

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF FLORIDA  
WEST PALM BEACH DIVISION  
[www.flsb.uscourts.gov](http://www.flsb.uscourts.gov)

In re

SOUTHEAST BANKING CORPORATION,

Debtor.

Case No. 91-14561-BKC-PGH

Chapter 11

**TRUSTEE'S MOTION FOR ENTRY OF AN ORDER GOVERNING SOLICITATION  
OF BALLOTS FOR TRUSTEE'S CHAPTER 11 PLAN**

*(Hearing respectfully requested on date of Disclosure Statement Hearing)*

Jeffrey H. Beck, as Trustee (the “**Trustee**”) for the Chapter 11 estate (the “**Estate**”) of Southeast Banking Corporation (“**SEBC**,” or the “**Debtor**”), respectfully moves pursuant to 11 U.S.C. §§ 105(a), 1126(g) and 1129(b), for entry of an Order (the “**Solicitation Order**”) governing the solicitation of ballots for the *Trustee's First Amended Chapter 11 Plan of Reorganization* (DE #5448) (the “**Plan**”), with respect to the class of Old SEBC Common Stock Interests<sup>1</sup> (the “**SEBC Common Shareholders**”) denominated as Class 6 in the Plan. In support of the requested relief, the Trustee would show as follows:

**Preliminary Statement**

1. More than seventeen years after the initial filing of this converted Chapter 11 case as a case under Chapter 7, the Trustee has filed a Plan providing for a significant equity infusion (the “**Transaction**”) that will provide additional value to bondholders and general creditors, along with a return to preferred and common stockholders of SEBC. The Trustee and the Plan investor, Modena 2004-1 LLC, a Delaware limited liability company (the “**Investor**”), have expended considerable time and expense in structuring, negotiating and documenting the

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<sup>1</sup> Capitalized terms used and not otherwise defined herein shall have the meaning set forth in the Plan.

Transaction, as set forth in much greater detail in the Plan and accompanying *Disclosure Statement with Respect to Trustee's First Amended Chapter 11 Plan of Reorganization* (DE #5449) (the “**Disclosure Statement**”).<sup>2</sup>

2. In order to proceed in the most efficient and effective manner to confirm the Plan and consummate the Transaction, the Trustee believes that the Court should enter a Solicitation Order governing the solicitation of ballots for the Plan and, in particular, deeming the SEBC Common Shareholders to have rejected the Plan and thereby eliminating the need to solicit their votes with respect to the Plan.

3. As set forth more particularly below, the purpose of the requested relief is not to deny the SEBC Common Shareholders the opportunity to appear and participate in the Plan confirmation process, but rather to proceed efficiently with that process in a manner intended to generate additional value for all Classes of Claims and Interests, specifically including the Holders of Class 6 Interests. *In short, the Trustee is proposing to assume rejection of the Plan by the Holders of Class 6 Interests without necessity of a formal ballot and undertake the burden of confirming the Plan over that rejection under the cramdown provisions of Section 1129(b) of the Bankruptcy Code, while affording those Holders the broadest possible notice and opportunity to appear and participate in the confirmation process.*

4. As set forth more fully herein, the Trustee believes that cause exists to dispense with the formality of voting by the Holders of Class 6 Interests, and that the interests of those Holders are adequately protected by a combination of (a) the rigid cramdown requirements under Section 1129(b) of the Bankruptcy Code, (b) the prior appointment and ongoing participation of

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<sup>2</sup> As of the date of the filing of this Motion, the Disclosure Statement has not yet been approved by the Court. True and correct copies of the Plan and Disclosure Statement as filed with the Court, and subject to further amendment and modification, are available for viewing at the official website established in connection with this case, [www.sebcglobalsettlement.com](http://www.sebcglobalsettlement.com).

a Legal Representative for Holders of SEBC Common Stock (the “**Legal Representative**”), and the Legal Representative’s engagement of a financial advisor, all at the expense of the Estate, (c) the actual notice to be afforded to known or suspected SEBC Common Shareholders, and (d) the supplemental publication initially approved and budgeted pursuant to the Order granting the Trustee’s *Ex Parte Motion For Entry of an Order: (I) Authorizing Supplemental Notice By Publication of Hearing on Trustee’s Motion to Convert Case to Chapter 11, Hearing on Approval of Disclosure Statement, Confirmation Hearing, and Any Other Notices Required to be Served on All Creditors and Equity Holders; (II) Shortening Time for Notice by Publication; and (III) Authorizing Payment of Costs Thereof as an Administrative Expense* (the “**Publication Order**”) (DE# 4968), as implemented through the Notice Motion and proposed Notice Order (as defined below) filed together with this Motion.

#### **Jurisdiction**

5. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 1334. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. Consideration of this Motion is a core proceeding pursuant to 28 U.S.C. § 157(b). The statutory predicates for relief are 11 U.S.C. §§ 105(a), 1126(g), and 1129(b).

#### **Background**

6. This case arises out of the “early intervention” and regulatory seizure by federal regulators of SEBC’s principal banking subsidiary, Southeast Bank, N.A. (“**SEBNA**”), the related intervention and seizure by state regulators of SEBNA’s sister institution, Southeast Bank of West Florida, on September 19, 1991, and the appointment of the Federal Deposit Insurance Corporation (the “**FDIC**”) as their receiver. On the following day, September 20, 1991, SEBC’s board of directors voted to authorize the filing of a Chapter 7 petition, and then promptly resigned along with all of SEBC’s officers.

7. On September 23, 1991, Jules I. Bagdan was appointed Interim Trustee, and served until his resignation was accepted by the United States Trustee on April 10, 1992. Upon acceptance of Mr. Bagdan's resignation, the U.S. Trustee appointed James S. Feltman as Interim Trustee. Mr. Feltman served as Interim Trustee until William A. Brandt, Jr. was elected as Trustee at the reconvened meeting of creditors on April 14, 1992. Mr. Brandt served as Trustee until his resignation on April 1, 1998, at which time Jeffrey H. Beck was appointed as the fourth Trustee in the case. Mr. Beck continued to serve as the duly qualified and appointed Chapter 7 Trustee of the Estate, as well as Successor Agent to the FDIC for the SEBNA Receivership, until the conversion of this case to Chapter 11 on September 17, 2007.<sup>3</sup> That same day, the United States Trustee appointed Mr. Beck as Chapter 11 Trustee (DE #4990), and on September 20, 2007, the Court entered an Order approving the selection of Mr. Beck as Chapter 11 Trustee (DE # 4997).

8. During the Chapter 7 phase of this case, the Court authorized Mr. Beck and his predecessors to make nine Interim Distributions, as a result of which creditors have received more than \$407 million in cash, representing a return of 100% of the principal amount of allowed general unsecured claims, plus several payments of post-petition interest totaling \$48 million. *See* Orders dated April 15, June 25, and September 3, 1993, authorizing the First Interim Distribution; Order dated March 14, 1995, authorizing the Second Interim Distribution; Orders dated July 22 and September 30, 1997, authorizing the Third Interim Distribution; Order dated September 3, 1998, authorizing the Fourth Interim Distribution; Order dated June 17,

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<sup>3</sup> Mr. Beck has since been discharged as Successor Agent to the FDIC for the SEBNA Receivership pursuant to the October 30, 2008 *Order and Final Judgment Approving Summary Final Accounting and Discharging Successor Agent for Receivership of Southeast Bank, N.A.* entered by the United States District Court for the Southern District of Florida in Case No. 08-22286-CIV-Cooke. Mr. Beck has taken all steps necessary to close out the Receivership, including the transfer to the SEBC Estate of all cash formerly held in the SEBNA Receivership and by the now-dissolved subsidiaries of SEBNA.

1999, authorizing the Fifth Interim Distribution; Order dated July 30, 2001, authorizing the Sixth Interim Distribution; Order dated October 8, 2003, authorizing the Seventh Interim Distribution; Order dated November 3, 2003, authorizing the Eighth Interim Distribution; and Order dated March 16, 2005, authorizing the Ninth Interim Distribution.

9. As set forth in the Disclosure Statement, an additional \$122 million<sup>4</sup> in accrued post-petition interest remains unpaid, such that SEBC Common Shareholders would receive no distribution in a liquidation of the remaining Estate assets conducted under Chapter 7 of the Bankruptcy Code. Through the Plan, however, the Trustee proposes a Transaction by which additional value will be realized not only by bondholders and creditors, but also by the Holders of SEBC Preferred and Common Stock Interests, classified in Classes 4, 5 and 6 in the Plan.

#### **The Transaction**

10. The Plan, Disclosure Statement, and Master Subscription Agreement attached as an Exhibit to the Plan (collectively, the “**Plan Documents**”) contain the specific details of the Transaction. The following description is intended only as a broad overview for the limited purposes of addressing the relief requested in the instant Motion. **To the extent of any inconsistency between the description herein and the terms set forth in the Plan Documents, the Plan Documents shall govern.**

11. The equity Interests in SEBC consist of two classes of preferred stock, denominated as Series A and Series E Preferred Stock (each of which series is held by a single Holder), and 34,719,601 shares of SEBC Common Stock. The Plan provides that each of these Interests, classified as Classes 4, 5 and 6, respectively, is Impaired. If the Plan is confirmed and

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<sup>4</sup> Calculated at an 8% interest rate in accordance with this Court’s November 3, 2003 *Order Approving and Implementing Global Settlement of Issues Affecting Calculation and Payment of Post Petition Interest and Attorneys’ Fees and Related Priority and Subordination Issues, and Procedure for Interim Distributions of Post Petition Interest on Negative Notice Without Hearing.*

consummated, Holders of Class 4 and 5 Interests will receive, on a pro rata basis, a total of \$540,000 in aggregate face amount of Junior Preferred Units in SEBC Holdings, LP (“**SEBC Holdings**”), a new Delaware limited partnership to be formed to acquire and hold 60% of the Common Stock of Reorganized SEBC, and the SEBC Common Shareholders classified as Class 6 under the Plan will receive 100% of the Common Units of SEBC Holdings.

12. The Plan contemplates that Impaired Classes 4 and 5 will be solicited to accept or reject the Plan, but as more fully described herein the Trustee intends not to solicit votes from the Holders of Class 6 Interests. Instead, the Trustee proposes to deem Class 6 to have rejected the Plan, and to seek confirmation notwithstanding that deemed rejection under the cramdown provisions of Section 1129(b) of the Bankruptcy Code.

#### **Relief Requested**

13. There is no question that were the SEBC Common Shareholders to receive nothing under the Plan they could simply be deemed to reject the Plan, without need for solicitation. Section 1126(g) of the Bankruptcy Code provides:

Notwithstanding any other provision of this section, a class is deemed not to have accepted a plan if such plan provides that the claims or interests of such class do not entitle the holders of such claims or interests to receive or retain any property under the plan on account of such claims or interests.

11 U.S.C. § 1126(g).

14. Pursuant to Section 1126(g), a class that receives or retains nothing under the plan is conclusively deemed to have rejected the plan. Collier on Bankruptcy ¶ 1126.08 (15<sup>th</sup> ed. rev. 2008). Although there is a paucity of published guidance on this issue, a reasonable and practical reading of Section 1126(g) under the circumstances presented here yields the conclusion that this section is not exclusive nor intended to be a limiting provision. To the

contrary, Section 1126(g) is merely a *per se* example of automatic deemed rejection and in no way forecloses a court's power to deem rejection in other cases or circumstances.

