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**RAINES FELDMAN LLP**  
David Castleman (State Bar No. 326812)  
*dcastleman@raineslaw.com*  
1800 Avenue of the Stars, 12th Floor  
Los Angeles, California 90067  
Telephone: (310) 440-4100  
Facsimile: (310) 691-1367

*Counsel to Receiver Kathy Bazoian Phelps*

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

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiffs,

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

**DECLARATION OF DAVID  
CASTLEMAN IN SUPPORT OF  
ELEVENTH INTERIM  
ADMINISTRATIVE MOTION FOR  
AN ORDER PURSUANT TO  
LOCAL RULE 7-11 FOR THE  
APPROVAL OF FEES AND  
EXPENSES FOR THE SUCCESSOR  
RECEIVER, RAINES FELDMAN  
LLP, MILLER KAPLAN ARASE  
LLP, AND SCHINNER & SHAIN  
LLP FROM JULY 1, 2021  
THROUGH SEPTEMBER 30, 2021**

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

1 I, David Castleman, declare:

2 1. I am an attorney duly licensed to practice in the State of California and a  
3 partner at the firm of Raines Feldman LLP (“Raines Feldman” or “Firm”), counsel of record  
4 for the Receiver Kathy Bazoian Phelps in this case. I have personal knowledge of the  
5 matters set forth below and if called as a witness, I would and could testify competently to  
6 the matters stated herein.

7 2. This declaration is made in support of the Eleventh Interim Administrative  
8 Motion for an Order Pursuant to Local Rule 7-11 for the Approval of Fees and Expenses for  
9 the Successor Receiver, Raines Feldman LLP, Miller Kaplan Arase LLP, and Schinner &  
10 Shain LLP from July 1, 2021 through September 30, 2021 (“Motion”).

11 3. On May 10, 2021, the Court entered an order authorizing the Receiver to  
12 employ Raines Feldman as the Receiver’s general counsel retroactively to April 23, 2021  
13 (the “Employment Order”). I directly supervise the professionals and staff of Raines  
14 Feldman with respect to this representation.

15 4. In recognition of the efficiencies and benefits to the estate, Raines Feldman  
16 divided its time among different billing categories. For the period of July 1, 2021 through  
17 September 30, 2021 (the “Motion Period”), Raines Feldman performed services between the  
18 following two billing categories:

19 B110 – Case Administration

20 B130 – Asset Disposition

21 B320 – Plan Implementation

22 In the interests of the estate and pursuant to the RF Employment Order, I capped my  
23 hourly rate at \$465. The hourly rates of paralegals have also been discounted. Expenses are  
24 billed separately. Attached hereto as Exhibit “4” are true and correct copies of the billing  
25 statements itemizing the legal services provided and the costs incurred by Raines Feldman in  
26 this case.

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1 B110 – Case Administration

2 5. As set forth in Exhibit 4, during the Motion Period, Raines Feldman  
3 performed 19.00 hours for total fees of \$8,770.50 in assisting the Receiver with  
4 administering the estate.

5 6. Raines Feldman assisted the Receiver with completing the required cash  
6 disbursement report and SFAR accounting statement for the Second Quarter 2021, and in  
7 preparing and filing a required status report with the Court.

8 7. Raines Feldman also assisted the Receiver in analyzing the required estimated  
9 tax payments owed by the estate as a result of the disposition of various publicly traded  
10 securities, and substantially revised the frequently asked questions provided to claimants in  
11 light of the continued progress in implementing the Plan.

12 B130 – Asset Disposition

13 8. As set forth in Exhibit 4, during the Motion Period, Raines Feldman  
14 performed 21.90 hours for total fees of \$9,977.40 in assisting the Receiver in disposing of the  
15 estate's assets.

16 9. Raines Feldman assisted the Receiver with analyzing and preparing to dispose  
17 of the remaining pre-IPO securities in the estate, including analyzing the relevant contracts  
18 and corporate documents, communicating with counterparties and outside counsel, analyzing  
19 and summarizing the current market for the securities, and coordinating with potential  
20 purchasers of the securities.

21 B320 – Plan Implementation

22 10. As set forth in Exhibit 4, during the Motion Period, Raines Feldman  
23 performed 41.20 hours for total fees of \$19,158.00 in assisting the Receiver in implementing  
24 the Plan.

25 11. Raines Feldman assisted the Receiver in moving for a second interim  
26 distribution of eight publicly traded securities, including preparing the motion papers,  
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1 analyzing the tax implications of the distribution, and determining how many shares to sell  
2 and distribute, and creating distribution schedules to attach to the motion.

