

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION
www.flsb.uscourts.gov

In re: Chapter 11
PALM BEACH FINANCE PARTNERS, L.P., Case No.: 09-36379-PGH
PAL BEACH FINANCE II, L.P., Case No.: 09-36396-PGH
(Jointly Administered)
Debtors.

**LIQUIDATING TRUSTEE'S APPLICATION TO
EMPLOY JOHN D. EATON AND RASCO KLOCK AS SPECIAL CONFLICTS
LITIGATION COUNSEL *NUNC PRO TUNC* TO NOVEMBER 1, 2011**

Barry E. Mukamal, in his capacity as liquidating trustee (the "*Liquidating Trustee*"), through undersigned counsel and pursuant to 11 U.S.C. §327(e) and Fed.R.Bank.P. 2014(a), respectfully requests an Order of the Court, *nunc pro tunc* to November 1, 2011, authorizing the employment of John D. Eaton ("*Mr. Eaton*"), and the firm of Rasco Klock Reininger Perez Esquenazi Vigil & Nieto ("*Rasco Klock*," and together with Mr. Eaton, the "*Applicant*") as his special conflicts litigation counsel. In support, the Liquidating Trustee states as follows:

1. On November 30, 2009, the Debtors filed voluntary petitions under Chapter 11 of the United States Bankruptcy Code [ECF No. 1]. By subsequent Order of this Court, the cases are jointly administered.
2. On January 28, 2010, the Court entered the Agreed Order Directing Appointment of Chapter 11 Trustee and Denying United States Trustee's Motion to Convert Cases to Cases under Chapter 7 [ECF No. 100].
3. On January 29, 2010, the United States Trustee appointed the Liquidating Trustee as Chapter 11 Trustee in both of the Debtors' estates [ECF No. 107].

4. The Liquidating Trustee is the Liquidating Trustee by virtue of this Court's Order Confirming Second Amended Joint Plan of Liquidation dated October 21, 2010 [ECF No. 444].

5. The Liquidating Trustee desires to employ the Applicant as special litigation conflicts counsel to investigate and pursue certain claims (the "Litigation") on behalf of each of the trusts (the "*Trusts*"), *nunc pro tunc* to November 1, 2011, that the Liquidating Trustee and the estates have against Joseph Umbach and/or certain of his leverage providers and in connection with claims against ZCALL, LLC. Mr. Eaton is affiliated with Rasco Klock.

6. The Liquidating Trustee believes that the Applicant is qualified to advise the Liquidating Trustee and to represent him and the Trusts in connection with the matters on which he is to be retained. The Liquidating Trustee understands that the Court is familiar with Mr. Eaton and his credentials, and for that reason, Mr. Eaton's resume is not attached to this Application.

7. The Applicant will represent the Liquidating Trustee and the Trusts in connection with the investigation and prosecution of an appropriate action or actions against Joseph Umbach and/or certain of his leverage providers, including but not limited to, action(s) to avoid and recover fraudulent transfers the Debtors made. The Liquidating Trustee requires special litigation counsel as a result of the disclosed connection identified by his primary counsel, Meland Russin & Budwick, P.A. in ECF No. 199 at paragraph 11(d).

8. Attached as Exhibit 1 is Mr. Eaton's declaration demonstrating that he does not represent or hold any interest adverse to the debtors or the estates with respect to the matters on which he is to be employed, as required by 11 U.S.C. § 327(e) and a verified statement as

required under Fed.R.Bank.P. 2014.¹ To the best of the Liquidating Trustee's knowledge, the Applicant does not represent any interest adverse to the Liquidating Trustee, the Debtors or the Debtors' estates.

9. Attached to this motion as Exhibit 2 is the engagement letter between undersigned counsel and the Applicant (the "**Engagement Letter**"). As more specifically set forth therein, Mr. Eaton will provide services at an hourly rate of \$510 per hour. The rates for Mr. Eaton's partner John C. Shawde, if his services are used, shall be at the rate of \$550 per hour.

10. Mr. Eaton and others at Rasco Klock will bill their time on an hourly basis and be paid, subject to this Court's approval, for aggregate fees up to the lesser of Rasco Klock's total hours times their billable rates or \$150,000 regardless of the outcome of the Litigation (the "**Rated Fees**"). However, in the event of a successful resolution of the Litigation, either through obtaining a Final Judgment in favor of either of the Trusts against defendants or potential defendants, or through a settlement, Mr. Eaton and Rasco Klock shall be entitled to be paid 30% of any amounts recovered by each of the Trusts, regardless of how long into any such litigation that a successful resolution is obtained, less any amounts paid or owing as Rated Fees. All of Mr. Eaton's and Rasco Klock's expenses and costs shall be paid by the Trusts as part of the fee applications Mr. Eaton files and shall not be included in Rated Fees or with respect to any contingency. Mr. Eaton and Rasco Klock shall allocate their time and expenses to each of the respective Trusts based upon which of the two Trusts their services and expenses are directed.

