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7 *Successor Receiver*

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

11 **SECURITIES AND EXCHANGE**
12 **COMMISSION,**

13 Plaintiff,

14 v.

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

20 Defendants, and

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

27 Relief Defendants.

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

[PROPOSED] ORDER ON MOTION BY
RECEIVER KATHY BAZOIAN PHELPS
TO:

- 1 (1) **EMPLOY MILLER KAPLAN AS TAX**
2 **ADVISOR**
- 3 (2) **EMPLOY SCHINNER & SHAIN LLP**
4 **AS SECURITIES COUNSEL; AND**
- 5 (3) **FOR INSTRUCTIONS**

Hearing Date: September 12, 2019

Time: 10:30 a.m.

Location: Courtroom 5, 17th Floor

450 Golden Gate Ave.

San Francisco, CA 94102

28 Kathy Bazoian Phelps, the successor receiver (the "Receiver") in this matter, requests that
the Court grant Motion to 1) Employ Miller Kaplan as Tax Advisor; 2) Employ Schinner & Shain
LLP as Securities Counsel; and 3) for Instructions ("Motion"). The Motion seeks to: (1) approve
the employment of Miller Kaplan as the Receiver's tax advisors to issue an opinion on the tax

1 consequences under the proposed Plan of Distribution, or to seek a ruling from the IRS on the
2 appropriate tax treatment; (2) approve the employment of Schinner & Shain LLP as securities
3 counsel to advise the Receiver with respect to applicable securities regulations in connection with
4 the sale and distribution of securities under the terms of the proposed Plan; and (3) instruct the
5 Receiver whether to pursue Scenario 1 or 2 as set forth in the Motion regarding the tax treatment
6 under the Plan.

7 The Receiver has represented in her Motion and declaration the basis for the request to be
8 granted to employ tax and securities professionals and for instruction.

9 GOOD CAUSE APPEARING, IT IS HEREBY ORDERED THAT:

- 10 1. The Motion is granted.
- 11 2. The Receiver is authorized to employ Miller Kaplan as the Receiver's tax advisors
12 pursuant to the terms set forth in the Motion;
- 13 3. The Receiver is authorized to employ Schinner & Shain LLP as securities counsel
14 pursuant to the terms set forth in the Motion;
- 15 4. The Receiver is instructed to use the services of Miller Kaplan to provide tax advice and
16 an opinion consistent with Scenario ___ as described in the Motion.

17 DATED: _____
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19 _____
20 Honorable Edward M. Chen
21 United States District Court
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