IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: WOODBRIDGE GROUP OF COMPANIES, LLC, *et al.*,[1] Remaining Debtors.	Chapter 11 Case No. 17-12560 (BLS) (Jointly Administered)
WOODBRIDGE LIQUIDATION TRUST, Plaintiff, vs. DANE R. ROSEMAN, a/k/a DAYNE R. ROSEMAN; and PRECISE INVESTMENT GROUP, LLC, Defendants.	Adversary Proceeding Case No. 19-50695 (BLS)

CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING STIPULATION TO HOLD ADVERSARY PROCEEDING IN ABEYANCE AND DISALLOW PROOF OF CLAIM

The undersigned hereby certifies as follows:

1. On or about June 14, 2018, Dane Roseman a/k/a Dayne Roseman ("Roseman") and/or Precise Investment Group, LLC ("Precise" and, together with Roseman, the "Defendants") filed Proof of Claim No. 8153 (the "Claim") in the above-captioned chapter 11 cases in the amount of $5,930,360.33. The Claim is asserted as a general unsecured claim.

2. On October 21, 2019, the Woodbridge Liquidation Trust (the "Trust" and, together with the Defendants, the "Parties") commenced the above-captioned adversary

[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.

proceeding (the "Adversary Proceeding") against the Defendants by filing the *Adversary Complaint: (I) Objecting to Claim; (II) Counterclaiming for Avoidance and Recovery of Avoidable Transfers and for Equitable Subordination; (III) Counterclaiming for Sale of Unregistered Securities, for Fraud, and for Aiding and Abetting Fraud* [Adv. Docket No. 1] (the "Complaint"). The Complaint seeks, *inter alia*, disallowance of the Claim and avoidance and recovery of prepetition transfers made by the Debtors to the Defendants.

3. Roseman is the defendant in a criminal case pending in the United States District Court for the Southern District of Florida (the "Florida District Court"), Case No. 1:19-cr-20178-CMA-2 (S.D. Fla.) (the "Criminal Case"), which is currently set for trial on June 22, 2020.

4. The Parties desire to avoid expending resources litigating this Adversary Proceeding pending resolution of the Criminal Case.

5. The Trust asserts that holding the Adversary Proceeding in abeyance would prejudice the Trust because, *inter alia*, the Trust is required to hold funds in reserve in respect of the Claim pending resolution of the Trust's objection to the Claim (Count VI of the Complaint).

6. Accordingly, the Parties have entered into a stipulation (the "Stipulation"), which is annexed as Exhibit A to the proposed order attached hereto as Exhibit 1 (the "Proposed Order"). Subject to the Court's approval, and as set forth in greater detail in the Stipulation, the Stipulation provides for, *inter alia*, (i) disallowance with prejudice of the Claim, *provided, however*, that the Defendants reserve the right to assert the Claim solely for purposes of setoff and other defenses in the Adversary Proceeding, and the Trust reserves the right to dispute the Defendants' entitlement to setoff and any other defenses; and (ii) this Adversary Proceeding to be held in abeyance pending entry of judgment in Roseman's Criminal Case.

7. The Trust submits that good cause exists for approval of the Stipulation because, among other reasons, holding the Adversary Proceeding in abeyance will preserve the Parties' resources and time pending resolution of the Criminal Case, and disallowance of the Defendants' nearly $6 million Claim will redound to the benefit of other unsecured creditors.

WHEREFORE, the Trust respectfully requests that the Court enter the Proposed Order at its earliest convenience without further notice or a hearing.

