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

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

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

**[PROPOSED] ORDER DIRECTING
ZOCDOC, INC. TO TRANSFER SHARES**

Date: December 15, 2022

Time: 1:30 pm

Judge: Edward M. Chen

1 The *Motion for Order Directing ZocDoc, Inc. to Transfer Shares* (the “Motion”) filed by
2 Kathy Bazoian Phelps, the successor receiver (the “Receiver”), has been submitted to the above-
3 referenced Court. The Receiver has represented that she has served this Motion on the Securities and
4 Exchange Commission and the Investor Advisory Committee, neither of whom indicated opposition
5 to the Motion. ZocDoc, Inc. and the confidential counterparty to the Forward Contract, as defined in
6 the Motion, have been served with the Motion. No response or opposition has been filed to the
7 Motion.

8 The Court having reviewed and considered the Motion, and the Declaration of the Receiver,
9 GOOD CAUSE APPEARING, IT IS HEREBY ORDERED that:

10 1. The Motion is granted in its entirety.

11 2. ZocDoc, Inc. is directed to transfer the 20,104 Shares held by the confidential
12 Counterparty to the Forward Contract, as defined in the Motion, to the “Receiver’s Account Estate
13 of Saddle River Management LLC, Kathy B. Phelps Administrator” on the capitalization table
14 without additional consideration or exercising the ROFR. The ROFR is being waived by ZocDoc,
15 Inc. solely with respect to the transfer provided by the Forward Contract, and any future transfer by
16 the Receivership Estate to a third party will be subject to the ROFR.

17 3. The Receiver is authorized to pay fees up to \$10,000, which includes ZocDoc’s legal
18 fees, to transfer the Shares to the Receivership Estate.

19
20 Dated: _____

Honorable Edward M. Chen
United States District Court