

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION

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IN RE:

PALM BEACH FINANCE PARTNERS, L.P.,
PALM BEACH FINANCE II, L.P.,

CASE NO. 09-36379-EPK
CASE NO. 09-36396-EPK
(Jointly Administered)

Debtors.

**LIQUIDATING TRUSTEE'S MOTION TO APPROVE THIRD
INTERIM DISTRIBUTION IN PALM BEACH FINANCE II, L.P.**

Barry E. Mukamal, in his capacity as liquidating trustee (“*Trustee*”) for the Palm Beach Finance II Liquidating Trust (“*PBFII Trust*”), respectfully requests an Order of the Court approving the third interim distribution in Palm Beach Finance II, L.P. bankruptcy case. In support, the Trustee states:

Background

1. On November 30, 2009, Palm Beach Finance II, L.P. (“*PBF II*”)¹ filed its Voluntary Petition for relief under chapter 11 of the United States Bankruptcy Code [ECF No. 1]. On December 1, 2009, this case was jointly administered with the estate of *In re Palm Beach Finance Partners, L.P.*, Case No. 09-36379-PGH [ECF No. 9].

2. On January 28, 2010, the Court entered its *Agreed Order Directing Appointment of Chapter 11 Trustee and denying the United States Trustee’s Motion to Convert Cases to Cases under Chapter 7* [ECF No. 27].

3. On January 29, 2010, the United States Trustee appointed the Trustee as chapter 11 trustee in both estates [ECF No. 28].

¹ PBF II, together with Palm Beach Finance Partners, L.P. (“*PBFP*”), shall be referred to as the “*Debtors*.”

Jurisdiction and Venue

4. Venue of this case is proper and continues to be proper in this District pursuant to 11 U.S.C. §§ 1408 and 1409.

5. Approval of the Distribution Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A & O), and this Court has jurisdiction to enter a final order.

Plan of Liquidation

6. On September 3, 2010, the Trustee and Geoffrey Varga, as Joint Official Liquidator of Palm Beach Offshore, Ltd. and Palm Beach Offshore II, Ltd., filed the *Second Amended Joint Plan of Liquidation of Barry Mukamal, as Chapter II Trustee of Palm Beach Finance Partners, L.P. and Palm Beach Finance II, L.P., and Geoffrey Varga, as Joint Official Liquidator of Palm Beach Offshore, Ltd. and Palm Beach Offshore II, Ltd.* [Case No. 09-36379, ECF No. 245] (“**Plan of Liquidation**”).

7. On October 21, 2010, this Court entered its *Order Confirming Second Amended Joint Plan of Liquidation* [Case No. 09-36379, ECF No. 444] (“**Confirmation Order**”), creating the Liquidating Trusts, appointing Barry E. Mukamal as Trustee and appointing Geoffrey Varga as Trust Monitor. November 1, 2010 was the Plan’s Effective Date. See ECF No. 465 in Case No. 09-36379.

8. Mr. Varga has resigned as Trust Monitor. See ECF Nos. 3543 and 3551.

9. PBF and PBF II are not substantively consolidated.

The First Interim Distribution

10. On January 11, 2017, the Trustee on behalf of the PBFII Trust filed his motion to approve distribution scheme pursuant to 11 U.S.C. § 510(b) and Bankruptcy Rule 9019 [ECF

No. 3137]. The Court granted the motion by entering its Findings of Fact and Conclusions of Law dated February 27, 2017 [ECF No. 3179] (“**PBF II Distribution Scheme**”).

11. On December 8, 2017, the Trustee filed his Motion to Approve First Interim Distribution in Palm Beach Finance II Liquidating Trust [ECF No. 3391], which this Court granted [ECF No. 3260].

12. On January 29, 2019, the Trustee filed his Motion to Approve Second Interim Distribution in Palm Beach Finance II Liquidating Trust [ECF No. 3570], which this Court granted [ECF No. 3584].

Relief Requested

13. Article 9.7 of the confirmed Plan of Liquidation provides:

Interim Distributions. Unless otherwise provided in the Plan, the Liquidating Trustee in his discretion may make periodic distributions to the Beneficiaries entitled thereto in accordance with Section 5.1 of the Liquidating Trust Agreements.

14. Although Court approval of Interim Distributions is not required pursuant to Article 9.7 of the confirmed Plan of Liquidation, given the aggregate amount of the distributions and the number of interest holders, in an abundance of caution, the Trustee seeks Court approval of the proposed third interim distribution to ensure that parties in interest have adequate notice and an opportunity to be heard on the Motion. The Trustee reserves the right to make future interim distributions without seeking further approval from the Court pursuant to Article 9.7 of the confirmed Plan of Liquidation.

15. The PBFII Trust has approximately \$36,000,000 in cash-on-hand as of June 30, 2019.² The Trustee seeks to make a third interim distribution in PBF II, applying the PBF II Distribution Scheme, in the amount of **\$20,000,000.00** (“**Third Interim Distribution**”). The

² See ECF No. 128, Case No. 09-36396-EPK.

Trustee in his reasonable discretion believes he should reserve the balance of cash-on-hand for continuing litigation and other potential administrative expenses.

16. The significant amount of the reserve bears some additional explanation. On July 1, 2019, the Minnesota Bankruptcy Court³ presiding over *Kelley v. BMO Harris Bank N.A. as successor to M&I Marshall and Ilsley Bank*, Adv. Case No. 12-4288 entered an Order Granting Plaintiff's Motion for Rule 37 Sanctions for Defendant's Spoliation of Evidence ("**Sanctions Order**").⁴ The Minnesota Bankruptcy Court ruled as follows:

The Court grants the motion and finds that the actions taken by Defendant warrant sanctions under Federal Rule of Civil Procedure 37(e) for the spoliation of evidence. An adverse inference instruction that Defendant intentionally destroyed and failed to preserve Minnesota email backup tapes that it knew were harmful is appropriate.⁵

The Minnesota Bankruptcy Court ruled that BMO Harris Bank intentionally destroyed evidence based on a detailed record with numerous factual findings. Certain of the key factual findings relate specifically to BMO Harris Bank's conduct before this Court in Adversary Case No. 11-3015. That adversary culminated in a 2015 settlement with BMO in the amount of \$16,000,000.⁶ In that adversary, a BMO Harris Bank officer verified a sworn interrogatory response to the Trustee claiming certain significant evidence no longer existed. The Minnesota Bankruptcy Court found that BMO Harris Bank and its Wisconsin legal counsel each "knew this response was false"⁷ and as a result "[BMO] falsified its interrogatory response in the *Palm Beach* case."⁸ BMO Harris Bank has appealed the Sanctions Order to the Minnesota District Court. The Trustee is considering the PBF II Trust's potential claims against BMO in connection with the

³ Main Bankruptcy Case: *In re Petters Co., Inc.*, Case No. 08-45257 (U.S. Bankruptcy Court for the D. Minn.).

⁴ ECF No. 353.

⁵ *Id.* at pg. 2.

⁶ ECF No. 2689

⁷ Sanctions Order at page 11.

⁸ *Id.* at page 37.

Sanctions Order and any ruling on appeal. The Trustee may have multiple remedies, potentially including rescission of the 2015 settlement agreement. This analysis and the consideration of the various potential remedies has contributed to a delay in the filing of this motion. As a result, while significant, the Trustee believes the amount of the reserve is appropriate under all the circumstances. The Trustee has consulted with the largest stakeholder in the PBF II Trust in connection with this issue.

17. The Trustee notes that he previously sought and obtained this Court's approval for the first and second interim distributions in PBF II in the amount of \$24,500,000 and \$51,500,000, respectively.

18. Attached as Exhibit 1 is a spreadsheet reflecting those claimants receiving the Third Interim Distribution.

19. The Trustee respectfully requests an Order of the Court approving the Third Interim Distribution as set forth in Exhibit 1 – and as previously requested in his motion to make the first and second interim distributions – upon receipt of a fully executed Form W-9, Request for Taxpayer Identification Number (TIN) and Certification and payment address.

20. Attached as Exhibit 2 is a form of proposed Order.

WHEREFORE, the Trustee respectfully requests an Order (1) granting this Motion, (2) approving the Third Interim Distribution as set forth on Exhibit B, (3) requiring any claimant receiving a distribution to fully execute and return an IRS Form W-9, Request for Taxpayer Identification Number (TIN) and Certification and provide a payment address to the Trustee, and (4) for such other and further relief as this Court deems just and proper.

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Dated: September 24, 2019.

s/ Michael S. Budwick
Michael S. Budwick, Esquire
Florida Bar No. 938777
mbudwick@melandrussin.com
Solomon B. Genet, Esquire
Florida Bar No. 617911
sgenet@melandrussin.com
MELAND RUSSIN & BUDWICK, P.A.
3200 Southeast Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131
Telephone: (305) 358-6363
Telecopy: (305) 358-1221

*Attorneys for Barry E. Mukamal,
Liquidating Trustee*

CERTIFICATE OF SERVICE

I **HEREBY CERTIFY** that a true and correct copy of the foregoing was served on September 24, 2019, via the Court's Notice of Electronic Filing upon registered Users listed on the attached Exhibit 3, via Regular U.S. Mail upon the parties listed on the Court's Manual Notice List attached as Composite Exhibit 4, the Court's Matrices in Case No. 09-36379-BKC-PGH and Case No. 09-36396-BKC-PGH attached as Composite Exhibit 5⁹, and those additional addresses set forth on Composite Exhibit 6.

s/ Michael S. Budwick
Michael S. Budwick, Esquire

⁹ "ADDL" means these additional parties served as a courtesy. See Composite Exhibit 6.

"BAD" means that it is a known bad address; hence, no service by mail.

"DUP" means that the address appears more than once on this exhibit and is only being served one time by mail.

"NEF" means that service was made by Notice of Electronic Filing as set forth on Exhibit 3 and is not being additionally served by mail.

"NNR" means no notice is required.

"PBFP" means that entity appears on both matrices and only being served once.

"N-WD" means no notice required as such party has filed a Notice of Withdrawal with this Court.

