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5 *Successor Receiver*

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8 **UNITED STATES DISTRICT COURT**  
9 **NORTHERN DISTRICT OF CALIFORNIA**  
10 **SAN FRANCISCO DIVISION**

11 SECURITIES AND EXCHANGE  
COMMISSION,

12 Plaintiff,

13 v.

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

17 Defendants. and

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

21 Relief Defendants.

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

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

[No Hearing Set]

1 **TO ALL INTERESTED PARTIES:**

2 **PLEASE TAKE NOTICE THAT** Kathy Bazoian Phelps, the successor receiver  
3 herein (the “Receiver”) of SRA Management Associates, LLC, SRA I, LLC, SRA II, LLC,  
4 SRA III, LLC, Clear Sailing Group IV, LLC, Clear Sailing Group V, LLC, Felix Multi-  
5 Opportunity Fund I, LLC, Felix Multi-Opportunity Fund II, LLC, Felix Management  
6 Associates, LLC, NYPA Fund I, LLC, NYPA Fund II, LLC, NYPA Management Associates,  
7 LLC and Solis Associates Fund LLC, hereby files this Motion for an Order Authorizing: (1)  
8 Sale Pursuant to 28 U.S.C. § 2004 of Shares of Lookout, Inc. (“Lookout”); and (2) for  
9 Modification of the Distribution Plan (the “Motion”).

10 **PLEASE TAKE FURTHER NOTICE THAT** the Receiver has requested shortened  
11 time for notice on the hearing on the Motion. A Notice of the hearing date and time will be  
12 provided once a date has been scheduled.

13 The Motion relates to the sale of the Receivership Estate’s economic interest in 106,237  
14 shares of Lookout Preferred Stock and 106,237 shares of Lookout Common Stock (the  
15 “Lookout Shares”) and to modify the Distribution Plan approved by this Court (Dkt. No. 613)  
16 (the “Plan”) only as necessary to sell the Lookout Shares and to hold the proceeds in a separate  
17 account for the benefit of the Lookout investors, subject to all other terms of the Plan. The  
18 Motion seeks entry of an order for the following relief:

- 19 1. Approval of the sale of the economic interest in Lookout Shares for the  
20 aggregate purchase price of \$21,247.40 and approval of the Repurchase  
21 Agreement with the Purchaser.
- 22 2. Approval of the sale of the economic interest in 37,676 of the Lookout Shares  
23 which are to be transferred to Equity Acquisition Company, Ltd. (“EAC”)  
24 pursuant to a settlement agreement dated as of January 6, 2020 (Dkt. No. 547-  
25 2), approved by this Court on January 15, 2020 (Dkt. No. 550) (the “EAC  
26 Settlement”), and authorization to pay EAC the sum of \$3,767.60, which shall  
27 be deemed full satisfaction of the Receivership Estate's obligation to the deliver  
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1 the Lookout shares under the EAC Settlement.

- 2 3. Approval for the Receiver to execute all documents necessary to consummate  
3 the sale transaction and to pay any and all customary and reasonable fees  
4 associated with that transaction.
- 5 4. Authorization to pay any tax liability associated with the sale of the Lookout  
6 Shares, although a tax loss is expected from the sale.
- 7 5. Approval of the modification of the Distribution Plan entered in this case by  
8 Order entered on May 25, 2020 (Dkt. No. 613) only as necessary to sell the  
9 Lookout Shares and to hold the net proceeds in a reserve account for the benefit  
10 of the Lookout investors, subject to all other terms of the Plan.
- 11 6. Authorization to allocate to a separate Lookout reserve account (“Lookout  
12 Reserve Account”) both the net sales proceeds and the amount of tax savings  
13 generated from any tax loss arising from the sale of the Lookout Shares (“Tax  
14 Loss Savings”). The Tax Loss Savings shall be paid from the reserve account  
15 held for the Addepar Inc. investors (“Addepar Reserve Account”) to the  
16 Lookout Reserve Account in the amount of tax savings derived from offsetting  
17 the loss from the sale of the estate’s interest in the Lookout Shares against any  
18 tax liability arising from the sale of the Addepar shares.

19 The distribution of the proceeds from the Lookout Reserve Account to the  
20 Lookout investors in Class 4G, and any other pertinent considerations or related issues, shall  
21 be the subject of a separate motion by the Receiver, to be made at the appropriate time.

22 The Motion is based upon this Notice of Motion, the Motion, the Declaration of the  
23 Receiver, and the proposed order. In addition to service by ECF, the Receiver intends to serve  
24 this Notice, the Motion, and the supporting documents on all interested parties using a  
25 confidential email list, and to post this Notice, the Motion, and supporting documents on the  
26 Receivership website. *See* Civil L.R. 66-6.

1 Dated: November 27, 2024

RAINES FELDMAN LITTRELL LLP

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By: /s/ Kathy Bazoian Phelps

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Kathy Bazoian Phelps  
Successor Receiver

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