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10 **UNITED STATES DISTRICT COURT**  
11 **NORTHERN DISTRICT OF CALIFORNIA**  
12 **SAN FRANCISCO DIVISION**

13 **SECURITIES AND EXCHANGE**  
14 **COMMISSION,**

15 Plaintiff,

16 vs.

17 **JOHN V. BIVONA; SADDLE RIVER**  
**ADVISORS, LLC; SRA MANAGEMENT**  
18 **LLC; FRANK GREGORY MAZZOLA,**

19 Defendants, and

20 **SRA I LLC; SRA II LLC; SRA III LLC;**  
**FELIX INVESTMENTS, LLC; MICHELE J.**  
21 **MAZZOLA; ANNE BIVONA; CLEAR**  
22 **SAILING GROUP IV LLC; CLEAR**  
**SAILING GROUP V LLC,**

23 Relief Defendants.  
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Case No: 3:16-cv-01386-EMC

**DECLARATION OF JOSHUA CILANO**  
**IN SUPPORT OF THE SRA FUNDS**  
**INVESTOR GROUP'S (1) OBJECTIONS**  
**TO JOINT DISTRIBUTION PLAN OF**  
**THE RECEIVER AND THE SEC, AND (2)**  
**PROPOSED ALTERNATIVE PLAN OF**  
**DISTRIBUTION**

Date: September 28, 2017

Time: 1:30 PM

Courtroom: 5

Judge: Hon. Edward M. Chen

1 I, Joshua Cilano, declare as follows:

2 1. I am the managing member of Investors Rights, LLC, the proposed new manager for  
3 the SRA Funds under the Alternative Plan of Distribution being proposed by the SRA Funds  
4 Investor Group (the "Investor Group"). I submit this declaration in support of the Investor Group's  
5 objections to the Joint Distribution Plan being proposed for Court approval by the Receiver,  
6 Sherwood Partners, Inc., and plaintiff Securities and Exchange Commission ("SEC"). This  
7 declaration is also being submitted in support of the Investor Group's Alternative Plan of  
8 Distribution, which the Investor Group requests that the Court approve in place of the proposed  
9 Joint Distribution Plan being submitted to the Court by the Receiver and the SEC. I have personal  
10 knowledge of the facts stated herein and, if called upon to do so, could and would testify completely  
11 thereto.

12 2. I am the President, managing member and founder of Capital Truth Advisors LLC,  
13 and Investors Rights, LLC. I have more than 17 years of experience in the securities industry.

14 3. I personally invested in one of the SRA Funds and continue to be an investor therein.  
15 I also currently advise numerous other investors in the SRA Funds as a consultant.

16 4. Based on court filings made earlier this year by the Receiver suggesting that it was  
17 going to seek to prematurely liquidate all of the securities held by the SRA Funds on behalf of SRA  
18 Funds investors, I formed Investor Rights, LLC specifically to retain and oversee counsel to  
19 represent SRA Funds investors (now the Investor Group) in this litigation and to seek to replace the  
20 Receiver as the new manager for the SRA Funds, so that the SRA Funds could operate and the  
21 investment objectives of the SRA Funds and of the individual SRA Funds investors could be  
22 achieved as originally agreed upon.

23 5. Over the past few months, Investors Rights, LLC has organized the Investor Group.  
24 The Investor Group is made up of 134 SRA Funds investors, collectively representing \$40 million  
25 still invested in the SRA Funds, which represents 75% of the \$53 million still invested in the SRA  
26 Funds. I have personally communicated with all members of the Investor Group, including by way

1 of updates on the status of the litigation and the receivership, and the goals of the Alternative Plan  
2 of Distribution. I provided these updates to SRA Funds investors, in part, because the Receiver was  
3 not providing information to investors about the status of the case or the receivership, or alternatives  
4 to the Joint Distribution Plan being proposed by the Receiver and the SEC.

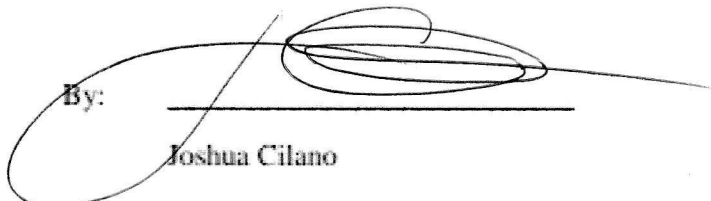
5 6. Investors Rights, LLC interviewed and retained counsel, Pritzker Levine LLP, to  
6 represent the Investor Group, and I have since worked regularly with counsel to obtain information  
7 about the litigation, the status of the receivership estate, and to develop the Alternative Plan of  
8 Distribution.

9 7. I have also worked with the Investor Group and counsel to make arrangements to  
10 raise sufficient new capital from SRA Funds investors to pay the legitimate monetary claims of the  
11 receivership estate if the Alternative Plan of Distribution is approved by the Court. To date, SRA  
12 Funds investors have committed to contribute up to \$5 million in personal new capital toward  
13 payment of legitimate monetary claims against the receivership estate, in the event the Court orders  
14 such claims to be paid, but only if the Alternative Plan of Distribution is approved by the Court. To  
15 the extent additional funds are needed for this purpose, I believe that SRA Funds investors likely  
16 will come forward with further contributions to meet any payment requirements that are approved  
17 and ordered by the Court.

18 8. If the Investor Group's Alternative Plan of Distribution is approved by the Court,  
19 and if Investors Rights, LLC is appointed the new manager of the SRA Funds, Investors Rights,  
20 LLC will operate the SRA Funds pursuant to the terms of the original operating agreements for  
21 each of the SRA Funds. Investors Rights, LLC will provide periodic reporting to all SRA Fund  
22 investors, the advisory committee, and to the Court, as appropriate. All funds provided by SRA  
23 Fund investors to satisfy claims against the receivership estate will be maintained in a bank account  
24 subject to oversight by the advisory committee, with appropriate reporting to the SEC and the Court.

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I declare under penalty of perjury and under the laws of the State of New Jersey and the United States of America that the foregoing is true and correct. Executed on this 24th day of August, 2017 at River Vale, New Jersey.

By:   
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Joshua Cilano  
Managing Member, Investor Rights, LLC