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**RAINES FELDMAN LLP**  
David Castleman (State Bar No. 326812)  
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Los Angeles, California 90067  
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*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  
THIRTEENTH INTERIM  
ADMINISTRATIVE MOTION FOR  
AN ORDER PURSUANT TO  
LOCAL RULE 7-11 FOR THE  
APPROVAL OF FEES AND  
EXPENSES FOR THE SUCCESSION  
RECEIVER, RAINES FELDMAN  
LLP, AND MILLER KAPLAN  
ARASE LLP FROM JANUARY 1,  
2022 THROUGH MARCH 31, 2022**

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 Thirteenth 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, and Miller Kaplan Arase LLP from January 1,  
10 2022 through March 31, 2022 (“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 January 1, 2022  
17 through March 31, 2022 (the “Motion Period”), Raines Feldman performed services between  
18 the following three 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 “5” 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 “5,” during the Motion Period, Raines Feldman  
3 performed 7.00 hours for total fees of \$3,255.00 in assisting the Receiver with administering  
4 the estate.

5 6. Raines Feldman assisted the Receiver with completing the required cash  
6 disbursement report and SFAR accounting statement for the First Quarter 2022, and in  
7 preparing and filing a required status report with the Court.

8 7. Raines Feldman assisted the Receiver in reviewing the estate’s 2021 tax  
9 return, which was prepared largely during the First Quarter but filed in early April 2022.

10 8. Raines Feldman assisted the Receiver in communicating with counsel for Ben  
11 Sabrin regarding his settlement payments.

12 B130 – Asset Disposition

13 9. As set forth in Exhibit “5,” during the Motion Period, Raines Feldman  
14 performed 2.80 hours for total fees of \$1,302.00 in assisting the Receiver in disposing of the  
15 estate’s assets.

16 10. Raines Feldman assisted the Receiver with coordinating the potential for  
17 bringing the shares of ZocDoc, mostly currently held via a forward contract, directly into the  
18 estate, for purposes of eventual disposition.

19 B320 – Plan Implementation

20 12. As set forth in Exhibit “5,” during the Motion Period, Raines Feldman  
21 performed 23.20 hours for total fees of \$10,788.00 in assisting the Receiver in implementing  
22 the Plan.

23 13. Raines Feldman assisted the Receiver in analyzing issues related to the tax  
24 benefits provided to the estate and tax burdens incurred by the estate, related to the sale and  
25 disposition of publicly traded securities in 2020 and 2021.

26 14. Raines Feldman assisted the Receiver in drafting a motion to modify the  
27 Distribution Plan approve in this case to take into account various events of 2020 and 2021,  
28

1 including the realization of tax losses provided by certain of the Failed Investments, as well  
2 as other developments.

3 Expenses

4 14. As set forth in Exhibit “5,” during the Motion Period, Raines Feldman  
5 incurred \$48.40 in expenses during the Motion Period, all of which was related to the cost of  
6 mailing certain material to the ZocDoc forward counterparty.

7 \* \* \*

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

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

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

21

22 I declare under penalty of perjury that the foregoing is true and correct. Executed on  
23 this 13th day of May 2022 at New York, New York.

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25

*/s/ David A. Castleman*  
David A. Castleman

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# EXHIBIT 5



RAINESFELDMAN

1800 Avenue of the Stars, 12th Floor  
Los Angeles, CA 90067Invoice Date: 2/15/2022  
Invoice Number: 97305Kathy 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
01/04/2022	DAC	B110	Draft status report, cash disbursement report, and SFAR, and related review of relevant records	3.50	465.00	1,627.50
01/05/2022	DAC	B110	Call with K. Phelps regarding various open items	0.40	465.00	186.00
01/05/2022	DAC	B110	Revisions to 2021 4Q status report	0.60	465.00	279.00
01/13/2022	DAC	B110	Email Miller Kaplan regarding CDRs	0.10	465.00	46.50
01/18/2022	DAC	B110	Emails with E. Zusman regarding Sabrin payment	0.20	465.00	93.00
01/19/2022	DAC	B110	Call with K. Phelps regarding general open items	0.10	465.00	46.50
01/24/2022	DAC	B110	Finalize 2021 4Q Status Report	0.10	465.00	46.50
				<b>B110</b>		<b>2,325.00</b>
01/18/2022	DAC	B130	Draft letter to ZocDoc counterparty regarding shares	0.60	465.00	279.00
01/18/2022	DAC	B130	Email K. Phelps regarding ZocDoc	0.30	465.00	139.50
01/18/2022	DAC	B130	Analysis of ZocDoc options and related research	0.90	465.00	418.50
01/19/2022	DAC	B130	Finalize letter to ZocDoc counterparty and emails with H. Choi re same	0.40	465.00	186.00
01/25/2022	DAC	B130	Email with ZocDoc counterparty and K. Phelps regarding disposition of shares	0.40	465.00	186.00
				<b>B130</b>		<b>1,209.00</b>
01/06/2022	DAC	B160	Email S. Segovia regarding fee app and locate documents regarding same (No Charge)	0.30	0.00	No Charge
01/06/2022	SJS	B160	Draft 4Q fee application and documents and save to the system. (No Charge)	2.20	0.00	No Charge
01/10/2022	SJS	B160	Save documents for twelfth fees application and update names. (No Charge)	0.10	0.00	No Charge