POC No.	Category per 510(b) Motion	Claimant	Allowed Claim	\$ 510(b) Adjustment Factor	Weighted Allowed Claim	% Allocation	Third Interim Distribution (Note 1)
16	1.DEBT	Geoff Varga, solely in his capacity as Joint Official Liquidator of Palm Beach Offshore Ltd.	\$ 578,319,885.06			77.48%	\$ 15,495,285.12
15	1.DEBT	Geoff Varga, solely in his capacity as Joint Official Liquidator of Palm Beach Offshore II Ltd.	140,507,868.06			18.82%	3,764,714.88
1.DEBT Total			718,827,753.12			96.30%	19,260,000.00
6	A	LAB Investments Fund LP	6,390,183.35	100%	6,390,183.35	0.26%	52,488.06
30	A	Golden Sun Multi - Manager Fund, LP	5,000,000.00	100%	5,000,000.00	0.21%	41,069.29
4	A	Strategic Stable Return Fund (ID), LP	5,000,000.00	100%	5,000,000.00	0.21%	41,069.29
33	A	Agile Safety Variable Fund, L.P.	4,000,000.00	100%	4,000,000.00	0.16%	32,855.43
32	A	Agile Safety Fund (Master Fund)	5,621,901.32	100%	5,621,901.32	0.23%	46,177.50
3	A	Strategic Stable Return Fund II, LP	1,970,000.00	100%	1,970,000.00	0.08%	16,181.30
29	A	Raymond G. Feldman Family Ventures, L.P.	500,000.00	100%	500,000.00	0.02%	4,106.93
7	A	BNP Private Bank & Trust Cayman Ltd. – ARIS Multi-Strategy Fund, LP Pledge to BNP Paribas Securities Corp.	9,600,000.00	100%	9,600,000.00	0.39%	78,853.03
31	A	HSBC USA Inc.	9,000,000.00	100%	9,000,000.00	0.37%	73,924.72
20	A	JamiScott, LLC	2,837,466.09	100%	2,837,466.09	0.12%	23,306.54
22	A	Claridge Associates, LLC	2,000,000.00	100%	2,000,000.00	0.08%	16,427.72
18	A	Leonard & Lillian Schneider	1,500,000.00	100%	1,500,000.00	0.06%	12,320.79
17	A	Scott Schneider	1,135,031.60	100%	1,135,031.60	0.05%	9,322.99
21	A	BayRoc Associates, LLC	1,000,000.00	100%	1,000,000.00	0.04%	8,213.86
2	A	Ozcar Multi Strategies LLC Class C#232 (Table Mountain	2,500,000.00	100%	2,500,000.00	0.10%	20,534.64
Equity	A	Barry A Beal	1,000,000.00	100%	1,000,000.00	0.04%	8,213.86
8	A	Mosaic Capital Fund, LLC	4,000,000.00	100%	4,000,000.00	0.16%	32,855.43
Equity	A	Carlton Beal Family Trust FBO Barry A Beal	1,000,000.00	100%	1,000,000.00	0.04%	8,213.86
53	A	JDFF Master Fund, LP	1,500,000.00	100%	1,500,000.00	0.06%	12,320.79
34	A	Thomas J Ginley Life Insurance Trust Dtd 1-22-97	576,008.33	100%	576,008.33	0.02%	4,731.25
A			66,130,590.69		66,130,590.69	2.72%	543,187.26
27	B	Blackpool Absolute Return Fund, LLC	1,750,000.00	65%	1,137,500.00	0.05%	9,343.26
26	B	Blackpool Partners, LLC	1,250,000.00	65%	812,500.00	0.03%	6,673.76
28	B	Kenneth Ralston	450,000.00	65%	292,500.00	0.01%	2,402.55
25	B	Maxine Adler - Multiple transferees - See Order	-	65%	-	0.00%	-

POC No.	Category per 510(b) Motion	Claimant	Allowed Claim	\$ 510(b) Adjustment Factor	Weighted Allowed Claim	% Allocation	Third Interim Distribution (Note 1)
25(a)	B	U.C. Davis School of Veterinary Medicine	850,000.00	65%	552,500.00	0.02%	4,538.16
25(b)	B	KAT TNR, Inc.	22,500.00	65%	14,625.00	0.00%	120.13
25(c)	B	Peggy Adams Animal Rescue League of the Palm Beaches,	22,500.00	65%	14,625.00	0.00%	120.13
25(d)	B	Town Cats	45,000.00	65%	29,250.00	0.00%	240.26
25(e)	B	AVDA (Aid to Victims of Domestic Violence)	25,000.00	65%	16,250.00	0.00%	133.48
25(f)	B	Next Door Solutions to Domestic Violence	25,000.00	65%	16,250.00	0.00%	133.48
25(g)	B	Special Olympics Florida	5,000.00	65%	3,250.00	0.00%	26.70
25(h)	B	Special Olympics Northern California, Inc.	5,000.00	65%	3,250.00	0.00%	26.70
1	B	Stephen & Lisa Williams Family Trust dated 12/21/05	1,800,000.00	65%	1,170,000.00	0.05%	9,610.21
	B		6,250,000.00		4,062,500.00	0.17%	33,368.80
Equity	C	ABR Capital Fixed/Option Income Strategic Fund, LP	1,895.64	30%	568.69	0.00%	4.67
Equity	C	Citizen's Bank as custodian for Ocean Gate opportunity	3,500,000.00	30%	1,050,000.00	0.04%	8,624.55
Equity	C	Genesis Special Opportunity (QP), LP	5,150,000.00	30%	1,545,000.00	0.06%	12,690.41
Equity	C	Genesis Special Opportunity, LP	2,425,000.00	30%	727,500.00	0.03%	5,975.58
Equity	C	Genesis Strategic Investors (QP), LP	10,622,263.98	30%	3,186,679.19	0.13%	26,174.93
Equity	C	Genesis Strategic Investors, LP	7,753,876.49	30%	2,326,162.95	0.10%	19,106.77
Equity	C	Harborlight FAB Fund, LP	1,500,000.00	30%	450,000.00	0.02%	3,696.24
Equity	C	Joel and Nancy Barnett (JTWROS)	1,050,625.47	30%	315,187.64	0.01%	2,588.91
Equity	C	Laulima Partners, LP	2,500,000.00	30%	750,000.00	0.03%	6,160.39
Equity	C	SBIC Income Fund	2,400,000.00	30%	720,000.00	0.03%	5,913.98
Equity	C	Scotiabanc, Inc.	8,814,377.58	30%	2,644,313.27	0.11%	21,720.01
Equity	C	Select Access (Institutional) LLC	900,000.00	30%	270,000.00	0.01%	2,217.74
Equity	C	BNP Paribas Bank & Trust Cayman Limited FBO Guardian Asset Finance Master BV	3,066,000.00	30%	919,800.00	0.04%	7,555.11
Equity	C	ABR Signature Select Insurance Fund Series Interests of the SALI Multi-Series Fund, LP	200,000.00	30%	60,000.00	0.00%	492.83
Equity	C	Ozcar Multi-Strategies, LLC Class C#1 FBO Joe Umbach	10,091,689.28	30%	3,027,506.78	0.12%	24,867.51
Equity	C	Thomas Sandlow	268,138.00	30%	80,441.40	0.00%	660.73
	C		60,243,866.44		18,073,159.93	0.74%	148,450.36
Equity	D	Aegis Capital Fund, LLC	3,000,000.00	15%	450,000.00	0.02%	3,696.24
Equity	D	Deutsche Bank (Cayman) Limited as custodian for ZLP Domestic Investments, LP	3,000,000.00	15%	450,000.00	0.02%	3,696.24

POC No.	Category per 510(b) Motion	Claimant	Allowed Claim	\$ 510(b) Adjustment Factor	Weighted Allowed Claim	% Allocation	Third Interim Distribution (Note 1)
Equity	D	Frank Carruth III	17,829.38	15%	2,674.41	0.00%	21.97
Equity	D	Judith Ellen Goldsmith	300,000.00	15%	45,000.00	0.00%	369.62
Equity	D	Nancy Caryl Mishkin	200,000.00	15%	30,000.00	0.00%	246.42
Equity	D	Oasis Absolute Return Fund, LP	600,000.00	15%	90,000.00	0.00%	739.25
Equity	D	Pemco Partners, LP	3,000,000.00	15%	450,000.00	0.02%	3,696.24
Equity	D	Quantum Hedge Strategies Fund	1,500,000.00	15%	225,000.00	0.01%	1,848.12
Equity	D	The Gantcher Group	201,502.20	15%	30,225.33	0.00%	248.27
Equity	D	Theodore Goldsmith	350,000.00	15%	52,500.00	0.00%	431.23
	D		12,169,331.58		1,825,399.74	0.07%	14,993.57
GRAND TOTAL - ALLOWED CLAIMS			\$ 863,621,541.83		\$ 90,091,650.36	100.00%	\$ 20,000,000.00

Notes:

1) See the three tier Waterfall Distribution Scheme related to the Offshore Funds described at ECF No. 3179 at paragraph Q on pages 4 and 5 of 15. Distributions of \$75,738,146.63 have already been made, so distributions to creditors are calculated in the third tier at 3.7% of all distributions over \$60,000,000.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION
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IN RE:

PALM BEACH FINANCE PARTNERS, L.P.,
PALM BEACH FINANCE II, L.P.,

Debtors.

CASE NO. 09-36379-EPK
CASE NO. 09-36396-EPK
(Jointly Administered)

**ORDER GRANTING LIQUIDATING TRUSTEE'S MOTION TO APPROVE
THIRD INTERIM DISTRIBUTION IN PALM BEACH FINANCE II, L.P.**

THIS CAUSE came before the Court on _____, 2019 at _____ a.m./p.m. upon the Liquidating Trustee's Motion to Approve Third Interim Distribution in Palm Beach Finance II, L.P. [ECF No. _____] ("**Motion**"). The Court reviewed the Motion and the Court file, and is otherwise duly advised in the premises. Accordingly, it is

ORDERED as follows:

1. The Motion is GRANTED.
2. The Third Interim Distribution in Palm Beach Finance II, L.P. as described in the Motion and in the amounts set forth in Exhibit B attached to the Motion is APPROVED.

3. Claimants entitled to receive a distribution must fully execute and return an IRS Form W-9, Request for Taxpayer Identification Number (TIN) and Certification and provide a payment address to the Liquidating Trustee, as more fully set forth in the Motion.

4. The Liquidating Trustee is authorized to reserve distributions to any claimants pending receipt of the items set forth in paragraph 3 above.

5. Pursuant to Article 9.4 of the confirmed Plan of Liquidation, No *De Minimis* Distributions, other than in the Final Distribution, no payment of Cash in an amount of less than \$250 shall be required to be made on account of any Allowed Claim.