¹ As noted in Mr. Eaton's Declaration, until February 4, 2011, Mr. Eaton was a shareholder with Berger Singerman, P.A., which firm was representing the Debtors prior to the appointment of a chapter 11 trustee. However, as noted in Mr. Eaton's Declaration, Mr. Eaton was not involved with Berger Singerman's representation of the Debtors. Regardless, the Liquidating Trustee does not believe that Mr. Eaton's former affiliation with Berger Singerman is an issue in this case, as 11 U.S.C. 327(e) expressly permits a trustee to employ, for a specified special purpose, an attorney who has represented the debtor.

The representation and payment of their fees does not include defending or prosecuting any appeals that may be taken.

11. The Liquidating Trustee believes that the employment of the Applicant is in the best interest of the Debtors' estates, the Trusts, and their creditors.

WHEREFORE, the Liquidating Trustee respectfully requests (i) an Order authorizing retention of Applicant, *nunc pro tunc* to November 1, 2011, as his special litigation conflicts counsel upon the terms and conditions set forth above; and (ii) for all other relief this Court deems just and proper.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing served via the Court's Notice of Electronic Filing upon all Registered Users on the list attached as Exhibit "A" and was mailed via U.S. Regular Mail to all parties on the list attached as Exhibit "B".

Dated: November 22, 2011.

s/ Solomon B. Genet
Solomon B. Genet, Esquire
Florida Bar No. 617911
sgenet@melandrussin.com
MELAND RUSSIN & BUDWICK, P.A.
3000 Southeast Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131
Telephone: (305) 358-6363
Telecopy: (305) 358-1221

Attorneys for Liquidating Trustee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
PALM BEACH DIVISION
www.flsb.uscourts.gov

In re:

Palm Beach Finance Partners, L.P. and
Palm Beach Finance II, L.P.,

Case No. 09-36379-BKC-PGH
(Jointly administered)

Debtors.

Chapter 11

**DECLARATION OF JOHN D. EATON, SPECIAL CONFLICT LITIGATION
COUNSEL TO BARRY E. MUKAMAL, LIQUIDATING TRUSTEE**

1. I am John D. Eaton. I am an attorney with the law firm of Rasco Klock Reininger Perez Esquenazi Vigil & Nieto ("Rasco Klock"). My firm maintains offices for the practice of law at 283 Catalonia Avenue, Coral Gables, Florida 33134, and 1792 Bell Tower Lane, Weston, Florida 33326. I am familiar with the matters set forth herein and make this Declaration in support of the *Liquidating Trustee's Application for Employment of Special Conflict Litigation Counsel* (the "Application").

2. In support of the Application, unless otherwise stated, this Declaration is based upon facts of which I have personal knowledge. I am an attorney admitted to practice in the State of Florida, the United States District Courts for the Southern and Middle Districts of Florida, and qualified to practice in the U.S. Bankruptcy Courts for the Southern and Middle Districts of Florida.

3. Neither I nor the firm represent any interest adverse to the debtors or the estates with respect to the matters for which we are to be employed, pursuant to 11 U.S.C. §327(e), or with respect to the third parties identified or described in the Application.

4. Neither I nor the firm have connections with the debtor, their respective attorneys

and accountants, the U.S. trustee, or any person employed in the office of the U.S. Trustee, other than the following:

(a) I and John C. Shawde previously represented Barry Mukamal in his capacity as Chapter 11 Trustee of the bankruptcy estates of USA Labs, Inc. and Cosmyl, Inc., Case No. 04-41587-BKC-RAM, which cases are now closed; and

(b) Until February 4, 2011, I was a shareholder of Berger Singerman, P.A., which was counsel for the Debtors prior to the appointment of a chapter 11 trustee. While at Berger Singerman, I did not have any involvement in Berger Singerman's representation of the Debtors or the Debtors' chapter 11 cases.

5. Except for the representation of Barry Mukamal, as Liquidating Trustee (the "Liquidating Trustee") for the PBF Liquidating Trust (the "PBF Trust") and as Liquidating Trustee for the PBF II Liquidating Trust ("PBF II Trust"), neither I nor the firm has or will represent any other entity in connection with this case, and neither I nor the firm will accept any fee from any other party or parties in this case, except the Trust and estate.

6. The professional fees and costs incurred by Rasco Klock in the course of its representation as special conflict litigation counsel to the Liquidating Trustee shall be paid in accordance with provisions of the Bankruptcy Code and as set forth in the Application.