01/11/2022	SJS	B160	Finish draft of twelfth fees application and supporting documents. Save to file and email to DAC for review. (No Charge)	1.20	0.00	No Charge
01/12/2022	SJS	B160	Draft twelfth fees application and supporting documents. Break down attorney time invoices and add to the declarations. (No Charge)	1.10	0.00	No Charge
01/15/2022	DAC	B160	Draft 2021 4Q Fee Application (No Charge)	2.50	0.00	No Charge
01/18/2022	DAC	B160	Updates to fee application (No Charge)	1.00	0.00	No Charge
				<b>B160</b>	<b>0.00</b>	
01/19/2022	DAC	B320	Analysis of potential modifications to distribution plan	1.20	465.00	558.00
01/25/2022	DAC	B320	Drafting of motion to modify distribution plan	3.70	465.00	1,720.50
01/25/2022	DAC	B320	Analysis of reserves for publicly traded securities	2.80	465.00	1,302.00
01/27/2022	DAC	B320	Work on motion for modification of Plan and supporting affidavits	6.50	465.00	3,022.50
01/28/2022	DAC	B320	Work on motion to modify Plan and supporting documents	2.90	465.00	1,348.50
				<b>B320</b>	<b>7,951.50</b>	
				Sub-total Fees:		\$11,485.50

#### Rate Summary

David A. Castleman	3.80 hours at \$0.00/hr	\$0.00
David A. Castleman	24.70 hours at \$465.00/hr	\$11,485.50
Stephanie J Segovia	4.60 hours at \$0.00/hr	\$0.00
Total hours:	<u>33.10</u>	<u>\$11,485.50</u>

#### Expenses

	Amount
01/24/2022 FedEx:FedEx Priority Overnight, Delivered Jan 20, 2022 Invoice# 7-638-03061	21.96
01/24/2022 FedEx: FedEx Priority Overnight, Delivered Jan 20, 2022 Invoice# 7-638-03061	26.44
Sub-total Expenses:	<u>\$48.40</u>

#### Payments

01/31/2022 Payment	Wire In - Receivers Acct Estate	46.42
01/31/2022 Payment	Wire In - Receivers Acct Estate	18,335.50
Sub-total Payments:		<u>\$18,381.92</u>

Total Current Billing:	\$11,533.90
Previous Balance Due:	\$18,381.92
Total Payments:	<u>(\$18,381.92)</u>
<b>Total Now Due:</b>	<b>\$11,533.90</b>



RAINESFELDMAN

1800 Avenue of the Stars, 12th Floor  
Los Angeles, CA 90067Invoice Date: 3/23/2022  
Invoice Number: 96787Kathy 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
02/02/2022	DAC	B110	Response to claimant regarding audit inquiry for investments	0.40	465.00	186.00
02/08/2022	DAC	B110	Review Wells Fargo tax forms and email Miller Kaplan regarding same	0.30	465.00	139.50
				<b>B110</b>		<b>325.50</b>
02/06/2022	DAC	B320	Work on motion to modify distribution plan	1.60	465.00	744.00
02/11/2022	DAC	B320	Drafting of distribution plan motion	1.60	465.00	744.00
02/14/2022	DAC	B320	Finish initial draft of distribution modification motion and email same to K. Phelps	2.90	465.00	1,348.50
				<b>B320</b>		<b>2,836.50</b>
Sub-total Fees:						\$3,162.00

**Rate Summary**

David A. Castleman	6.80 hours at \$465.00/hr	\$3,162.00
Total hours:	6.80	\$3,162.00

Total Current Billing:	\$3,162.00
Previous Balance Due:	\$11,533.90
<b>Total Now Due:</b>	<b>\$14,695.90</b>





RAINESFELDMAN

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

**Invoice Date: 4/18/2022**  
**Invoice Number: 97303**

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)**

<b>Professional Services</b>				<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
03/30/2022	DAC	B110	Review and comment on 2021 tax return	1.10	465.00	511.50
03/31/2022	DAC	B110	Review tax return and email Miller Kaplan regarding same	0.20	465.00	93.00
				<b>B110</b>		<b>604.50</b>
03/30/2022	DAC	B130	Research regarding ZocDoc disposition	0.20	465.00	93.00
				<b>B130</b>		<b>93.00</b>
Sub-total Fees:						\$697.50

**Rate Summary**

David A. Castleman	1.50 hours at \$465.00/hr	\$697.50
Total hours:	1.50	\$697.50

Total Current Billing:	\$697.50
Previous Balance Due:	\$14,695.90
<b>Total Now Due:</b>	<b>\$15,393.40</b>