

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

Case No. 09-36379-PGH
Case No. 09-36396-PGH
(Jointly Administered)

Debtors.

**LIQUIDATING TRUSTEE'S MOTION
FOR APPROVAL OF SETTLEMENT WITH
FOUR J. PARTNERSHIP, L.P. AND PAYMENT OF CONTINGENCY FEE**

Any interested party who fails to file and serve a written response to this motion within 21 days after the date of service stated in this motion shall, pursuant to Local Rule 9013-1(D), be deemed to have consented to the entry of an order in the form attached to this motion. Any scheduled hearing may then be cancelled.

Barry E. Mukamal, in his capacity as liquidating trustee ("*Liquidating Trustee*") for the Palm Beach Finance Partners Liquidating Trust ("*Liquidating Trust*"), by and through undersigned counsel, and pursuant to *Fed. R. Bankr. P.* 9019, seeks an Order from this Court approving a settlement of claims asserted against Four J. Partnership, L.P. ("*Four J.*"). In support of this relief, the Liquidating Trustee states the following:

I. Factual Background

A. The Pre-Petition Activities of the PBF I

1. The Liquidating Trust is the successor to Palm Beach Finance Partners, L.P. ("*PBF I*").

2. PBF I was formed to lend monies in purchase financing transactions supposedly brokered by Thomas Petters and his company, Petters Company, Inc. (“**PCI**”) in the consumer goods business. The idea was that PBF I and other lenders would supply bridge financing to PCI and then later, once goods were received by a particular big box retailer, the retailer would remit the payment to the lender or PCI.

3. In reality, PBF I’s investments in PCI were worthless - PCI’s purchase and financing transactions were fictitious and part of an elaborate, multi-billion dollar *Ponzi* scheme perpetrated by Mr. Petters, Deanna Munson a/k/a Deanna Coleman, Robert White and others. No retailer ever made any payment on the purchase and sale of goods because the deals never existed.

4. On September 24, 2008, federal agents raided Mr. Petters’ offices. Thereafter, Mr. Petters’ companies were placed into federal receivership. Ultimately, Mr. Petters was convicted of his crimes and sentenced to 50 years in prison. Other persons complicit in the fraud were sentenced to prison sentences as well.

5. On November 30, 2009 (“**Petition Date**”), PBF I commenced a Chapter 11 bankruptcy case by filing a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Florida (“**Bankruptcy Court**”).

6. On October 21, 2010, the Bankruptcy Court entered its Order Confirming Second Amended Plan of Liquidation [ECF No. 444], creating the Liquidating Trust and appointing the Liquidating Trustee as liquidating trustee.

B. Transfers Made to Four J.

7. Four J. was a limited partner in PBF I.

8. Based on a cash in, cash out analysis, Four J. received a profit in the amount of \$100,101.86 with respect to its limited partner investment in PBF I ("***Profit Distribution***").

II. Settlement Terms

9. The key aspects of the stipulation of settlement between the parties ("***Stipulation***") are the following:¹

- a) Four J. will pay (or cause to be paid) \$60,000.00 ("***Settlement Payment***") to the Liquidating Trustee within twenty (20) days from the date of entry of a final, non-appealable Order by the Bankruptcy Court approving this Stipulation;
- b) Four J. shall not be entitled to any distribution from the PBF I bankruptcy estate, and any proof of claim or interest that Four J. may have scheduled or filed in the PBF I bankruptcy case, will be disallowed in its entirety and stricken; and
- c) The parties will exchange mutual, general releases.

III. Relief Requested

10. The Liquidating Trustee seeks an Order from this Court (a) approving the Stipulation and (b) approving the Contingency Fee (as defined below).

11. Federal Rule of Bankruptcy Procedure 9019 provides in relevant part that [o]n motion . . . and after a hearing on notice to creditors; the debtor . . . and to such other entities as the Court may designate, the Court may approve a compromise or settlement."

12. Approval of a settlement in a bankruptcy proceeding is within the sole discretion of the Court and will not be disturbed or modified on appeal unless approval or disapproval is an abuse of discretion. *In re Arrow Air*, 85 BR 891 (Bankr. S.D. Fla. 1988).

13. The standards for approval are well settled and require the Court to inquire into the reasonableness of the proposed settlement. *See, e.g., Protective Comm. for Indep.*

¹ A copy of the Stipulation is attached as Exhibit 1. To the extent the terms of the agreement differ with the terms set forth in this Motion, the agreement shall control.

Stockholders of TMT Trailer Ferry, Inc. v. Anderson, 390 U.S. 414, 424 (1968); *In re W.T. Grant Co.*, 699 F.2d 599, 608 (2d Cir. 1983); *Florida Trailer and Equip. Co. v. Deal*, 284 F.2d 567, 571 (5th Cir. 1960). The inquiry need only determine whether the settlement falls below the lowest point of the range of reasonableness. *See W.T. Grant Co.*, 699 F.2d at 608; *see also In re Martin*, 91 F.3d 389 (3rd Cir. 1996); *In re Louise's Inc.*, 211 B.R. 798 (D. Del. 1997) (setting forth considerations by the Court for approval of a settlement, including: (i) the probability of success in litigation, (ii) the likely difficulties in collection; (iii) the complexity of the litigation involved, and the expense, inconvenience and delay necessarily attending it; and (iv) the paramount interest of the creditors.

