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**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

JOHN V. BIVONA; SADDLE RIVER  
ADVISORS, LLC; SRA MANAGEMENT  
ASSOCIATES, LLC; FRANK GREGORY  
MAZZOLA,

Defendants. and

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

Relief Defendants.

Case No.: 3:16-cv-01386-EMC

**[PROPOSED] ORDER GRANTING  
MOTION BY RECEIVER KATHY  
BAZOIAN PHELPS AUTHORIZING:  
(1) SALE PURSUANT TO 28 U.S.C. §  
2004 OF SHARES OF LOOKOUT,  
INC.; AND (2) MODIFICATION OF  
THE DISTRIBUTION PLAN**

Date: No Hearing Set  
Time: No Hearing Set  
Judge: Edward M. Chen

1           The *Motion for Order Authorizing: (1) Sale Pursuant to 28 U.S.C. § 2004 of Shares of*  
2 *Lookout, Inc.; and (2) Modification of the Distribution Plan* (the “Motion”) filed by Kathy  
3 Bazoian Phelps, the successor receiver (the “Receiver”), has been submitted to the above-  
4 referenced Court. The Receiver has represented that she has met and conferred with counsel  
5 for the Securities and Exchange Commission, the Investor Advisory Committee, and Equity  
6 Acquisition Corporation Ltd., none of which opposed the Motion.

7           The Court having reviewed and considered the Motion, the Declaration of the Receiver,  
8 and the files and records in this matter, and,

9           FOR GOOD CAUSE APPEARING, IT IS HEREBY ORDERED that:

- 10           1.       The Motion is granted in its entirety.
- 11           2.       Notice of the Motion was appropriate.
- 12           3.       The Receiver is authorized to sell to the Purchaser the Receivership Estate’s  
13 economic interest in 106,237 shares of Lookout, Inc. (“Lookout”) Preferred Stock at a price of  
14 \$0.11 per share and 106,237 shares of Lookout Common Stock at a price of \$0.09 per share  
15 pursuant to the terms of the Repurchase Agreement attached to the Declaration of Kathy  
16 Bazoian Phelps as Exhibit “2.”
- 17           4.       The Receiver is authorized to sell the Receivership Estate’s economic interest  
18 in 106,237 shares of Lookout Preferred Stock and 106,237 shares of Lookout Common Stock  
19 (the “Lookout Shares”), as an appropriate private sale of personal property pursuant to 28  
20 U.S.C. § 2004, without the need for the Receiver to comply with the procedures set forth in 28  
21 U.S.C. § 2001.
- 22           5.       The Receiver is authorized to pay Equity Acquisition Company Ltd. (“EAC”)   
23 the sales proceeds from the sale of the estate’s interest in 37,676 of the Lookout Shares for a  
24 total of \$3,767.60, which shall be deemed full satisfaction of the Receivership Estate’s  
25 obligation to deliver 37,676 Lookout shares in its settlement with EAC dated January 6, 2020,  
26 approved by this Court on January 15, 2020 (Dkt. No. 550).
- 27           6.       The Receiver is authorized to take all necessary actions, and to pay any and all

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1 customary and reasonable transfer fees to execute any documents necessary to consummate  
2 the transaction contemplated in the Motion, and to hold the proceeds from the sale of Lookout  
3 in a separate bank account.

4 7. The Plan approved by the Court (Dkt. No. 613) is modified to permit the sale  
5 of the estate's interest in the Lookout Shares and satisfaction of the estate's obligations with  
6 respect to Lookout in the EAC Settlement and the net proceeds of approximately \$17,479.80  
7 less any applicable taxes or expenses shall be held in a reserve account for Lookout investors,  
8 subject to all other terms of the Plan.

9 8. The Receiver is authorized to pay all tax liability associated with the sale of the  
10 Lookout Shares, if any, and to allocate to a separate Lookout reserve account ("Lookout  
11 Reserve Account") both the net sales proceeds and the amount of tax savings generated from  
12 any tax loss arising from the sale of the Lookout Shares. The Receiver is authorized to allocate  
13 from the reserve account held for the Addepar investors to the Lookout Reserve Account the  
14 amount of tax savings derived from offsetting the loss from the sale of the estate's interest in  
15 the Lookout Shares against any tax liability arising from the sale of the Addepar shares.

16 9. The distribution of the proceeds from the Lookout Reserve Account, and any  
17 other pertinent considerations or related issues, shall be the subject of a separate motion by the  
18 Receiver, to be made at the appropriate time.

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20 Dated:

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Honorable Edward M. Chen  
United States District Court

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