

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

In re:

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

Remaining Debtors.

MICHAEL GOLDBERG, in his capacity as
Liquidating Trustee of the WOODBRIDGE
LIQUIDATION TRUST,

Plaintiff,

vs.

ALFRED S. MALIANNI, IN HIS CAPACITY AS
CO-TRUSTEE OF THE ALFRED S. AND GAIL E.
MALIANNI REVOCABLE LIVING TRUST
JANUARY 15, 2011; GAIL E. MALIANNI, IN HER
CAPACITY AS CO-TRUSTEE OF THE ALFRED S.
AND GAIL E. MALIANNI REVOCABLE LIVING
TRUST JANUARY 15, 2011; ALFRED S.
MALIANNI; GAIL E. MALIANNI,

Defendant(s).

Chapter 11

Case No. 17-12560 (BLS)

(Jointly Administered)

Adversary Proceeding

Case No. 19-_____ (BLS)

**COMPLAINT FOR AVOIDANCE AND RECOVERY
OF AVOIDABLE TRANSFERS AND OBJECTING TO CLAIMS**

The Woodbridge Liquidation Trust (the “Liquidation Trust” or “Plaintiff”) formed 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 (Bankr. Docket No. 2397) (as it may be amended, modified, supplemented, or restated from time to time, the “Plan”), as and for its Complaint for Avoidance and Recovery of Avoidable Transfers and

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.

Objecting to Claims (this “Complaint”) against Alfred S. Malianni, in his capacity as Co-Trustee of The Alfred S. and Gail E. Malianni Revocable Living Trust January 15, 2011; Gail E. Malianni, in her capacity as Co-Trustee of The Alfred S. and Gail E. Malianni Revocable Living Trust January 15, 2011; Alfred S. Malianni, individually; and Gail E. Malianni, individually (collectively, “Defendants”), alleges as follows:

NATURE OF THE ACTION

1. Since at least August 2012 until shortly before they sought bankruptcy protection, Woodbridge Group of Companies, LLC and its many hundreds of debtor affiliates (collectively, the “Debtors”) were operated by their founder and principal, Robert Shapiro (“Shapiro”), as a Ponzi scheme. As part of this fraud, Shapiro utilized the Debtors to raise over one billion dollars from approximately 10,000 investors as either Noteholders or Unitholders (collectively, “Investors”).

2. 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 Shapiro.

3. 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.

4. 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.

5. The purpose of this lawsuit is to (a) avoid and recover monies previously paid to Defendants as "net winnings," interest paid during the pendency of the Ponzi scheme on "bridge" loans provided by Defendants to the Debtor which loans were repaid in full prior to the Initial Petition Date and (b) object to claims scheduled for or filed by Defendants until and unless the avoidance amounts are repaid in full.

JURISDICTION AND VENUE

6. The Court has jurisdiction over this action under 28 U.S.C. §§ 157(a) and 1334. This adversary proceeding is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(B), (C), (F), and (H). In any event, Plaintiff consents to entry of final orders or

judgment by this Court. Venue of this adversary proceeding is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

THE PARTIES

The Liquidation Trust

7. On December 4, 2017 (the “Initial Petition Date”), certain of the Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code. Other of the Debtors also filed voluntary chapter 11 cases either on the Initial Petition Date or within the following four months (collectively, the “Bankruptcy Cases”).

8. On October 26, 2018, this Court entered an order confirming the Plan (Bankr. Docket No. 2903).

9. The Plan provides for, inter alia, the establishment of a the Liquidation Trust on the Effective Date of the Plan for the benefit of the Liquidation Trust Beneficiaries in accordance with the terms of the Plan and the Liquidation Trust Agreement. See Plan §§ 1.75, 5.4.

10. The Effective Date of the Plan occurred on February 15, 2019.

11. On February 25, 2019, the Court entered an order closing the Bankruptcy Cases of all Debtors except Woodbridge Group of Companies, LLC and Woodbridge Mortgage Investment Fund 1, LLC (together, the “Remaining Debtors”). The Remaining Debtors’ Bankruptcy Cases are being jointly administered under Case No. 17-12560 (BLS).

12. On the Effective Date, the Liquidation Trust was automatically vested with all of the Debtors’ and the Estates’ respective rights, title, and interest in and to all Liquidation Trust Assets. See Plan § 5.4.3. Further, the Liquidation Trust, as successor in interest to the Debtors, has the right and power to file and pursue any and all Liquidation Trust

Actions without any further order of the Bankruptcy Court. Id. § 5.4.15. “Liquidation Trust Actions” include, inter alia, “all Avoidance Actions and Causes of Action held by the Debtors or the Estates” Id. § 1.76.

Defendants

13. Defendant, Alfred S. Malianni, is an individual residing in the State of California. Upon information and belief, Defendant, the Alfred S. and Gail E. Malianni Revocable Living Trust, January 15, 2011, was established in the State of California and Alfred S. Malianni is a Co-Trustee of the Trust.

