

1 **RAINES FELDMAN LITTRELL LLP**
Kathy Bazoian Phelps (State Bar No. 155564)
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5 *Successor Receiver*

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

11 SECURITIES AND EXCHANGE
12 COMMISSION,

13 Plaintiffs,

14 v.

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

17 Defendants, and

18 SRA I LLC; SRA II LLC; SRA III LLC; FELIX
INVESTMENTS, LLC; MICHELE J.
19 MAZZOLA; ANNE BIVONA; CLEAR
SAILING GROUP IV LLC; CLEAR SAILING
20 GROUP V LLC,

21 Relief Defendants.

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

**DECLARATION OF FREDERICK
KOENEN IN SUPPORT OF
EIGHTEENTH 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 LITTRELL LLP, AND
SCHINNER & SHAIN, LLP FROM
APRIL 1, 2023 THROUGH JUNE
30, 2023**

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

1 I, Frederick Koenen, declare:

2 1. I am of counsel at Schinner & Shain LLP (“Schinner”), securities counsel for
3 Kathy Bazoian Phelps, the Court appointed Receiver (the “Receiver”) in the case of
4 *Securities and Exchange Commission v. Bivona, et al.* (the “Action”) before the United States
5 District Court for the Northern District of California (the “Court”). I have personal
6 knowledge of the matters set forth below and if called as a witness, I would and could testify
7 competently to the matters stated herein.

8 2. This declaration is made in support of the Eighteenth Interim Administrative
9 Motion for an Order Pursuant to Local Rule 7-11 for the Approval of Fees and Expenses for
10 the Successor Receiver, Raines Feldman Littrell LLP, and Schinner & Shain, LLP from April
11 1, 2023 through June 30, 2023.

12 3. A true and correct copy of my firm’s invoice reflecting the detailed time
13 entries for the services we provided from April 1, 2023 through June 30, 2023 (the “Motion
14 Period”), is attached hereto as Exhibit “6”. Schinner incurred fees in the amount of
15 \$3,705.00 during the Motion Period. In the interests of the estate, the attorneys at Schinner
16 have reduced their hourly rates by 10%, and therefore, Schinner seeks compensation in the
17 amount of \$3,334.50.

18 4. We were retained to advise the Receiver on the application of federal
19 securities laws to proposed transfers of stock held by entities for which the Court had
20 appointed the Receiver (the “Receivership Entities”). The Receivership Entities had
21 purchased or had acquired rights to purchase shares of various companies (the “Subject
22 Companies”) before these companies had conducted an initial public offering of their stock.
23 In some cases, the Receivership Entity had acquired the stock from a shareholder of the
24 Subject Company. In other cases, the Receivership Entity had entered into forward purchase
25 contracts with the shareholder to buy those shares. Under these forward purchase contracts,
26 the Receivership Entity paid the shareholder the purchase price for the shares at or near the
27 time the contract was executed and the shareholder agreed to deliver the shares to the
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1 Receivership Entity after contractual restrictions on the transfer of those shares had expired.

2 5. During the Motion Period, we advised and assisted the Receiver with federal
3 securities laws in connection with the disposition of the receivership estate's ZocDoc, Inc.
4 and Lookout, Inc. shares. We reviewed the documentation prepared by ZocDoc relating to
5 the transfer of the shares on the capitalization table and worked with the Receiver to finalize
6 the documentation.

7 6. The fees requested are reasonable, necessary, and commensurate with the skill
8 and experience required for the activity performed. Our services and time expenditures are
9 reasonable in light of the labor required for the matters for which we were retained. Schinner
10 respectfully submits that it has not expended time unnecessarily and that it has rendered
11 efficient and effective services.

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

16 8. Schinner has not included in the amount for which reimbursement of costs is
17 sought, amortization of the cost of any equipment, investment or capital outlay.

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19 I declare under penalty of perjury that the foregoing is true and correct. Executed on
20 this 18th day of July 2023 at San Francisco, California.

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Frederick Koenen

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EXHIBIT 6

Schinner & Shain, LLP
96 Jessie Street, San Francisco, CA 94105
 Telephone: (415) 369-9050
 Fax: (415) 369-9053

July 17, 2023

Kathy Bazoian Phelps, Receiver SRA Litigation
 Raines Feldman LLP
 1800 Avenue of the Stars, 12th Floor
 Los Angeles, CA 90067

File #: 3674-1
 Inv #: 91909

RE: SRA Litigation

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
Apr-12-23	FKK	Review and revise share transfer agreement for ZocDoc shares; review proposed strategy for transferring stock in Lookout; review relevant agreements concerning Lookout stock transfer; begin drafting response concerning proposed strategy.	1.90	1,235.00
Apr-13-23	FKK	Prepare e-mail K.Bazoian-Phelps transmitting comments to stock transfer agreement for Lookout shares; finalize review of issues concerning transfer of Lookout shares and prepare e-mail to K. Bazoian-Phelps discussing legal issues regarding the transfer of those shares.	1.00	650.00
May-01-23	FKK	Review ZocDoc Founder Voting Agreement and revision to Stock Transfer Agreement; prepare e-mail to K. Bazoian-Phelps discussing comments to agreements.	0.90	585.00
May-02-23	FKK	Prepare e-mail to counsel for ZocDoc regarding documentation for share transfer.	0.10	65.00
May-03-23	FKK	Telephone conference with ZocDoc legal counsel regarding Founder Voting Agreement and other voting agreements of ZocDoc; prepare e-mail to ZocDoc legal counsel transmitting comments to Stock Transfer Agreement.	0.40	260.00
May-08-23	FKK	Review various voting agreements for ZocDoc submitted by ZocDoc counsel; prepare e-mail to ZocDoc counsel discussing voting agreements and coordinating completion of agreements for completing stock transfer.	0.90	585.00

May-22-23	FKK	Review revised version of ZocDoc share transfer documents received from ZocDoc counsel; prepare response to legal counsel.	0.20	130.00
Jun-12-23	FKK	Review final changes to Zocdoc agreement made by Zocdoc counsel; prepare e-mail to K. Bazoian Phelps discussing procedures for finalizing agreement; prepare e-mail to Zocdoc counsel confirming agreement is in final form and requesting wire instructions.	0.30	195.00

Totals Hours and Fees	5.70	\$3,705.00
10% Discount From Standard Rate.		370.50
Billing Rates of Professionals: FKK: \$585 per hour.		

Total Fees After Discount		\$3,334.50
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Current Fees & Disbursements		\$3,334.50
Previous Balance		1,707.75
Payment Received Jan 31/22		1,707.75
TOTAL BALANCE NOW DUE		\$3,334.50

*1.5% late fee automatically applied after 30 days
Payments can be made at www.schinner.com. Call us to switch to Paperless Billing.*