A. *The Stipulation Ought to be Approved*

14. Based upon the above legal principles, the Liquidating Trustee asserts that the Stipulation falls well above the lowest point of the range of reasonableness and thus, should be approved.

Probability of success in litigation

15. The Liquidating Trustee, on behalf of the Liquidating Trust, could assert that the Profit Distribution to Four J. was a constructively fraudulent transfer under federal or state law, or alternatively, that Four J. were unjustly enriched by the Profit Distribution.

16. The Liquidating Trustee believes that he will likely succeed in prosecuting either of these causes of action. Nonetheless, the Liquidating Trustee acknowledges that there are risks inherent in all litigation and there is the possibility that Four J., or other similarly situated parties, could raise certain issues or defenses that potentially could impact the Liquidating Trustee's claims.

Collectability

17. Collectability is not a significant issue with respect to Four J.

Complexity of litigation and attendant expense, inconvenience and delay

18. This is a meaningful consideration that militates in favor of approval of the Stipulation.

19. In sum, although many of the claims outlined above are typical claims litigated before this Court, they still potentially require retention of experts and extensive fact discovery before a trial could take place. The result of these efforts will be substantial attorney's fees on both sides, which would diminish the net result of any recovery.

20. The Stipulation addresses these concerns. The parties avoid litigating fact specific claims, with the attendant expense and delay of litigation being nullified.

Paramount interest of creditors

21. The Settlement Payment represents a roughly 60% recovery of the Profit Distribution and a waiver of any potential or corresponding claim. This amount conforms with similar claims that have been settled. Moreover, this result gives certainty to the estate and avoids the risk, expense and delay attendant with litigation. As such, the Stipulation is in the paramount interest of PBF I's creditors and should be approved.

B. The Contingency Fee Ought to be Approved

22. Pursuant to the Plan and this Court's Order Approving the Trustee's Motion to Approve Hybrid Form of Compensation [ECF No. 223], Meland Russin & Budwick, P.A. ("**MRB**") is entitled to a contingency fee of 10% for any affirmative recovery it obtains on behalf of the Liquidating Trusts without further order of the Court ("**Contingency Fee**").

23. As such, MRB requests that the Contingency Fee be paid from the Settlement Payment without further Order from this Court.

WHEREFORE, the Liquidating Trustee requests that this Court enter an Order (similar in form to the Order attached as Exhibit 2) (1) approving the Stipulation; (2) approving payment of the Contingency Fee; and (3) granting such other relief this Court deems just and proper.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that, on September 15, 2014, a true and correct copy of the foregoing was served via the Court's Notice of Electronic Filing on those parties listed on the attached Exhibit 3 and via U.S. Mail to those parties on the service list attached as Composite Exhibit 4.²

s/ Joshua A. Marcus
Joshua A. Marcus, Esquire
Florida Bar No. 92857
jmarcus@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

² "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.

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

"INC" means that the Matrix contains an incomplete addresses; hence, no service by mail.

"NNR" means no notice is required. Examples are professionals retained.

"ADDL" means these additional parties served as a courtesy. See Exhibit 5.

STIPULATION OF SETTLEMENT

This Stipulation of Settlement ("*Stipulation*") is entered into on Sept. 5, 2014 by and between (a) Barry E. Mukamal, in his capacity as liquidating trustee (the "*Liquidating Trustee*") of the Palm Beach Finance Partners Liquidating Trust (the "*Liquidating Trust*") and (b) Four J. Partnership, LP ("*Four J.*") (the Liquidating Trustee and Four J. are at times individually referred to as a "*Party*" or collectively, the "*Parties*"). The terms of this Stipulation are as follows:

RECITALS

A. On November 30, 2009 (the "*Petition Date*"), Palm Beach Finance Partners, L.P. ("*PBF I*") commenced a Chapter 11 bankruptcy case by filing a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Florida (the "*Bankruptcy Court*");

B. On October 21, 2010, the Bankruptcy Court entered its Order Confirming Second Amended Plan of Liquidation [ECF No. 444], creating the Liquidating Trust and appointing the Liquidating Trustee as liquidating trustee;

C. The Liquidating Trustee, on behalf of the Liquidating Trust, may assert claims against Four J. to avoid and recover certain transfers made by PBF I to or for the benefit of Four J. (the "*Potential Litigation*");

D. Four J. expressly denies the claims that are asserted in the Potential Litigation;

E. The Parties have engaged in discussions in an attempt to resolve any and all issues, including the claims asserted in the Potential Litigation; and

F. To avoid the continued expense and risk of adverse outcome arising from the Potential Litigation, as well as incurring costs and expenses associated therewith, among other reasons, the Parties have agreed to resolve the Potential Litigation pursuant to the terms and conditions of this Stipulation.

NOW, WHEREFORE, it is stipulated, consented to and agreed, by and among the Parties as follows:

1. **No admission of liability.** The Parties acknowledge that this Stipulation is a compromise and settlement of a controversy. No Party admits, and each expressly denies, any liability on its part.