15. Nowhere in the Bankruptcy Code or legislative history does Congress purport to make Section 1126(g) the exclusive manner in which deemed rejection is permitted. Indeed, there are no limiting terms contained within Section 1126(g), and to engraft a limiting interpretation onto that provision would be an affront to established principles of statutory construction. As the Fifth Circuit Court of Appeals noted in *Aviall Services, Inc. v. Cooper Industries, Inc.*, 263 F.3d 134, 146 (5<sup>th</sup> Cir. 2001):

[I]t is not our province to add even one word to a statute - here, to restrict its reach - when Congress itself has chosen not to include that word and thus not limit the scope of the statute. It is obvious that, by inserting the word "only" into the statute, the [court] has converted a permissive provision to one of exclusivity. *When Congress wants to make a statute exclusive, it certainly knows how to do so.*

(emphasis supplied).

16. This fundamental principle of statutory construction is an offshoot of the "plain meaning" rule, and has been widely applied in a variety of contexts. To "add a limiting term to a statutory provision . . . would be to abjure the basic principle of statutory construction that words are ordinarily given their plain meaning." *Ross v. DynCorp*, 362 F. Supp. 2d 344, 354 (D.D.C. 2005) (Foreign Assistance Act) (quoting *Palestine Information Office v. Shultz*, 853 F.2d 932, 938 (D.C. Cir. 1988) (Foreign Missions Act)).

17. While none of the foregoing decisions happened to arise in a bankruptcy case, the U.S. Supreme Court repeatedly has applied the "plain meaning" rule to the construction of the Bankruptcy Code as well. *E.g.*, *Patterson v. Shumate*, 504 U.S. 753, 757-58 (1992) ("[T]he plain language of the Bankruptcy Code . . . is our determinant. . ."); *Union Bank v. Wolas*, 502 U.S. 151, 158 (1991) ("The fact that Congress may not have foreseen all of the consequences of a

statutory enactment is not a sufficient reason for refusing to give effect to its plain meaning”); *U.S. v. Ron Pair Enterprises, Inc.*, 489 U.S. 235, 241 (1989) (“[A]s long as the statutory scheme is coherent and consistent, there is generally no need for a court to inquire beyond the plain meaning of the statute. . . . the task of resolving the dispute over the meaning of [the Bankruptcy Code] begins where all such inquiries must begin: with the language of the statute itself”).

18. Application of this well-recognized principle of statutory construction in these instances comports with logic and common sense as well as law. As Section 1126(g) clearly provides that the Class of SEBC Common Shareholders could be deemed to reject a plan which provides them *nothing*, how are their rights infringed by denying them a vote and deeming them to have rejected a Plan which provides them with *better treatment* in the form of 100% of the equity interests in the newly-formed entity that will own 60% of Reorganized SEBC? In either instance, the Trustee as proponent of the Plan has accepted the burden of seeking confirmation of the Plan notwithstanding their deemed rejection, in accordance with Section 1129(b) of the Bankruptcy Code.

19. The law and logic which support this result in the circumstances of this case are supported by the practicalities of the situation as well. The last known shareholder list compiled by or for SEBC is almost twenty years old, bearing a date of February 4, 1989. Not long after the Chapter 7 case was filed Trustee Brandt determined on the basis of information available at the time that there was no benefit to the Estate from continuing to pay the fees of the stock transfer agent, and terminated the services of the former stock transfer agent.<sup>5</sup> As a result, there

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<sup>5</sup> Trustee Brandt did, however, seek and obtain a Trading Injunction Order from the Bankruptcy Court on July 7, 1994, prohibiting and enjoining the sale, trade or transfer of SEBC Common and Series E Preferred Stock by any person or entity that owned, or would own after such sale, trade or transfer, 5% of the issued and outstanding shares of SEBC Common Stock or any amount of shares of the Series E Preferred Stock. At the direction of the Bankruptcy Court the Trading Injunction Order was published in many of the same major metropolitan newspapers in which the Trustee now proposes, by way of a separate Notice Motion (as defined below) filed simultaneously herewith, to publish notice of significant events leading up to confirmation of the Plan.

is no record currently available to the Estate to reflect transfers of Old SEBC Common Stock Interests. To compile such a record in order to solicit acceptances of the Plan by all SEBC Common Shareholders would take months if not years, and involve considerable expense to the Estate. This investment of time and money simply cannot be justified where it is incontrovertible that the Plan provides a distribution to SEBC Common Shareholders which, as shown in the Liquidation Analysis contained in the Disclosure Statement, would not be available to them in a straight liquidation of the remaining assets of the Estate under Chapter 7.

20. It is important to note that in seeking this form of relief the Trustee does not in any way propose to deny the SEBC Common Shareholders an opportunity to appear and be heard on the critical issues leading up to confirmation of the Plan. Upon motion of the Trustee the Court has already appointed a Legal Representative with extensive authority to represent the interests of SEBC Common Shareholders.<sup>6</sup> With the support of the Trustee the Legal Representative has sought and obtained authority to engage a financial advisor to assist him in evaluating the Plan and proposed treatment of SEBC Common Shareholders. *See Order Granting Legal Representative for Holders of SEBC Common Stock's Application for Employment of Mesirow Financial Consulting, LLC as its Financial Advisor* (DE# 5406). In

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<sup>6</sup> As set forth in the *Order Appointing Legal Representative for Holders of SEBC Common Stock* entered on November 21, 2007 (DE# 5052), the Legal Representative is authorized to:

- (a) negotiate on behalf of the Common Stock Holders with the Trustee, the plan sponsor and other constituencies in connection with the development, negotiation and confirmation of a Chapter 11 Plan;
- (b) advise on the form and substance of supplemental notice to Common Stock Holders and their participation in the Plan process, including communication with Common Stock Holders regarding Plan issues;
- (c) otherwise act on behalf of Common Stock Holders in connection with issues arising in connection with the development, confirmation and implementation of a Plan;
- (d) retain counsel, and enter into such confidentiality and other agreements as may be necessary to discharge the foregoing duties and responsibilities of the Legal Representative;
- (e) appear both individually and through counsel, as appropriate, and be heard before the Court as a party in interest pursuant to 11 U.S.C. § 1109(b) with respect to any issue falling within the scope of the duties described herein; and
- (f) seek payment of reasonable fees and reimbursement of expenses from the Estate for his services and those of his chosen counsel pursuant to 11 U.S.C. §§ 330 and 331.

addition, the Trustee intends to serve all known or readily ascertainable SEBC Common Shareholders with notice of each critical step in the Plan confirmation process -- *including the request for relief in this Motion* -- by regular mail to the last available address, and to supplement that service by publication in major metropolitan daily newspapers throughout the United States as provided in the Publication Order.<sup>7</sup>

21. The foregoing safeguards are intended to preserve the right of SEBC Common Shareholders pursuant to Section 1109(b) of the Bankruptcy Code to appear and be heard -- whether personally or through the Legal Representative -- on all issues relating to confirmation of the Plan. In addition, the interests of SEBC Common Shareholders are protected by the rigid cramdown requirements of Section 1129(b) of the Bankruptcy Code, which the Trustee has assumed the burden to satisfy by requesting that Holders of Class 6 Interests be deemed to have rejected the Plan without necessity of a vote.

22. *In short, the proposed course of action provides the same outcome for the SEBC Common Shareholders that they would receive if, after a costly and time-consuming solicitation process, the Holders of all 34 million shares voted unanimously to reject the Plan.* By way of comparison, given the unavailability of current and accurate shareholder information and the many years that have passed since the filing of this case, it is difficult to conceive that any solicitation effort would generate more than a fraction of that number of votes. Indeed, there is every reason to believe that any attempt to solicit Class 6 Holders would be futile, and produce only a small number of votes that may or may not be representative of the entire Class. The interests of those SEBC Common Shareholders who may prove difficult to locate are best

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<sup>7</sup> Together with the instant Motion the Trustee has filed a separate Motion seeking to approve the form, method and manner of supplemental notice to SEBC Common Shareholders by publication. *See Trustee's Motion for Entry of an Order Approving Form, Manner and Method of Supplemental Notice of Significant Plan Events to Common Shareholders and Parties in Interest by Publication* (the "Notice Motion").



**CERTIFICATE OF SERVICE**

I hereby certify that on December 10, 2008, I electronically filed the foregoing document with the Clerk of the Court using CM/ECF. I also certify that the foregoing document is being served this day (i) via transmission of Notice of Electronic Filing generated by CM/ECF on all counsel of record or pro se parties who are authorized to receive electronically Notices of Electronic Filing in this bankruptcy case, and (ii) on all parties listed on the Service List attached hereto via CM/ECF transmission, and/or U.S. mail, as indicated thereon.

/s/ Mark D. Bloom  
MARK D. BLOOM

*MIA 180,222,231 v10 010764.040500*

Mark D. Bloom, Esq.\*\*  
Greenberg Traurig, P.A.  
1221 Brickell Avenue  
Miami, Florida 33131

Timothy J. Norris, Esq.  
Duane Morris LLP  
200 South Biscayne Blvd.  
Suite 3400  
Miami, Florida 33131

Jacob J. Frohman, Esq.  
Kelley, Drye & Warren LLP  
101 Park Avenue  
New York, NY 10178

Michael P. Brundage, Esq.  
Hill, Ward & Henderson, P.A.  
Post Office Box 2231  
Tampa, FL 33610

State of Florida  
Department of Revenue  
Bankruptcy Section  
P.O. Box 6668  
Tallahassee, FL 3231 4-6668

Patricia A. Redmond, Esq.\*\*  
Stearns, Weaver, Miller  
2200 Museum Tower  
150 West Flagler Street  
Miami, FL 33130

Isaac M. Pachulski, Esq.  
Stutman, Treister & Glatt  
1901 Avenue of the Stars  
12<sup>th</sup> Floor  
Los Angeles, CA 90067

James Donnell, Esq.  
Andrews & Kurth  
4200 Texas Commerce Tower  
Houston, TX 77002

Barry D. Hunter, Esq.  
Brown, Todd & Heyburn, PLLC  
2700 Lexington Financial Center  
250 West Main Street  
Lexington, Kentucky 40507

Richard P. Carmody  
Adams and Reese LLP  
2100 3rd Avenue North  
Concord Center, Suite 1100  
Birmingham, Alabama 35203-3367

J. Gregory Taylor, Esq.  
Diamond McCarthy Taylor  
Finley, Bryant & Lee, LLP  
1201 Elm Street, Suite 3400  
Dallas, TX 75270

Edward A. Moss, Esq.  
Shook Hardy & Bacon  
Suite 2400 Miami Center  
201 South Biscayne Blvd.  
Miami, FL 33131

Gary S. Bush  
The Bank of New York Mellon  
101 Barclay Street, Floor 8W  
New York, NY 10286

David E. Rogers, Esq.  
McDermott, Will & Emery  
600 13th Street, N.W.  
Washington, D.C. 20005

Paul J. McMahon, Esq.\*\*  
Paul J. McMahon, PA.  
2840 S.W. 3rd Avenue  
Miami, FL 33129

Don Saxon, Director  
State of Florida  
Office of Financial Regulation  
200 East Gaines Street  
Tallahassee, FL 32399

Theodore A. Jewell, Esq.  
Stearns, Weaver, Miller, et al.  
150 West Flagler Street, #2200  
Miami, FL 33130

Doug Darbut, Esq.  
Holland & Knight  
701 Brickell Avenue  
Miami, FL 33131

William A. Brandt, Jr.,  
Development Specialists, Inc.  
1818 First Union Financial Ctr  
200 South Biscayne Boulevard  
Miami, FL 33131

Geoffrey S. Aaronson, Esq.\*\*  
Bank of America Tower  
100 SE 2nd Street, 27th Floor  
Miami, FL 33131

Estate of Southeast Banking Corporation  
595 S. Federal Highway  
Suite 600  
Boca Raton, FL 33432

