

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

MITCHELL WAX, Individually and on Behalf of
All Other Similarly Situated,

Plaintiff,

v.

CROSS RIVER BANK,

Defendants.

Case No. 2:24-cv-09510 (BRM) (JRA)

Document Electronically Filed

Motion Day: July 7, 2025

**DECLARATION OF
STEVEN M. ROSATO**

Pursuant to 28 U.S.C. § 1746, Steven M. Rosato declares:

1. I am a member of the Bar of this Court and an associate of DLA Piper LLP (US), counsel in this action for defendant Cross River Bank (“CRB”). I am submitting this declaration to place before the Court certain documents that are relevant to CRB’s motion to dismiss this action for failure to state a claim under Federal Rule of Civil Procedure 12(b)(6). The statements in this declaration are based on my personal knowledge or, to the extent not based on personal knowledge, on information reasonably available to me that I believe to be true.

2. Each of the documents submitted with this declaration is “incorporated into the complaint by reference,” is a public document of which the Court “may take judicial notice[,]” or both. *Winer Family Tr. v. Queen*, 503 F.3d 319, 327 (3d Cir. 2007) (quoting *Tellabs, Inc. v. Makor Issues & Rights, Ltd.*, 551 U.S. 308, 322 (2007)). The documents may be considered by the Court in connection with CRB’s motion to dismiss. *Id.*

3. Attached to this declaration as Exhibit 1 is a true and correct copy of an interim report on Form 10-Q/A for Sunlight Financial Holdings, Inc. (“Sunlight”) filed with the U.S.

Securities and Exchange Commission (“SEC”) on November 19, 2021, in the form in which it was retrieved under my direction and supervision from the SEC’s public website.

4. Attached to this declaration as Exhibit 2 is a true and correct copy of a current report on Form 8-K for Sunlight filed with the SEC on September 28, 2022, in the form in which it was retrieved under my direction and supervision from the SEC’s public website.

5. Attached to this declaration as Exhibit 3 is a true and correct copy of a current report on Form 8-K for Sunlight filed with the SEC on December 13, 2022, in the form in which it was retrieved under my direction and supervision from the SEC’s public website.

6. Attached to this declaration as Exhibit 4 is a true and correct copy of a December 5, 2023 order approving the Chapter 11 plan of reorganization of Sunlight and its affiliated debtors *In re Sunlight Financial Holdings Inc.*, No. 1:23-cv-11794 (Bankr. D. Del.), in the form in which it was retrieved under my direction and supervision from the electronic court filing (“ECF”) system maintained for the U.S. Bankruptcy Court for the District of Delaware.

7. Attached to this declaration as Exhibit 5 is a true and correct copy of a Third Amended and Restated Loan Program Agreement by and among CRB, Sunlight Financial LLC, and SL Financial Holdings Inc., dated as of December 6, 2023, in the form in which it was retrieved under my direction and supervision from the SEC’s public website.

8. Attached to this declaration as Exhibit 6 is a true and correct copy of an Amended and Restated Loan and Security Agreement by and among CRB, Sunlight Financial LLC, and SL Financial Holdings Inc., dated as of December 6, 2023, in the form in which it was retrieved under my direction and supervision from the SEC’s public website.

9. Attached to this declaration as Exhibit 7 is a true and correct copy of the second amended complaint filed on October 24, 2023 in *Fung v. Sunlight Financial Holdings, Inc.*, No.

1:22-cv-10658 (S.D.N.Y.) (the “Sunlight Securities Action”), in the form in which it was retrieved under my direction and supervision from the ECF system maintained for the U.S. District Court for the Southern District of New York.¹

10. Attached to this declaration as Exhibit 8 is a true and correct copy of a Stipulation of Settlement filed on December 12, 2024 in the Sunlight Securities Action, in the form in which it was retrieved under my direction and supervision from the ECF system maintained for the U.S. District Court for the Southern District of New York.

11. Attached to this declaration as Exhibit 9 is a true and correct copy of Sunlight’s response to Mitchell Wax’s objection to the proposed settlement of the Sunlight Securities Action, filed in that action on December 3, 2024, in the form in which it was retrieved under my direction and supervision from the ECF system maintained for the U.S. District Court for the Southern District of New York.

I declare under penalty of perjury that the foregoing statements are true and correct.
Executed this 9th day of April, 2025.

/s/ Steven M. Rosato
Steven M. Rosato

¹Matthew Millunchick and Mike Margent are identified as the plaintiffs in the complaint’s caption because they were appointed lead plaintiffs under the Private Securities Litigation Reform Act of 1995, but the official caption reflected on the ECF system maintained for the U.S. District Court for the Southern District of New York remains *Fung v. Sunlight Financial Holdings, Inc.*

CERTIFICATE OF SERVICE

I hereby certify that on April 9, 2025, I caused the foregoing document to be served on all counsel of record by electronic filing through the Court's ECF system.

Dated: New York, New York
April 9, 2025

/s/ Steven M. Rosato
Steven M. Rosato