6. Pursuant to Article 9.6 of the confirmed Plan of Liquidation, Undeliverable Distributions, if the distribution check to any holder of an Allowed Claim or Interest is not cashed within 90 days after issuance by the Liquidating Trustee, a stop payment order shall be given with respect to the check and no further distributions shall be made to such holder on account of such Allowed Claim or Interest. Such Allowed Claim or Interest shall be discharged and the holder of such Allowed Claim or Interest shall be forever barred from asserting such Claim against the Liquidating Trusts, the Liquidating Trustee, the Debtors, their Estates or their respective property. In such cases, any Cash held for distribution on account of such Claim shall

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remain property of the respective Liquidating Trust and be distributed to other Creditors in accordance with the terms of this Plan and the Liquidating Trust Agreements.

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Submitted By:

Michael S. Budwick, Esquire

Florida Bar No. 938777

mbudwick@melandrussin.com

MELAND RUSSIN & BUDWICK, P.A.

Counsel for the Liquidating Trustee

3200 Southeast Financial Center

200 South Biscayne Boulevard

Miami, Florida 33131

Telephone: (305) 358-6363

Telefax: (305) 358-1221

Copies Furnished To:

Michael S. Budwick, Esquire, is directed to serve copies of this Order on all parties in interest and to file a Certificate of Service.

Mailing Information for Case 09-36379-EPK**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.

- **Melissa Alagna** mma@gordichalagna.com, lag@gordichalagna.com
- **Vincent F Alexander** vfa@kttl.com, angela.chua@lewisbrsbois.com;ftlemailedisig@lewisbrsbois.com
- **Keith T Appleby** kappleby@bankerlopez.com, service-kappleby@bankerlopez.com
- **Paul A Avron** pavron@bergersingerman.com, efile@bergersingerman.com;efile@ecf.inforuptcy.com;mday@bergersingerman.com
- **Scott L. Baena** sbaena@bilzin.com, eservice@bilzin.com;lflores@bilzin.com
- **Marc P Barmat** mbarmat@furrcohen.com, rriviera@furrcohen.com;atty_furrcohen@bluestylus.com
- **Rachel K Beige** rachel.beige@csklegal.com, joseph.valdivia@csklegal.com
- **Sean M. Berkowitz** sean.berkowitz@lw.com, chefiling@lw.com;russell.mangas@lw.com;robert.malione@lw.com;megan.fitzpatrick@lw.com;barbara.pipchok@lw.com;julia.greenberg@lw.com
- **Steven M Berman** sberman@slk-law.com, bgoodall@slk-law.com
- **Mark D. Bloom** bloomm@gtlaw.com, MiaLitDock@gtlaw.com;miaecfbky@gtlaw.com
- **Ira Bodenstein** ibodenstein@shawgussis.com
- **Noel R Boeke** noel.boeke@hklaw.com, wendysue.henry@hklaw.com
- **Michael S Budwick** mbudwick@melandrussin.com, ltannenbaum@melandrussin.com;mrbnefs@yahoo.com;mbudwick@ecf.courtdrive.com;ltannenbaum@ecf.courtdrive.com;phornia@ecf.courtdrive.com
- **Michael S Budwick** mbudwick@melandrussin.com, ltannenbaum@melandrussin.com;mrbnefs@yahoo.com;mbudwick@ecf.courtdrive.com;ltannenbaum@ecf.courtdrive.com;phornia@ecf.courtdrive.com
- **Dennis M. Campbell** dcampbell@campbellmiami.com, mjohnson@campbellmiami.com,ranthony@campbellmiami.com,service@campbellmiami.com
- **Rilyn A Carnahan** rilyn.carnahan@gmlaw.com, efileu1092@gmlaw.com;efileu1089@gmlaw.com;efileu2170@gmlaw.com;efileu1435@gmlaw.com;efileu1094@gmlaw.com;efileu1093@gmlaw.com;gregory.stolzb
- **Francis L. Carter** flc@flcarterpa.com
- **Francis L. Carter** flc@katzbarron.com
- **Francis L. Carter** flc@katzbarron.com
- **Lisa M. Castellano** lcastellano@bplegal.com, kmurphy@bplegal.com;kpacifico@bplegal.com
- **Helen Davis Chaitman** , jgorchkova@beckerny.com;lblanco@beckerny.com;cdavis@beckerny.com
- **Helen Davis Chaitman** hchaitman@beckerny.com, jgorchkova@beckerny.com;lblanco@beckerny.com;cdavis@beckerny.com
- **Franck D Chantayan** franck@chantayan.com
- **Daniel DeSouza** ddesouza@desouzalaw.com
- **John R. Dodd** doddj@gtlaw.com, miaecfbky@gtlaw.com;mialitdock@gtlaw.com
- **John D Eaton** jeaton@shawde-eaton.com, sramirez@shawde-eaton.com
- **C Craig Eller** craig.eller@nelsonmullins.com
- **Darren D. Farfante** darren.farfante@bipc.com, Denise.Strand@bipc.com
- **Dyanne E Feinberg** def@kttl.com, hst@kttl.com;gam@kttl.com;ems@kttl.com
- **Heidi A Feinman** Heidi.A.Feinman@usdoj.gov
- **Jonathan S. Feldman** jfeldman@pbylaw.com, eservicemia@pbylaw.com
- **G Steven Fender** steven.fender@fender-law.com, lm910@aol.com
- **Robert G Fracasso Jr** rfracasso@shutts.com, fsantelices@shutts.com
- **Robert C Furr** litus@furrcohen.com, atty_furrcohen@bluestylus.com;cworkinger@furrcohen.com
- **Solomon B Genet** sgenet@melandrussin.com, ltannenbaum@melandrussin.com;mrbnefs@yahoo.com;sgenet@ecf.courtdrive.com;ltannenbaum@ecf.courtdrive.com;phornia@ecf.courtdrive.com
- **John H Genovese** jgenovese@gjb-law.com, hburke@gjb-law.com;gjbefc@gjb-law.com;gjbefc@ecf.courtdrive.com;jzamora@gjb-law.com
- **Daniel L. Gold** dgold@goldbergsegalla.com, mmartinez@goldbergsegalla.com
- **Michael I Goldberg** michael.goldberg@akerman.com, charlene.cerda@akerman.com
- **Lawrence Gordich** LAG@gordichalagna.com, mma@gordichalagna.com
- **Gregory S Grossman** ggrossman@sequorlaw.com, ngonzalez@sequorlaw.com
- **Scott M. Grossman** grossmansm@gtlaw.com, scottla@gtlaw.com;MiaLitDock@gtlaw.com;FTLLitDock@GTLaw.com;miaecfbky@gtlaw.com
- **Matthew W Hamilton** e-notice@fulcruminv.com
- **Zachary N James** zjames@melandrussin.com, ltannenbaum@melandrussin.com;mrbnefs@yahoo.com;zjames@ecf.courtdrive.com;ltannenbaum@ecf.courtdrive.com;phornia@ecf.courtdrive.com
- **Karl J. Johnson** , pmay@hjlawfirm.com
- **Kenneth M Jones** kjones@moodyjones.com
- **Michael A Kaufman** michael@mkaufmanpa.com, kaufmanesq@gmail.com;kaufmanmr75578@notify.bestcase.com;Legalassistant@mkaufmanpa.com
- **Stephen J Kolski Jr** stevekolski@skolskilaw.com, jessica@skolskilaw.com
- **Harris J. Koroglu** hkroglu@shutts.com, fsantelices@shutts.com;bvelapoldi@shutts.com
- **James A Lodoen** jlodoen@ballardspahr.com, solbergn@ballardspahr.com
- **Coral Lopez-Castro** clc@kttl.com, rcp@kttl.com
- **David S Mandel** dmandel@mandel-law.com, susan@mandel-law.com
- **Joshua A Marcus** jmarcus@melandrussin.com, ltannenbaum@melandrussin.com;mrbnefs@yahoo.com
- **Joshua A Marcus** jmarcus@melandrussin.com, ltannenbaum@melandrussin.com;mrbnefs@yahoo.com
- **Aleida Martinez Molina** amartinez@wsh-law.com, iversevilla@wsh-law.com
- **Paul J McMahon** pjmc@pjmlawmiami.com
- **Brian M Mckell** brian.mckell@wilsonelser.com, lourdes.riestra@wilsonelser.com
- **Thomas M. Messana** tmessana@messana-law.com, emair@messana-law.com;thurley@messana-law.com;tmessana@bellsouth.net;nbarrus@messana-law.com;mwslawfirm@gmail.com;cbroussard@messana-law.com;atamburro@messana-law.com
- **Yvonne F Mizusawa** yvonne.f.mizusawa@frb.gov
- **James C. Moon** jmoon@melandrussin.com, ltannenbaum@melandrussin.com;mrbnefs@yahoo.com;jmoon@ecf.courtdrive.com;ltannenbaum@ecf.courtdrive.com;phornia@ecf.courtdrive.com
- **Patrick M Mosley** pmosley@hwhlaw.com, telam@hwhlaw.com
- **Barry E Mukamal** bemtrustee@kapilamukamal.com, FL64@ecfcbis.com
- **Barry E Mukamal** bankruptcy@marcumllp.com, FL64@ecfcbis.com
- **Barry E. Mukamal** bemtrustee@kapilamukamal.com
- **David J Myers** myers@fsblegal.com
- **Office of the US Trustee** USTPRegion21.MM.ECF@usdoj.gov
- **Leslie S. Osborne** office@rorlawfirm.com, 4275819420@filings.docketbird.com