Steven R. Turner, Asst. U.S. Trustee\*\*  
Office of the United States Trustee  
51 S.W. First Ave., Rm. 1204  
Miami, FL 33130

Richard J. Rappaport, Esq.  
McGuire Woods LLP  
77 West Wacker Drive,  
Suite 4100  
Chicago, IL 60601

Stephen W. Pickert, Esq.  
Moye, O'Brien, O'Rourke et al  
800 South Orlando Avenue  
Maitland, FL 32751

Alexander Acosta, U.S. Attorney  
U.S. Attorney Office  
99 N.E. 4th Street  
Miami, FL 33132

Federal Deposit Insurance Corporation  
Attention: Ralph A. Malami  
1776 F Street, N.W.  
Washington, DC 20006

Robert L. LeHane, Esq.  
Kelley, Drye & Warren LLP  
101 Park Avenue  
New York, NY 10178

Stephen A. Goodwin, Esq.  
Carrington, Coleman, Soloman  
& Blumenthal  
901 Main Street, Suite 5500  
Dallas, TX 75202-3767

Arley D. ("Trip") Finley, Esq.  
Diamond McCarthy Taylor & Finley  
6504 Bridge Point Pkwy, #400  
Austin, TX 78730-5062

Jerry M. Markowitz, Esq.\*\*  
Markowitz, Davis and Ringel  
9130 South Dadeland Boulevard  
Two Datan Center, Suite 1225  
Miami, FL 33156

Kenneth H. Eckstein, Esq.  
Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, New York 10036

Safeco Insurance Companies  
Attn: Jeremy Medeiros  
1600 North Collins Blvd  
Richardson, TX 75080-3519

Jack N. Mayer  
Gabriel Capital Group  
450 Park Avenue, Suite 3201  
New York, NY 10022

Kenneth B. Robinson, Esq.  
Rice Pugatch Robinson & Schiller, P.A.  
101 Northeast Third Avenue  
Suite 1800  
Ft. Lauderdale, FL 33301

Lewis F. Murphy, Esq.  
Squire Sanders & Dempsey, LLP  
4000 First Union Financial Ctr  
200 South Biscayne Blvd.  
Miami, FL 33131

David E. Retter, Esq.  
Kelley, Drye & Warren LLP  
101 Park Avenue  
New York, NY 10178

Robert M. Brochin, Esq.  
Morgan, Lewis & Bockius  
5300 First Union Financial Center  
200 S. Biscayne Blvd.  
Miami, FL 33131

E. Gordon Robinson, Jr.  
Susan R. Sherrill-Beard  
U.S. Securities & Exchange  
Commission  
3475 Lenox Road, N.E., #1000  
Atlanta, GA 30326-1232

Allan Brent Diamond  
Diamond McCarthy Taylor & Finley  
909 Fannin, Suite 1515  
Houston, TX 77010

Scott L. Baena, Esq.  
Bilzin Sumberg Baena Price & Axelrod  
2500 Wachovia Financial Center  
200 South Biscayne Boulevard  
Miami, FL 33131

Gary Jackson, Esq.  
550 17th Street, N.W.  
Room H 11097  
Washington, D.C. 20429

Federal Deposit Insurance Corp.  
Attn: DSC Legal Department  
10 Tenth Street, N.E.  
Suite 800  
Atlanta, GA 30309-3906

Jeffrey H. Beck, Trustee\*\*  
J Beck & Associates, Inc.  
595 S. Federal Highway  
Suite 600  
Boca Raton, FL 33432

Internal Revenue Service  
S.P.F. Bankruptcy  
Stop 5730  
P.O. Box 17167  
Ft. Lauderdale, FL 33318

Gobbell Hays Partners, Inc.  
217 Fifth Avenue North  
Nashville, TN 37219  
Attn: Ronald Gobbell, Pres.

Michael Josepfs, Esq.  
Josepfs, Jack, Miranda,  
McCullough & McKeown, P.A.  
2950 S.W. 27th Avenue,  
Suite 100  
Miami, Florida 331 33-3765

Thomas E. Glick, P.A.  
12000 Biscayne Boulevard  
Suite 800  
North Miami, FL 33181

Kathleen L. Donohue  
U.S. Department of Justice  
1114 Federal Office Building  
51 S.W. First Avenue  
Miami, FL 33130

Craig W. Budner, Esq.  
Hughes & Luce, L.L.P.  
1717 Main Street  
Suite 2800  
Dallas, TX 75201

Kendall B. Coffey, Esq.  
Coffey & Wright LLP  
2699 S. Bayshore Drive  
Penthouse  
Miami, Florida 33133

Michael B. Mukasey, Esq.  
U.S. Attorney General  
Office of the Attorney General  
U.S. Department of Justice  
950 Pennsylvania Avenue, NW  
Washington, DC 20530

Soneet Kapila\*\*  
Kapila & Company  
1000 South Federal Highway,  
Suite 200  
Ft. Lauderdale, FL 33316

E. Penn Nicholson, Esq.  
Powell Goldstein LLP  
1201 W. Peachtree St. N.W.  
14th Floor  
Atlanta, GA 30309

David Miller  
Elliott Associates, L.P.  
712 Filth Avenue  
36th Floor  
New York, NY 10019

Robert Tache  
Deloitte & Touche, L.L.P.  
200 East Las Olas Blvd., Suite 1400  
Ft. Lauderdale, FL 33301

Marika Lancaster  
U.S. Department of Justice  
Rm. 6231, Judiciary Center Bldg.  
P.O. Box 14198-Ben Franklin Stn.  
Washington, D.C. 20044

James D. McCarthy, Esq.  
Diamond McCarthy Taylor Finley  
Bryant & Lee, LLP  
1201 Elm Street, Suite 3400  
Dallas, TX 75270

Stephen D. Busey, Esq.  
Smith Hulsey & Busey  
1800 First Union Nat'l Bank Twr  
225 Water Street  
Jacksonville, FL 32202

Michael J. Pucillo, Esq.  
Berman Devalerio Pease Tabacco  
222 Lakeview Ave., Suite 900  
West Palm Beach, FL 33401

Office of the General Counsel  
Federal Deposit Insurance Corp.  
550 17<sup>th</sup> Street NW  
Washington, DC 20429-9990

Charles K. George  
4600 Santa Maria Street  
Coral Gables, FL 33146

Joseph Colavecchi, Esq.  
221 East Market Street  
P.O. Box 131  
Clearfield, PA 16830

Warren H. Smith & Associates, P.C.  
325 N. St. Paul Street, Suite 1250  
Dallas, TX 75201

Francis L. Carter, Esq.\*\*  
Akerman Senterfitt  
One Southeast Third Avenue  
28th Floor  
Miami, Florida 33131

Legal Department  
Federal Reserve Bank of Atlanta  
1000 Peachtree Street NE  
Atlanta, GA 30309-3904

Emmet J. Bondurant, Esq  
Bondurant, Mixson & Elmore,  
3900 One Atlantic Center  
1201 West Peachtree Street, N.W.  
Atlanta, GA 30309-34 17

A. G. Edwards & Sons, Inc.  
Attn: Jonathan Griffith  
2801 Market Street  
9<sup>th</sup> Floor, F Building  
St. Louis, MO 63103

Michael D'Alessio  
Wechsler & Co., Inc.  
105 South Bedford Road, #310  
Mount Kisco, NY 10549  
**UNDELIVERABLE - UNABLE TO  
FORWARD**

J. T. Haley, Esq.  
Haley, Sinagra, Paul & Toland,  
300 Sevilla Avenue  
Suite 210  
Coral Gables, FL 33134

Craig V. Rasile, Esq.\*\*  
Hunton & Williams LLP  
1111 Brickell Avenue  
Suite 2500  
Miami, FL 33131

Hugh M. Ray, Esq.  
Jeffrey E. Spiers, Esq.  
Andrews & Kurth, L.L.P.  
4200 Texas Commerce Tower  
Houston, TX 77002

Dan Gropper  
Elliott Associates, L.P.  
712 Fifth Avenue  
36th Floor  
New York, NY 10019

Charles Zwick  
626 Coral Way  
Coral Gables, FL 33134

David S. Rosner, Esq.  
Kasowitz, Benson & Torres &  
Friedman  
Co-counsel to Gabriel Capital  
1633 Broadway  
New York, NY 10019

Susan E. Jacobsen  
U.S. Bank Corporate Trust Services  
Mail Station EP-MN-WSID  
60 Livingston Avenue  
St. Paul, Minnesota 55107

Donald E. Jerrems  
16241 Leeward Lane  
Huntersville, NC 28078-8956

Dan Zinman, Esq.  
Kasowitz Benson Torres & Friedman  
1633 Broadway  
New York, NY 10019

Mariaelena Gayo-Guitian, Esq\*\*  
Adorno & Yoss  
350 East Las Olas Boulevard  
Suite 1700  
Fort Lauderdale, Florida 33301

Michael Quackenbush  
2011 N.W. 119<sup>th</sup> Avenue  
Pembroke Pines, FL 33026

Jose A. Casal, Esq.\*\*  
Holland & Knight, LLP  
701 Brickell Avenue  
Suite 3000  
Miami, FL 33131

John W. Kozyak, Esq.\*\*  
Kozyak Tropin & Throckmorton, P.A.  
2525 Ponce de Leon Boulevard  
9th Floor  
Coral Gables, Florida 33134

Heidi A. Feinman, Esq.\*\*  
Office of the United States Trustee  
51 SW 1 Street Avenue  
Suite 1204  
Miami, Florida 33130

Robert C. Furr, Esq.\*\*  
One Boca Place  
2255 Glades Road  
Suite 337W  
Boca Raton, FL 33431

Steven Mishan, Esq.\*\*  
848 Brickell Avenue  
Miami, Florida 33131

Thomas R. Lehman, Esq.\*\*  
Tew Cardenas, LLP  
Four Seasons Tower, 15th Floor  
1441 Brickell Avenue  
Miami, FL 33131-3407

Ilyse M. Homer, Esq.\*\*  
Berger Singerman  
200 South Biscayne Boulevard,  
Suite 1000  
Miami, Florida 33131

Craig A. Sackler, Esq.\*\*  
P.O. Box 1656  
Deerfield Beach, Florida 33443

James C. Moon, Esq.\*\*  
Bilzin Sumberg  
200 S. Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131

Miami-Dade County Tax Collector \*\*  
140 W. Flagler Street  
Suite 1407  
Miami, FL 33130-1575

Michael E. Wargo, Esq.\*\*  
Johnson Leiter & Belsky, P.A.  
707 SE 3rd Avenue  
Third Floor  
Fort Lauderdale, Florida 33316

Patrick S. Scott, Esq.\*\*  
Patrick S Scott & Associates P.A.  
111 SE 12th Street  
Suite B  
Fort Lauderdale, Florida 33316

Arthur H. Rice, Esq.\*\*  
Rice Pugatch Robinson & Schiller  
101 NE 3rd Avenue  
Suite 1800  
Fort Lauderdale, Florida 33301

John Motulsky  
Stonehill Capital Management LLC  
and affiliates  
885 Third Avenue, 30th Floor  
New York, NY 10022

Diane Noller Wells, Esq.\*\*  
Devine Goodman Pallot & Wells, P.A.  
777 Brickell Avenue  
Suite 850  
Miami, Florida 33131

Jeffrey P. Bast, Esq.\*\*  
Hunton & Williams, LLP  
1111 Brickell Avenue  
Suite 2500  
Miami, FL 33131

Frank Caufield  
Travelers Indemnity Company  
1 Tower Square, Bond 14CZ  
Hartford, CT 06183