28 U.S.C § 1746 Declaration

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on November 21, 2011

By: /s/ John D. Eaton efiled with consent
John D. Eaton

RASCO KLOCK
RASCO KLOCK REININGER PEREZ ESGUENAZI VIGIL NIETO

John D. Eaton
jeaton@rascoklock.com

November 15, 2011

Via E-Mail Transmission: barry.mukamal@marcumratchlin.com

Mr. Barry E. Mukamal, as Liquidating Trustee
One SE Third Avenue, Box 158
Miami, FL 33131

**Re: Barry Mukamal, as Liquidating Trustee for PBF Liquidating Trust,
Case No. 09-36396-BKC- PGH, and Barry Mukamal, as Liquidating
Trustee for PBF II Liquidating Trust, Case No. 09-36379-BKC-PGH**

Dear Mr. Mukamal:

We are pleased to confirm your decision to engage our law firm to act as special conflict litigation counsel for you ("the Client" or "You"), in your capacity as the Liquidating Trustee for the PBF Liquidating Trust ("PBF Trust") in the bankruptcy case of Palm Beach Finance Partners, L.P. ("PBF I"), and in your capacity as the Liquidating Trustee for the PBF II Liquidating Trust ("PBF II Trust") in the bankruptcy case of Palm Beach Finance II, L.P. ("PBF II"). Specifically, we are being retained, subject to the Bankruptcy Court's approval after the filing of an appropriate Application for Retention *nunc pro tunc* to November 1, 2011, to represent You, in your capacity as Trustee, for the commencement and prosecution of a fraudulent transfer action or actions (the "Litigation") against the following parties:

- (1) Joseph Umbach ("Umbach"), and his leverage provider, Ozcar Multi-Strategies LLC ("Ozcar"), to avoid and recover certain transfers that were paid to or for the benefit of Umbach and/or Ozcar, by the Debtor PBF I, which transfers constitute fictitious profits; and
- (2) Umbach, to avoid and recover certain transfers that were paid to or for the benefit of Umbach by the Debtor PBF II, which transfers constitute fictitious profits.

We do not and will not represent any person or entity other than You, regardless of any direct or indirect affiliation with You, unless we expressly agreed to do so in writing. In representing the Client, we will bill on a reasonable fee basis, primarily based on the time which our attorneys, law clerks, and legal assistants incur, but also including the additional factors set forth by the Florida Bar. My rate for this matter will be \$510.00 per hour, and Jack Shawde's will be \$550.00. Each attorney, law clerk, and legal assistant will be billed at an hourly rate and the time is reported in hours and minutes (our minimum billing unit is 1/10 hours), which he or she spends meeting with you, conducting legal research, preparing memoranda and letters, participating in meetings or hearings, making telephone calls and, in general, otherwise undertaking any other activities at your request or on your behalf. Each attorney and legal assistant has a billing rate, an amount which we charge for each hour of service. Periodically,

our hourly rates are reviewed and may be adjusted to reflect increases in our basic costs, increased experience of the individuals involved and for other similar reasons. At this time, these charges range from \$250 to \$690 per hour for attorneys, depending on experience and expertise.

In addition to the time of attorneys, law clerks, and legal assistants, charges for delivery, telecopies, computer database searches, travel costs, filing fees, messenger services, travel and lodging expenses, expert fees, costs of investigation, computer assisted research charges, postage, secretarial overtime, word processing, and other incidental expenses (collectively "Costs") will be billed as incurred. We may pass along to the Client for direct payment to the vendor certain charges such as those for printing, duplicating, local counsel, court reporting and other substantial items.

Because we are representing You in your capacity as a bankruptcy appointed Liquidating Trustee for the PBF Trust and the PBF II Trust (collectively, the "Trusts"), we understand that our fees will be subject to Bankruptcy Court approval after we have filed appropriate fee applications in accordance with the Bankruptcy Code. We have agreed that our representation and our fees will be subject to a partial contingency. Specifically, we have agreed that we will bill our time on an hourly basis and be paid, subject to Bankruptcy Court approval, for aggregate fees up to the lesser of our total hourly fees times our billable rates or \$150,000.00 regardless of the outcome of the Litigation (the "Rated Fees"). However, in the event of a successful resolution of the Litigation, either through obtaining a Final Judgment in favor of either of the Trusts against Joseph Umbach and/or Ozcar, or through a settlement, we shall be entitled to be paid 30% of any amounts recovered by each of the Trusts, regardless of how long into any such litigation that a successful resolution is obtained, less any amounts paid or owing as Rated Fees. All of our expenses and costs will be paid by the Trusts as part of the fee applications and shall not be included in Rated Fees or with respect to any contingency. We shall allocate our time and expenses to each of PBF Trust and PBF II Trust based upon which of the two Trusts our services and expenses are directed.

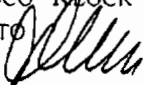
Our representation and the payment of our fees does not include defending or prosecuting any appeals that may be taken. To the extent there are any such appeals that arise, we will not be representing You absent further agreement.