2. **Entire agreement.** This Stipulation constitutes the entire agreement and understanding between the Parties with respect to the subject matter hereof and there are no other stipulations, agreements, representations, or warranties other than those specifically set forth herein. All prior agreements and understandings between the Parties concerning the subject matter hereof are superseded by the terms of this Stipulation.

3. **Settlement Payment.** In full and final settlement of the Potential Litigation, Four J. shall pay (or cause to be paid) the aggregate sum of \$60,000.00 (the "*Settlement Payment*") to the Liquidating Trustee within 20 days from the date of the entry of a final, non-appealable Order by the Bankruptcy Court approving this Stipulation. The Settlement Payment may be made via (i) wire transfer pursuant to written instructions to be provided by the Liquidating Trustee or his counsel, or (ii) check made payable to "Barry E. Mukamal, Liquidating Trustee" and delivered to Joshua A. Marcus, Esq., Meland Russin & Budwick, P.A., 200 South Biscayne Blvd., Suite 3200, Miami, Florida 33131.

4. **Default.** In the event Four J. fails to timely pay the Settlement Payment, the Liquidating Trustee may file a Certificate of Default with the Bankruptcy Court and move for the entry of a final judgment against Four J. for the amount of funds still owed under the terms of this Stipulation ("*Deficiency*") and the Court shall enter a final judgment against Four J. in the amount of the Deficiency ("*Judgment*"). The Judgment shall provide for (a) interest at the then current statutory rates of interest under Fla. Stat. § 55.03, but no greater than the rate of 8%

compounded annually from the date of entry of a final, non-appealable Order approving this Agreement and (b) award payment of reasonable attorney's fees incurred to collect any such Deficiency.

5. **No entitlement to distribution.** Four J. agrees that it shall not be entitled to any monetary distribution whatsoever from the Liquidating Trust or PBF I. To the extent Four J. has scheduled or filed any proof of claim or proof of interest in the PBF I bankruptcy case, such claim or interest shall be deemed disallowed in its entirety and be stricken.

6. **General releases between the Parties.**

A. For purposes of this Stipulation, the term "***Claims***" shall mean any obligations, causes of action, demands of any type that a party may presently have, may have or have had in the past, upon or by reason of any matter, cause or thing whatsoever, including without limitation any and all obligations, causes of actions and demands of any kind whatsoever, at law or in equity, indirect, derivative, or direct, known or unknown, discovered or undiscovered.

B. Upon approval of this Stipulation by final, non-appealable Order of the Bankruptcy Court and payment of the Settlement Payment, the Liquidating Trustee, on behalf of the Liquidating Trust and PBF I, waives, releases and holds harmless, now and forever, Four J. from any and all Claims that the Liquidating Trustee, the Liquidating Trust or PBF I may have against Four J.; provided that nothing herein shall be deemed to release, waive or otherwise limit any rights or obligations arising out of this Stipulation. The scope of this release shall not impact, impair or alter in any manner any Claims whatsoever that the Liquidating Trustee, on behalf of the Liquidating Trust or PBF I, may have against any parties other than Four J., including but not limited to Claims against any alleged concurrent or consecutive tortfeasors, if any.

C. Upon approval of this Stipulation by final, non-appealable Order of the Bankruptcy Court and payment of the entire Settlement Payment, Four J. waives, releases and holds harmless, now and forever, the Liquidating Trustee, the Liquidating Trust and PBF I from any and all Claims that Four J. may have against the Liquidating Trustee, the Liquidating Trust or PBF I; provided that this provision does not release, waive or otherwise limit any rights or obligations arising out of this Stipulation.

7. **Authorization to bind.** The individuals signing below represent and warrant that they have the authority to execute this Stipulation on behalf of the applicable Party and bind them to its terms.

8. **Review/No Duress.** Each of the Parties acknowledges that he, she or it has read all of the terms of this Stipulation, has had an opportunity to consult with counsel of his, her or its own choosing or voluntarily waived such right, and enters into those terms voluntarily and without duress.

9. **Attorneys' fees and costs.** Each Party shall bear its own attorneys' fees and costs in connection with the negotiation of this Stipulation and motions and orders as may be necessary to obtain the approval of this Stipulation by the Bankruptcy Court; provided that that in the event of any Potential Litigation between the Parties under this Stipulation or arising as a result of a default under this Stipulation, the prevailing Party shall be entitled to reasonable attorneys' fees and costs related thereto, including, but not limited to, those incurred at all trial and appellate levels.

10. **No waiver of modification.** This Stipulation and any of the specific items, covenants, and conditions contained herein, may not be waived, changed, altered or modified except by an instrument in writing signed by the Party against whom enforcement of such change is sought.

11. **Effective date.** This Stipulation shall be effective upon execution by all of the Parties hereto, subject only to approval of this Stipulation by final, non-appealable Order of the Bankruptcy Court and payment of the Settlement Payment. Upon it becoming effective, this Stipulation shall be binding on all of the Parties' successors or assigns.

12. **No effect.** If the Bankruptcy Court does not approve this Stipulation, then the Stipulation shall be of no further force or effect, and the Parties shall be restored to their rights as they existed prior to the execution of this Stipulation. Notwithstanding the foregoing, if the Bankruptcy Court does not approve this Stipulation because any of the Parties have failed to provide the Bankruptcy Court with adequate information to rule on the merits of the Stipulation, the Parties will use their best efforts to seek reconsideration of any Order declining to approve the Stipulation, or to file an amended motion to approve the Stipulation.