Chris Gebhardt  
Mariner Investment Group, Inc. and  
Caspian Capital Advisors, L.P.  
500 Mamaroneck Avenue  
Harrison, NY 10528

Bridget M. Schessler  
The Bank of New York Mellon  
Global Corporate Trust-Default  
Administration Group  
525 William Penn Place, 7th Floor  
Pittsburgh, PA 15259

William D. Plechaty  
308 Skipper Lane  
St. James City, FL 33956

Kristen M. Hudak  
4212 Antietam Drive  
Birmingham, AL 35213

Peter H. Brown  
Safeco Insurance Companies  
Surety Department  
2055 Sugarloaf Circle  
Duluth, GA 30097

Roy Perkins  
50 East Road, Suite 11B  
Delray Beach, FL 33483

Louis J. Hector  
One Grove Isle, # 809  
Coconut Grove, FL 33133  
**UNDELIVERABLE - UNABLE TO  
FORWARD**

Estate of Sarah H. Tomberlin  
410 West Richmond Avenue  
Point Richmond, CA 94801-3865

Harvey Tauman  
4791 South Citation Drive  
Apt. 104  
Delray Beach, FL 33445

Atlantic Investment Company  
c/o David A. Shelton, Esq.  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-9241

The Depository Trust Company  
(through its nominee Cede & Co.)  
c/o Southern Business Center  
18301 Bermuda Green Drive  
Tampa, FL 33647

Mr. Kent Schmidt  
1003 Greenridge Road  
Jacksonville, FL 32207

Mr. James Efstathion  
Siga Development & Investment  
3121 Venture Place, Suite 1  
Jacksonville, FL 32257

Mr. James S. Feltman  
Mesirov Financial Consulting LLC  
One Biscayne Tower, Suite 1800  
2 South Biscayne Boulevard  
Miami, FL 33131

Jennifer Cannon  
4791 S. Citation Drive, #104  
Delray Beach, FL 33445

Florida Department of Revenue  
Bankruptcy Division  
P.O. Box 6668  
Tallahassee, FL 32314

Louis J. Hector  
One Grove Isle, # 809  
Coconut Grove, FL 33133

Alvaro Vargas, MD  
2930 Jackson Ave.  
Coconut Grove, FL 33133-4504

Fred Guarnieri  
4016 Gosnold Avenue  
Norfolk, VA 23508

Manuel Rodriguez  
1150 N.W. 17th Ave.  
Boca Raton, FL 33486

Anne Maria Cirone  
2025 Lavers Circle, 406D  
Delray Beach, FL 33444

Greg & Debbie Shehorn  
11307 China Springs Rd.  
Waco, TX 76708

AT&T  
P.O. Box 8100  
Fox Valley, IL 60598

C. Mukesh Prasad  
9801 N.W. 58th Court  
Parkland, FL 33076

Michael Quackenbush  
c/o Scott Baena, Esq.  
Bilzen Sumberg Baena Price & Axelrod, LLP  
200 South Biscayne Boulevard, Suite 2500  
Miami, FL 33131

Barbara Collingwood  
525 Coral Way, Apt. 203  
Coral Gables, FL 33134

Christopher Calimano Jr.  
75 West Street, 15N  
New York, NY 10006

Neill Schreyer  
The Bank of New York  
101 Barclay Street, Floor 8W  
New York, NY 10286

Bradshaw Lotspeich, Esq.  
443 Espanola Way, Suite 201  
Miami Beach, FL 33139

Violeta Castroverde  
c/o Maricely C. Santiago &  
Alfredo Consuegra  
2115 S.W. 25th Terrace  
Miami, FL 33133

C. Richard Rayburn, Esq.  
100 North Tryon, Suite 4700  
Charlotte, NC 28202

Carol A. Freundlich  
c/o David M. Lazarus, Esq.  
18901 N.E. 29th Avenue, Suite 100  
Aventura, FL 33180

Wade & Carolyn Shehorn  
4000 Green Point  
Waco, TX 76710

Carmel Partners, LP  
c/o Jack N. Mayer  
450 Park Avenue, Suite 3201  
New York, NY 10022

Charalambos Flevaris  
1915 S.W. 12th Avenue  
Miami, FL 33129

Alan M. Grunspan, Esq.  
Carlton Fields P A  
100 SE 2nd St Ste 4000  
Miami, FL 33131

Paul L. Parrish and  
Jeanne M. Parrish  
6613 11th Avenue West  
Bradenton, Florida 34209

Charles J. Zwick  
c/o Stephen H. Case  
450 Lexington Avenue  
New York, NY 10017

Stephanie Richman  
6711 Canary Palm Circle  
Boca Raton, FL 33433

Ramon Aldana  
94-1074 Paawalu Street P6  
Waipahu, HI 96797

Richard Tauman  
6503 North Military Trail, Apt. 3304  
Boca Raton, FL 33496

David & Ella Rosenbalt  
1014 Haggart Drive  
Clarksville, TN 37043

Arthur J. Siebelist and  
Mary Ann Siebelist  
459 Passaic Avenue, Apt. 169  
West Caldwell, NJ 07006

Edward and Ruth Leavitt  
420 Revere Beach Boulevard, Apt. 227  
Revere, MA 02151

David A. Honig, Esq.  
c/o John W. Kozyak  
2525 Ponce De Leon Boulevard, 9th Floor  
Coral Gables, FL 33134

Eric Bjornlund  
4903 Peregrine Point Way  
Sarasota, FL 34231

Jim Hatcher  
Star Route 2  
Box 54  
Bristol, FL 32321

Douglas E. Ebert  
3530 Franklin Road  
Bloomfield, MI 48302

Federal Deposit Insurance Corporation  
c/o Jesse Austin, Esq.  
191 Peachtree St. NE, 16th Floor  
Atlanta, GA 30303

Joan M. Oelze  
5527 River Oaks Drive  
Titusville, FL 32780

Dr. Louis M. Winters, MD  
1099-5 Avenue North  
St. Petersburg, FL 33713

Ferdinand George Franz  
1902 Westover Lane  
Kennesaw, GA 30152

John C. Bullard, Jr.  
c/o Scott Loius Baena  
200 S. Biscayne Boulevard, # 2500  
Miami, FL 33131

Edy Garcia  
8915 S.W. 107th Avenue, Apt. 331W  
Miami, FL 33173

George Fox  
c/o Harry D. Lewis  
P.O. Box 2567  
New York, NY 10163

John P. McLeod  
250 Glenridge Road  
Key Biscayne, FL 33149

John Porta  
c/o Barry D. Hunter, Esq.  
250 West Main Street, Suite 2700  
Lexington, KY 40507

George L. Powell  
c/o Stanley H. Wakshlag, Esq.  
201 South Biscayne Boulevard, Suite 1100  
Miami, FL 33131

Mary Louise Bond  
13982 S.W. 48th Avenue  
Starke, FL 32091

John W. Topper  
3215 Joanne Drive  
Orlando, FL 32806

Gilbert & Clara Gelman, Tr.  
7120 Summer Tree Drive  
Boynton Beach, FL 33437

Robert Heller, MD  
Radio Therapy Assoc.  
P.O. Box 402566  
Miami Beach, FL 33140

Jose A. Obrador  
3551 S.W. 9th Terrace, # 314  
Miami, FL 33135

Greenfield & Duval  
c/o Harvie DuVal  
11601 Biscayne Boulevard, Suite 201  
Miami, FL 33181

Mike Carter, Esq.  
P.O. Box 566  
3047 Crawfordville, FL 32327

Joseph Cooper  
555 Oaks Lane, Apt. 310  
Pompano Beach, FL 33069

Helen M. Lyons  
13755 86th Avenue  
Seminole, FL 33776-2226

Paul A. Sack, Esq.  
1926 Hollywood Boulevard, Suite 207  
Hollywood, FL 33020

Randall L. Leshin, Esq.  
712 E. McNab Road  
Pompano Beach, FL 33060

Norman T. Monday  
Rt. 1, Box 139 B1  
Devine, TX 78016

Ronald V. Lee, Jr.  
3007 Knollwood Circle  
Birmingham, AL 35245

Maria Durante  
14243 S.W. 16th Terrace  
Miami, FL 33145

Post, Buckley, Schuh & Jernigan, Inc.  
2001 N.W. 107th Avenue  
Miami, FL 33172

Rose H. Rubin Trust  
c/o Arnold Y. Steinberg, P.A.  
1500 N.W. 49th Street, Suite 500  
Fort Lauderdale, FL 33309

Marie Topper  
3215 Joanne Drive  
Orlando, FL 32806

Ray F. Basten  
c/o Harry D. Lewis  
P.O. Box 2567  
New York, NY 10163

Safeco Insurance Companies  
c/o Don Reedy  
P.O. Box A  
Stone Mountain, GA 30086

South Atlantic Venture Fund II  
c/o Mindy Mora, Esq.  
200 South Biscayne Boulevard, # 2500  
Miami, FL 33131

Wakulla Academic Boosters  
3047 Crawfordville Highway  
Crawfordville, FL 32327

AIG Insurance  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Southeast Bank of West Florida  
c/o Harry D. Lewis  
P.O. Box 2567  
New York, NY 10163

Warren H. Smith & Associates  
Republic Center  
325 N. Saint Paul, Suite 1275  
Dallas, TX 75201

Alan Lozier  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Southeast Mortgage Corporation  
c/o David R. Softness  
Buchanan Ingersoll & Rooney, P.C.  
100 S.E. 2nd Street, 34th Floor  
Miami, FL 33131

440 Associates  
One Turnberry Place  
19495 Biscayne Boulevard, # 600  
Aventura, FL 33180

Alan N. Stager  
6520 Ridgelock Court  
Davie, FL 33331

Stanley E. Goodman, Esq.  
166 Hialeah Drive  
Hialeah, FL 33010

Abdul Hakim Chohan  
4251 S.W. 13th Terrace  
Miami, FL 33134

Alba A. Weinman  
6336 S.W. 10th Street  
West Miami, FL 33144

Adele L. Chudy  
259 East 4th Avenue, Apt. B-3  
Hialeah, FL 33010

Ackerman & Herbst, M.D.P.A.  
#59-2511828  
Phyllis Bieringer  
11986 Suellen Circle  
Wellington, FL 33414

Albert H. Salosky  
c/o Carolyn A. Smith, Esq.  
700 Biltmore Way, Suite 209  
Coral Gables, FL 33134

Stonington Management Corporation  
c/o Patrick S Scott, Esq.  
11 S.E. 12th Street, Suite B  
Fort Lauderdale, FL 33316

Alex Brown  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Alberto Peraza  
1245 Luolun Drive  
Miami Springs, FL 33166

Unofficial Committee of Former  
Employees of Southeast Bank  
c/o Harry D. Lewis  
P.O. Box 2567  
New York, NY 10163

Advest  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Alfonso Fanjul  
Attn: William F. Ranieri  
153 East 53rd Street, 33rd Floor  
New York, NY 10022

American Pioneer Federal Savings Bank  
c/o Susan Murphy  
1021 Wald Road  
Orlando, FL 32806

Advest  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Allan H. Applestein, Tr.  
DCA Grantor Trust,  
7600 Red Road, # 300  
South Miami, FL 33143

American Bank Note Co.  
345 Hudson Street  
New York, NY 10014

Aetna Life Insurance Co.  
c/o Block Five Venture /Hines Internet  
Limited Partnership  
2 Ravinia Drive, # 1100  
Atlanta, GA 30346

Allen and Stella Donelan  
7003 S.W. 53rd Lane  
Miami, FL 33155

American Heritage Insurance  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Anne K. Walker  
2600 North Flagler, Drive # 307  
West Palm Beach, FL 33407