After you have had an opportunity to review this engagement letter, please do not hesitate to call me with any questions or comments you may have. We do not assume any professional responsibilities to or on behalf of the Client until our receipt of an executed engagement letter, and in this case, and approval by the Bankruptcy Court. If this engagement letter meets with your approval, please sign in the space provided on behalf of the Client and return the original fully executed letter to me and my assistant Nadine Singh.

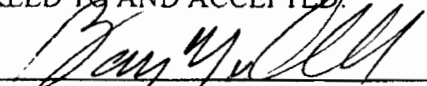
We appreciate your confidence in our firm and the opportunity to be of service to you.

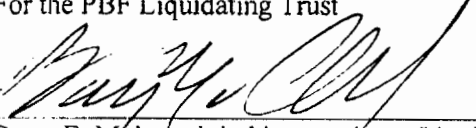
Very truly yours,

RASCO KLOCK REININGER PEREZ ESQUENAZI VIGIL &
NIETO


John D. Eaton
For the Firm

AGREED TO AND ACCEPTED:

By: 
Barry E. Mukamal, in his capacity as Liquidating Trustee
For the PBF Liquidating Trust

By: 
Barry E. Mukamal, in his capacity as Liquidating Trustee
For the PBF II Liquidating Trust

Date: November __, 2011

From time to time, we provide our clients with notices and updates about legal issues and our firm. The notices and updates may either be in paper format delivered through the mail or in electronic format emailed to you. By signing this agreement, you consent to our sending you such notices and updates, either in paper or electronically. You also consent to our corresponding electronically via email unless you notify us to the contrary.

PRIVACY POLICY NOTICE

Attorneys, like other professionals who advise on personal financial matters, are now required by a new federal law to inform their clients of their policies regarding privacy of client information. Attorneys have been and continue to be bound by professional standards of confidentiality that are even more stringent than those required by this new law. Therefore, we have always protected your right to privacy.

In the course of providing our clients with income tax, estate tax and gift tax advice, we receive significant personal financial information from our clients. As a client of our firm, we wanted to confirm with you that all information that we receive from you is held in confidence and is not released to people outside the firm, except as agreed to by you and as required under an applicable law.

We retain records relating to professional services that we provide so that we are better able to assist you with your professional needs and, in some cases, to comply with professional guidelines. In order to guard your nonpublic personal information, we maintain physical, electronic and procedural safeguards that comply with our professional standards.

Mailing Information for Case 09-36379-PGH

Electronic Mail Notice List

The following is the list of **parties** who are currently on the list to receive email notice/service for this case.

- **Geoffrey S. Aaronson** gaaronson@aspalaw.com, tdmckeown@mckeownpa.com;sbeiley@aspalaw.com;dlinder@aspalaw.com
- **Paul A Avron** pavron@bergersingerman.com, efile@bergersingerman.com
- **Michael S Budwick** mbudwick@melandrussin.com, ltannenbaum@melandrussin.com;mrbnefs@yahoo.com
- **Heidi A Feinman** Heidi.A.Feinman@usdoj.gov
- **Jonathan S. Feldman** jfeldman@melandrussin.com, ltannenbaum@melandrussin.com;mrbnefs@yahoo.com
- **Robert C Furr** bnasralla@furrcohen.com
- **Solomon B Genet** sgenet@melandrussin.com, ltannenbaum@melandrussin.com;mrbnefs@yahoo.com
- **Barry E Mukamal** bankruptcy@marcumllp.com, FL64@ecfcbis.com
- **Office of the US Trustee** USTPRegion21.MM.ECF@usdoj.gov
- **Leslie S. Osborne** rappaport@kennethrappaportlawoffice.com
- **John E Page** jpage@sfl-pa.com, scusack@sfl-pa.com;lrosetto@sfl-pa.com
- **Chad P Pugatch** cpugatch.ecf@rprsllaw.com
- **Lane E Roesch** lroesch@whitecase.com, tnelson@whitecase.com
- **Robin J. Rubens** rjr@lkllaw.com, cag@lkllaw.com
- **Michael L Schuster** mschuster@gjb-law.com, gjbecf@gjb-law.com
- **Bradley S Shraiberg** bshraiberg@sfl-pa.com, vchapkin@sfl-pa.com;narakaki@sfl-pa.com;lrosetto@sfl-pa.com;scusack@sfl-pa.com;blee@sfl-pa.com
- **Paul Steven Singerman** singerman@bergersingerman.com, mruiz@bergersingerman.com;efile@bergersingerman.com
- **Peter A Tappert** ptappert@wdpalaw.com, elastra@wdpalaw.com;jsardina@wdpalaw.com;nonega@wdpalaw.com
- **Charles W Throckmorton** cwt@kttlaw.com, lf@kttlaw.com
- **Trustee Services Inc 2** court@trusteeservices.biz, sandirose.magder@gmail.com
- **Jessica L Wasserstrom** jwasserstrom@melandrussin.com, ltannenbaum@melandrussin.com;;mrbnefs@yahoo.com
- **Morris D. Weiss** morrisw@hts-law.com, sherris@hts-law.com;annmariej@hts-law.com
- **George L. Zinkler** gzinkler.ecf@rprsllaw.com

