

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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SECURITIES AND EXCHANGE COMMISSION, :
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 Plaintiff, :
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 -v- :
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 LEGEND VENTURE PARTNERS LLC, :
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 Defendant. :
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No. 1:23-cv-05326-LAK

THE RECEIVER’S SEVENTH QUARTERLY STATUS REPORT TO THE COURT

Melanie L. Cyganowski, the receiver (the “*Receiver*”) for Legend Venture Partners LLC (“*LVP*”), Legend Ventures Fund 1 LLC, Legend Ventures Fund 2 LLC, Legend Ventures Fund 3 LLC, Legend Ventures Fund 4 LLC, Legend Ventures Fund 5 LLC (collectively, the “*LV Funds*”, and together with LVP, the “*Receivership Entities*” or “*Legend*”), by her undersigned counsel, hereby submits this Seventh Quarterly Status Report, covering the period from January 1, 2025, through and including March 31, 2025 (the “*Reporting Period*”), as required by the Order Appointing Receiver [Dkt. 33] (the “*Receivership Order*”),¹ entered on July 7, 2023, which appointed the Receiver for the estate of the Receivership Entities (the “*Receivership Estate*” or “*Receivership*”).²

I. Preliminary Statement

The majority of the Receiver’s efforts during this Reporting Period were devoted to the development of a plan of distribution (the “*Proposed Plan*”) and a verification and resolution

¹ Capitalized terms used but not defined herein shall have the same meanings ascribed in the Receivership Order.

² The Receiver already reported on a portion of her activities during the Reporting Period in her Sixth Quarterly Status Report to the Court [Dkt. 140] dated January 30, 2025. Similarly, as this report is being filed after the conclusion of the Reporting Period, this report will include descriptions by the Receiver of activities that occurred both during and after the Reporting Period.

process for investors' interests and creditors' claims (the "***Proposed Interests/Claims Process***"). The Receiver expects that motions seeking the Court's approval of both the Proposed Plan and the Proposed Interests/Claims Process will be filed shortly after the filing of this report.

In addition, the Receiver continued to review the Receivership Entities' interests, including interests concerning specific private companies (each, a "***Pre-IPO Company***") in which Legend indirectly invested ("***Shares***"³) and prepare for potential liquidity events of certain Pre-IPO Companies. Approximately ninety-eight (98%) of Legend's ownership interests are in special purpose vehicles ("***SPVs***"), which are non-Legend entities controlled by third-parties that invested directly or indirectly in Pre-IPO Companies. During and after the Reporting Period, the Receiver continued to collect information from certain of these SPVs. The SPVs in which Legend owns interests do not in all instances own direct shares in Pre-IPO companies, but own interests in other SPVs, which complicates analysis.

Additionally, during the Reporting Period, the Receiver continued to focus on obtaining documents related to Legend's business operations that the Receivership Order required to be produced to the Receiver. To obtain the requested data, both prior to and during the Reporting Period, the Receiver's counsel communicated with former counsel for Legend and current counsel for certain individuals associated with Legend's pre-receivership business operations, including Mario Gogliormella ("***Gogliormella***"), Steven Lacaj ("***Lacaj***") and Adam Ibrahim ("***A. Ibrahim***") and with Gogliormella and Lacaj, the "***Legend Related Persons***"). The Receiver is currently determining the appropriate next steps regarding the requested data.

³ Although this Application generally refers to "Shares" in Pre-IPO Companies, as described by the Receiver in her status reports to the Court, the Receivership Entities' interests in Pre-IPO Companies are not necessarily actual shares of stock in Pre-IPO Companies. Legend purchased Pre-IPO interests primarily through (i) interests in special purpose vehicles ("***SPVs***"), which are non-Legend entities controlled by third-parties that invested in Pre-IPO Companies; and (ii) forward contracts. Solely for convenience, this Application refers to "Shares" to include all such interests acquired by the Receivership Entities.