Artisans Savings  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Amy B. Stevens  
22 LeVan Avenue  
Lockport, NY 14094

Ann-Marie Willenborg  
325 N.E. 95th Street  
Miami Shores, FL 33138

Atlantic Investment Co.  
c/o James A. McHale  
10th & Market Sts, 2nd Floor  
Wilmington, DE 19801

Ana E. Sanchez  
7028 West 30th Court  
Hialeah, FL 33018

Anthony Barnett  
20 N.E. 24th Street  
Wilton Manors, FL 33305

Axel Hunold & Josefina C. Hunolo JT Ten  
3450 S. Ocean Boulevard  
Highland Beach, FL 33487

Arnold M. Weiner  
1111 Lincoln Road, # 325  
Miami Beach, FL 33139

Anthony Palmieri  
119 Washington Place  
New York, NY 10014

B. Paul Pettie, J.D.  
P.O. Box 2562  
Jensen Beach, FL 34958

Ana G. Tarin  
900 S.W. 27th Avenue  
Miami, FL 33135

Armando Pico  
1025 N.W. 6th Street, Apt. 3  
Miami, FL 33136

Banc One Indianapolis  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Anderson Livingston Kubit & Mase  
150 S.E. 2nd Avenue  
Miami, FL 33131

Arnold Wenzloff  
14200 S.W. 74th Terrace  
Miami, FL 33183

Barbara A. Marchante  
2015 S.W. 83rd Court  
Miami, FL 33155

Anderson Moss Sherouse & Petros P.A.  
c/o Sergio E. Pagliery  
100 N. Biscayne Boulevard  
Miami, FL 33132

Arthur Anderson LLP  
1 International Place  
Boston, MA 02110

Barbara W. Balliette  
8310 N. Capitol of Texas Highway, # 305  
Austin, TX 78731

Andres and Gloria Maduro  
1 S.E. 3rd Avenue, # 3100  
Miami, FL 33131

Arthur J. Siebelist and Mary Ann Siebelist  
JT TEN  
18 Francis Place  
Caldwell, NJ 07006

Barrett Sanders  
7430 S.W. 172nd Street  
Miami, FL 33157

Angelo Oliveri  
35 Pine Lawn Road  
Miami, FL 33157

Arthur Sinett  
1501 S.W. 4th Avenue  
Boca Raton, FL 33432

Barry W. Lawson  
101 Venetian Way  
Miami Beach, FL 33139

Bear Stearns  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Capital Bancorp  
1221 Brickell Avenue  
Miami, FL 33131

Christopher G. Cogan  
300 Lake Seminary Circle  
Maitland, FL 32751

Bellbrook Community Bank  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Carlos A. Arestegui  
9701 Fountainebleau Boulevard, # 211  
Miami, FL 33172

Cincinnati Equitable  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Benita L. Lopez  
10010 S.W. 32nd Street  
Miami, FL 33165

Carlos Sanchez-Garcia  
3526 N.W. 3rd Street  
Miami, FL 33125

Cindy Niah-Hannah  
20610 N.E. 6th Court  
North Miami Beach, FL 33179

Blake D. Bringgold  
1221 Brickell Avenue  
Miami, FL 33131

Carmen Perez  
13045 S.W. 68th Street, Apt. 306  
Miami, FL 33183

Clarence W. Johnson  
623 12 Street  
Windom, MN 56101

Block Five Venture  
c/o Hines Internet  
Limited Partnership  
2 Ravinia Drive, # 1100  
Atlanta, GA 30346

Carolyn S. Adler  
600 Biltmore Way, # 710  
Coral Gables, FL 33134

Claudia J. Kozlowski  
427 Anastasia Avenue, # 19  
Coral Gables, FL 33134

Boca Obstetrics & Gyn Assoc  
re Pamela Hennis  
c/o Richard E. Kowalsky, MD  
1500 N.W. 10th Avenue, Suite 203  
Boca Raton, FL 33486

Castle W. Jordan  
c/o William F. Ranieri  
153 East 53rd Street, 33rd Floor  
New York, NY 10022

CNA Insurance  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Bruce S. Rubin  
255 Alhambra Circle, # 500  
Coral Gables, FL 33134

Central Bank of the South  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Coastal Corporation  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Burlington Coat Factory  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Champion Capital  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Coastal Securities, Ltd.  
c/o William Eddleman, Jr.  
700 N. Pearl Street, # 900  
Dallas, TX 75201

C. Dale Schwant  
3135 Lakeview Boulevard  
Delray Beach, FL 33445

Charles H. Norton  
P.O. Box 1045  
Lewistown, MT 59457

Columbus Bank & Trust  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

C. Eugene and Doris Looper  
12D Windling Creek Road  
Sapphire Lakes-1600 US 64  
Sapphire, NC 28774

Charles Schwab  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

D. Richard Mead, Jr.  
1200 Biscayne Boulevard  
Miami, FL 33132

D.L.J.  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Deborah A. Sales  
21205 North Miami Avenue  
North Miami, FL 33169

Douglas M. Stum  
8310 N. Capital of Texas Highway, # 305  
Austin, TX 78731

Dade Business Systems, Inc.  
3700 N.W. 80th Street  
Miami, FL 33147

Del L. Donovan  
Ira Rollover Transfer  
227 W. Fourth Professional Plaza  
Ottumwa, IA 52501

Douglas W. Brown & Associates, Inc.  
M. Cecilia Sowell  
#C108050D  
4130 Tideview Drive  
Jacksonville, FL 32250

Daniel G. Prinzing  
200 South Biscayne Boulevard, # 1900  
Miami, FL 33131

Delia Dovo  
8095 N.W. 8th Street, Apt. 204  
Miami, FL 33126

Dr. Louis M. Winters MD  
Joe Carl Adams  
1099-5 Avenue North  
St. Petersburg, FL 33733

David and Sylvia Cohen  
800 N.E. 182nd Terrace  
North Miami Beach, FL 33162

Diane D. Malfeld, Esq.  
220 S 6th Street  
Minneapolis, MN 55402

Dr. Richard Hayes  
185 N. Lakemont Avenue  
Winter Park, FL 32792

David Frey  
123 Courney Springs Circle  
Winter Springs, FL 32708

Dominique Germain  
18625 N.W. 22nd Court  
Miami, FL 33056

Eduardo Castellon  
1121 S.W. 132 Avenue, # 306  
Miami, FL 33184

Donald N. Boyce  
Attn: William F. Ranieri  
153 East 53rd Street, 33rd Floor  
New York, NY 10022

Donald D. Whittemore, Jr.  
6550 Terrasanta  
Pensacola, FL 32504

Edward A. Moss  
100 N. Biscayne Boulevard  
Miami, FL 33132

Davis & Wood, P.A.  
2100 Ponce De Leon Boulevard, # 1180  
Coral Gables, FL 33134

Edward D. Duda  
Attn: William F. Ranieri  
153 East 53rd Street, 33rd Floor  
New York, NY 10022

Edward Earl Smith  
Maxine G. Smith  
c/o Roger J. Illsley, Esq.  
P.O. Box 1178  
Bodega Bay, CA 94923

Davis Wright Tremaine  
701 Pennsylvania Avenue, N.W. # 600  
Washington, D.C. 20004

Donald P. Matteson  
1520 Golfview Drive  
Titusville, FL 32780

Edy Garcia  
1350 S.W. 73rd Avenue  
Miami, FL 33144

Dean Witter  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Dorothea F. Grimley  
130 Lakeside Drive, Apt. 30  
Oldsmar, FL 34677

Elaine Levenson  
P.O. Box 630582  
Miami, FL 33163

Dean Witter  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Douglas E. Ebert  
326 Vailwood Court  
Bloomfield, MI 48302

First Mahattan  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Elaine M. Holness  
6420 S.W. 63rd Court  
Miami, FL 33143

Excutone Information System  
c/o American Credit Counselors  
3115 Spring Park Road  
Jacksonville, FL 32207

First National Bank of Hope  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Eleanor Lagin  
5130-C Nesting Way  
Delray Beach, FL 33484

Exotic Gardens  
5815 Ravenswood Road  
Fort Lauderdale, FL 33312

First State Bank of Fayette County  
c/o Toni Campbell Parker, Esq.  
2110 One Commerce Square  
Memphis, TN 38103

Elizabeth J. Fallow  
Box 16 Rt. 166A  
Penobscot, ME 04476

Fahnestock  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

First Trust of New York  
c/o Francis L. Carter  
201 South Biscayne Boulevard  
3200 Miami Center  
Miami, FL 33127

Elsie J. and J. George Lipton JT TEN  
2581 Barkley Dr. West  
West Palm Beach, FL 33415

Faith Haughton  
1540 N.E. 161 Street  
North Miami Beach, FL 33162

FL Emergency Physicians  
P.O. Box 140099  
Orlando, FL 32889

Enrique Intriago  
2375 Fox Chase Boulevard, Apt. 257  
Palm Harbor, FL 34683

FDIC  
c/o Lynn Harris, Esq.  
100 South Biscayne Boulevard, # 800  
Miami, FL 33131

Flora H. Withorn  
117 La Pasada Circle N.  
Ponte Verdra Beach, FL 32082

Environmental Services, Inc.  
105 E. Speedway Boulevard  
Tucson, AZ 85705

FDIC  
c/o David P. Lloyd  
9525 W. Bryn Mawr, # 500  
Rosemont, IL 60018

Florence S. Bassett as Personal Rep.  
of Estate of Harry Hood Bassett  
c/o Timothy J. Norris, P.A.  
First Union Financial Center, # 4500  
Miami, FL 33131

Ernestine Stevens  
730 N.E. 71st Street  
Miami, FL 33138

FDIC as Rec. for S.E. Bk. of West Florida  
c/o Richard O'Brien  
5778 So.Semoran Boulevard  
Orlando, FL 32822

Francis I. DuPont III  
927 Normandy Trace Road  
Tampa, FL 33602

Esther Ortega  
8510 S.W. 16th Street  
Miami, FL 33155

Federated Life  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Francis M. Alvabez  
585 N.W. Boulevard  
Miami, FL 33126

Esther T. Carreno  
8120 S.W. 12th Street  
Miami, FL 33144

Fidelity  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Francis Menken  
800 N.E. 26th Avenue  
Hallandale, FL 33009

Ethel M. and Charles R. Stark  
6322 Jacquell Arbor  
Temple Terrace, FL 33617

First Federal Savings Bank of MD  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Hanif K. Ali  
19815 North Miami Avenue  
Miami, FL 33169

Frank Jose Arnanda  
62 N.W. 53rd Street  
Miami, FL 33127

GoCo-Op, Inc.  
631 North Wymore Road, Suite 160  
Maitland, FL 32751

Harry Rich Family Found, Inc.  
5280 N.W. 167th Street  
Hialeah, FL 33014

Frank Martin Diaz  
718 N.W. 179th Street, Apt. 208  
Miami, FL 33015

Gold Coast Graphics Group, Inc.  
c/o Thomas R. Spencer, Jr., Esq.  
801 Brickell Avenue, Suite 1901  
Miami, FL 33131

Harvey Goldman  
6371 S.W. 107th Street  
Miami, FL 33156

Frank Sulick  
2204 Durant Road  
Valrico, FL 33596

Goldman Sachs  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Harvey J. Cavayero, Esq.  
1 Old Country Road  
Carle Place, NY 11514

Fred I. Blander  
Shirley Blander  
7624 N.W. 18th Street, Apt. 306  
Margate, FL 33063

Goldman Sachs  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Henry H. Miyares  
200 South Biscayne Boulevard, 700  
Miami, FL 33131