3 12. Once the distribution motion was approved, Raines Feldman assisted the  
4 Receiver in implementing the distribution, including communicating with claimants and  
5 Wells Fargo regarding the distribution, and in ensuring that the distributions were complete.  
6 The Firm also assisted the Receiver in the analysis of the total amounts to hold in  
7 administrative reserve, including the tax implications of prior distributions, and the resulting  
8 potential deficiency claims.

9 13. Raines Feldman participated in discussions with the Receiver and other parties  
10 regarding plans for the future of the receivership, including options for how to close the  
11 receivership as expeditiously as possible in order to ensure that claimants receive as much  
12 value as possible within a reasonable time frame.

13 \* \* \*

14 14. To the best of my knowledge, information and belief formed after reasonable  
15 inquiry, all the fees and expenses requested in the attached billing statements are true and  
16 correct and complies with the Billing Instructions for Receivers in Civil Actions Commenced  
17 by the U.S. Securities and Exchange Commission.

18 15. The fees that Raines Feldman has charged are reasonable, necessary, and  
19 commensurate with the skill and experience required for the activity performed. Raines  
20 Feldman's services and time expenditures are reasonable in light of the labor required for the  
21 matters for which Raines Feldman was retained and the balancing that must be performed to  
22 efficiently and effectively represent the Receiver. Raines Feldman respectfully submits that  
23 it has not expended time unnecessarily and that it has rendered efficient and effective  
24 services.

25 16. Raines Feldman has not included in the amount for which reimbursement of  
26 costs is sought, amortization of the cost of any equipment, investment or capital outlay.

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I declare under penalty of perjury that the foregoing is true and correct. Executed on this 29th day of October 2021 at New York, New York.

/s/ David A. Castleman  
David A. Castleman

# EXHIBIT 4



RAINESFELDMAN

1800 Avenue of the Stars, 12th Floor  
Los Angeles, CA 90067

Invoice Date: 10/15/2021

Invoice Number: 0

Kathy Bazoian Phelps - SRA Management Assoc LLC  
1800 Avenue of the Stars  
12th Floor  
Los Angeles, CA 90067**4665-001 / SRA Management Receiver (Attorney file)**

Professional Services				Hours	Rate	Amount
07/01/2021	DAC	B110	Call with K. Phelps regarding second distribution of publicly traded securities and other open items	0.90	465.00	418.50
07/01/2021	DAC	B110	Email J. Damasco regarding open items	0.10	465.00	46.50
07/12/2021	DAC	B110	Call with K. Phelps regarding outstanding items	0.10	465.00	46.50
07/12/2021	DAC	B110	Updates to cash accounting statement, SFAR, and administrative costs spreadsheet	2.50	465.00	1,162.50
07/12/2021	DAC	B110	Begin drafting 2021 2Q interim status report	1.30	465.00	604.50
07/13/2021	DAC	B110	Analysis and review of bills and total administrative costs	1.00	465.00	465.00
07/13/2021	DAC	B110	Finish drafting status report and related updates to cash disbursement report	2.20	465.00	1,023.00
07/20/2021	DAC	B110	Communications with claimant and others regarding distribution of remaining shares	0.30	465.00	139.50
07/23/2021	DAC	B110	Finalize 2021 2Q status report	0.10	465.00	46.50
07/27/2021	DAC	B110	Emails with claimants regarding distribution questions	0.80	465.00	372.00
08/02/2021	DAC	B110	Draft detailed update to send to all claimants regarding current status of receivership	1.40	465.00	651.00
08/02/2021	DAC	B110	Draft revised frequently asked questions to provide claimants with centralized source of information related to the receivership	2.70	465.00	1,255.50
08/19/2021	DAC	B110	Analysis of Airbnb tax payment and related emails with K. Phelps and Miller Kaplan	0.30	465.00	139.50
08/24/2021	DAC	B110	Email with Miller Kaplan regarding financial documents	0.10	465.00	46.50
08/30/2021	DAC	B110	Review Sindhu settlement details and related emails	0.20	465.00	93.00
08/31/2021	DAC	B110	Email with Miller Kaplan regarding Airbnb estimated tax payment	0.10	465.00	46.50
09/01/2021	DAC	B110	Emails with K. Phelps and Miller Kaplan regarding tax liability	0.20	465.00	93.00