Finally, during the Reporting Period, the Receiver devoted time communicating with certain investors including responding to inquiries from investors.

II. SUMMARY OF OPERATIONS OF THE RECEIVERSHIP

A. Review of Legend's Interests and Preparing for Liquidity Events of Pre-IPO Companies

As noted above, approximately ninety-eight (98%) of Legend's ownership interests are in special purpose vehicles ("*SPVs*"), which are non-Legend entities controlled by third-parties that invested in Pre-IPO Companies. During and after the Reporting Period, the Receiver communicated with the managers of certain of the SPVs in which Legend owns interests, and reviewed documents related to the interests. The Receiver is continuing to review the complicated investment structure.

While the vast majority of Legend's ownership interests are in SPVs, the Receiver continued to prepare for the possible public listing or other liquidity event of certain Pre-IPO Companies owned directly or indirectly by the SPVs in which Legend invested.

Additionally, one of the Pre-IPO Companies in which Legend indirectly invested (through SPVs), Triller Corp. ("*Triller*"), "went public" last year. Specifically, on April 18, 2024, Triller announced that it entered into a definitive merger agreement with AGBA Group Holding Limited ("*AGBA*") to combine AGBA with Triller. On October 15, 2024, AGBA announced that it completed its merger with Triller, forming Triller Group Inc. ("*Triller Group*"). Triller Group's common stock began trading publicly on October 16, 2024. The Receiver is advised that shareholders of Triller Group are generally subject to a six-month lock-up period that prevents the sale of shares. The lock-up period commenced on October 15, 2024 and was expected to end on April 15, 2025. However, according to a Triller Group announcement, the lock-up period was extended. The Receiver is preparing for the distribution of Triller shares to Legend from the SPVs

in which Legend invested after the lock-up period terminates. Timing of distribution of Triller Group proceeds will also be dependent upon other factors, including completion of the claims process and court-approval of a plan of distribution.

B. The Receivership Entities' Financial and Operational Information

During the Reporting Period, the Receivership Team continued to gather information pertinent to administration of the estate, including information with respect to Legend's business operations.

During the Reporting Period, the Receiver's counsel communicated with current counsel for the Legend Related Persons to obtain certain electronic data, including certain text messages and other data relating to Legend's business operations (the "*Data*"). In the past, the Legend Related Persons have refused to voluntarily produce the Data to the Receiver on alleged Fifth Amendment and Attorney-Client Privilege grounds, which the Receiver does not believe are applicable. The Receiver is considering her next steps to obtain the Data which could result in litigation.

C. Taxes

During the Reporting Period, the Receiver reviewed and analyzed year-end tax documentation and worked with BRG to prepare tax extension filings for the tax year 2024, which were filed in April 2025 shortly after the Reporting Period.

D. Proposed Plan of Distribution and Proposed Interests/Claims Process

During the Reporting Period, the Receiver and the Receivership Team continued efforts to prepare the Proposed Plan, communicated with parties-in-interest concerning the Proposed Plan, and continued preparation of Proposed Plan-related documents, including a plan summary. Investors and other parties-in-interest will have the opportunity to respond to the Proposed Plan, including the distribution methodology and treatment of equity interests and claims. The Receiver

cannot at this time state what type or amount of distributions will ultimately be issued to investors and creditors.

Additionally, during the Reporting period, the Receiver and the Receivership Team began preparation of the Proposed Interests/Claims Process pursuant to which, in accordance with certain timelines, investor interests in Legend will be verified and creditors can submit proofs of claim for resolution by the Receiver.

The Receiver expects that motions seeking the Court's approval of both the Proposed Plan and the Proposed Interests/Claims Process will be filed shortly after the filing of this report.

E. Communications with Investors and Parties-In-Interest

The Receiver maintains a dedicated email address for inquiries (legendreceivership@stout.com), which is monitored by the Receivership Team. During the Reporting Period, the Receivership Team responded to phone calls and correspondence from investors and other potential claimants and communicated with those parties.