13. **Controlling law.** This Stipulation shall in all respects be construed in accordance with the laws of the State of Florida applicable to contracts made and to be performed wholly within the State of Florida and by federal law to the extent the same has preempted the laws of the State of Florida.

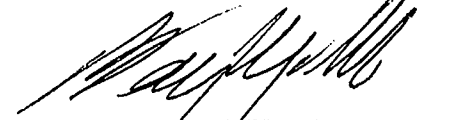
14. **Counterparts.** This Stipulation may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same Stipulation. Delivery of an executed counterpart of a signature page to this Stipulation by facsimile shall be effective as delivery of a manually executed counterpart of this Stipulation.

15. **Construction.** This Stipulation shall be deemed to have been jointly drafted by the Parties, and in construing and interpreting this Stipulation, no provision shall be construed and interpreted for or against any of the Parties because such provision or any other provision of the Stipulation as a whole is purportedly prepared or requested by such Party.

16. **Jurisdiction.** The Bankruptcy Court shall retain exclusive jurisdiction to enforce the terms of this Stipulation.

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STIPULATED AND AGREED TO BY:



Barry E. Mukamal, Liquidating Trustee

Date:

9/11/14



Four J. Partnership, LP

Date:

9/5/2014

By: Gerald J. Sommers

Its: General Partner

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

CHAPTER 11

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

Case No. 09-36379-PGH
Case No. 09-36396-PGH
(Jointly Administered)

Debtors.

**ORDER GRANTING LIQUIDATING TRUSTEE'S
MOTION FOR APPROVAL OF SETTLEMENT WITH FOUR J.
PARTNERSHIP, L.P. AND PAYMENT OF CONTINGENCY FEE**

THIS CAUSE came before the Court upon the Liquidating Trustee's Motion for Approval of Settlement with Four J. Partnership, L.P. and Payment of Contingency Fee [ECF No. __] ("**Motion**").¹ The Court, having reviewed the Motion and noting that a Certificate of No Response and Request for Entry of Order has been filed, finds that the notice of the proposed

¹ All capitalized terms not defined in this Order shall have the meaning ascribed to such term as set forth in the Motion.

compromise and settlement is sufficient to comply with Bankruptcy Rules 9019 and 2002(a)(3), Local Rule 9013-1(D) and any other applicable notice requirement, and accordingly, it is:

ORDERED as follows:

1. The Motion is **GRANTED**.
2. The Stipulation is **APPROVED**.
3. The Court retains jurisdiction to enforce the terms of the Stipulation.
4. MRB's Contingency Fee in the amount of \$6,000.00 is approved and the

Liquidating Trustee is authorized to pay this amount upon funding of the Settlement Payment.

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Submitted By:

Joshua A. Marcus, Esquire
Florida Bar No. 92857
jmarcus@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 the Liquidating Trustee

Copies Furnished To:

Joshua A. Marcus, 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-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, jcvans@aspalaw.com
- **Melissa Alagna** mma@segallgordich.com, jxp@segallgordich.com
- **Vincent F Alexander** vfa@kttl.com, lf@kttl.com
- **Keith T Appleby** kappleby@hwhlaw.com, lbecker@hwhlaw.com
- **Paul A Avron** pavron@bergersingerman.com, efile@bergersingerman.com;efile@ecf.inforuptcy.com
- **Scott L. Baena** sbaena@bilzin.com, eservice@bilzin.com;lflores@bilzin.com
- **Marc P Barmat** ndixon@furrcohen.com, mbarmat@furrcohen.com;atty_furrcohen@bluestylus.com
- **Sean M. Berkowitz** sean.berkowitz@lw.com, cheffling@lw.com;william.katt@lw.com;roger.schwartz@lw.com;robert.malione@lw.com;megan.fitzpatrick@lw.com;barbara.pipchok@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
- **Michael S Budwick** mbudwick@melandrussin.com, ltannenbaum@melandrussin.com;mrbnefs@yahoo.com
- **Dennis M. Campbell** dcampbell@campbelllawfirm.net, gschmied@campbelllawfirm.net;lartigas@campbelllawfirm.net
- **Rilyn A Carnahan** rilyn.carnahan@gmlaw.com, efileu1092@gmlaw.com;efileu1089@gmlaw.com;efileu1435@gmlaw.com;efileu1094@gmlaw.com;lauren.baio@gmlaw.com;gregory.stolzberg@gmlaw.com
- **Francis L. Carter** flc@fclarterpa.com
- **Francis L. Carter** flc@katzbarron.com
- **Francis L. Carter** flc@katzbarron.com
- **Lisa M. Castellano** lcastellano@becker-poliakoff.com, thenry@becker-poliakoff.com;tfriz@becker-poliakoff.com
- **Helen Davis Chaitman** ,jgorchkova@beckerny.com;lblando@beckerny.com;cdavis@beckerny.com
- **Helen Davis Chaitman** hchaitman@beckerny.com, jgorchkova@beckerny.com;lblando@beckerny.com;cdavis@beckerny.com
- **Franck D Chantayan** franck@chantayan.com
- **Daniel DeSouza** ddesouza@desouzaw.com, ddesouza13@gmail.com
- **John R. Dodd** doddj@gtlaw.com, miaecfbky@gtlaw.com;mialitdock@gtlaw.com
- **John D Eaton** jeaton@shawde-eaton.com, sramirez@shawde-eaton.com
- **Darren D. Farfante** dfarfante@fowlerwhite.com, Denise.Strand@bipc.com
- **Heidi A. Feinman** Heidi.A.Feinman@usdoj.gov
- **Jonathan S. Feldman** jfeldman@melandrussin.com, ltannenbaum@melandrussin.com;mrbnefs@yahoo.com
- **G Steven Fender** efileu1113@gmlaw.com, efileu1094@gmlaw.com;efileu1092@gmlaw.com;efileu1435@gmlaw.com;lauren.baio@gmlaw.com;gregory.stolzberg@gmlaw.com
- **David S Foster** cheffling@lw.com
- **Robert G Fracasso Jr** rfracasso@shutts.com, jgoodwin@shutts.com
- **Robert C Furr** bnsaralla@furrcohen.com, atty_furrcohen@bluestylus.com
- **Solomon B Genet** sgenet@melandrussin.com, ltannenbaum@melandrussin.com;mrbnefs@yahoo.com
- **John H Genovese** jgenovese@gjb-law.com, hburke@gjb-law.com;gjbecf@gjb-law.com
- **Michael I Goldberg** michael.goldberg@akerman.com, charlene.cerda@akerman.com
- **Lawrence Gordich** LAG@segallgordich.com, jxp@segallgordich.com;mma@segallgordich.com
- **Scott M. Grossman** grossmansm@gtlaw.com, smithl@gtlaw.com;MiaLitDock@gtlaw.com;FTLLitDock@GTLaw.com;miaecfbky@gtlaw.com
- **Jennifer Hayes** jhayes@foley.com, crowell@foley.com
- **Zachary N James** zjames@melandrussin.com, ltannenbaum@melandrussin.com;mrbnefs@yahoo.com
- **Kenneth M Jones** kjones@moodyjones.com
- **Michael A Kaufman** michael@mkaufmanpa.com, diamondmk@aol.com;kaufmanesq@gmail.com;dgimbel@mkaufmanpa.com;kwatson@mkaufmanpa.com
- **Michael A Kaufman** michael@mkaufmanpa.com, diamondmk@aol.com;kaufmanesq@gmail.com;dgimbel@mkaufmanpa.com;kwatson@mkaufmanpa.com
- **Stephen J Kolski Jr** stevekolski@catlin-saxon.com
- **Harris J. Koroglu** hkoroglu@shutts.com, jgoodwin@shutts.com
- **James A Lodoen** jlodoen@lindquist.com, ghildahl@lindquist.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, jfuentes@wsh-law.com
- **Paul J McMahon** pjmc@pjmllawmiami.com
- **Brian M Mckell** brian.mckell@wilsonelser.com, lourdes.riestra@wilsonelser.com
- **Yvonne F Mizusawa** yvonne.f.mizusawa@frb.gov
- **James C. Moon** jmoon@melandrussin.com, ltannenbaum@melandrussin.com;mrbnefs@yahoo.com
- **Barry E Mukamal** bankruptcy@marcumllp.com, FL64@ecfcbis.com
- **Barry E Mukamal** bemtrustee@kapilamukamal.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** rappaport@kennethrappaportlawoffice.com
- **John E Page** jpage@sfl-pa.com, scusack@sfl-pa.com;lrosetto@sfl-pa.com
- **Chad S Paiva** chad.paiva@gmlaw.com, katrina.bankert@gmlaw.com
- **Kristopher E Pearson** kpearson@stearnsweaver.com, mmasvidal@stearnsweaver.com;bank@stearnsweaver.com;ross@stearnsweaver.com;dillworthcdp@ecf.epiqsystems.com;larrazola@stearnsweaver.com;cgraver@st
- **Jennifer H Pinder** jpinder@foley.com, crowell@foley.com
- **Chad P Pugatch** cpugatch@ecf.rprslaw.com
- **Cristopher S Rapp** csrapp@jones-foster.com, eservice@tobinreyes.com;dboentgen@tobinreyes.com;rar@tobinreyes.com;mhorton@tobinreyes.com
- **Cristopher S Rapp** csrapp@tobinreyes.com, eservice@tobinreyes.com;dboentgen@tobinreyes.com;rar@tobinreyes.com;mhorton@tobinreyes.com
- **Patricia A Redmond** predmond@stearnsweaver.com, jmartinez@stearnsweaver.com;bank@stearnsweaver.com;ross@stearnsweaver.com;dillworthcdp@ecf.epiqsystems.com;sdaddese@akingump.com
- **Patricia A Redmond** predmond@stearnsweaver.com,