EXHIBIT A

Palm Beach Diversified Income, LP
777 S Flagler Drive, Suite 150
Palm Beach Gardens, FL 33410

Christopher J Topolewski,
West Capital Management
c/o Simon B. Paris
1 Liberty Pl 52 FL – 1650 Market St
Philadelphia, PA 19103

West Capital Management
1818 Market St, #3323
Philadelphia, PA 19103

Albert Liguori
16590 Crownsbury Way, #201
Ft. Myers, FL 33908

Alice Pugliese
2741 Village Blvd, #403
West Palm Beach, FL 33409

Alton Opitz
16 K&L Ln
Butler, PA 16001

Amy Davenport
PO Box 3511
Midland, TX 79702

Robert Davenport
3 Greenwich Dr
Midland, TX 79705

Robert Davenport, Jr.
104 S. Pecos Street
Midland, TX 79701

ARIS Capital Management
152 W 57 St, 19th Fl
New York, NY 10019

ARIS Multi-Strategy Fund, LP
Aris Capital Management
152 W 57 St 19 Fl
New York, NY 10019

Armadillo Fund
40 Random Farms Cir
Chappaqua, NY 10514

BTA Oil Producers
104 S Pecos St
Midland, TX 79701

Lynda Beal
104 S Pecos St
Midland, TX 79701

Nancy Beal
104 S Pecos St
Midland, TX 79701

Spencer Beal
104 S Pecos St
Midland, TX 79701

Barry Beal
104 S Pecos St
Midland, TX 79701

Keleen Beal
104 S Pecos St
Midland, TX 79701

Kelly Beal
104 S Pecos St
Midland, TX 79701

BayRoc Associates
c/o JamiScott
15 W 53rd St. #24-B
New York, NY 10019

JamiScott LLC
15 W 53rd St #24-B
New York, NY 10019

Leslie Schneider
c/o JamiScott
15 W 53rd St., #24-B
New York, NY 10019

Scott Schneider
c/o JamiScott
15 W 53rd St, #24-B
New York, NY 10019

Claridge Associates, LLC
c/o JamiScott, LLC
15 W 53rd St, #24
New York, NY 10019

Leonard & Lillian Schneider
c/o JamiScott LLC
15 West 53rd St #24-B
New York NY 10019

Beacon Partners, Ltd
3030 McKinney Ave, #305
Dallas, TX 75204

Blackpool Partners, LP
701 Harger Rd, #190
Oak Brook, IL 60523

Blackpool Absolute Return Fund, LLC
c/o John E. Page, Esquire
Shraiberg Ferrara & Landau, PA
2385 NW Executive Ctr Dr #300
Boca Raton, FL 33431

Centermark Asset Management
21320 Baltic Dr
Cornelius, NC 28031

Claude Lestage
4893 N Kay
Palm Beach Gardens, FL 33418

Attn: Andrew N. Friedman, Esq.
Cohen Milstein Sellers & Toll, PLLC
1100 New York Avenue, N.W.
Suite 500, West Tower
Washington, D.C. 20005

MIO Partners Inc
c/o Robin E. Keller, Esq.
Hogan Lovells US LLP
875 Third Avenue
New York, NY 10022

McKinsey Master Retirement Trust
c/o Robin Keller, Esq.
Hogan Lovells US LLP
875 Third Avenue
New York, NY 10022

Special Situations Investment Fund, L.P. c/o
Robin Keller, Esq.
Hogan Lovells US LLP
875 Third Avenue
New York, NY 10022

Deer Island, LP
4 Nason Hill Lane
Sherborn, MA 01770

Dennis Dobrinich
3860 Dogwood Ave
Palm Beach Gardens, FL 33410

Douglas A. Kelley, Chapter 11 Trustee
Attn: James A. Rubenstein, Esq.
4800 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402

Douglas A. Kelley, Chapter 11 Trustee
Attn: Terrence J. Fleming, Esq.
4200 IDS Center
80 South Eighth Street
Minneapolis, MN 55402

Father's Heart Family Foundation Inc.
8292 Nashua Dr
Palm Beach Garden, FL 33418

Frank Carruth
5407 S Flagler Dr
West Palm Beach, FL 33405

Freestone Entities
c/o Mr. Justin Young
1918 Eighth Avenue, Suite 3400
Seattle, WA 98101

Fulbright & Jaworski
2100 IDS Center
80 South Eighth Street
Minneapolis, MN 55402-2112

Geoffrey Varga and Neil Morris
Joint Liquidators of Palm Beach Offshore/ c/o
Mark W. Eckard, Esq.
1201 N. Market Street, Suite 1500
Wilmington, DE 19801