To facilitate communications with parties-in-interest, the Receivership Team has also been working to create a dedicated website for this Receivership. This website will provide investors and other interested parties with, among other things, periodic updates, access to Court documents including status reports, and answers to frequently asked questions.

F. The Sixth Status Report

In accordance with Section XIV of the Receivership Order, on January 30, 2025, the Receiver filed the Sixth Quarterly Report. [Dkt. 140].

III. CASH, EXPENSES, AND UNENCUMBERED ASSETS

Attached hereto as **Exhibit A** is the Standardized Fund Accounting Report (“*SFAR*”) as of March 31, 2025, which sets forth a schedule summarizing cash receipts and disbursements, as well as cash on hand for the Reporting Period, in the Receivership case.

A. Financial Information

As of March 31, 2025, the Receivership Entities had \$0 in cash. As of the date of this Status Report, the court-approved interim fees and expenses of the Receivership Team are approximately \$467,172.85 in fees and \$12,521.30 in expenses, of which (i) the aggregate amount of \$93,434.57 is subject to holdback, and (ii) and the aggregate amount of \$373,738.28 is not subject to holdbacks (including expenses) (the “*Previously Approved Non-Holdback Amount*”). The Receiver has paid \$0 of the court-approved interim fees and expenses of the Receivership Team including the Previously Approved Non-Holdback Amount. In all, \$386,259.58 of the Previously Approved Non-Holdback Amount remains unpaid.

B. Cash disbursements and receipts

Cash disbursements during the Reporting Period totaled \$0.

Cash receipts during the Reporting Period totaled \$0.

IV. RECEIVERSHIP PROPERTY AND PRE-IPO SHARES

At the time of this report, the Receiver continues to collect and review financial information with respect to the Receivership Entities, including interests in SPVs concerning the “Pre-IPO Companies in which Legend indirectly invested and prepare for potential liquidity events of certain Pre-IPO Companies. As alleged in the Complaint, LVP’s indirect investments in Pre-IPO Shares were purchased for \$22 million. The current value of the Receivership Entities’ investment portfolio is difficult to determine and is subject to change based on the market for Pre-IPO Shares.

V. LIQUIDATED AND UNLIQUIDATED CLAIMS HELD BY THE RECEIVERSHIP ESTATE/INVESTIGATION OF TRANSACTIONS

The Receiver is continuing to investigate potential liquidated and unliquidated causes of action, if any held by the Receivership Entities. The Receivership Entities may have causes of action against a number of parties which the Receiver is considering. The Receiver cannot at this time state whether she will seek leave to commence any actions and, if commenced, their value or the likelihood of collecting on any judgment that may ultimately be obtained.

VI. CLAIMS ANALYSIS

The Receiver has not yet initiated a formal claims process, but as noted, during the Reporting Period the Receiver made substantial progress towards the preparation of the Proposed Interests/Claims Process. This process will allow non-investors, if any, to submit proofs of claim against the Receivership Entities. Among other things with respect to the Proposed Interests/Claims Process, attention has been paid by the Receiver to the most cost-effective methods for providing notice to potential investors and creditors who do not appear on Legend's books and records. The Receiver plans to file a motion to approve the Proposed Interests/Claims Process soon after the filing of this report.

VII. RECOMMENDATIONS FOR CONTINUATION OR DISCONTINUATION OF RECEIVERSHIP

The Receiver believes that continuation of the Receivership is in the best interests of the investors and other potential claimants of Legend. While the Receivership Entities could be administered in a bankruptcy proceeding, the Receiver believes that continuing with the orderly administration of the Receivership Entities in this Receivership case provides much greater flexibility to achieve an equitable result for the investors and is more cost effective than a bankruptcy proceeding.

VIII. CONCLUSION

The Receiver will provide further information about the state of the receivership as it becomes available. In the interim, the Receiver is working to (i) gather information related to the Receivership Entities' financial and operational information; and (ii) analyze issues related to a Plan.

Dated: April 30, 2025
New York, New York

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