- jmartinez@stearnsweaver.com;bank@stearnsweaver.com;rross@stearnsweaver.com;dillworthcdp@ecf.epiqsystems.com;sdaddese@akingump.com
- **Jason S Rigoli** jrigoli@furrcohen.com, ndixon@furrcohen.com;atty_furrcohen@bluestylus.com
 - **Kenneth B Robinson** krobison.ecf@rprslaw.com
 - **Joseph Rodowicz** bankruptcy@rodowiczlaw.com, rodowiczlaw@gmail.com
 - **Robin J. Rubens** rjr@klsg.com, esf@klsg.com
 - **Peter D. Russin** prussin@melandrussin.com, ltannenbaum@melandrussin.com;mrbnfs@yahoo.com
 - **Franklin H Sato** fsato@wickersmith.com, alazaro@wickersmith.com
 - **Bradley M Saxton** bsaxton@whww.com, scolgan@whww.com;rwcinman@whww.com;breece@whww.com
 - **Michael L Schuster** mschuster@gjb-law.com, gjbecf@gjb-law.com;mchang@gjb-law.com
 - **Michael D. Seese** mseese@seeselaw.com, sseward@seeselaw.com
 - **Steven E Seward** sseward@seeselaw.com
 - **Bradley S Shraiberg** bshraiberg@sfl-pa.com, dwoodall@sfl-pa.com;vchapkin@sfl-pa.com;losetto@sfl-pa.com;scusack@sfl-pa.com;blee@sfl-pa.com
 - **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@kttlaw.com, lf@kttlaw.com;ycc@kttlaw.com
 - **Trustee Services Inc 2** court@trusteeservices.biz, sandirose.magder@gmail.com
 - **Skipper J Vine** jonathan.vine@csklegal.com
 - **Jessica L Wasserstrom** jwasserstrom@melandrussin.com, ltannenbaum@melandrussin.com;mrbnfs@yahoo.com
 - **Morris D. Weiss** morrisw@hts-law.com, sherris@hts-law.com;annmariej@hts-law.com
 - **George L. Zinkler** gzinkler.ecf@rprslaw.com

Label Matrix for local noticing
113C-9
Case 09-36379-PGH
Southern District of Florida
West Palm Beach
Thu Jul 24 10:00:06 EDT 2014

INC

Blackpool Absolute Return Fund, LLC
c/o John E. Page, Esquire
Shraiberg, Ferrara & Landau, P.A.
2385 N.W. Executive Center Drive
Suite 300
Boca Raton, FL 33431-8530
Crown Financial Ministries, Inc.
c/o Timothy M. Obitts, Esq.
Gammon & Grange, P.C.
8280 Greensboro Dr., 7th Floor
McLean, VA 22102-3885

NEF

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

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

NEF

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

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

NEF

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

NNR

Raymond G. Feldman Family Ventures, L.P.
c/o John E. Page, Esquire
Shraiberg, Ferrara & Landau, P.A.
2385 N.W. Executive Center Drive
Suite 300
Boca Raton, FL 33431-8530

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

NEF

Blackpool Partners, LLC
c/o John E. Page, Esquire
Shraiberg, Ferrara & Landau, P.A.
2385 N.W. Executive Center Drive
Suite 300
Boca Raton, FL 33431-8530

NEF

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

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

NEF

Golden Gate VP Absolute Return Fund, LP
c/o Manuel Farach, Esq.
Richman Greer, P.A.
250 Australian Avenue South, Ste. 1504
West Palm Beach, FL 33401-5016

KBC Financial Products (Cayman Islands) Ltd.

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

NEF

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

NEF

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

NNR

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

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

NEF

Calhoun Multi-Series Fund, L.P.
John E. Page, Esquire
Shraiberg, Ferrara & Landau, P.A.
2385 NW Executive Center Dr.
Suite 300
Boca Raton, FL 33431-8530

NEF

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

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

NEF

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

NEF

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

NEF

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

NEF

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

DUP

SCALL, LLC
c/o Weissman, Dervishi, Borgo & Nordlund
SunTrust International Center
One Southeast Third Avenue, Suite 1980
Miami, FL 33131-1716

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

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

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

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

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

Amy Davenport
POB 3511
Midland, TX 79702-3511

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

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

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

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

Southwest Key Programs, Inc.
c/o Noel Boeke
Holland & Knight
P.O. Box 1288
Tampa, FL 33601-1288

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

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

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

Alton Opitz
144 Newhaven Ln
Butler, PA 16001-7910

Armadillo Fund
40 Random Farms Cir
Chappaqua, NY 10514-1000

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

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

Calhoun Multi-Series Fund, L.P.
c/o John E. Page, Esquire
Shraiberg, Ferrara & Landau, P.A.
2385 NW Executive Center Drive, Suite 300
Boca Raton, FL 33431-8530

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

Sumnicht Money Masters Fund I Liquidating Tr
c/o John E Page, Esquire
Shraiberg, Ferrara & Landau, PA
2385 NW Executive Center Drive
Suite 300
Boca Raton, FL 33431-8530

Toledo Fund, LLC
c/o Weissman, Dervishi, Borgo & Nordlund
SunTrust International Center
One Southeast Third Avenue, Suite 1980
Miami, FL 33131-1716

ZCALL, LLC
c/o Weissman, Dervishi, Borgo & Nordlund
SunTrust International Center
One Southeast Third Avenue, Suite 1980
Miami, FL 33131-1716