- **Kristopher E Pearson** kpearson@stearnsweaver.com, rross@stearnsweaver.com; larrazola@stearnsweaver.com; Atty_ arrazola@bluestylus.com; cgraver@stearnsweaver.com
- **Jennifer H Pinder** Jennifer.pinder@myfloridalegal.com, zivile.rimkevicius@myfloridalegal.com, angela.godbey@myfloridalegal.com
- **Leanne McKnight Prendergast** Leanne.Prendergast@fisherbroyles.com, l3annemp@gmail.com
- **Chad P Pugatch** cpugatch.ecf@rprslaw.com
- **Cristopher S Rapp** csr@derreverelaw.com, eservice@derreverelaw.com
- **Cristopher S Rapp** csrapp@kelleykronenberg.com, eservice@derreverelaw.com
- **Patricia A Redmond** predmond@stearnsweaver.com, jmartinez@stearnsweaver.com; rross@stearnsweaver.com; cgraver@stearnsweaver.com
- **Patricia A Redmond** predmond@stearnsweaver.com, jmartinez@stearnsweaver.com; rross@stearnsweaver.com; cgraver@stearnsweaver.com
- **Jason S Rigoli** jrigoli@furrcohen.com, rriviera@furrcohen.com; atty_furrcohen@bluestylus.com
- **Kenneth B Robinson** krobison.ecf@rprslaw.com
- **Joseph Rodowicz** bankruptcy@rodowiczlaw.com, rodowiczlaw@gmail.com
- **Robin J. Rubens** rrubens@bergersingerman.com, mdiaz@bergersingerman.com; efile@ecf.inforuptcy.com; efile@bergersingerman.com
- **Peter D. Russin** prussin@melandrussin.com, ltannenbaum@melandrussin.com; mrbnefs@yahoo.com; prussin@ecf.courtdrive.com; ltannenbaum@ecf.courtdrive.com; phornia@ecf.courtdrive.com
- **Luis Salazar** Luis@Salazar.Law, Ceide@salazar.law; Lee-Sin@Salazar.Law
- **Franklin H Sato** fsato@wickersmith.com, alazaro@wickersmith.com
- **Bradley M Saxton** bsaxton@whww.com, scolgan@whww.com; rweinman@whww.com; csmith@whww.com; csmith@ecf.courtdrive.com
- **Michael L Schuster** mschust@gmail.com, gjbecf@gjb-law.com; mchang@gjb-law.com; chopkins@gjb-law.com; ekelly@gjb-law.com
- **Patrick S. Scott** patrick.scott@gray-robinson.com
- **Michael D. Seese** mseese@seeselaw.com, sseward@seeselaw.com
- **Steven E Seward** steven.seward@gmail.com
- **Bradley S Shraiberg** bss@slp.law, dwoodall@slp.law; bshraibergcfmail@gmail.com; dlocascio@slp.law; pmouton@slp.law
- **Paul Steven Singerman** singerman@bergersingerman.com, mdiaz@bergersingerman.com; efile@bergersingerman.com; efile@ecf.inforuptcy.com
- **Jeffrey I. Snyder** jsnyder@bilzin.com, eservice@bilzin.com; lflores@bilzin.com
- **James S Telepman** jst@fcohenlaw.com
- **Charles W Throckmorton** cwt@kttl原因.com, mc@kttl原因.com; ycc@kttl原因.com
- **Charles W Throckmorton** cwt@kttl原因.com, mc@kttl原因.com; ycc@kttl原因.com
- **Trustee Services Inc 2** court@trusteeservices.biz, sandirose.magder@gmail.com
- **Skipper J Vine** jonathan.vine@csklegal.com, denise.allwine@csklegal.com; stefanie.copelow@csklegal.com; christine.spoerer@csklegal.com
- **Skipper J Vine** jonathan.vine@csklegal.com, denise.allwine@csklegal.com; stefanie.copelow@csklegal.com; christine.spoerer@csklegal.com
- **Jessica L Wasserstrom** jwasserstrom@melandrussin.com, ltannenbaum@melandrussin.com; mrbnefs@yahoo.com; jwasserstrom@ecf.courtdrive.com; ltannenbaum@ecf.courtdrive.com; phornia@ecf.courtdrive.com
- **Jessica L Wasserstrom** jwasserstrom@melandrussin.com, ltannenbaum@melandrussin.com; mrbnefs@yahoo.com; jwasserstrom@ecf.courtdrive.com; ltannenbaum@ecf.courtdrive.com; phornia@ecf.courtdrive.com
- **Morris D. Weiss** morris.weiss@wallerlaw.com, sherri.savala@wallerlaw.com; annmarie.jezisek@wallerlaw.com
- **George L. Zinkler** gzinkler.ecf@rprslaw.com

Michael B Apfeld
780 North Water Street
Milwaukee, WI 53202

James F Bendernagel
1501 K St, NW **BAD**
Washington, DC 20005

John B Berringer
599 Lexington Ave 22nd Fl
New York, NY 10022

Debra Bogo-Ernst
71 S Wacker Drive
Chicago, IL 60606

Sean O'D. Bosack
833 East Michigan Street
Suite 1800
Milwaukee, WI 53202

Carl D. Ciochon
1111 Broadway 24th Floor
Oakland, CA 94607

Alicia C. Davis
330 N Wabash Ave #2800
Chicago, IL 60611

Andrew Davis
150 S Fifth St. #2300
Minneapolis, MN 55402 **BAD**

Gregory W Deckert
12912 63 Ave N
Maple Grove, MN 55369

Mary Sue Donohue
5355 Town Center Rd #801
Boca Raton, FL 33486 **BAD**

Gonzalo R Dorta
334 Minorca Ave
Coral Gables, FL 33134

Edward J Estrada
599 Lexington Ave 22 Flr
New York, NY 10022

William Evanoff
1 S Dearborn St
Chicago, IL 60603

Evan K Farber
599 Lexington Ave 22nd Fl
New York, NY 10022

Michael B Fisco
90 S 7th St #2200
Minneapolis, MN 55402

Megan C. Fitzpatrick
330 N Wabash Ave #2800
Chicago, IL 60611

John Harper
100 S 5 St #1400
Minneapolis, MN 55402

Jonathan R. Ingrisano
780 N Water St.
Milwaukee, WI 53202

Matthew B Kaplan
1100 New York Ave, NW #500
Washington, DC 20005

John B Kent
POB 447
Jacksonville, FL 32201

Paula S Kim
161 N Clark St #4200
Chicago, IL 60601 **BAD**

John L. Kirtley
833 East Michigan Street
Suite 1800
Milwaukee, WI 53202

Bryan Krakauer
1 S Dearborn St
Chicago, IL 60603

Robert T. Kugler
150 S Fifth St. #2300
Minneapolis, MN 55402 **BAD**

Joshua D. Yount
71 S Wacker Drive
Chicago, IL 60606 **BAD**

Steven Thomas
14 27th Ave
Venice, CA 90291

Lucia Nale
71 S Wacker Drive
Chicago, IL 60606

Jerry L Switzer
161 N Clark St #4200
Chicago, IL 60601 **BAD**

Roger G. Schwartz
Latham & Watkins LLP
885 Third Ave
New York, NY 10022-4834

Miles N. Ruthberg
885 Third Avenue
New York, NY 10022 **ADDL**

Thomas Manisero
1133 Westchester Avenue
White Plains, NY 10604 **ADDL**

Julie P Vianale
2499 Glades Rd #112
Boca Raton, FL 33431 **BAD**

Richard G. Wilson
90 South Seventh St.
Minneapolis, MN 55402 **DUP**

Robert J. Malione
885 Third Avenue
New York, NY 10022 **ADDL**

Label Matrix for local noticing
113C-9
Case 09-36379-EPK
Southern District of Florida
West Palm Beach
Wed Jul 24 12:41:43 EDT 2019

Blackpool Absolute Return Fund, LLC
c/o Douglas Ralston
3633 Driftwood Drive
Long Grove, IL 60047-5235

Crown Financial Ministries, Inc.
c/o Timothy M. Obitts, Esq.
Gammon & Grange, P.C.
8280 Greensboro Dr., 7th Floor
McLean, VA 22102-3885

First Baptist Church of Tequesta, Inc.
c/o Roberto M. Vargas, Esq.
Jones Foster Johnston & Stubbs, P.A.
505 S. Flagler Drive
Suite 1100
West Palm Beach, FL 33401-5950

General Electric Credit Corporation
c/o Patricia A. Redmond
Stearns Weaver Miller
150 W. Flagler St., #2200
Miami, FL 33130-1545

Golden Gate VP Absolute Return Fund, LP
H. Thomas Halen III, President
1750 Montgomery St, First Floor
San Francisco, CA 94111-1000

JDFF Master Fund, LP
c/o Patrick M. Mosley
Hill Ward Henderson PA
101 E. Kennedy Blvd., Suite 3700
Tampa, FL 33602-5195

Kaufman, Rossin & Co.
c/o Rice Pugatch Robinson & Schiller
101 NE 3rd Avenue
Suite 1800
Fort Lauderdale, FL 33301-1162

M&I Marshall & Ilsley Bank
c/o Charles W. Throckmorton
2525 Ponce de Leon
9th Floor
Coral Gables, FL 33134-6039

Mosaic Fund, L.P.
c/o Kristopher E. Pearson
Stearns Weaver Miller
150 W. Flagler St.
Ste. 2200
Miami, FL 33130-1545

Ashton Revocable Living Trust
c/o Helen Chaitman
45 Broadway
New York, NY 10006-3007

Blackpool Partners, LLC
c/o Douglas Ralston
3633 Driftwood Drive
Long Grove, IL 60047-5235

Douglas A. Kelly, Chapter 11 Trustee
c/o Bradley M. Saxton
PO Box 1391
Orlando, FL 32802-1391

Fulcrum Credit Partners LLC
c/o Matthew W Hamilton
111 Congress Ave #2550
Austin, TX 78701-4044

Geoff Varga, as Liquidating Trust Monitor fo
Levine Kellogg, et al. c/o Robin Rubens
201 S. Biscayne Blvd., 34th Floor
Miami, FL 33131-4332

Golden Sun Capital Management, LLC
c/o Michael L. Schuster, Esq.
100 SE 2nd Street
Suite 4400
Miami, f 33131-2118

KBC Financial Products (Cayman Islands) Ltd.

Kinetic Partners (Cayman) Ltd
c/o Robin Rubens, Esq. at LKLSG
201 S. Biscayne Blvd., 22 FL
Miami, FL 33131-4338

MIO Partners Inc
c/o Robin E Keller Esq
590 Madison Ave
New York, NY 10022-2524

Palm Beach Finance II, L.P.
3601 PGA Blvd
Suite 301
Palm Beach Gardens, FL 33410-2712

BMO Harris Bank, N.A.
c/o Charles W. Throckmorton
2525 Ponce de Leon
9th Floor
Coral Gables, FL 33134-6039

Calhoun Multi-Series Fund, L.P.
c/o Transcontinental Fund Administrator
11 South LaSalle #1730
Suite 300
Chicago, IL 60603-1203

Father's Heart-A Ranch for Children Inc
Shumaker, Loop, & Kendrick, LLP
101 E. Kennedy Blvd
Suite 2800
Tampa, FL 33602-5153

General Electric Capital Corporation
c/o Patricia A. Redmond, Esq.
Stearns Weaver Miller, et al
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130-1536

Geoff Varga, as Liquidator
c/o Robin Rubens
201 S Biscayne Blvd 34 Fl
Miami, FL 33131-4332

HSBC USA, INC
c/o Franck D. Chantayan
Carlton Fields, P.A.
525 Okeechobee Blvd., Suite 1200
West Palm Beach, FL 33401-6350

Kaufman Rossin, P.A.
c/o Daniel L. Gold
100 Southeast Second St #3800
Miami, FL 33131-2126

Levine Kellogg Lehman Schneider & Grossman L
LKLSG c/o Robin Rubens
201 S. Biscayne Blvd., 34th Fl
Miami, FL 33131-4332

Minnesota Teen Challenge, Inc.
c/o
Paul Joseph McMahon, P.A.
Miami, FL 33129 US

Palm Beach Finance Partners, L.P.
3601 PGA Blvd
Suite 301
Palm Beach Gardens, FL 33410-2712

NEF

NEF

BAD

NEF

NEF

NEF

NEF

NEF

NEF

NEF

NEF

NEF

NEF

INC.