Edward J. Estrada, Esquire
Christopher A. Lynch, Esquire
Reed Smith LLP
599 Lexington Avenue
New York, NY 10022

George & Nancy Slain
59-1089 Maluhi Pl
Kamuela, HI 96743

H. Thomas Halen, III, President
Golden Gate Financial Group LLC
1750 Montgomery Street, 1st Floor
San Francisco, CA 94111

Golden Gate VP Absolute Return Fund, LP c/o
Michael J. Cordone, Esq.
Stradley Ronon Stevens & Young, LLP
2600 One Commerce Square
Philadelphia, PA 19103

Golden Sun Multi-Manager Fund, LP
c/o Jeffrey S. Posta, Esq.
Stark & Stark
PO Box 5315
Princeton, NJ 08543-5315

Guy M. Hohmann, Esq. and
Messrs. Taube, Weiss and Taylor
Hohmann, Taube & Summers, L.L.P.
100 Congress Ave, 18th Floor
Austin, TX 78701

Harvest Investments LP
Red Bird Farm
4 Nason Hill Rd
Sherborn, MA 01770

Hillcrest Properties
c/o Stephen Willia
59 Damonte Ranch Pkwy, #B-360
Reno, NV 89521

Attn: Mitchell Herr
Holland & Knight, LLP
701 Brickell Ave, Suite 3000
Miami, FL 33131

Integrity Partners
c/o Scott Walchek
1499 Danville Blvd, #202
Alamo, CA 94507

James Corydon
6650 N Tower Circle Dr
Lincolnwood, IL 60712

Janette Bancroft
9052 SW 103 Ave
Ocala, FL 34481

Janet Bonebrake
7169 150th Ct N
Palm Beach Gardens, FL 33418

Jeffrey Markel
US Bank (Custodian)
515 N Flagler Dr, #2100
West Palm Beach, FL 33401

John Daniel
225 Wellington Ln
Cape Girardeau, MO 63701

Judith Goldsmith
3 Water Ln
Manhasset, NY 11030

K&K Capital Management, Inc.
3545 Lake St, #201
Wilmette, IL 60091

Kaufman Rossin & Co.
2699 S Bayshore Dr
Miami, FL 33133

Keith Rudman
2225 N Lakewood Ave
Chicago, IL 60614

Kenneth A. Ralston
c/o John E. Page, Esquire
Shraiberg Ferrara & Landau, PA
2385 NW Executive Ctr Dr #300
Boca Raton, FL 33431

LAB Investments Fund, LP
1875 S Grant St, #600
San Mateo, CA 94402

Laulima Partners, LP
c/o Smithfield Trust Co.
Attn: Robert Kopf Jr.
20 Stanwix St, #650
Pittsburgh, PA 15222

Leon Meyers Management
680 Fifth Ave, 9th Fl
New York, NY 10019

M. Lee Toothman
216 Barbados Dr
Jupiter, FL 33458

MB Investments, LLC
180 N Wacker Drive, Lower I
Chicago, IL 60606

Marder Investment Advisors Corp.
8033 Sunset Blvd, #830
Los Angeles, CA 90046

Mark Prevost
2372 Hidden Ridge Ln
Jasper, AL 35504

Martin Casdagli
554 E Coronado Rd
Santa Fe, NM 87505

Maxine Adler
c/o US Trust/Bank of America
and Patrici
150 E. Palmetto Park Road, Suite 200
Boca Raton, FL 33432

Mosaic Capital Fund LLC
c/o Philadelphia Financial
One Liberty Place
1650 Market Street, 54th Floor
Philadelphia, PA 19103

Nancy Dobrinich
3860 Dogwood Ave
Palm Beach Gardens, FL 33410

Nancy Hollingsworth
7107 Arrowood Rd
Bethesda, MD 20187

NetWide Capital LLC
1818 16th Street
Boulder, CO 80302-5456

Palm Beach Finance Holdings, Inc.
c/o Lindquist & Vennum, PLLP
80 South Eighth Street, Ste 4200
Minneapolis, MN 55402

Pemco Partners, LP
8 Lyman St, #204
Westborough, MA 01581

Petters Company, Inc.
c/o Lindquist & Vennum, PLLP
80 South Eighth Street, Ste 4200
Minneapolis, MN 55402

Quantum Family Office Group, LLC
1500 San Remo Avenue, Suite 210
Coral Gables, FL 33146

Raymond Feldman
4644 Balboa Ave
Encino, CA 91316

Raymond G. Feldman Family Ventures, LP c/o
John E. Page, Esquire
Shraiberg Ferrara & Landau, PA
2385 NW Executive Ctr Dr #300
Boca Raton, FL 33431