14. Defendant Gail E. Malianni, is an individual residing in the State of California. Upon information and belief, Defendant, the Alfred S. and Gail E. Malianni Revocable Living Trust January 15, 2011, was established in the State of California and Gail E. Malianni is a Co-Trustee of the Trust.

FACTUAL ALLEGATIONS COMMON TO ALL CLAIMS

15. Defendants filed claim no. 9223 against the Debtors and the Debtors scheduled a claim in favor of Defendants as identified in particular on Exhibit A hereto (the “Claim”). The Claim is based on Units held by the Defendants. Defendants assert the Claims are secured.

16. Within the four years preceding the Initial Petition Date, Defendants received transfers totaling not less than the amount set forth on Exhibit B hereto (the “Four Year Transfers”, as Prepetition Distributions of fictitious profits from the Ponzi scheme in respect of bridge loans provided by the Defendants to the Debtors to perpetuate the Ponzi scheme. The precise transfers – including the transferor, its petition date, the date of each transfer, and the amount of each transfer – are set forth on Exhibit B.

FIRST CLAIM FOR RELIEF

(Avoidance and Recovery of Actual Intent Voidable Transactions – State Law)

17. Plaintiff realleges and incorporates the aforementioned paragraphs as if fully set forth herein.

18. The Four Year Transfers constituted transfers of the Debtors' property.

19. The Four Year Transfers were made by the Debtors with actual intent to hinder or delay or defraud their creditors insofar as the transfers were prepetition distributions of fictitious profits from the Ponzi scheme with respect to funds loaned by Defendant to help the Debtors perpetuate a Ponzi scheme.

20. The Four Year Transfers were made to or for the benefit of Defendants.

21. Each Debtor that made one or more of the Four Year Transfers has at least one creditor with an allowable unsecured claim for liabilities, which claim remained unsatisfied as of the Petition Date.

22. The Four Year Transfers are avoidable under applicable law – California Civil Code section 3439.04(a)(1) and/or comparable provisions of law in other jurisdictions that have adopted the Uniform Voidable Transactions Act, the Uniform Fraudulent Transfer Act or the Uniform Fraudulent Conveyance Act – by a creditor holding an allowed unsecured claim and thus by Plaintiff pursuant to Bankruptcy Code section 544(b).

23. As a result of the foregoing, Plaintiff is entitled to judgment pursuant to Bankruptcy Code sections 544(b), 550(a), and 551: (a) avoiding the Four Year Transfers free and clear of any claimed interest of Defendants, (b) directing that the Four Year Transfers be set aside, and (c) recovering such Four Year Transfers or the value thereof from Defendants for the benefit of the Liquidation Trust.

SECOND CLAIM FOR RELIEF

(Avoidance and Recovery of Constructive Voidable Transactions – State Law)

24. Plaintiff realleges and incorporates the aforementioned paragraphs as if fully set forth herein.

25. The Four Year Transfers constituted transfers of the Debtors' property.

26. The Four Year Transfers were made by the Debtors for less than reasonably equivalent value at a time when the Debtors (i) were insolvent; and/or (ii) were engaged or was about to engage in business or a transaction for which any capital remaining with the Debtors were an unreasonably small capital; and/or (iii) intended to incur, or believed that it would incur, debts beyond their ability to pay as such debts matured.

27. The Four Year Transfers were made to or for the benefit of Defendants.

28. At the times of, and/or subsequent to, each of the Four Year Transfers, each Debtor that made one or more of the Four Year Transfers has at least one creditor with an allowable unsecured claim for liabilities, which claim remained unsatisfied as of the Petition Date.

29. The Four Year Transfers are avoidable under applicable law – California Civil Code section 3439.04(a)(2) and/or comparable provisions of law in other jurisdictions that have adopted the Uniform Voidable Transactions Act, the Uniform Fraudulent Transfer Act or the Uniform Fraudulent Conveyance Act – by a creditor holding an allowed unsecured claim and thus by Plaintiff pursuant to Bankruptcy Code section 544(b).

30. As a result of the foregoing, Plaintiff is entitled to judgment pursuant to Bankruptcy Code sections 544(b), 550(a), and 551: (a) avoiding the Four Year Transfers free and clear of any claimed interest of Defendants, (b) directing that the Four Year Transfers be set

aside, and (c) recovering such Four Year Transfers or the value thereof from Defendants for the benefit of the Liquidation Trust.

THIRD CLAIM FOR RELIEF

(Objection to Claim (Bankruptcy Code Section 502(d))

31. Plaintiff realleges and incorporates the aforementioned paragraphs as if fully set forth herein.

32. The Claim is not allowable because:

- a. Defendants have received property, i.e., the Transfers, recoverable under Bankruptcy Code section 550; and/or
- b. Defendants have received a transfer, i.e., the Transfers, avoidable under Bankruptcy Code section 544, 547, or 548.

33. In either event, the Claim must be disallowed under Bankruptcy Code section 502(d) unless and until Defendants have fully repaid the amount, or turned over any such property, for which Defendants are liable under Bankruptcy Code section 550.