Frederick Cary  
500 East Broward Boulevard, Suite 1050  
Fort Lauderdale, FL 33394

Gordon Diaz-Balart  
4203 Salzedo Street  
Coral Gables, FL 33146

Henry Teter  
5800 S.W. 127th Avenue, # 2211  
Miami, FL 33183

George Alvarez  
2020 N.W. 21st Street  
Miami, FL 33142

Grisel Hernandez Rodriguez  
c/o Donald C. Tyler, Sr. Trial Atty  
U.S. EEOC  
1 N.E. 1st Street, Suite 600  
Miami, FL 33132

Herma De Wyman  
300 Palmer Park  
Palm Beach, FL 33480

Germaine R. Howard  
13105 N.W. 30th Avenue  
Apt. D-260  
Opa Locka, FL 33054

Gutkind and Company  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Hiam Jurdi  
14695 N.E. 18th Avenue, Apt. 5A  
North Miami, FL 33181

Gilbert & Clara Gelman Tr.  
2203 Charleston  
Weston, FL 33326

H. Lee Moffitt Cancer Center  
P.O. Box 280179  
Tampa, FL 33682

Hilda Suarez  
2369 S.W. 13th Street  
Miami, FL 33145

Gladys Madovoy  
550 South Ocean Boulevard, Apt. 1807  
Boca Raton, FL 33432

H.C. (Buddy) Henry, Jr.  
Shearman & Sterling  
Attn: William F. Ranieri  
153 East 53rd Street, 33rd Floor  
New York, NY 10022

Howard G. Kristol  
45 Rockefeller Plaza, 11th Floor  
New York, NY 10111

IDS  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Hamilton Investments  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Bank Window - Church Street Station  
New York, NY 10015

Janice B. Biggerstaff  
537 N.W. Floresta Drive  
Port St. Lucie, FL 34983

Indepth Data, Inc.  
c/o Rebecca Demski  
20 North Broadway, # 1000  
Oklahoma City, OK 73102

J. Joseph Bainton, Esq.  
200 Park Avenue  
New York, NY 10166

Jay Glynn  
5300 S.W. 105th Street  
Miami, FL 33156

Interstate /Johnson Lane Corp.  
c/o Tonya Steele  
427 West 4th Street  
Charlotte, NC 28202

J. Joseph Bainton, Esq.  
65 East 55th Street  
New York, NY 10022

Jayne Watson  
9209 Seminole Boulevard, Unit 57  
Seminole, FL 33772

Interstate Johnson  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

J. Stanley Quinn Trust  
3135 Lakeview Boulevard  
Delray Beach, FL 33445

Jeanne P. Gould  
909 75 Parkway West  
Bradenton, FL 34209

IP Revolution  
1001 Fort Crook Road North, Suite 140  
Omaha, NE 68005

J.W. Charles Busch  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Jennifer A. Post, Esq.  
53 State Street, 17th Floor  
Boston, MA 02109

Iris Burgman  
12801 S.W. 80th Street  
Miami, FL 33183

Jack L. Richmond  
699 Nieves Lane  
St. Augustine, FL 32086

Joan M. Oelze  
19005 S.W. 95th Avenue  
Miami, FL 33157

Irwin Seeman  
P.O. Box 145  
Merrick, N.Y. 11566

Jack M. and Rose B. Baumgarten  
4750 N.W. 22nd Court, Bldg. 11, Apt. # 519  
Lauderhill, FL 33313

John Alden Life  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Isaac Industries, Inc.  
c/o Dunn & Lodish, P.A.  
One Biscayne Tower 2400  
Two South Biscayne Boulevard  
Miami, FL 33131

James F. Pope  
c/o Barnett Bank  
240 A. Pineapple Avenue  
Sarasota, FL 34236

John and Margaret Pfeil  
547 Solo Court  
St. Augustine, FL 32086

Isabel C. Torres  
12953 S.W. 53rd Street  
Miami, FL 33175

James J. Forese  
Attn: William F. Ranieri  
153 East 53rd Street, 33rd Floor  
New York, NY 10022

John F. Jones  
14155 Pines Island Drive  
Jacksonville, FL 32224

Ivan S. Warnock  
3617 Chinaberry Lane  
Snellville, Ga 30039

James S. Tamboles  
11594 S.W. 51st Street  
Cooper City, FL 33330

John H. Steiner  
Spencer & Klein, P.A.  
801 Brickell Avenue, Suite 1901  
Miami, FL 33131

John P. McLeod  
205 W. Enid Drive  
Key Biscayne, FL 33149

James W. McLamore  
Attn: William F. Ranieri  
153 East 53rd Street, 33rd Floor  
New York, NY 10022

Kathryne L. Zeidler  
1408 South Bayshore Drive, Apt. 411  
Miami, FL 33131

John Ronchetti  
813 Bittersweet Cove Court  
Mishawaka, IN 46544

Joseph N. Froehlich  
101 Park Avenue  
New York, NY 10178

Keefe Investments Advisors  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

John Smith  
c/o Diane Noller Wells  
777 Brickell Avenue, # 980  
Miami, FL 33131

Josephine G. Neuman  
15632 S.W. 105th Avenue  
Miami, FL 33157

Kemper  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

John Topper  
14390 Heather Drive  
Bristol, VA 24202

Joy E. Nelson  
600 University Drive  
Coral Springs, FL 33071

Ken Carroll  
200 Crescent Court, # 1500  
Dallas, TX 75201

Johnnie M. Pelt  
5701 N.W. 5th Avenue  
Miami, FL 33127

Juan A. Mendiola  
1749 S.W. 17th Street  
Miami, FL 33145

Kenneth B. Drury  
598 Brookfield Loop  
Lake Mary, FL 32746

Doris E. Johnson  
1250 Key Street  
Maumee, Ohio 43537

Juana M. Merida  
33 S.W. 113 Avenue, Apt. 106  
Miami, FL 33174

Ernest W. Johnson  
Southeast Bank Mail Teller  
P.O. Box 1850  
Largo, Florida 34294

Jorge Gross  
Pricewater House Cooper LLP  
200 S. Biscayne Boulevard, # 700  
Miami, FL 33131

Julie Ann Stewart  
5840 Red Road, Apt. 251  
Miami, FL 33143

Kenneth D. Coxon  
13721 S.W. 90th Avenue, Apt. P 110  
Miami, FL 33176

Jori & Theodore E. Pappas  
2350 N.E. 135th Street, Apt. 1107  
North Miami, FL 33181

Karen Skoloff  
4911 N.W. 84 Road  
Coral Springs, FL 33067

Kenneth Naverson  
2936 East Lakeshore Drive  
Twin Lakes, WI 53181

Jose R. Leiva  
P.O. Box 111921  
Miami, FL 33111

Kathleen Hockenbury  
1915 Sherwood Forest Boulevard  
West Palm Beach, FL 33415

Kenneth T. Sheridan  
5905 S.W. 117 Street  
Miami, FL 33156

Josefa Lopez  
11721 S.W. 108 Lane  
Miami, FL 33186

Kathryn H. Alderice  
3906 14 Avenue West  
Bradenton, FL 34205

Kidder Peabody  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Josefina Arestegui  
9701 Fontainebleau Boulevard, # 211  
Miami, FL 33172

Kathryn T. Rabe  
240 Galen Drive, Apt. 101  
Key Biscayne, FL 33149

Madelene S. Ford  
2606 12 Avenue West  
Bradenton, FL 34205

L.F. Rothschild & Co. Inc.  
c/o Kevin T. Hoffman, Esq.  
55 Water Street  
New York, NY 10041

Loger Inc.  
c/o Levenson  
2108 Morganton Road, Apt. # 18  
Fayetteville, NC 28305

Manufacturers Hanover Trust Co.  
c/o Corp Trust Department, 15th Floor  
G.K. Burke, V.P.  
450 West 33rd Street  
New York, NY 10001

Latin American Agribusiness Develop Corp.  
c/o Thomas R. Lehman  
Tew Cardenas LLP  
1441 Brickell Avenue  
Miami, FL 33131

Lois A. Seivers  
6003 Gunlock Avenue, North  
Tampa, FL 33614

Manufacturers Hanover Trust Company  
c/o Steven Balasiano  
101 Park Avenue  
New York, NY 10178

Law Companies Environmental Group  
c/o Karl Duff, Esq.  
114 Townpark Drive, # 500  
Kenneshaw, GA 30144

Loren Price  
516 Constance Road  
Venice, FL 34293

Marc D. Youngelson, Esq.  
875 3rd Avenue  
New York, NY 10022

Lena Joyce Hamade  
1720 North River Drive, # 210  
Miami, FL 33125

Louis Albert  
13200 N.W. 11th Drive  
Sunrise, FL 33323

Marcus Stowell & Beye  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Lenaida F. Maciques  
10500 S.W. 27th Street  
Miami, FL 33165

Louise Thermilus  
89 N.W. 98th Street  
Miami, FL 33150

Margaret Pena  
17011 North Bay Road, Apt. 301  
North Miami Beach, FL 33160

Lenore Levy  
0-54 Hamlin Court  
Fair Lawn, NJ 07410

Lourdes A. Campo  
12032 S.W. 105 Lane  
Miami, FL 33186

Maria Benitez  
301 S.W. 31 Court  
Miami, FL 33135

Leo and Sylvia Margold  
1160 Mahogany Way, # 101  
Delray Beach, FL 33445

Lucille E. Dussenberry  
6700 N.W. 27th Street  
Sunrise, FL 33313

Maria Duarte  
4550 N.W. 9th Street, # 108  
Miami, FL 33126

Linda E. Rothstein  
c/o Lazarus Rothstein  
20801 Biscayne Boulevard, # 505  
Miami, FL 33180

Luis Perez  
750 N.E. 64th Street, #B107  
Miami, FL 33138

Maria Lourdes Gonzalez  
P.O. Box 227514  
Miami, FL 33222-7514

Lissette Texeira  
13015 S.W. 54th Street  
Miami, FL 33175

Lynn T. Cambest  
4000 Towerside Terrace, Apt. 1704  
Miami, FL 33175

Maria R. Millian  
17341 N.W. 12th Court  
North Miami Beach, FL 33162

Marie S. Doland  
221 N.E. 12th Avenue  
Ocala, FL 34470

M. Anthony Burns  
c/o William F. Ranieri  
153 East 53rd Street  
New York, NY 10022

Metropolitan Life Insurance Company  
c/o Carmen Hernandez-Lonstein  
1221 Brickell Avenue  
Miami, FL 33131

Marie Topper  
14390 Heather Drive  
Bristol, VA 24202

Marriot Janitorial Services  
PO Box 360422  
Tampa, FL 33673

Michael Aronson  
3246 Pierce Street  
Hollywood, FL 33021

Marie Underwood  
1918 St. George Drive  
Bradenton, FL 34208

Mary B. Deutsch  
6340 S.W. 104th Street  
Miami, FL 33156

Michael Chapman Cesarano  
Kelley Drye & Warren  
2400 Miami Center  
201 S. Biscayne Boulevard  
Miami, FL 33131

Marilyn Hernandez Roman  
2417 S.W. 99th Court  
Miami, FL 33165

Max Davis Associates  
1501 North Point Parkway, Suite 104  
West Palm Beach, FL 33407

Michael S. Truesdale  
8310 N. Capital of Texas Highway, # 305  
Austin, TX 78731

Mario C. Torano  
2840 S.W. 103 Court  
Miami, FL 33165

MC Inc. of South Florida  
Phyllis Bieringer  
11986 Suellen Circle  
Wellington, FL 33414