Randall Linkous
1174 SW 27 Ave
Boynton Beach, FL 33426

Ron Priestley
5565 N Espina Rd
Tuscon, AZ 85718

Ronald R. Peterson
Jenner & Block LLP
353 North Clark St.
Chicago, IL 60654

Ronald R. Peterson
c/o McDermott Will & Emery, LLP
Attn: Lazar P. Raynal, Esq.
227 West Monroe Street
Chicago, IL 60606

SALI Fund Services, LLC
6836 Austin Center Street, Suite 320
Austin, TX 78731

SSR Capital Partners, LP
c/o R. James George, Jr., Esq.
114 W. Seventh Street, Suite 1100
Austin, TX 78701-3015

Sage Capital Resources
3006 Julia St W, Unit A
Tampa, FL 33629

Sandra Linkous
1174 SW 27 Ave
Boynton Beach, FL 33426

Second City Alternatives
801 Park Ave
Wilmette, IL 60091

Select Access Management
15 Valley Dr
Greenwich, CT 06831

Attn: Lee S. Shalov, Esq.
Attn: Thomas G. Ciarlone, Esq.
Shalov Stone Bonner & Rocco, LLP
260 Madison Avenue, 17th Floor
New York, NY 10016

Sims Moss Kline & Davis, LLP
Three Ravinia Drive
Suite 1700
Atlanta, GA 30346

Spring Investor Services Inc.
Red Bird Farm
4 Nason Hill Lane
Sherborn, MA 01770

Sterling Management Inc.
160 White Oaks Ln
Vadnais Heights, MN 55127

Steve Bakaysa
36 Frantzen Ter
Cheektowaga, NY 14227

Strategic Stable Return Fund (ID), LP
c/o R. James George, Jr., Esq.
114 West Seventh Street, Suite 1100
Austin, TX 78701

Strategic Stable Return Fund II, LP
c/o R. James George, Jr., Esq.
114 W. Seventh Street, Suite 1100
Austin, TX 78701

Table Mountain Capital, LLC
850 Quince Ave
Boulder, CO 80304

Ted Goldsmith
3 Water Ln
Manhasset, NY 11030

Tradex Global Advisors
35 Mason St, 4th Fl
Greenwich, CT 06830

Tradex Global Master Fund
c/o Kenneth J. Vianale, Esq.
2499 Glades Road, Suite 112
Boca Raton, FL 33431

Tradex Global Master Fund
c/o Lee S. Shalov, Esquire
Thomas G. Ciarlone, Esquire
260 Madison Avenue, 17th Floor
New York, NY 10016

Tradex Global Master Fund
c/o Andrew N. Friedman, Esquire
1100 New York Avenue, N.W.
Suite 500, West Tower
Washington, DC 20005

Umbach Financial Group, LLC
525 South Flagler Drive, #100
West Palm Beach, FL 33401

VAS Partners, LLC
Attn: Vincent P Allegra
4401 W Roosevelt Rd
Hillside, IL 60162

Valur Egilsson
11966 Tuliptree Ln
Huntley, IL 60142

Kenneth J. Vianale, Esq.
Julie P. Vianale, Esquire
Vianale & Vinale LLP
2499 Glades Rd., Suite 112
Boca Raton, FL 33431

Vincent Allegra
449 S Evergreen St
Bensenville, IL 60106

Wilbur Hobgood
2189 Radnor Ct
North Palm Beach, FL 33408

Zimmer Lucas Capital
535 Madison Ave, 6th Fl
New York, NY 10022

Gonzalo R Dorta
334 Minorca Ave
Miami, FL 33134

Steven W Thomas
14 27 Ave
Venice, CA 90291

Joel Barnett
Barnett Capital Ltd.
450 Skokie Blvd., # 604
Northbrook, IL 60062

Guardian Capital, LLC
3225 Aviation Avenue
601
Miami, FL 33133

Ocean Gate Capital Management, LP
5 Sewall Street
Marblehead, MA 01945

Santa Barbara Investment Capital
2220 Santiago Rd
Santa Barbara, CA 93103

Gary Marks/Sky Bell Asset Management,
LLC
3115 N. Noho Loihi Way
Kihei, HI 96753

Pete L DeMahy, Esquire
DeMahy Labrador et al.
150 Alhambra Circle
Coral Gables, FL 33134

Debevoise & Plimpton LLP
Attn: Edwin G. Schallert, Esquire
919 Third Avenue
New York, NY 10022

Bruce Prevost
8292 Nashua Dr
Palm Beach Gardens, FL 33418

David Harrold
963 Evergreen Dr
Delray Beach, FL 33483

Lewis B. Freeman & Partners, Inc.
c/o Kenneth A. Welt, Receiver
1776 North Pine Island Road, Suite 102
Plantation, FL 33322

Lionheart Insurance Fund Series Interests of
the SALI Multi-Fund Series Fund, LP
6836 Austin Center Blvd. Ste 320
Austin, TX 78731

U.S. Bank National Association
c/o Richard G. Wilson, Esquire
Maslon Edeman Borman & Brand, LLP
90 S. 7th Street, Suite 3300
Minneapolis, MN 55402-4140