NEF

NEF

NEF

NEF

NEF

DUP

NEF

NEF

NNR

NNR

COMPOSITE EXHIBIT 5

Prison Fellowship Ministries, Inc.
c/o Timothy M. Obitts, Esq.
Gammon & Grange, P.C.
8280 Greensboro Dr., 7th Floor
McLean, VA 22102-3885

Raymond G. Feldman Family Ventures, L.P.
c/o of Richard Feldman
4644 Balboa Ave.
Encino, CA 91316-4105

Reed Smith LLP
599 Lexington Ave 22 Flr
New York, NY 10022-7650

Reed Smith LLP
c/o Sequor Law, P.A.
1001 Brickell Bay Drive
9th Floor
Miami, FL 33131-4937

SCALL, LLC
c/o Edward Toptani, Esq.
127 East 59th Street
New York, NY 10022-1225

BAD

Sali Multi-Series Fund, LP
6850 Austin Center Blvd Ste 300
Austin, TX 78731-3132

Sims Moss Kline & Davis, LLP
Davis Gillett Mottern & Sims LLC
c/o Jerry L Sims
Promenade #2445
1230 Peachtree St NE
Atlanta, GA 30309-3574

DUP

Sky Bell Select, LP
c/o Thomas M. Messana
401 East Las Olas Blvd #1400
Ft. Lauderdale, FL 33301-2218

NEF

Sumnicht Money Masters Fund I Liquidating Tr
Custodian & Trustee, National Advisors
8717 W. 110th St #700
Suite 300
Overland Park, KS 66210-2103

BAD

Sumnicht Money Masters Fund LP
Sumnicht Hedge Fund Advisors, LLC
c/o Vern Sumnicht
W6240 Communication Court
Appleton, WI 54914-8549

The Christensen Group, Inc.
Wicker Smith O'Hara McCoy & Ford, P
515 North Flagler Drive
Suite 1600
West Palm Beach, FL 33401-4346

Thomas J. Ginley Life Ins. Trust Dated 1-22-
6650 N. Tower Circle Drive
Lincolnwood, IL 60712-3218

Toledo Fund, LLC
c/o Edward Toptani, Esq.
127 East 59th Street
New York, NY 10022-1225

BAD

Trustee Services Inc 2
Ken Welt
3790 N 28 Tr
Hollywood, FL 33020-1112

NEF

West Capital Management
c/o Simon B. Paris
1 Liberty Pl 52 FL
1650 Market St
Philadelphia, PA 19103-7301

ZCALL, LLC
c/o Edward Toptani, Esq.
127 East 59th Street
New York, NY 10022-1225

BAD

Agile Safety Fund (International)
730 17th Street
Suite 550
Denver, CO 80202-3539

BAD

Agile Safety Fund (Master Fund)
730 17th Street
Suite 550
Denver, CO 80202-3539

BAD

Agile Safety Variable Fund, L.P.
730 17th Street
Suite 550
Denver, CO 80202-3539

BAD

Albert Liguori
16590 Crownsbury Way, #201
Ft. Myers, FL 33908-5695

Alton Opitz
144 Newhaven Ln
Butler, PA 16001-7910

Amy Davenport
3 Greenwich Dr
Midland, TX 79705-6418

Amy Davenport
POB 3511
Midland, TX 79702-3511

Armadillo Partners, LLC
Michael Weprin, Manager
411 Walnut Street, Suite 13637
Green Cove Springs, FL 32043-3443

BTA Oil Producers
104 S Pecos St
Midland, TX 79701-5099

Barry Beal
104 S Pecos St
Midland, TX 79701-5021

BayRoc Associates
c/o JamiScott
15 W 53rd St. #24-B
New York, NY 10019-5401

Beacon Partners, Ltd
3030 McKinney Ave, #305
Dallas, TX 75204-7472

Beal Family Trust FBO Kelly S Beal
104 S Pecos St
Midland, TX 79701-5021

Beal GST Exemption Trust
104 S Pecos St
Midland, TX 79701-5021

Blackpool Absolute Return Fund, LLC
c/o John E. Page, Esquire
Shraiberg, Ferrara & Landau, P.A.
2385 N.W. Executive Center Drive, Suite
Boca Raton, Florida 33431-8579

N-WD

Bruce Prevost #15810-041
9595 W Quincy Ave
Littleton, CO 80123-1159

Cainoun Multi-Series Fund, L.P.
c/o Transcontinental Fund Administrator
33 N. LaSalle Street #2210
Chicago, IL 60602-3848

Cannonball Funds/Globefin Asset Manageme
PO Box 218
Wickatunk, NJ 07765-0218

Carlton Beal Family Trust FBO Barry Beal
104 S Pecos St
Midland, TX 79701-5021

Christopher J Topolewski, West Capital Manag
c/o Simon B. Paris
1 Liberty Pl 52 FL
1650 Market St
Philadelphia, PA 19103-7301

Cohen Milstein Sellers & Toll, PLLC
1100 New York Avenue, N.W.
Suite 500, West Tower
Washington, D.C. 20005-3964
Attn: Andrew N. Friedman, Esq.

Compass Special Situations Fund LP
c/o Robin E. Keller, Esq.
Hogan Lovells US LLP
875 Third Ave
New York, NY 10022-7222

David W Harrold
RRM Miami
Residential ReEntry Office
401 N Miami Avenue
Miami, FL 33128-1830

BAD

Davis Gillett Mottern & Sims LLC
c/o Bob Mottern-Sky Bell
1230 Peachtree St NE Ste 2445
Atlanta, GA 30309-7500

BAD

Deer Island, LP
c/o Jonathan Spring
4 Nason Hill Lane
Sherborn, MA 01770-1281

Dennis Dobrinich
3860 Dogwood Ave
Palm Beach Gardens, FL 33410-4755

Douglas A. Kelley, Chapter 11 Trustee
Attn: James A. Rubenstein, Esq.
Moss and Barnett
150 South Fifth Street, Suite 1200
Minneapolis, MN 55402-4129

Douglas A. Kelley, Chapter 11 Trustee
Attn: Terrence J. Fleming, Esq.
4200 IDS Center
80 South Eighth Street
Minneapolis, MN 55402-2100

Father's Heart Family Foundation Inc. (
5155 W Quincy Ave E 102
Denver, CO 80236-3255

Frank Vennes #05123-059
FPC Butner
POB 1000
Butner, NC 27509-1000

Freestone Capital Management, Inc
701 Fifth Ave 74th Floor
Seattle, WA 98104-7097

Fulbright & Jaworski
Norton Rose Fulbright US LLP
RBC Plaza
60 South Sixth St #3100
Minneapolis, MN 55402-1114

George & Nancy Slain
1716 Alpine Meadows Ln #1702
Prescott, AZ 86303-4930

George Novograder
875 N Michigan Ave #3612
Chicago, IL 60611-1947

Gillett Mottern and Walker, LLP
1230 Peachtree St. NE #2445
Atlanta, GA 30309
At. Bob Mottern - Sky Bell
Pete L DeMahy, Esquire 30309-7500

DUP

Golden Gate VP Absolute Return Fund, LP
c/o Michael J Cordone, Esq
2600 One Commerce Square
Philadelphia, PA 19103-7018

Golden Sun Multi-Manager Fund
ATTN: Paul Flynn (Old Hill Partners)
1120 Post Rd.
Darien, CT 06820-5447

BAD

Golden Sun Multi-Manager Fund LP
Attn: Micah Waldman
41 Traditional Ln
Loudonville NY 12211-1951

Guy M. Hohmann, Esq.
100 Congress Ave
18th Floor
Austin, TX 78701-4042

BAD

HSBC USA, Inc.
c/o Franck D. Chantayan
Carlton Fields, PA
525 Okeechobee Blvd., Suite 1200
West Palm Beach, FL 33401-6350

NEF

Holland & Knight, LLP
701 Brickell Ave
Suite 3000
Attn: Mitchell Herr
Miami, FL 33131-2847

JamiScott
c/o Leonard & Lillian Schneider
15 W 53rd St #24-B
New York, NY 10019-5401

JamiScott LLC
15 W 53rd St #24-B
New York, NY 10019-5401

Janet Bonebrake
13956 San Pablo Ave., Apt. 336
San Pablo, CA 94806-5304

Janette Bancroft
c/o Kurt G. Bancroft
9052 SW 103 Ave
Ocala, FL 34481-8230

John Bergman
c/o Erika L. Morabito, Esq.
Foley k Lardner LLP
3000 K St NW, Ste 600
Washington, DC 20007-5111

John Daniel
225 Wellington Lane
Cape Girardeau, MO 63701-9540

Judith Goldsmith
3 Water Ln
Manhasset, NY 11030-1021

K&K Capital Management, Inc.
8701 N. Merrill St
Niles, IL 60714-1922

KBC Finance Products (Cayman Islands) Ltd.
111 Old Broad Street
London, England
EC2N 1FP

Kaufman Rossin & Co.
2699 S Bayshore Dr
Miami, FL 33133-5486

Keleen H. Beal Estate
104 S Pecos St
Midland, TX 79701-5021

Kelly Beal
104 S Pecos St
Midland, TX 79701-5021

LAB Investments Fund, LP
ATTN: Larry Bowman
P.O. Box 620234
Woodside, CA 94062-0234

Leslie Schneider
c/o JamiScott
15 W 53rd St., #24-B
New York, NY 10019-5401

Lewis B. Freeman & Partners, Inc.
c/o Kenneth A. Welt, Receiver
1776 North Pine Island Road
Suite 101
Plantation, Florida 33322-5200

NEF

Lionheart LP
by and through David A. Kite, Agent
160 N Wacker Dr, 4th Fl
Chicago, IL 60606-1566