09/05/2021	DAC	B110	Draft memo regarding long term plan and calendar for future receivership actions and email same to K. Phelps	2.50	465.00	1,162.50
09/07/2021	DAC	B110	Emails with claimant regarding distribution and investigation into underlying documents regarding same	0.90	465.00	418.50
09/14/2021	DAC	B110	Email with K. Phelps regarding banks statements	0.10	465.00	46.50
09/21/2021	DAC	B110	Revisions to frequently asked questions for investor communications	0.50	465.00	232.50
09/22/2021	DAC	B110	Updates to frequently asked questions and related emails	0.40	465.00	186.00
09/30/2021	SJS	B110	Draft Excel sheet for Cilano Claimants with investor ID.	0.30	212.50	63.75
					<b>B110</b>	<b>8,759.25</b>
07/20/2021	BC	B130	Contact various Investment Brokerage firms regarding liquidating pre IPO stocks.	1.00	293.25	293.25
07/30/2021	DAC	B130	Call with potential counterparty for stock transaction and follow up call with K. Phelps regarding same	0.60	465.00	279.00
08/03/2021	DAC	B130	Emails regarding potential sale of ZocDoc	0.70	465.00	325.50
08/05/2021	DAC	B130	Call with SharesPost regarding sale of non-public securities	0.90	465.00	418.50
08/05/2021	DAC	B130	Emails regarding sale of non-public securities	1.00	465.00	465.00
08/11/2021	DAC	B130	Call with counterparty to Lookout forward contract regarding disposition of shares	1.00	465.00	465.00
08/11/2021	DAC	B130	Summarize issues with Lookout for K. Phelps	0.40	465.00	186.00
08/11/2021	DAC	B130	Call with F. Koenen regarding disposition of non publicly traded securities	1.40	465.00	651.00
08/12/2021	DAC	B130	Draft summary of issues with disposition of non publicly traded securities, including price points and structural concerns	3.80	465.00	1,767.00
08/18/2021	DAC	B130	Finalize securities memorandum regarding sale of non public securities and email same to K. Phelps	1.20	465.00	558.00
08/19/2021	DAC	B130	Call with Zanbato regarding sale of non public securities	0.50	465.00	232.50
08/19/2021	DAC	B130	Call with K. Phelps regarding sale of non public securities	0.20	465.00	93.00
08/20/2021	DAC	B130	Research regarding ZocDoc counterparty email and send email to address found	0.40	465.00	186.00
08/20/2021	DAC	B130	Draft due diligence summary for non public shares and assemble supporting documents	1.60	465.00	744.00
08/23/2021	DAC	B130	Draft non-disclosure agreement for sale of non publicly traded securities and related emails	1.30	465.00	604.50
08/27/2021	DAC	B130	Review and comment on NDA from broker regarding sale of pre IPO securities	0.40	465.00	186.00
08/31/2021	DAC	B130	Call with K. Phelps regarding strategy for disposal of pre IPO shares	0.30	465.00	139.50
08/31/2021	DAC	B130	Emails with K. Phelps and SEC regarding disposition pre-IPO shares	0.20	465.00	93.00
09/01/2021	DAC	B130	Create summary of issues with pre-IPO securities	0.60	465.00	279.00
09/01/2021	DAC	B130	Call with SEC regarding disposition of pre-IPO securities	1.00	465.00	465.00



09/03/2021	DAC	B130	Call with investor advisory committee regarding disposition of pre-IPO shares	0.80	465.00	372.00
09/03/2021	DAC	B130	Call with K. Phelps regarding disposition of pre-IPO shares	0.20	465.00	93.00
09/22/2021	DAC	B130	Analysis of pricing for pre-IPO securities and email same to K. Phelps	0.70	465.00	325.50
09/23/2021	BC	B130	Westlaw people search re ZocDoc forward contract	0.20	293.25	58.65
09/23/2021	DAC	B130	Call with K. Phelps regarding pre-IPO securities pricing	0.50	465.00	232.50
09/23/2021	DAC	B130	Call with C. Klein and K. Phelps regarding pre-IPO securities	0.20	465.00	93.00
09/23/2021	DAC	B130	Call with C. Klein regarding pre-IPO securities	0.30	465.00	139.50
09/23/2021	DAC	B130	Call with K. Phelps regarding pre-IPO securities	0.10	465.00	46.50
09/23/2021	DAC	B130	Emails with counterparties and counsel regarding sale of pre-IPO securities	0.20	465.00	93.00
09/30/2021	DAC	B130	Call with K. Phelps regarding pre-IPO securities	0.20	465.00	93.00
					<b>B130</b>	<b>9,977.40</b>
07/13/2021	DAC	B160	Draft 10th Interim Fee Application and supporting exhibits (NO CHARGE)	0.00	0.00	No Charge
07/15/2021	DAC	B160	Revisions to 2021 2Q motion for approval of fees (NO CHARGE)	0.00	465.00	No Charge
					<b>B160</b>	<b>0.00</b>
07/21/2021	DAC	B320	Analysis of tax and accounting issues related to distribution of publicly traded securities	1.50	465.00	697.50
07/21/2021	DAC	B320	Communications with claimants regarding distribution of assets	0.30	465.00	139.50
07/22/2021	DAC	B320	Draft motion to distribute publicly traded securities, and accompanying affidavits and exhibits	8.60	465.00	3,999.00
07/26/2021	DAC	B320	Review comments to motion for distribution	0.20	465.00	93.00
07/26/2021	DAC	B320	Call with K. Phelps regarding motion for distribution issues	0.70	465.00	325.50
07/27/2021	DAC	B320	Draft motion for distribution of publicly traded securities as administrative motion	2.90	465.00	1,348.50
07/28/2021	DAC	B320	Revisions to motion to distribute and related research regarding tax laws	1.10	465.00	511.50
07/29/2021	DAC	B320	Revisions to motion to distribute and related exhibits	0.30	465.00	139.50
08/02/2021	DAC	B320	Preparation for second interim distribution.	0.70	465.00	325.50
08/03/2021	DAC	B320	Call with the SEC and the Receiver regarding motion for second distribution	0.80	465.00	372.00
08/03/2021	DAC	B320	Call with K. Phelps regarding motion for second interim distribution	0.20	465.00	93.00
08/03/2021	DAC	B320	Revisions to motion for second interim distribution	1.50	465.00	697.50
08/04/2021	DAC	B320	Email with claimant regarding distribution questions	0.30	465.00	139.50
08/04/2021	DAC	B320	Call with E. Chen (SEC) regarding distribution	0.30	465.00	139.50
08/04/2021	DAC	B320	Email with claimant regarding distribution	0.10	465.00	46.50