Sarah Stroebel, Snr Corp Counsel
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402-4140

Golden Sun Capital Management, LLC
885 Arapahoe Avenue
Boulder, CO 80302

Genesis Capital
Attn: Michael Dubinski
7191 Wagner Way NW
Gig Harbor, WA 98335

Robin J. Rubens, Esquire
Levine Kellogg Lehman, et al.,
201 South Biscayne Blvd.
34th Floor, Miami Center
Miami, FL 33131

Prateek Mehrotra, CFA, CAIA
Sunnacht & Associates
W6240 Communication Ct, #1
Appleton, WI 54914-8549

Ron Robertson, President
Strategic Capital Group
7191 Wagner Way NW, Suite 302
Gig Harbor, WA 98335

Globefin
Attn: Andrew Hoffman
980 6th Avenue, 4th Floor
New York, NY 10018

Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101-7346

John Docherty
United States Attorney's Office
316 North Robert Street, Suite 404
Saint Paul, MN 55101

Andrew P. O'Brien, Esquire
U.S. Securities and Exchange Commission
Chicago Regional Office
175 West Jackson Blvd., Suite 900
Chicago, IL 60604

Sean O'D. Bosack
780 N. Water Street
Milwaukee, WI 53202

John L. Kirtley
780 N Water Street
Milwaukee, WI 53202

Matia L. Kreiter
780 N Water Street
Milwaukee, WI 53202

Daniel N. Rosen, Esquire
Parker Rose, LLC
300 First Avenue North, Suite 200
Minneapolis, MN 55401

Kenneth A. Welt
8255 West Sunrise Blvd., # 177
Plantation, FL 33322

Fortis Prime Fund Solutions Custodial
Services / Attn: Daniel Kermode
Fortis Prime Fund Solutions (IOM) Ltd
18-20 North Quay
Douglas, Isle of Man, IM99 1NR, UK

Kinetic Partners (Cayman) Limited
The Harbour Center / 42 North Church Street /
PO Box 10387
Grand Cayman KY1-1004
Cayman Islands

Palm Beach Offshore Ltd.
Anchorage Centre, 2nd Floor
PO Box 32021 SMB
Grand Cayman, Cayman Islands

Palm Beach Offshore II, Ltd.
Admiral Financial Center, 5th Floor
90 Fort Street, PO Box 32021
Grand Cayman KY-1208
Cayman Islands

Scotia Capital
The Bank of Nova Scotia
Global Alternative Asset Group
40 King Street W, 68th Fl
Toronto Ontario M5W 2X6

Citco Global Securities Services
2600 Airport Business Park
Kinsale Road
Co.Cork
Ireland

Lane E. Roesch
White & Case, LLP
200 S. Biscayne Blvd., Suite 4900
Miami, FL 33131

Monica Hanlet
PO Box 321255
Palm Coast, FL 32135-1255

Michael R. Band, Esquire
Band Law Firm
169 East Flagler Street, Suite 1200
Miami, FL 33131

Andy Hall
Soffer Charbonnet LLP
7300 France Avenue South, Suite 210
Minneapolis, MN 55435

Frank Vennes
190 Seminole Lane, Apt. 205
Cocoa Beach, FL 32931

Deutsche Bank (Cayman) Ltd
ACF HSBC USA Inc
Deutsche Bank (Cayman) Limited
PO Box 1984
Grand Cayman
KY1-1104 – Cayman Islands

HSBC SECURITIES (USA) INC
452 Fifth Avenue - T3
New York, NY 10018

Carlton Beal Family Trust
104 S Pecos Street
Midland, TX 79701

Beal Family trust FBO Kelly Beal
104 S Pecos Street
Midland, TX 79701

The Beal Trust U/A
104 S Pecos Street
Midland, TX 79701

Beal GST Exemption Trust
104 S Pecos Street
Midland, TX 79701

Carlton Beal Family Trust
104 S Pecos Street
Midland, TX 79701

Thomas J. Ginley Life Ins. Trust
Dated 1-22-97
6650 N Tower Circle Drive
Lincolnwood, IL 60712

Zcall, LLC
c/o Brian S. Dervishi
1 S.E. 3rd Avenue, # 1980
Miami, FL 33131

Scall, LLC
c/o Weissman, Dervishi, Borgo & Nodlund
1 SE 3rd Avenue, # 1980
Miami, FL 33131

U.S. Trust and Patricia Scwab
Successor Trustees, TUA Maxine B Adler
POB 842056
Dallas, TX 75284

James L. Volling, Esquire
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901

Dana L. Choi, Esquire
Holland & Knight LLP
701 Brickell Avenue, Suite 3000
Miami, FL 33131

Palm Beach Links Capital, LP
12200 N Stemmos Fwy, Suite 316
Dallas, TX 75234