Lynda Beal
104 S Pecos St
Midland, TX 79701-5021

M. Lee Toothman
216 Barbados Dr
Jupiter, FL 33458-2917

MB Investments, LLC
1 N Franklin St #625
Chicago, IL 60606-3532

MIO Partners Inc
Attn: Casey S Lipscomb
Vice President-Legal and Secretary
245 Park Ave 13 Flr
New York, NY 10167-2300

Marder Investment Advisors Corp.
8033 Sunset Blvd, #830
Los Angeles, CA 90046-2401

Mark Prevost
2372 Hidden Ridge Ln
Jasper, AL 35504-7268

Martin Casdagli
554 E Coronado Rd
Santa Fe, NM 87505-0347

McKinsey Master Retirement Trust
c/o Robin E. Keller, Esq.
Hogan Lovells US LLP
875 Third Ave
New York, NY 10022-7222

Mosaic Capital Fund LLC
c/o Philadelphia Financial
Attn.: John F Reilly
One Liberty Place
1650 Market St 54th Place
Philadelphia, PA 19103-7309

Nancy Beal
104 S Pecos St
Midland, TX 79701-5021

Nancy Dobrinich
3860 Dogwood Ave
Palm Beach Gardens, FL 33410-4755

Nancy Hollingsworth
30777 Riverside Ln
Trappe, MD 21673-1798

NetWide Capital LLC
P.O. Box 957
Boulder, CO 80306-0957

Office of the US Trustee
51 S.W. 1st Ave.
Suite 1204
Miami, FL 33130-1614

NEF

Palm Beach Finance Holdings, Inc.
c/o Lindquist & Vennum, PLLP
80 South Eighth Street, Ste 4200
Minneapolis, MN 55402-2223

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

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

Pemco Partners, LP
8 Lyman St, #204
Westborough, MA 01581-1487

Petters Company, Inc.
c/o Lindquist & Vennum, PLLP
80 South Eighth St, Ste 4200
Minneapolis, MN 55402-2223

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

Randall Linkous
1174 SW 27 Ave
Boynton Beach, FL 33426-7824

Robert Davenport
POB 3511
Midland, TX 79702-3511

Robert Davenport, Jr
104 S Pecos St
Midland, TX 79701-5021

Ron Priestley
5565 N Espina Rd
Tuscon, AZ 85718-5101

Ronald R. Peterson
Jenner & Block LLP
353 North Clark St.
Chicago, IL 60654-5474

Ronald R. Peterson
c/ Wilkie Farr & Gallagher, LLP
Attn: Michael S. Schachter, Esq.
787 Seventh Ave
New York, NY 10019-6099

BAD

Ronald R. Peterson
c/o McDermott Will & Emery, LLP
Attn: Lazar P. Raynal, Esq.
227 West Monroe Street
Chicago, IL 60606-5058

BAD

SALI Fund Services, LLC
6850 Austin Center St #300
Austin, TX 78731-3132

SBL-DIF
c/o Robin E. Keller, Esq.
Hogan Lovells US LLP
875 Third Ave
New York, NY 10022-7222

SSR Capital Partners, LP
c/o R. James George, Jr., Esq
114 W 7th St #1100
Austin, TX 78701-3015

N-WD

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

N-WD

Sage Capital Resources
c/o Temple Drummond, Esq.
6987 East Fowler Ave
Tampa, FL 33617-1714

Sandra Linkous
1174 SW 27 Ave
Boynton Beach, FL 33426-7824

Sarah Stroebe, Snr Corp Counsel
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402-2511

Scott Schneider
c/o JamiScott
15 W 53rd St, #24-B
New York, NY 10019-5401

Special Situations Investment Fund, LP
c/o Robin Keller, Esq.
Hogan Lovells US LLP
875 Third Avenue
New York, NY 10022-7222

Spencer Beal
104 S Pecos St
Midland, TX 79701-5021

Spencer Evans Beal Family Trust
104 S Pecos St
Midland, TX 79701-5021

Spring Investor Services Inc.
4 Nason Hill Lane
Sherborn, MA 01770-1281

Spring Investor Services Inc.
By Agent, Philip J. Davis, CPA
50 Congress St, Ste 330
Boston, MA 02109-4062

Sterling Management Inc.
c/o Dave Engstrom
14 Basswood Dr
Santa Rosa Beach, FL 32459-4366

Steven Feder
730 17th Street
Suite 550
Denver, CO 80202-3539

Strategic Stable Return Fund (ID), LP
c/o CVP SPV LLC
Attn: General Counsel
49 W Putnam Ave
Greenwich, CT 06830-5328

Strategic Stable Return Fund II, LP
c/o CVP SPV LLC
Attn: General Counsel
49 W Putnam Ave
Greenwich, CT 06830-5328

Sumnicht Money Masters Fund I
Liquidating Trust I
Cust/Ttee Nat'l Advisors Trust Co
800 E 101st Ter Ste 300
Kansas City, MO 64131-5309

Sumnicht Money Masters Fund I
Liquidating Trust I
c/o John E. Page
2385 NW Executive Center Dr. #300
Boca Raton, FL 33431-8530

N-WD

Sumnicht Money Masters Fund, LP
c/o John E. Page, Esquire
Shraiberg Ferrara & Landau PA
2385 NW Executive Center Dr. #300
Boca Raton, FL 33431-8530

N-WD

Table Mountain Capital, LLC
1035 Pearl St. #400
Boulder, CO 80302-5127

Ted Goldsmith
3 Water Ln
Manhasset, NY 11030-1021

The Beal Trust U/A 4/17/68
104 S Pecos St
Midland, TX 79701-5021

Tradex Global Advisors
35 Mason St, 4th Fl
Greenwich, CT 06830-5433

U.S. Bank National Association
c/o Richard G. Wilson, Esq.
Maslon Edeman Borman & Brand LLP
90 S 7th Street, Suite 3300
Minneapolis, MN 55402-4104

VAS Partners, LLC
Attn: Vincent P Allegra
4401 W Roosevelt Rd
Hillside, IL 60162-2031

Vincent Allegra
449 S Evergreen St
Bensenville, IL 60106-2505

West Capital Management
1818 Market St, #3323
Philadelphia, PA 19103-3655

Wilbur Hobgood
2189 Radnor Ct
North Palm Beach, FL 33408-2157

Barry Mukamal CPA
1 SW 3 Ave, Ste 2150
Miami, FL 33131

NEF

Barry E Mukamal
PO Box 14183
Fort Lauderdale, FL 33302-4183

NEF

Barry E. Mukamal
1 SE 3rd Ave 10th FL #2150
Miami, FL 33131-1716

NEF

Barry E. Mukamal
KapilaMukamal, LLP
1000 S Federal Hwy, Ste 200
Fort Lauderdale, FL 33316-1237

NEF

Boris Onefater
305 Madison Ave #2036
New York, NY 10165-0027

NNR

Brett A Stillman
PC Doctor
3300 N Palmaire Dr #407
Pombano Beach, FL 33069-4235

NNR

Brian Cummins
Champion Legal Graphics and Video
306 Alcazar Ave #201
Coral Gables, FL 33134-4318

NNR

Bruce Prevost
c/o Rappaport Osborne & Rappaport PL
1300 N Federal Hwy #203
Boca Raton, FL 33432-2848

NNR

Carolyn Robbins Manley
Carolyn Robbins Jury Simulations, Inc
1933 S Oak Haven Cir
North Miami Beach, FL 33179-2834

NNR

Catherine A Ghiglieri
Ghiglieri & Company
2300 Cypress Point West
Austin, TX 78746-7117

NNR

Chad P. Pugatch
RPRS, PA
101 NE 3rd Ave., #1800
Ft. Laud., FL 33301-1252

NEF

Christopher Flynn
c/o Charles W. Throckmorton
2525 Ponce de Leon
9th Floor
Coral Gables, FL 33134-6039

NEF

Christopher Laursen
National Economic Research Associates,
1255 23rd St NW
Washington, DC 20037-1169

NNR

Daniel N. Rosen
300 Avenue North #200
Minneapolis, MN 55425-5527

NNR

David Harrold
c/o Rappaport Osborne & Rappaport, PL
1300 N Federal Hwy #203
Boca Raton, FL 33432-2848

NEF

Elliot B Kula
Kula & Samson, LLP
17501 Biscayne Blvd
Aventura, FL 33160-4802

NNR

Eric Rubin
6861 SW 196 Ave #201
Ft. Lauderdale, FL 33332-1658

NNR

Gerard A McHale, Jr
1601 Jackson St #200
Ft Myers, FL 33901-2968

NNR

Harley Tropin
2525 Ponce de Leon, 9 Fl
Miami, FL 33134

NNR

Hubert Thomas Wilkins III
Robert Hughes Associates, Inc
508 Twilight Trail #200
Richardson, TX 75080-8100

NNR

Ira H Holt Jr
Analytic Focus, LLC
11467 Huebner Rd, #4200
San Antonio, TX 78230-1595

NNR

James S. Feltman
600 Brickell Ave #2525
Miami, FL 33131-3082

NNR

Jay P Tarshis
Arnstein & Lehr LLP
120 S. Riverside Plaza #1200
Chicago, IL 60606-3910

NNR

Jeffrey H Sloman
1 SE Third Ave #1820
Miami, FL 33131-1704

NNR

Jerome M Hesch
21113 NE 38 Ave
Aventura, FL 33180-4021

NNR

John Daniel
c/o Patrick M. Mosley
Hill Ward Henderson PA
101 E Kennedy Blvd, Suite 3700
Tampa, FL 33602-5195

John D. Eaton
Rasco Klock Reininger
283 Catalonia Avenue, 2nd Floor
Coral Gables, FL 33134-6712

NNR

John H Genovese
100 SE 2 St Ste 4400
Miami, FL 33131-2118

NEF

Jonathan Guy Manning
Campbells Law Firm
Willow House Cricket Sq
POB 884
Grand Cayman KY1-1103 Cayman Islands
George Town

Kenneth A Ralston
c/o Douglas Ralston
3633 Driftwood Drive
Long Grove, IL 60047-5235

Kenneth A Welt
Trustee Services, Inc.
8255 West Sunrise Boulevard
Suite #177
Plantation, FL 33322-5403

NEF

Kevin O'Halloran
Newbridge Management, LLC
1720 Peachtree St #425N
Atlanta, GA 30309-2449

NNR

Leslie Roy Grossman
9132 Vander Cove
Boynton Beach, FL 33473-4994

NNR

Luke Dalchow
c/o Fabian Hoffner
310 4th Ave South
Suite 5010
Minneapolis, MN 55415-1053

