416.67
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	01/20/15	02/05/15	14869	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG2 SR GRAND, GLENWOOD SPR, CO - INT JAN	416.67
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	02/17/15	03/02/15	16110	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG2 SR 809 GRAND, GLENWOOD SPR, CO - INT FEB	416.67
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	03/17/15	04/02/15	17190	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG2 SR 809 GRAND, GLENWOOD SPR, CO - INT MAR	416.67
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	04/20/15	05/18/15	18173	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG2 SR 809 GRAND, GLENWOOD SPR, CO - INT APR	416.67
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	05/18/15	06/03/15	19162	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG2 SR 809 GRAND, GLENWOOD SPR, CO - INT MAY	416.67
Woodbridge Mortgage Investment Fund 2, LLC	1894942992	05/18/15	06/08/15	13075	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG3 SR EPPLEY, ASPEN, CO - INT MAY	2,500.00
Woodbridge Mortgage Investment Fund 2, LLC	1894723483	06/22/15	07/06/15	20208	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG2 SR 809 GRAND, CO - INT JUN	416.67
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	06/22/15	07/06/15	14314	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG3 SR EPPLEY, CO - INT JUN	2,500.00
Woodbridge Mortgage Investment Fund 3, LLC	1894723483	07/20/15	11/17/15	21279	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG2 SR 809 GRAND, CO - INT JUL	416.67
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	07/20/15	11/17/15	15589	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG3 SR EPPLEY, CO - INT JUL	2,500.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	08/17/15	11/17/15	17125	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG3 SR EPPLEY, CO - INT AUG	2,500.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	09/21/15	11/17/15	18829	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG3 SR EPPLEY, CO - INT SEP	2,500.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	10/19/15	11/17/15	20661	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG3 SR EPPLEY, CO - INT OCT	2,500.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	11/16/15	12/14/15	22618	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG3 SR EPPLEY, CO - INT NOV	2,500.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	12/14/15	01/11/16	24688	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG3 SR EPPLEY, CO - INT DEC	2,500.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	01/18/16	02/08/16	26862	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG3 SR EPPLEY, CO - INT JAN	2,500.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	02/16/16	03/07/16	28932	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG3 SR EPPLEY, CO - INT FEB	2,500.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	03/21/16	04/07/16	31389	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG3 SR EPPLEY, CO - INT MAR	2,500.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	04/18/16	05/05/16	33575	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG3 SR EPPLEY, CO - INT APR	2,500.00
Woodbridge Mortgage Investment Fund 3, LLC	1894942992	05/16/16	06/07/16	36637	JOHN DEVERE & REBECCA GAIL BIGELOW	MTG3 SR EPPLEY, CO - INT MAY	2,500.00
							<u>\$ 38,472.28</u>