Dated: January 29, 2020
Wilmington, Delaware

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Colin R. Robinson

Richard M. Pachulski (CA Bar No. 90073)
Andrew W. Caine (CA Bar No. 110345)
Bradford J. Sandler (DE Bar No. 4142)
Colin R. Robinson (DE Bar No. 5524)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899 (Courier 19801)
Telephone: 302-652-4100
Fax: 302-652-4400
Email: rpachulski@pszjlaw.com
acaine@pszjlaw.com
bsandler@pszjlaw.com
crobinson@pszjlaw.com

-and-

KTBS LAW LLP
Kenneth N. Klee (*pro hac vice*)
Michael L. Tuchin (*pro hac vice*)
David A. Fidler (*pro hac vice*)
Jonathan M. Weiss (*pro hac vice*)
1999 Avenue of the Stars, 39th Floor
Los Angeles, CA 90067
Tel: (310) 407-4000
Fax: (310) 407-9090

Counsel to the Woodbridge Liquidation Trust

EXHIBIT 1

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: WOODBRIDGE GROUP OF COMPANIES, LLC, *et al.*,[1] Remaining Debtors.	Chapter 11 Case No. 17-12560 (BLS) (Jointly Administered)
WOODBRIDGE LIQUIDATION TRUST, Plaintiff, vs. DANE R. ROSEMAN, a/k/a DAYNE R. ROSEMAN; and PRECISE INVESTMENT GROUP, LLC, Defendants.	Adversary Proceeding Case No. 19-50695 (BLS)

ORDER APPROVING STIPULATION TO HOLD ADVERSARY PROCEEDING IN ABEYANCE AND DISALLOW PROOF OF CLAIM

Upon consideration of that certain *Stipulation to Hold Adversary Proceeding in Abeyance and Disallow Proof of Claim*, a copy of which is annexed hereto as Exhibit A (the "Stipulation"),[2] and the related certification of counsel submit by counsel for the Woodbridge Liquidation Trust; and due and proper notice of the relief provided for herein having been given under the circumstances; and good and sufficient cause appearing therefor under the circumstances; it is hereby **ORDERED THAT**:

1. The Stipulation is hereby approved in all respects.

[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.

[2] Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Stipulation.

2. The Adversary Proceeding shall be held in abeyance until the earlier of (i) entry of a final judgment in the Criminal Case, including the filing or pendency of any post-trial motions and/or any appeal, and (ii) January 29, 2021 (each a "Resumption Event"). Upon the occurrence of a Resumption Event, the Adversary Proceeding shall resume (unless the Court orders otherwise) and, within thirty (30) days after the occurrence such Resumption Event, the Parties shall submit a joint proposed scheduling order under Certification of Counsel, or, if the Parties are unable to agree on a joint order, each Party shall unilaterally submit a proposed scheduling order. The proposed scheduling order (or orders) shall include, *inter alia*, a proposed deadline by which the Defendants must answer or otherwise respond to the Complaint.

3. Proof of Claim No. 8153 (the "Claim") is hereby disallowed in its entirety and with prejudice, and the Defendants shall have no right to any distribution or recovery in the above-captioned chapter 11 cases or any distribution or recovery (including with respect to past distributions) from the Trust, whether on account of the Claim or otherwise. The Defendants shall not receive (or be entitled to receive) any Class A Liquidation Trust Interests or Class B Liquidation Trust Interests (as those terms are defined in the Plan). Epiq Class Action and Claims Solutions, Inc., the claims agent in these chapter 11 cases, is directed to modify the claims register in these cases to reflect the disallowance of the Claim. Disallowance of the Claim shall be effective immediately upon entry of this Order and shall be unaffected by, *inter alia*, the ultimate disposition of the Adversary Proceeding. Notwithstanding anything herein to the contrary, Defendants reserve the right to assert the Claim solely for purposes of setoff and other defenses in the Adversary Proceeding, and the Trust reserves the right to dispute the Defendants' right to setoff and other defenses.

4. This Order and the Stipulation are without prejudice to the Parties' rights in the Adversary Proceeding (except to the extent that the Complaint seeks disallowance of the Claim for purposes other than setoff or other defenses) and nothing in this Order or the Stipulation shall be deemed to constitute an admission or acknowledgment of the existence of any liability or wrongdoing.