Michelle M. Buttrill  
10420 S.W. 99th Street  
Miami, FL 33176

Mario Oscar Sananes  
Carlos Eduardo Sananes  
P.O. Box 331060  
Coconut Grove, FL 33233

Mellon Sec. Tr.Co.  
c/o MFSC #17  
P.O. Box 444  
Pittsburgh, PA 15230

Mildred E. Petee  
909 Thunder Trail  
Maitland, FL 32751

Maritza Riopedre  
6758 N.W. 187th Terrace  
Miami, FL 33015

Melvin Jacobs  
Shearman & Sterling  
Attn: William F. Ranieri  
153 East 53rd Street, 33rd Floor  
New York, NY 10022

Miriam Chinae  
1740 S.W. 89th Place  
Miami, FL 33165

Ida M. Roberts  
2170 SW 21 St.  
Okeechobee, FL 34974-5716

Mercedes V. Sabina  
c/o Gregory L. Denes  
201 South Biscayne Boulevard  
Miami, FL 33131

Miriam E. Lyons  
1814 Sixth Avenue, West  
Bradenton, FL 34205

Market Management Corp.  
c/o Stanley E. Goodman  
99 East 8th Avenue  
Hialeah, FL 33010

Merchants National Bank Indiana  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Miriam Porto-Aparicio  
2453 A S.W. 115  
Miami, FL 33165

Marrieta O Davila  
9651 S.W. 77th Avenue, # 202-E  
Miami, FL 33156

Meridian Capital Markets  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Mirtha G. Grillo  
1500 Bay Road, # 1251  
Miami Beach, FL 33139

Mitchell Don Levy  
1400 N.W. 108 Avenue, Apt. 279  
Plantation, FL 33322

Merrill Lynch  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Norman A. Knott  
10300 S.W. 156th Street  
Miami, FL 33157

Moe Leichter  
9101 E Bay Harbor Drive  
Bay Harbor Island, FL 33154

National Financial  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Norman Bistoli  
15 No. Main Street  
Natick, MA 01760

Morgan Guaranty Private Banking  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

National State Insurance  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Northern Trust  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Morgans Waterfall Income Partners LP  
c/o Thomas Moers Mayer  
1290 Avenue of the Americas  
New York, NY 10104

New Town Savings  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Ofelia Gonzalez  
11750 S.W. 18th Street  
Miami, FL 33175

Morgans Waterfall Vintiadis Inv. NV  
c/o Thomas Moers Mayer  
1290 Avenue of the Americas  
New York, NY 10104

New York State Teachers  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Olga R. Conrady  
Rt. 2 Box 512 B  
Summerland Key FL, 33042

Morgens, Waterfall, Vintiadis & Co.  
c/o Bruce Waterfall, Esq.  
610 Fifth Avenue  
New York, NY 10020

Nicholas deB. Katzenbach  
c/o William F. Ranieri  
153 East 53rd Street  
New York, NY 10022

Oppenheimer Fund  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Morris Clifton  
2148 W. Discovery Court  
Pompano Beach, FL 33064

NMB Bank – Switzerland  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Otho B. Bruce  
5601 Highway A1A, Apt. N-310  
Vero Beach, FL 32963

Mr. Investor, Inc.  
c/o Brian Levy  
1508 S.E. 17th Avenue  
Cape Coral, FL 33990

Noble Lowndes  
3 Becker Farm Road  
Roseland, NJ 07068

Paine Webber  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Nancy Mesa  
6432 West 11th Court  
Hialeah, FL 33012

Nora L. Boscia  
Rt. 6 Box 451 G  
Summerland Key FL, 33042

Paine Weber  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Nathan & Florence Solodar  
6000 N.W. 2nd Avenue, #334  
Boca Raton, FL 33487

Nora M. Pons  
669 S.W. 37th Avenue  
Miami, FL 33135

Palmetto General Hospital  
c/o Metlife Network  
P.O. Box 9018  
Clearwater, FL 33758

Pamela Weissman  
2516 N.W. 99th Avenue  
Coral Springs, FL 33065

Norma Diaz  
5200 S.W. 112 Place  
Miami, FL 33165

Regina W. Landy  
10045 S.W. 77th Court  
Miami, FL 33156

Patricia A. Gordon  
6967 Beardsley Street  
Englewood, FL 34224

Prudential Bache  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Restart Partners III LP  
c/o Thomas Moers Mayer  
1290 Avenue of the Americas  
New York, NY 10104

Patricia M. Stang  
8197 S.W. 185th Street  
Miami, FL 33157

Prudential Bache  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Restart Partners IV LP  
c/o Thomas Moers Mayer  
1290 Avenue of the Americas  
New York, NY 10104

Paul Duffey  
Meldred Duffey  
42 Century Boulevard  
Avon Park, FL 33825

Purisima A. Peterson  
5255 W 26, Apt. 29  
Hialeah, FL 33016

Restart Partners LP  
c/o Thomas Moers Mayer  
1290 Avenue of the Americas  
New York, NY 10104

Pedro and Rosalie Mercader  
1236 So. Ocean Boulevard  
Palm Beach, FL 33480

Quick & Reilly  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Richard and Thelma Strassburger  
661 N.E. 195th Street  
Miami, FL 33179

Pension Benefit Guaranty Corporation  
c/o Thomas H. Gabriel  
2020 K St. N.W.  
Washington, D.C. 20006

Quick & Reilly  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Richard B. Marx  
1221 Brickell Avenue, # 1010  
Miami, FL 33131

Phyllis Raedisch  
Bonnie Raedisch Gray  
3490 La Jardin Court, C-2  
Greenacres, FL 33463

R. Ray Goode  
Attn: William F. Ranieri  
153 East 53rd Street, 33rd Floor  
New York, NY 10022

Ringo Partners, S.F.  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Postman Unlimited, Inc.  
c/o Thomas R. Spencer, Jr., Esq.  
999 Ponce De Leon Boulevard, Suite 510  
Coral Gables, FL 33134

Rae Bleier  
6775 S.W. 44th Street, Apt. 62  
Miami, FL 33155

Robert A. Hunter  
7373 Fairway Drive, Apt. 211  
Miami Lakes, FL

Premier Bank  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Raymond A. Beahn  
1515 Ringling Boulevard, # 990  
Sarasota, FL 34236

Robert A. Vale  
4331 Island Drive  
Key Biscayne, FL 33149

Primerica  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Raymond James  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Robert A. Williams  
102 S. Jefferson  
Verona, WI 53593

Robert H. Grogan  
125 Dolphin Road  
Palm Beach, FL 33480

Red Carpet Corporation of Panama  
City Beach, Inc.  
1680 N.E. 135th Street  
North Miami, FL 33181

Sarah S. Sweeting  
701 N.E. 160 Terrace  
North Miami, FL 33162

Robert J. Barker  
79 West Monroe Street, # 710  
Chicago, IL 60603

Rose Kissil  
404 N.W. 68th Avenue, #516  
Plantation, FL 33317

Schucry Kafie and Luis Kafie  
1505 S.W. 2nd Court  
Miami, FL 33129

Robert M. Bogart  
c/o Thomas R. Spencer, Jr., Esq.  
Spencer & Klein, P.A.  
801 Brickell Avenue, Suite 1901  
Miami, FL 33131

Rosemarie Cole  
1906 S.W. 31st Avenue, Apt. D  
Ocala, FL 33474

Scott D. Bingham  
13276 S.W. 99th Terrace  
Miami, FL 33186

Robert M. Flaa  
1624 Tigertail Avenue  
Coconut Grove, FL 33133

Roy C. Scradler, Jr.  
1763B 11th Street  
Langley AFB, VA 23665

Scott E. Holman  
5305 San Sebastian Court, # 227  
Tampa, FL 33609

Robert W. Byrd  
208 So. Myrtle  
Clearwater, FL 33756

Ruth & Saul Zinnamon  
3010 N. Course Dr. # 812  
Pompano Beach, FL 33069

Scottish Amicable  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Roland V. & Shirley K. Lee, Jr.  
1751 S.W. 105 Lane  
Davie, FL 33324

S. Todd Barton  
200 Crescent Court, # 1500  
Dallas, TX 75201

Shearson  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Ronald Allen Smith  
315 Carolyn Drive  
Oviedo, FL 32765

Saif Safick  
13700 S.W. 62nd Street, # 237  
Miami, FL 33183

Shearson  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Rose Becker  
4750 N.W. 22nd Court, Apt. 519  
Lauderhill, FL 33313

Samir S. Beida  
164 Lakeview Avenue  
White Plains, NY 10604

Sheila Concepcion  
5960 S.W. 79th Street  
South Miami, FL 33143

Rose Crown Marketing, Inc.  
P.O. Box 403405  
Miami Beach, FL 33140

Sandra S. Barker  
7015 S.W. 149 Terrace  
Miami, FL 33158

Shelter Life  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Shirley A. Cook  
11197 Long Boat Drive  
Cooper City, FL 33026

Sara Golinveaux  
3303 Thomasville Road, # 201  
Tallahassee, FL 32308

Teamsters Pension of Philadelphia  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Shirley J. Pena  
2543 Golden Poinciana Place  
Sarasota, FL 34232

Sara M. Turner  
UTA Charles Schwab & Co. Inc.  
1400 Colorado Street  
Boulder City, NV 89005

Teresita Alfonso  
6937 Bay Drive, Apt. 409  
Miami Beach, FL 33141

Smith Barney  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Southeast Bank of West Florida  
c/o Harry D. Lewis  
One East Broward Boulevard, # 1100  
Fort Lauderdale, FL 33301

Terry Knox  
P.O. Box 110734  
Miami, FL 33111

SmithKline Beecham Clinical Lab  
5601 N.W. 159th Street  
Hialeah, FL 33014

Southeast Mortgage Co.  
c/o Robert Gilert, Esq.  
1101 Brickell Avenue, # 1100  
Miami, FL 33131

The Bank of New York  
c/o Jan M Kuylenstierna  
100 S.E. 2nd Street, 17th Floor  
Miami, FL 33131

Smithkline Beecham Clinical Labs, Inc.  
c/o Thomas Glick, Esq.  
11900 Biscayne Boulevard, # 780  
North Miami, FL 33181

Southeastern Ear, Nose, Throat, Sinus Center  
# 29798  
Gottlieb and Contrucci, D.O., P.A.  
16948 N.E. 19th Avenue  
NMB, FL 33162

The Carambola Corporation  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

SMP Associates  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Stephanie Marshall  
1841 County Road 13, S  
Elkton, FL 32033

The Chase Manhattan Group  
c/o Mr. Frank J. Grippo  
450 West 33rd Street  
New York, NY 10001

Sonia M. Baquero Carvallo  
7920 Camino Real, Apt. M 108  
Miami, FL 33143

Stuart A. Gammie  
601 Alhambra Lane No.  
Ponte Vedra Beach, FL 32082

The Common Fund and Morgens, Waterfall,  
Vint  
c/o Thomas Moers Mayer  
1290 Avenue of the Americas  
New York, NY 10104

South Atlantic Venture Fund II  
c/o Jennifer A. Post, Esq.  
53 State Street, 17th Floor  
Boston, MA 02109

Sun Bank  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

The Delaware Bay Company, Inc.  
c/o Robert H. Lynch  
1 Rockefeller Plaza, # 1030  
New York, NY 10020

South Boston Savings  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Susan B. Wagner  
17435 S.W. 109th Court  
Miami, FL 33157

Thomas E. Dula, Jr.  
4006 Jenita Drive  
Palm Harbor, FL 34685

South Carolina National Bank  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Susan Bostillo  
5000 S.W. 95th Avenue  
Miami, FL 33165