PRAYER FOR RELIEF

WHEREFORE, by reason of the foregoing, Plaintiff requests that the Court enter judgment:

1. On the first and second claims for relief, (a) avoiding the Four Year Transfers free and clear of any claimed interest of Defendants, (b) directing that the Four Year Transfers be set aside, and (c) ordering Defendants to pay to Plaintiff the amount of \$32,406.25 for the Four Year Transfers;

2. On the third claim for relief, sustaining the objection to the Claim, decreeing that Defendants take nothing therefrom, and directing the Claims Agent to strike Claim No. 9223, and the Schedule F claim from the official Claims Register;

3. On all claims for relief, awarding Plaintiff prejudgment interest as permitted by law; and

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

Dated: December 1, 2019

/s/ Colin R. Robinson

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

EXHIBIT A

Claims and Investments**Scheduled and Filed Claims**

Creditor	Scheduled Claims			Filed Claims			Type
	Schedule	Amount	C/U/D	Claim No.	Amount	Classification	
Alfred S. & Gail E. Malianni RLT 03/27/14	F	\$1,500,000.00	D	9223	\$1,500,000.00	Secured	Unit
Totals		\$1,500,000.00			\$1,500,000.00		

Investment Principal and Distributions

Investor Name	Type	Total Outstanding Principal	Prepetition Distributions	Net Principal
Alfred S. & Gail E. Malianni RLT 03/27/14	Unit	\$1,500,000.00	\$728,633.55	\$771,366.45
Totals		\$1,500,000.00	\$728,633.55	\$771,366.45

EXHIBIT B

Exhibit B

Debtor	Clk. No.	Petition Date	Clear Date	DSI Name	Receipts	Disbursements
WOODBIDGE STRUCTURED FUNDING, LLC	5028	12/04/17	02/11/15	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		\$ 175.00
WOODBIDGE STRUCTURED FUNDING, LLC	28999	12/04/17	01/29/15	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		375.00
WOODBIDGE STRUCTURED FUNDING, LLC	28991	12/04/17	01/29/15	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		750.00
WOODBIDGE STRUCTURED FUNDING, LLC	28946	12/04/17	01/22/15	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		237.50
WOODBIDGE STRUCTURED FUNDING, LLC	28960	12/04/17	01/22/15	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		250.00
WOODBIDGE STRUCTURED FUNDING, LLC	28939	12/04/17	01/13/15	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		137.50
WOODBIDGE STRUCTURED FUNDING, LLC	29507	12/04/17	01/13/15	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		375.00
WOODBIDGE STRUCTURED FUNDING, LLC	29649	12/04/17	01/08/15	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		1,875.00
WOODBIDGE STRUCTURED FUNDING, LLC	28608	12/04/17	12/30/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		375.00
WOODBIDGE STRUCTURED FUNDING, LLC	29367	12/04/17	12/26/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		375.00
WOODBIDGE STRUCTURED FUNDING, LLC	29246	12/04/17	12/18/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		112.50
WOODBIDGE STRUCTURED FUNDING, LLC	28816	12/04/17	12/18/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		1,900.00
WOODBIDGE STRUCTURED FUNDING, LLC	28398	12/04/17	11/14/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		10,000.00
WOODBIDGE STRUCTURED FUNDING, LLC	27624	12/04/17	10/21/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		262.50
WOODBIDGE STRUCTURED FUNDING, LLC	27378	12/04/17	10/21/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		275.00
WOODBIDGE STRUCTURED FUNDING, LLC	25880	12/04/17	10/21/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		562.50
WOODBIDGE STRUCTURED FUNDING, LLC	27146	12/04/17	10/01/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		525.00
WOODBIDGE STRUCTURED FUNDING, LLC	25798	12/04/17	09/22/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		93.75
WOODBIDGE STRUCTURED FUNDING, LLC	25802	12/04/17	09/22/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		325.00
WOODBIDGE STRUCTURED FUNDING, LLC	26842	12/04/17	09/18/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		375.00
WOODBIDGE STRUCTURED FUNDING, LLC	26508	12/04/17	09/18/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		750.00
WOODBIDGE STRUCTURED FUNDING, LLC	26115	12/04/17	09/02/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		562.50
WOODBIDGE STRUCTURED FUNDING, LLC	25859	12/04/17	09/02/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		1,875.00
WOODBIDGE STRUCTURED FUNDING, LLC	25809	12/04/17	08/07/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		562.50
WOODBIDGE STRUCTURED FUNDING, LLC	25808	12/04/17	08/07/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		750.00
WOODBIDGE STRUCTURED FUNDING, LLC	25811	12/04/17	08/07/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		2,550.00
WOODBIDGE STRUCTURED FUNDING, LLC	25810	12/04/17	08/07/14	THE ALFRED AND GAIL MALIANNI RLT 1/15/11		6,000.00
TOTALS - 4 YEAR					\$ -	\$ 32,406.25
NET DISBURSEMENTS - 4 YEAR						\$ 32,406.25