5. The Court shall retain exclusive jurisdiction and power over any and all matters arising from or related to the implementation or interpretation of the Stipulation or this Order, and to resolve any dispute arising out of, relating to, or deriving from the Stipulation or this Order.

EXHIBIT A TO ORDER

Stipulation

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: WOODBRIDGE GROUP OF COMPANIES, LLC, *et al.*,[1] Remaining Debtors.	Chapter 11 Case No. 17-12560 (BLS) (Jointly Administered)
WOODBRIDGE LIQUIDATION TRUST, Plaintiff, vs. DANE R. ROSEMAN, a/k/a DAYNE R. ROSEMAN; and PRECISE INVESTMENT GROUP, LLC, Defendants.	Adversary Proceeding Case No. 19-50695 (BLS)

STIPULATION TO HOLD ADVERSARY PROCEEDING IN ABEYANCE AND DISALLOW PROOF OF CLAIM

Plaintiff Woodbridge Liquidation Trust (the "Trust"), on the one hand, and defendants Dane R. Roseman a/k/a Dayne R. Roseman ("Roseman") and Precise Investment Group, LLC ("Precise" and, together with Roseman, the "Defendants"), on the other hand (collectively, the "Parties"), hereby stipulate as follows:

A. Roseman formerly worked for the Debtors. The Debtors listed Precise as a creditor in the Debtors' Schedules, with a disputed, unliquidated, and contingent claim in the

[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.

amount of $5,930,360.33. On or about June 14, 2018, Roseman and/or Precise filed Proof of Claim No. 8153 (the "Claim") in the above-captioned chapter 11 cases in the amount of $5,930,360.33. The name of the creditor, as listed on the Claim, is "Dayne Roseman – Precise Investment Group." The Claim is asserted as a general unsecured claim.

B. On October 21, 2019, the Trust commenced the above-captioned adversary proceeding (the "Adversary Proceeding") against the Defendants by filing the *Adversary Complaint: (I) Objecting to Claim; (II) Counterclaiming for Avoidance and Recovery of Avoidable Transfers and for Equitable Subordination; (III) Counterclaiming for Sale of Unregistered Securities, for Fraud, and for Aiding and Abetting Fraud* [Adv. Docket No. 1] (the "Complaint"). The Complaint seeks, *inter alia*, disallowance of the Claim and avoidance and recovery of prepetition transfers made by the Debtors to the Defendants.

C. On or about November 19, 2019, the Trust served the *Amended Summons and Notice of Pretrial Conference in an Adversary Proceeding* [Adv. Docket No. 4] on the Defendants.

D. The deadline for the Defendants to answer or otherwise respond to the Complaint was on or about December 19, 2019. As of the date hereof, no answer or other response to the Complaint has been filed by either of the Defendants.

E. Roseman is the defendant in a criminal case pending in the United States District Court for the Southern District of Florida (the "Florida District Court"), Case No. 1:19-cr-20178-CMA-2 (S.D. Fla.) (the "Criminal Case"). Roseman entered a not guilty plea in the Criminal Case.

F. The Criminal Case is currently set for trial on June 22, 2020.

G. The Parties desire to avoid expending resources litigating this Adversary Proceeding pending resolution of the Criminal Case.

H. The Trust asserts that holding the Adversary Proceeding in abeyance would prejudice the Trust because, *inter alia*, the Trust is required to hold funds in reserve in respect of the Claim pending resolution of the Trust's objection to the Claim (Count VI of the Complaint).

I. In light of the foregoing, the Parties have agreed, subject to Court approval, to enter into this Stipulation holding the Adversary Proceeding in abeyance pending resolution of the Criminal Case and providing for disallowance of the Claim as provided herein.