Lynn E Turner
Hemming Morse, LLP
725 S Figueroa St #2950
Los Angeles, CA 90017-5474

NNR

Marc Hurwitz
Crossroads Investigations, Inc.
1835 NE Miami Gardens Dr #547
North Miami Beach, FL 33179-5035

NNR

Marie Ashton
c/o Helen Chaitman
45 Broadway
New York, NY 10006-3007

NEF

Michael Lesser
68 Mountainview Rd
Millburn, NJ 07041-1532

NNR

Michael R Slade
Callaway & Price Inc
1639 Forum Pl #5
West Palm Beach, FL 33401-2330

NNR

Michael S Budwick Esq
200 S Biscayne Blvd # 3200
Miami, FL 33131-5323

NEF

Michelle Harrold
c/o Furr and Cohen, P.A.
2255 Glades Road
Suite 337W
Boca Raton, FL 33431-7379

NEF

Nancy B Rapoport
530 Farrington Court
Las Vegas, NV 89123-0622

NNR

Patrick M. Mosley
Hill Ward Henderson
101 E. Kennedy Blvd., Suite 3700
Tampa, FL 33602-5195

Paul A Avron Esq.
One Town Center Road, Ste. 301
Boca Raton, FL 33486-1014

NEF

Paul Steven Singerman Esq
1450 Brickell Ave #1900
Miami, FL 33131-3453

NEF

Peter Hagan
Berkeley Research Group
2200 Powell St., Ste. 1200
Emeryville, CA 94608-1833

NNR

Richard Painter
7128 Mark Terrace Dr
Edina, MN 55439-1628

NNR

Sharon Brown-Hruska
National Economic Research Associates
c/o Michael Budwick
Meland Russin & Budwick P.A.
200 S. Biscayne Blvd, Ste 3200
Miami, FL 33131-5323

NNR

Soneet R Kapila
Kapila & Company
1000 S Federal Hwy #200
Ft. Lauderdale, FL 33316-1237

NEF

Stephen Williams
59 Damonte Ranch Pkwy #3360
Reno, NV 89521-1907

Steven Bakaysa
2251 Wigwam Pkwy #1026
Henderson, NV 89074-6235

Steven I Fried
4400 Bayou Blvd #6
Pensacola, FL 32503-1905

Wilbur Hobgood
2189 Radnor Court
North Palm Beach, FL 33408-2157

DUP

NNR

Label Matrix for local noticing
113C-9
Case 09-36396-EPK
Southern District of Florida
West Palm Beach
Wed Jul 24 12:42:10 EDT 2019

Geoff Varga, as Liquidator
c/o Robin J. Rubens
201 S Biscayne Blvd 34 Fl
Miami, FL 33131-4332

NEF

Palm Beach Finance II, L.P.
3601 PGA Blvd
Suite 301
Palm Beach Gardens, FL 33410-2712

NNR

US Trust, Co-Trustee of the Maxine B Adler T
5200 Town Center Road #500
Boca Raton, FL 33486-1018

BAD

ARIS Capital Management
200 Biscayne Blvd. Way, # 4902
Miami, FL 33131-2165

DUP

ARIS Multi-Strategy Fund, LP
Aris Capital Management
200 Biscayne Blvd. Way, # 4902
Miami, FL 33131-2165

Agile Safety Fund (Master Fund)
730 17th Street
Suite 550
Denver, CO 80202-3539

PBFP

Agile Safety Variable Fund, L.P.
730 17th Street
Suite 550
Denver, CO 80202-3539

PBFP

Alton Opitz
144 Newhaven Ln
Butler, PA 16001-7910

PBFP

Barnett Capital Ltd.
450 Skokie Blvd, #604
Northbrook, IL 60062-7914

Barry Beal
104 S Pecos St
Midland, TX 79701-5021

PBFP

BayRoc Associates LLC
c/o JamiScott LLC
15 West 53rd St #24-B
New York NY 10019-5401

PBFP

Blackpool Absolute Return Fund, LLC
c/o John E. Page, Esquire
Shraiberg, Ferrara & Landau, P.A.
2385 N.W. Executive Center Drive, #
Boca Raton, Florida 33431-8579

N-WD

Blackpool Partners, LLC
c/o John E. Page, Esquire
Shraiberg, Ferrara & Landau, P.A.
2385 N.W. Executive Center Drive, #
Boca Raton, Florida 33431-8579

N-WD

Bruce Prevost #15810-041
9595 West Quincy Avenue
Littleton, CO 80123-1159

N-WD

Centermark Asset Management
21320 Baltic Dr
Cornelius, NC 28031-6425

Clarridge Associates LLC
c/o JamiScott LLC
15 West 53rd St #24-B
New York NY 10019-5401

Cohen Milstein Sellers & Toll, PLLC
1100 New York Avenue, N.W.
Suite 500, West Tower
Washington, D.C. 20005-3964
Attn: Andrew N. Friedman, Esq.

PBFP

Compass Offshore Special Situations, PCC
c/o Compass ITV LLC
245 Park Ave FL 13
New York, NY 10167-2300

David Harrold
RRM Miami
Residential ReEntry Office
401 N Miami Avenue
Miami, FL 33128-1830

BAD

Douglas A. Kelley, Chapter 11 Trustee
Attn: James A. Rubenstein, Esq.
4800 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3903

PBFP

Douglas A. Kelley, Chapter 11 Trustee
Attn: Terrence J. Fleming, Esq.
4200 IDS Center
80 South Eighth Street
Minneapolis, MN 55402-2100

PBFP

Frank Vennes #05123-059
FPC Butner
POB 1000
Butner NC 27509-1000

PBFP

Fulbright & Jaworski
Norton Rose Fulbright US LLP
RBC Plaza
80 South Sixth Stt
Minneapolis, MN 55402

PBFP

Genesis Capital
Attention: Mike Dubinsky
7191 Wagner Way NW, Suite 302
Gig Harbor, WA 98335-6909

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 19801-1163

Gillett Mottern and Walker LLP
1230 Peachtree Street NE #2445
Atlanta, GA 30309
Attn: Bob Mottern - Sky Bell
Pete L. DeMahy, Esquire 30309-7500

PBFP

Golden Sun Capital Management
ATTN: Keith Wellner (Old Hill Partners)
1120 Post Rd.
Darien, CT 06820-5447

PBFP

Golden Sun Multi-Manager Fund, LP
Attn: Micah Waldman
41 Traditional Lane
Loudonville, NY 12211-1951

PBFP

Guardian Capital, LLC
3018 Devon Road
Durham, NC 27707-4544

Guy M. Hohmann, Esq.
100 Congress Ave
18th Floor
Austin, TX 78701-4042

BAD

HSBC USA, INC.
c/o Franck D. Chantayan
Carlton Fields, P.A.
525 Okeechobee Blvd., Suite 1200
West Palm Beach, FL 33401-6350

NEF

HSBC USA, Inc.
HSBC Alternative Fund Services
330 Madison Ave, 5th Floor
New York, NY 10017-5042

Hillcrest Properties, c/o Stephen Willia
59 Damonte Ranch Pkwy, #B-360
Reno, NV 89521-1907

Holland & Knight, LLP
701 Brickell Ave
Suite 3000
Attn: Mitchell Herr
Miami, FL 33131-2847

PBFP

James Corydon
6650 N Tower Circle Dr
Lincolnwood, IL 60712-3218

Jamiscott, LLC
15 W 53 St, #24-B
New York, NY 10019-5401

PBFP

Jamiscott, LLC, c/o Leonard & Lillian Sc
1089 S Ocean Blvd
Palm Beach, FL 33480-4932

John Daniel
225 Wellington Ln
Cape Girardeau, MO 63701-9540

PBFP

Judith Goldsmith
3 Water Ln
Manhasset, NY 11030-1021

PBFP

Kaufman Rossin & Co.
2699 S Bayshore Dr
Miami, FL 33133-5486

PBFP

Kenneth A. Ralston
c/o John E. Page, Esquire
Shraiberg, Ferrara & Landau, P.A.
2385 N.W. Executive Center Drive, #
Boca Raton, Florida 33431-8579

N-WD

Kenneth Ralston
1008 Mackenzie Pl
Wheaton, IL 60187-3333

Kenneth Ralston
c/o John E. Page, Esquire
Shraiberg, Ferrara & Landau, P.A.
2385 N.W. Executive Center Drive, #
Boca Raton, Florida 33431-8579

N-WD

LAB Investments Fund, LP
1875 S Grant St, #600
San Mateo, CA 94402-7013

PBFP

Laulima Partners, LP
c/o Quish & Complany, LLC
Attn: Mariah Quish
1123 Spruce Street, Suite 303
Boulder, CO 80302-4001

Leslie Schneider
c/o JamiScott LLC
15 West 53rd St #24-B
New York NY 10019-5401

PBFP

Lewis B. Freeman & Partners, Inc.
c/o Kenneth A. Welt, Receiver
1776 North Pine Island Road
Suite 102
Plantation, Florida 33322-5200

NEF

Lynn E Maynard Gollin
Godron & Reese LLP
200 S Biscayne Blvd #4300
Miami FL 33131-2362

BAD

Marder Investment Advisors Corp.
8033 Sunset Blvd, #830
Los Angeles, CA 90046-2401

PBFP

Maxine Adler
109 Los Patios
Los Gatos, CA 95032-1127

PBFP

Maxine Adler
c/o US Trust/Bank of America and Patrici
150 E. Palmetto Park Road, Suite 200
Boca Raton, FL 33432-4831

PBFP

McKinsey Master Retirement Trust
c/o Robin Keller, Esq.
Hogan Lovells US LLP
875 Third Avenue
New York, NY 10022-7222

PBFP

Mosaic Capital Fund LLC
c/o Philadelphia Financial
attn: John F. Reilly
One Liberty Place
1650 Market St 54th Pl
Philadelphia, PA 19103-7309

PBFP

Ocean Gate Capital Management, LP
5 Sewall Street
Marblehead, MA 01945-3396

Office of the US Trustee
51 S.W. 1st Ave.
Suite 1204
Miami, FL 33130-1614

NEF

Palm Beach Finance Holdings, Inc.
c/o Lindquist & Vennum, PLLP
80 South Eighth Street, Ste 4200
Minneapolis, MN 55402-2223

PBFP

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

PBFP

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

PBFP

Pemco Partners, LP
8 Lyman St, #204
Westborough, MA 01581-1487

PBFP

Pete L Demahy
150 Alhambra Cir PH
Coral Gables, FL 33134-4505

BAD

Petters Company, Inc.
c/o Lindquist & Vennum, PLLP
80 South Eighth Street, Ste 4200
Minneapolis, MN 55402-2223