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

Amy Davenport
3 Greenwich Dr
Midland, TX 79705-6418

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

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

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 33431-8510

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

Claude Lestage
4893 N Kay
Palm Beach Gardens, FL 33418-6167

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 MIO Partners, Inc.
55 E 52 St
New York, NY 10055-0102

David W Harrold, #15809-041
FCI Coleman Low
846 NE 54 Terr
Sumterville, FL 33585

Deer Island, LP
Red Bird Farm 89 Nason Hill Rd
Sherborn, MA 01770-1233

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

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

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.
8292 Nashua Dr
Palm Beach Garden, FL 33418-6046

DUP

Frank Carruth
5407 S Flagler Dr
West Palm Beach, FL 33405-3311

Frank Vennes
2440 N. Courtenay Pkwy.
Merritt Island, FL 32953-4127

Freestone Capital Management, Inc
c/o Mr. Justin Young
1918 Eighth Avenue, Suite 3400
Seattle, WA 98101-1214

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

George & Nancy Slain
59-1089 Maluhi Pl
Kamuela, HI 96743-8504

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

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

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

Golden Sun Capital Management
Attn: Solomon Halpern
885 Arapahoe Ave
Boulder, CO 80302-6011

Golden Sun Multi-Manager Fund
c/o Jeffrey S Posta, Esq
POB 5315
Princeton, NJ 08543-5315

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

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 33131-2898

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

Janeete Bancroft
9052 SW 103 Ave
Ocala, FL 34481-8230

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

Jerry L. Sims, Davis Gillett Mottern & Sims
Promenade Ste 2445
1230 Peachtree St NE
Atlanta, GA 30309-3574

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

Judith Goldsmith
3 Water Ln
Manhasset, NY 11030-1021

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

Karasel, LP
2385 Executive Center Dr, #190
Boca Raton, FL 33431-8581

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
1875 S Grant St, #600
San Mateo, CA 94402-7013

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 102
Plantation, Florida 33322-5200

Lionheart LP
3545 Lake St #201
Wilmette IL 60091-1058

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

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

MB Investments, LLC
110 N Wacker Dr, #330
Chicago, IL 60606-1511

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

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 Mio Partners, Inc.
55 E 52nd St
New Yourk, NY 10055-0102

Mosaic Capital Fund LLC
680 Fifth Ave, 8th Fl
New York, NY 10019-5429

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

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

Nancy Hollingsworth
7107 Arrowood Rd
Bethesda, MD 20817-2808

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

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
Sunnicht & 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
Tucson, AZ 85718-5101

Ronald R. Peterson
c/o McDermott Will & Emery, LLP
Attn: Lazar P. Raynal, Esq.
227 West Monroe Street
Chicago, IL 60606-5096

SSR Capital Management LLC
4514 Cole Ave, #1000
Dallas, TX 75205-4177

Sage Capital Resources
3006 Julia St W, Unit A
Tampa, FL 33629-8809

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

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

Sterling Management Inc.
160 White Oaks Ln
Vadnais Heights, MN 55127-6132

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

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

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

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

SALI Fund Services, LLC
6836 Austin Center St #320
Austin, TX 78731-3193

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

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

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

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

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

Sumnicht Money Masters Fund I
Liquidating Trust I
Cust/Ttee Nat'l Advisors Trust
8717 West 110th St, #700
Overland Park, KS 66210-2127

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

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

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

SBL-DIF
c/o MIO Partners, Inc
55 E 52nd St
New York, NY 10055-0002

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

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

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

Spring Investor Services Inc.
Red Bird Farm
89 Nason Hill Rd
Sherborn, MA 01770-1233

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

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

Ted Goldsmith
3 Water Ln
Manhasset, NY 11030-1021

Tradex Global Advisors
35 Mason St, 4th Fl
Greenwich, CT 06830-5436

DUP

U.S. Bank Nat. Assoc.
c/o Richard Wilson
90 S 7th St. Ste 3300
Minneapolis, MN 55402-4104

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

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

Alton Optiz
144 Newhaven Ln
Butler, PA 16001-7910

Barry E Mukamal
KapilaMukamal LLP
1 SE 3 Avenue Ste 2150
Box 158
Miami, FL 33131-1716

NEF

Barry E. Mukamal
1 SE 3 Ave. Ste 2150
Miami, FL 33131-1716

NEF

Barry E. Mukamal
1 SE 3rd Ave 10th FL
Miami, FL 33131-1710

NEF

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

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

NNR

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

NEF

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

NEF

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

NEF

David S Mandel
Mandel & Mandel LLP
1200 Alfred I. duPont Bldg
169 East Flagler St
Miami, FL 33131-1205

NNR

Elliot B Kula
Kula & Samson, LLP
17501 Biscayne Blvd
Aventura, FL 33160-4804

NNR

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

NNR

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

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

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

Kenneth A Ralston
c/o John E. Page, Esquire
Shraiberg, Ferrara & Landau, P.A.
2385 N.W. Executive Center Drive
Suite 300
Boca Raton, FL 33431-8530

NEF

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

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

Lynn E Turner
LitiNomics
444 S Flower St #2140
Los Angeles, CA 90071-2984

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 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