WHEREFORE, subject to Court approval, the Parties stipulate that:

1. The Adversary Proceeding shall be held in abeyance until the earlier of (i) entry of final judgment in the Criminal Case, including the filing or pendency of any post-trial motions and/or any appeal, and (ii) January 29, 2021 (each a "Resumption Event"). Upon the occurrence of a Resumption Event, the Adversary Proceeding shall resume (unless the Court orders otherwise) and, within thirty (30) days after the occurrence of such Resumption Event, the Parties shall submit a joint proposed scheduling order under Certification of Counsel, or, if the Parties are unable to agree on a joint order, each Party shall unilaterally submit a proposed scheduling order. The proposed scheduling order (or orders) shall include, *inter alia*, a deadline by which the Defendants must answer or otherwise respond to the Complaint.

2. The Claim shall be disallowed in its entirety and with prejudice, and the Defendants shall have no right to any distribution or recovery in the above-captioned chapter 11 cases or any distribution or recovery (including with respect to past distributions) from the Trust, whether on account of the Claim or otherwise. The Defendants shall not receive (or be entitled to receive) any Class A Liquidation Trust Interests or Class B Liquidation Trust Interests (as

those terms are defined in the Plan[2]). Epiq Class Action and Claims Solutions, Inc., the claims agent in these chapter 11 cases, shall be directed to modify the claims register in these cases to reflect the disallowance of the Claim. Disallowance of the Claim shall be effective immediately upon entry of an Order approving this Stipulation and shall be unaffected by, *inter alia*, the ultimate disposition of the Adversary Proceeding. Notwithstanding anything herein to the contrary, Defendants reserve the right to assert the Claim solely for purposes of setoff and other defenses in the Adversary Proceeding, and the Trust reserves the right to dispute the Defendants' right to setoff and other defenses.

3. This Stipulation and any order thereon are without prejudice to the Parties' rights in the Adversary Proceeding (except to the extent that the Complaint seeks disallowance of the Claim for purposes other than setoff), and nothing herein shall be deemed to constitute an admission or acknowledgment of the existence of any liability or wrongdoing.

4. The Court shall retain exclusive jurisdiction and power over any and all matters arising from or related to the implementation or interpretation of this Stipulation or any order entered thereon, resolve any dispute arising out of, relating to, or deriving from the Stipulation or any order thereon, and the power to enter a final order thereon.

5. Defendants hereby represent and acknowledge that they have received the advice of competent Counsel regarding the terms of this Stipulation and Order.

Signature page follows

[2] The "Plan" refers to the *First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and Its Affiliated Debtors* [Docket No. 2397].

Dated: January 29, 2020
Wilmington, Delaware

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Colin R. Robinson

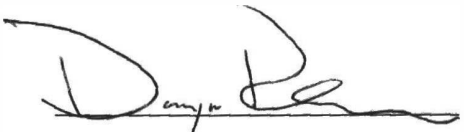
Richard M. Pachulski (CA Bar No. 90073)
Andrew W. Caine (CA Bar No. 110345)
Bradford J. Sandler (DE Bar No. 4142)
Colin R. Robinson (DE Bar No. 5524)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899 (Courier 19801)
Telephone: 302-652-4100
Fax: 302-652-4400
Email: rpachulski@pszjlaw.com
acaine@pszjlaw.com
bsandler@pszjlaw.com
crobinson@pszjlaw.com

-and-

KTBS LAW LLP, f/k/a KLEE, TUCHIN, BOGDANOFF & STERN LLP
Kenneth N. Klee (*pro hac vice*)
Michael L. Tuchin (*pro hac vice*)
David A. Fidler (*pro hac vice*)
Jonathan M. Weiss (*pro hac vice*)
1999 Avenue of the Stars, 39th Floor
Los Angeles, CA 90067
Tel: (310) 407-4000
Fax: (310) 407-9090

Counsel to the Woodbridge Liquidation Trust

-and-



Dayne Roseman, Individually

Precise Investment Group, LLC

By: Dayne Roseman, Authorized Person