PBFP

Quantum Family Office Group, LLC
6619 S Dixie Hwy #251
Miami, FL 33143-7919

Raymond Feldman
4644 Balboa Ave
Encino, CA 91316-4105

Raymond G. Feldman Family Ventures, L.P.
c/o John E. Page, Esquire
Shraiberg, Ferrara & Landau, P.A.
2385 N.W. Executive Center Drive, #
Boca Raton, Florida 33431-8579

N-WD

Ronald R. Peterson
Jenner & Block LLP
353 North Clark St.
Chicago, IL 60654-5474

PBFP

Ronald R. Peterson
c/ Wilkie Farr & Gallagher, LLP
Attn: Michael S. Schachter, Esq.
787 Seventh Ave
New York, NY 10019-6099

BAD

Ronald R. Peterson
c/o McDermott Will & Emery, LLP
Attn: Lazar P. Raynal, Esq.
227 West Monroe Street
Chicago, IL 60606-5058

BAD

SSR Capital Management LLC
CVP SPY LLC
ATTN: General Counsel
49 West Putnam Avenue
Greenwich, CT 06830-5328

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

PBFP

Santa Barbara Investment Capital
327 Los Cerros
San Luis Obispo CA 93405-1272

Scotia Capital
The Bank of Nova Scotia
40 King St W
P.O. Box 4085, Station A
Toronto, Ontario M5W 2X6 Canada

Scott Schneider
c/o JamiScott LLC
15 West 53rd St #24-B
New York NY 10019-5401

PBFP

Select Access Management
15 Valley Dr
Greenwich, CT 06831-5205

Special Olympics
Northern California, Inc
Attn: Rebecca Thompson, General Counsel
3480 Buskirk Ave #340
Pleasant Hill, CA 94523-4382

Steven Feder
730 17th Street
Suite 550
Denver, CO 80202-3539

PBFP

Strategic Stable Return Fund (ID), LP
c/o R. James George, Jr., Esq.
114 W. Seventh Street
Suite 1100
Austin, TX 78701-3015

PBFP

Strategic Stable Return Fund II, LP
c/o J. James George, Jr., Esq.
114 W. Seventh Street
Suite 1100
Austin, TX 78701-3015

PBFP

Strategic Stable Return Fund, II, LP
c/o R. James George, Jr., Esq.
114 W. Seventh Street
Suite 1100
Austin, TX 78701-3015

PBFP

Table Mountain Capital, LLC
850 Quince Ave
Boulder, Co 80304-0746

PBFP

Ted Goldsmith
3 Water Ln
Manhasset, NY 11030-1021

PBFP

Thomas J Ginley Life Insurance Trust
c/o Julie Elizabeth Hough
2450 Hollywood Blvd #706
Hollywood, FL 33020-6628

PBFP

U.S. Bank Natl Assoc
c/o Richard G Wilson, Esq
90 S 7 St #3300
Minneapolis, MN 55402-4104

PBFP

U.S. Trust and Patricia Swab
Successor Trustees, TUA Maxine B Adler
POB 842056
Dallas, TX 75284-2056

UC Davis Foundation
ATTN: Colleen Oys
Center / 2nd Floor
One Shields Avenue
Davis, CA 95616-5270

UC Davis School of Veterinary Medicine
Office of the Dean - Development
One Shields Avenue
Davis, CA 95616-5270

US Trust, Co-Trustee of the Maxine B Adler T
1 Town Center Road, Suite 701
Boca Raton, FL 33486-1040

Umbach Financial Group, LLC
525 South Flagler Drive, #100
West Palm Beach, FL 33401-5932

Zimmer Lucas Capital
PO Box 238
Florham Park, NJ 07932-0238

Barry E Mukamal
PO Box 14183
Fort Lauderdale, FL 33302-4183

NEF

Patricia Schwab, Co-Trustee of the Makine B
1511 NE 57 Ct
Ft Lauderdale, FL 33334-5976

Paul A Avron Esq.
One Town Center Road, Ste. 301
Boca Raton, FL 33486-1014

NEF

Paul Steven Singerman Esq
1450 Brickell Ave #1900
Miami, FL 33131-3453

NEF

Wilbur Hobgood
2189 Radnor Court
North Palm Beach, FL 33408-2157

PBFP

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

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

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

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

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

Bear Stearns Capital Markets, Inc.
c/o Mark W. Page, Esquire
Kelley Drye & Warren LLP
333 West Wacker Drive
26th Floor
Chicago, IL 60606

KAT TNR, Inc.
17600 Wagon Wheel Drive
Boca Raton, FL 33496
Contact: Phyllis Toon, President

Town Cats
P.O. Box 1828
Morgan Hill, CA 95038
Contact: Rosemary Mirko, Principal

Next Door Solutions to Domestic Violence
234 E. Gish Road, Suite 200
San Jose, CA 95112
Contact: Kathleen Krenek, Executive Director

Aaron M. Dorfner, Esq.
Cotton Bledso et al.
500 W. Illinois Ste. 300
Midland, TX 79701

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

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

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

Sage Capital Resources
c/o Temple Drummond, Esq.
6987 East Fowler Ave
Tampa, FL 33617

Peggy Adams Animal Rescue League of the Palm
Beaches, Inc.
c/o Andrew Helgesen, Esq.
11380 Prosperity Farms Road, Suite 201
Palm Beach Gardens, FL 33410

Deutsche Bank (Cayman) Ltd
c/o Deutsche International Trust Corporation
Mauritius Limited
Level 5 Altima Building,
56 Ebene Cybercity
Mauritius

AVDA (Aid to Victims of Domestic Violence)
P.O. Box 6161
Delray Beach, FL 33482
Contact: Pamela A. O'Brien, Executive Director

Special Olympics Florida
1915 Don Wickham Drive
Clermont, FL 34711
Contact: Larry Daniel, VP of Direct Marketing

Eden Rock Capital Management
50 Curzon Street
London W1J 7UW
United Kingdom

David C. Cimo, Esquire
Genovese Joblove & Battista, P.A.
100 Southeast Second Street, 44th Floor
Miami, Florida 33131

Harvest Investments LP
c/o Deer Island, LP
Red Bird Farm
89 Nason Hill Rd
Sherborn, MA 01770-1233

Eric N. Assouline, Esq.
Assouline & Berlowe, P.A.
213 E. Sheridan Street
Suite 3
Dania Beach, FL 33004

Thomas F. Miller, Esq.
Thomas F. Miller, P.A.
1000 Superior Blvd., Suite 303
Wayzata, MN 55391-1873

HSBC USA, Inc.
Phillips Lytle LLP
Attn: Angela Z. Miller, Esq.
3400 HSBC Center
Buffalo, NY 14203

ABR Capital, LLC
c/o Alan B. Rosenthal
4645 Delafield Ave
Riverdale, NY 10471

The Gantcher Group
c/o Nathan Gantcher
EXOP Capital, LLC
767 Third Ave, 16 FL
New York, NY 10017

Harborlight Capital Management, LLC
8305 Gunn Hwy
Tampa, FL 33626-1608

Thomas Sandlow / Tremont Group Holdings, Inc.
305 Riverside Dr, Apt 7A
New York, NY 10025-5214

Lionheart, LP
by and through Robert A. Mandel, GP
8383 Wilshire Blvd., # 400
Beverly Hills, CA 90211

Nancy Mishkin / Mondiale Partners
211 E 53rd St, Apt 12-D
New York, NY 10022-4807

Frank Carruth
c/o Linda Carruth Strugar
240 Summa St
West Palm Beach, FL 33405-4718

Lionheart, L.P.
Craig H. Averch, Esq.
Shiva Delrahim, Esq.
White & Case LLP
555 South Flower Street, Suite 2700
Los Angeles, CA 90071-2433

Second City Alternatives
c/o Premier Advisors Fund, LLC
801 Park Ave
Wilmette, IL 60091

Blackpool Partners, LLC
Attn: Mr. Douglas Ralston
318 W. Half Day Road, Suite 291
Buffalo Grove, IL 60089

Blackpool Absolute Return Fund, LLC
Attn: Mr. Douglas Ralston
318 W. Half Day Road, Suite 291
Buffalo Grove, IL 60089

Robert J. Malione, Esq.
Latham & Watkins, LLP
885 Third Avenue
New York, NY 10022-4834

Miles N. Ruthberg, Esq.
Latham & Watkins, LLP
885 Third Avenue
New York, NY 10022-4834

Thomas R. Manisero, Esq.
Wilson Elser Moskowitz Edelman & Dicker LLP
1133 Westchester Avenue
White Plains, NY 10604

PENSCO Trust Company
FBO George C. Slain IRA
P.O. Box 173859
Denver, CO 80217-3859

Alice Pugliese
1644 Oak Berry Circle
Wellington, FL 33414

Fleming Financial Services
514 S Main Street
Suite A
Bel Air, MD 21014

Golden Gate Financial Group
900 N Pointe St
Suite D405
San Francisco, CA 94109

Keith Rudman
PO Box 249
Tuckasegee, NC 28783

Leon Meyers Management
850 3rd Avenue
New York, NY 10022

Sonata Funds
3300 E 1st Avenue
Suite 490
Denver, CO 80206

Linda Lozier
340 W 8th Street
Hinsdale, IL 60521

Barbara Bluhm
189 E Lake Shore Drive
Suite 19
Chicago, IL 60611

Lee S. Shalov, Esq.
Thomas G. Ciarlone, Esq.
Shalov Stone Bonner & Rocco
145 West 45 Street, Ste 701
New York, NY 10036

Fortis Prime Fund Solutions (IOM) Ltd
Attn: Daniel Kermode
PO Box 58
Finch Hill House
Ducks Road
Douglas, Isle of Man, IM99 1DT, UK

Stillwater Capital Partners, Inc.
165 Remsen Street
2nd Floor
Brooklyn, NY 11201

ABN Amro Custodial Services (Ireland)
Limited
2nd Floor, 1-2 Victoria Buildings,
Haddington Road,
Dublin 4, D04 XN32
Ireland

Davis Gillett Mottern & Sims LLC
545 Dutch Valley Rd NE, Suite A
Atlanta, GA 30324

ADDITIONAL VIA EMAIL (ADDL-E)

GMB Capital Management by Email: kanderson@gmbcapital.com

Harvest Investments LP by Email: jonathan@springonline.net

Harborlight Capital Management, LLC by Email: dean@harborlightcapital.com