Paul A Avron Esq.
2650 N. Military Trail # 240
Boca Raton, FL 33431-6346

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

Richard B Solum

NNR

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

NNR

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

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

BAD

Label Matrix for local noticing
113C-9
Case 09-36396-PGH
Southern District of Florida
West Palm Beach
Thu Jul 24 10:04:35 EDT 2014

INC

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

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

NEF

ARIS Capital Management
333 SE 2nd Ave #2012
Miami, FL 33131-2177

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

NNR

ARIS Multi-Strategy Fund, LP
Aris Capital Management
333 SE 2nd Ave #2012
Miami, FL 33131-2177

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

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

Alton Opitz
144 Newhaven Ln
Butler, PA 16001-7910

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

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

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

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 33431-8510

NEF

Blackpool Partners, LLC
c/o John E. Page, Esquire
Shraiberg, Ferrara & Landau, P.A.
2385 N.W. Executive Center Drive, #
Boca Raton, Florida 33431-8510

NEF

Blackpool Partners, LP
701 Harger Rd, #190
Oak Brook, IL 60523-1490

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

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

DUP

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 Offshore Special Situations, PCC
c/o MIO Partners, Inc
55 E 52nd St
New York, NY 10055-0102

DUP

David Harrold #15809-041
FCI Coleman Low
846 N.E. 54th Terrace
Sumterville, FL 33585

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

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

Frank Carruth
5407 S Flagler Dr
West Palm Beach, FL 33405-3311

Frank Vennes
2440 N. Courtenay Pkwy
Merritt Island, FL 32953-4127

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

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 30309-7500
Attn: Bob Mottern - Sky Bell
Pete L. DeMahy, Esquire

Golden Sun Capital Management
Attn: Solomon Halpern
885 Arapahoe Avenue
Boulder, CO 80302-6011

Golden Sun Multi-Manager Fund, LP
Attn: Solomon Halpern
885 Arapahoe Avenue
Boulder, CO 80302-6011

Guardian Capital, LLC
3225 Aviation Ave, #601
Miami, FL 33133-4741

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

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

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 33131-2898

Integrity Partners, c/o Scott Walchek
1499 Danville Blvd, #202
Alamo, CA 94507-4907

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

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

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

Judith Goldsmith
3 Water Ln
Manhasset, NY 11030-1021

Karasel, LP
2385 Executive Center Dr, #190
Boca Raton, FL 33431-8581

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

Kenneth A. Ralston
c/o John E. Page, Esquire
Shraiberg, Ferrara & Landau, P.A.
2385 N.W. Executive Center Drive,
Boca Raton, Florida 33431-8510

NEF

Kenneth Ralston
666 Riford Rd
Glen Ellyn, IL 60137-3973

DUP

Kenneth Ralston
c/o John E. Page, Esquire
Shraiberg, Ferrara & Landau, P.A.
2385 N.W. Executive Center Drive,
Boca Raton, Florida 33431-8510

NEF

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

Laulima Partners, LP
C/O Smithfield Trust Co.
Attn: Robert Kopf Jr.
20 Stanwix St, #650
Pittsburgh, PA 15222-1330

Leslie Schneider
c/o JamiScott LLC
15 West 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 102
Plantation, Florida 33322-5200

NEF

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

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

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

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

Mosaic Capital Fund LLC
680 Fifth Ave, 8th Fl
New York, NY 10019-5429

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

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 Street, Ste 4200
Minneapolis, MN 55402-2223

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. NEF
2385 N.W. Executive Center Drive,
Boca Raton, Florida 33431-8510

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

Ronald R. Peterson
c/o McDermott Will & Emery, LLP
Attn: Lazar P. Raynal, Esq.
227 West Monroe Street
Chicago, IL 60606-5096

SSR Capital Management LLC
4514 Cole Ave, #1000
Dallas, TX 75205-4177

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

Santa Barbara Investment Capital
2220 Santiago Rd
Santa Barbara, CA 93103-1752

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

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

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

Sims Moss Kline & Davis, LLP
Three Ravinia Drive
Suite 1700
Atlanta, GA 30346-2133

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

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

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

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

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

Ted Goldsmith
3 Water Ln
Manhasset, NY 11030-1021

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

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

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

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

Zimmer Lucas Capital
535 Madison Ave, 6th Fl
New York, NY 10022-4287

Barry E Mukamal
KapilaMukamal LLP NEF
1 SE 3 Avenue Ste 2150
Box 158
Miami, FL 33131-1716

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

Paul A Avron Esq.
2650 N. Military Trail # 240
Boca Raton, FL 33431-6346

NEF

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

NEF

ADDITIONAL (ADDL)

James L. Volling, Esquire 2200 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402-3901	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	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	Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346
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, Esquire Godfrey & Kahn 780 N. Water Street Milwaukee, WI 53202
John L. Kirtley, Esquire Godfrey & Kahn 780 N Water Street Milwaukee, WI 53202	Matia L. Kreiter, Esquire Godfrey & Kahn 780 N Water Street Milwaukee, WI 53202
Daniel N. Rosen, Esquire Parker Rose, LLC 888 Colwell Building 123 North Third Street Minneapolis, MN 55401	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	Deutsche Bank (Cayman) Ltd c/o Deutsche International Trust Corporation Mauritius Limited Level 5 Altima Building, 56 Ebene Cybercity Mauritius