08/04/2021	DAC	B320	Finalize distribution form and send to Wells Fargo	0.30	465.00	139.50
08/05/2021	DAC	B320	Review and implement revisions to motion to distribute	0.50	465.00	232.50
08/06/2021	DAC	B320	Finalize motion for second interim distribution	1.30	465.00	604.50
08/06/2021	DAC	B320	Emails with T. Almaguer, H. Choi, and investors regarding motion to distribute securities	0.50	465.00	232.50
08/11/2021	DAC	B320	Email with claimant regarding distribution	0.10	465.00	46.50
08/22/2021	DAC	B320	Review order granting motion to distribute and draft communication to claimants regarding same	0.30	465.00	139.50
08/23/2021	DAC	B320	Finalize share allocation and number of shares to sell for second interim distribution	1.10	465.00	511.50
08/23/2021	DAC	B320	Prepare distribution forms and letters for 67 claimants in second interim distribution	2.80	465.00	1,302.00
08/24/2021	DAC	B320	Analysis of shares to sell and related emails	0.60	465.00	279.00
08/24/2021	DAC	B320	Finalize instructions for second interim distribution and related emails with Wells Fargo	2.60	465.00	1,209.00
08/25/2021	DAC	B320	Analysis of pre IPO tax benefits and costs	0.70	465.00	325.50
08/25/2021	DAC	B320	Emails with Wells Fargo and others regarding distribution of publicly traded securities	0.40	465.00	186.00
08/25/2021	DAC	B320	Emails with Wells Fargo, K. Phelps and foreign institutions regarding distribution of publicly traded securities	0.40	465.00	186.00
08/27/2021	DAC	B320	Emails with foreign institution regarding distribution of publicly traded securities	0.10	465.00	46.50
08/27/2021	DAC	B320	Finalize revised forms for Wells Fargo for transfers that were rejected and related emails	0.30	465.00	139.50
09/02/2021	DAC	B320	Emails with K. Phelps and Wells Fargo regarding distribution of funds from stock sale	0.30	465.00	139.50
09/03/2021	DAC	B320	Emails with K. Phelps, Wells Fargo, and US District Court (NDNY) regarding ELIV distribution	0.40	465.00	186.00
09/13/2021	DAC	B320	Analysis of distribution records for each publicly traded security for tax and deficiency purposes to implement distribution plan	3.90	465.00	1,813.50
09/16/2021	DAC	B320	Complete analysis of second distribution and deficiency claims regarding all publicly traded securities and summary of same	5.10	465.00	2,371.50
					<b>B320</b>	<b>19,158.00</b>
					Sub-total Fees:	\$37,894.65

#### Rate Summary

David A. Castleman	0.00 hours at \$0.00/hr	\$0.00
David A. Castleman	80.60 hours at \$465.00/hr	\$37,479.00
Bambi Clark	1.20 hours at \$293.25/hr	\$351.90
Stephanie J Segovia	0.30 hours at \$212.50/hr	\$63.75
Total hours:	<u>82.10</u>	<u>\$37,894.65</u>

**Payments**

08/04/2021 Payment	Wire In	12,090.00
		<hr/>
	Sub-total Payments:	\$12,090.00

Total Current Billing:	\$37,894.65
Previous Balance Due:	\$12,090.00
Total Payments:	<hr/> (\$12,090.00)
<b>Total Now Due:</b>	<b>\$37,894.65</b>