William S. Fagan  
140 N.W. 75th Drive  
Gainesville, FL 32607

Thomas J. Zaydon, P.A.  
c/o Metlife Network  
P.O. Box 9018  
Clearwater, FL 33758

Sylvia Sinett  
1501 S.W. 4th Avenue  
Boca Raton, FL 33432

William T. Hartt  
1002 Granada Boulevard  
Coral Gables, FL 33134

Thomas L. Garvin, M., P.A.  
18585 N.W. 27th Avenue  
PO Box 1510  
Carol City, FL 33056

T.M. Skelly  
223 Seminole Avenue  
Palm Beach, FL 33480

Willie C. Robinson  
Attn: William F. Ranieri  
153 East 53rd Street, 33rd Floor  
New York, NY 10022

Time Warner Telecom  
2301 Lucien Way  
Suite 300  
Maitland, FL 32751

Valeria Nemia  
11828 S.W. 13th Street, Bldg. 122  
Pembroke Pines, FL 33025

Wm. P. Boyd Jr. MD  
Joe Carl Adams  
1099-5 Avenue North  
St. Petersburg, FL 33733

Tisch Foundation  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Victor J. Musleh C/F  
Barbara Tyler Musleh UGTMA/FL  
2254 S.E. 14th Street  
Ocala, FL 34471

Xiomara Sadule  
1136 Pennsylvania Avenue, Apt. 10  
Miami Beach, FL 33139

Trans-Fla Casualty Insurance Company  
S/K #8-6890-9  
c/o I.F. Patallo  
5040 N.W. 7th Street, Suite 530  
Miami, FL 33126

Wanda Harris  
9999 Summerbreeze Drive, # 110  
Sunrise, FL 33322

Harry M. Agnes  
4600 Ocean Beach Boulevard  
Cocoa Beach, FL 32931

Union Savings Bank  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Wanda M Kennedy  
2830 Somerset Drive, N 312  
Lauderdale Lakes, FL 33311

Emily Bassett  
George Bassett  
2910 NW 28th Terrace  
Boca Raton Florida 33434

University of Miami  
c/o D Pell, Med Finance & Budgeting  
1475 S.W. 12th Avenue  
2012A Sewell Building  
Miami, FL 33136

Watsons Inc.  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Marjorie R. Burns  
Carl B. Burns  
14047 Aquaduct Court  
Jacksonville Beach, Florida 32250

University of Miami  
c/o Elsie Romero  
P.O. Box 016960  
Miami, FL 33101

Wayne T. Moses  
s/o Southeast Bank, N.A.  
76 Royal Palm Plaza  
Boca Raton, FL 33432

Mitchel A. Burns  
C/O Ryder Systems  
3600 NW 82nd Avenue  
Miami, Florida 33166

Valeria C. Jackman  
11400 N.W. 19th Avenue  
Miami, FL 33167

Wertheim Schroeder  
c/o Morgan Guaranty Trust Co.  
Attn: Mr. J. Thomas Clark  
30 West Broadway  
New York, NY 10007

Peter Burns  
3765 S.W. 41 Street  
Hollywood, Florida 33023

Harry Hood Bassett  
PO Box 012500  
Miami, Florida 33101

Wertheim Schroeder  
c/o Manufacturers Hanover Trust Co.  
Ms. Anne G. Brenner, Trust Officer  
Blank Window Church Street Stations  
New York, NY 10015

Robert J. Burns &  
David Burns  
2040 NE 59th Court  
Fort Lauderdale, Florida 33308

Jessica Bassett  
2910 NW 28th Terrace  
Boca Raton Florida 33434

William Baker  
3015 South Ocean Boulevard  
Highland Beach, FL 33487

Ulyses S. Burns &  
Anne L. Burns  
516 St. John Place  
Ingelwood, California 90301

Patrick Bassett and  
Andrea Bassett  
2750 Stone Arch Road  
Wayzata, MN 55391

William F. Dineen  
30 Grand Bay Circle  
June Beach, FL 33408

Donald W. Ebbert  
c/o Southeast Bank, NA  
One Financial Center, 38th Floor  
Miami, Florida 33131

Robert W. Bassett  
Mary T. Bassett  
245 176th Avenue  
Redington Shores, FL 33708

Donald N. Boyce  
Boyce, Jeris J.  
1251 North Sheridan Road  
Lake Forest, Illinois 60045

Alfonso Fanjul, Jr.  
Maria C. Fanjul  
316 Royal Poinciana Plaza  
Palm Beach, Florida 33480

William E. Bassett  
1646 Belcher Road  
Clearwater, Florida 33516

William H. Boyce  
P.O. Box 308  
New Port Richey, Florida 33552

Edward V. Johnson  
Doris E. Johnson  
1250 Key Street  
Maumee, Ohio 43537

David Blumberg  
Blumberg, Lee Dickens  
1440 Brickell Avenue  
Miami, Florida 33131

Don Boyd  
6042 Old Washington Road  
Elkridge, Maryland 21227

Elaine H. Johnson  
908 Gulf View Street  
Tampa, Florida 33629

Daniel D. Boyce  
2701 SW 13th Street, Apt. C11  
Gainesville, Florida 32608

Guy D. Boyd &  
Lois T. Boyd  
8 South Mantor Avenue  
Titusville, Florida 32796

Elsie M. Z. Johnson  
13000 Miranda Street  
Coral Gables, Florida 33156

Daniel E. Boyce  
1251 North Sheraton Road  
Lake Forest, Illinois 60045

Joseph A. Boyd  
Box 3084  
Indialantic, Florida 32903

Eric Johnson &  
Holly A. Johnson  
Brent A. Johnson  
1007 Cimarron Circle  
Bradenton, Florida 34209

Agnes M. Henry  
4600 Ocean Beach Boulevard  
Cocoa Beach, Florida 32931

Justine Boyd  
11000 Linkside Drive  
Port Richey, Florida 34668

Ernest W. Johnson  
Freedom Village Apt. H602  
6404 21st Avenue West  
Brandenton, Florida 33529

Jack C. Henry  
Thelma M. Henry  
301 12 Street South  
Dade City, FL 33525

William Boyd  
2850 McCallie Avenue  
Chattanooga, Tennessee 37404

Frank C. Johnson &  
Mildred O. Johnson  
118 Jackson Avenue  
Winchester, VA 22601

Jack C. Henry  
Thelma M. Henry  
112 Holmes Pl.  
Winter Haven, Florida 33884

Cathy Ann Burns  
2862 Pellicer Road  
St. Augustine, Florida 32084

George L. Johnson  
760 NE Bayberry Court  
Jensen Beach, Florida 33457

William J. Henry  
Charles W. Henry  
Amber J. Henry  
113 Pine Street  
Sanlando Estates  
Longwood, Florida 32750

E. C. Burns  
960 S. Lakeshore Boulevard  
Lake Wales, Florida 33853

George Johnson  
Donna M. Johnson  
1559 78 Terrace North  
St. Petersburg, Florida 33702

Calvin Henry Hollis, Jr.  
Southern Bell, Room 666  
666 NW 79th Avenue  
Miami, Florida 33126

Frederick C. Brenner  
12700 SW 69 Avenue  
Miami, Florida 33156

Richard C. Johnson  
1850 County Road 193  
Clearwater, FL 34619

Leland C. Jacobs  
Efriede M. Jacobs  
808 Gullberry Lane  
Altamone Springs, Florida 32714

Ann E. Johnson  
536 109th Avenue  
North Naples, Florida 33963

Richard S. Johnson  
16007 6th Street  
Redington Beach, Florida 33708

Melvin Jacobs  
993 Fifth Avenue  
New York, New York 10028

Caroline J. Johnson  
Marie Bigelow  
6524 Oleaster Court  
Jacksonville, Florida 32244-3458

Robert W. Johnson &  
Mary F. Johnson  
9967 Bobby Road  
Jacksonville, Florida 32222

Richard O. Jacobs  
Jacobs, Joanne M.  
P.O. Box 58225  
Tierra Verde, Florida 33715

Charles Johnson  
Box 591  
Daytona Beach, Florida 32015

Samuel Johnson, Jr.  
1353 Monterey Circle NE  
St. Petersburg, Florida 33704

Harold R. Johnson  
1275 Wooddell Dr.  
Safety Harbor, Florida 33572

Clair S. Johnson  
1 Leeward Island  
Clearwater, Florida 34630

Sarah L. Johnson  
203 Cheyenne Court  
Asheville, North Carolina 28803

Jacob K. Johnson  
100 East Fraleigh Drive  
Madison, Florida 32340

David S. Johnson &  
Charlotte S. Johnson  
1482 Barow Court  
Stone Mountain, Georgia 30087

Theron L. Johnson  
4211 Elizabeth Avenue  
Holiday, Florida 33589

Jessica B. Johnson  
21 Deer Creek Woods  
St. Louis, Missouri 63124

Deborah J. Johnson  
21 Deer Creek Woods  
St. Louis, Missouri 63124

Timothy A. Johnson  
1 Leeward Island  
Clearwater, Florida 34630

Joyce Ann Johnson  
1474 West 72 Street  
Hialeah, Florida 333014

Dorothy P. Johnson  
Raines, Lauren J.  
7777 Lake Vista Drive  
Seminole, Florida 34642

W. N. Johnson  
1202 Hillstream Drive  
Geneva, Florida 32732

Keith Johnson  
1701 NE 115 Street  
Miami, Florida 33181

Dwight G. Johnson  
13000 Miranda Street  
Coral Gables, Florida 33156

Jerry Robinson  
301 Medical Arts Center  
Deltona, FL 32725

Kenneth O. Johnson  
Margery Johnson  
845 Admiralty Parade  
Naples, Florida 33940

Lola P. Johnson  
118 Monroe Street  
Roanoke Rapids, North Carolina 27876

Clyde H. Wilson  
P.O. Box 1635  
Sarasota, FL 33578

Lynn Kay Johnson  
5194 Wheeling Johnson  
Denver, Colorado 80239

John A. Porta  
One Southeast Financial Center  
39th Floor  
Miami, Florida 33131

Marion M.S. Johnson  
1000 S.W. 12th Street  
Fort Lauderdale, FL 33315

Wayne E. Johnson  
PO Box 12590  
St. Petersburg, Florida 33733

John E. Porta  
One Southeast Financial Center  
39th Floor  
Miami, Florida 33131

Lloyd D. Johnson  
1232 NW 55 Street  
Miami, Florida 33142

M. Wayne Johnson &  
Mary Jane Johnson  
4040 Doral  
Winter Haven, Florida 33880

Antonio Gonzalez Porta  
Condo Coral Beach Tower I  
Apt 215  
Isla Verde, PR 00913

William Ray Johnson  
Betty Jo Johnson  
1112 New Market Road  
Immokalee, Florida 33934

Mary Elizabeth Johnson  
5825 Vine Street, Apartment 203  
Vancouver, British Columbia Canada

Ricardo Gonzalez Porta &  
Alicia Acebo  
1708 SW 42nd Avenue  
Coral Gables, Florida 33134

William Johnson  
304 Shamrock Boulevard  
Venice, Florida 33595

Maude Holland Johnson  
1 Ben Franklin Drive  
Sarasota, Florida 33577

Harry A. & Elizabeth L. Weaver  
59 South University Circle  
Deland, FL 32724

William Johnson  
Timothy Langford Johnson  
23445 Rio Del Mar Drive  
Boca Raton, Florida 33432

Patricia Johnson  
10 Gramercy Park  
New York, New York 10003

Madeline A. & Douglas R. Weaver  
10460 50th Avenue Circle N  
St. Petersburg, FL 33708

Melvin M. Kann  
421 Como Avenue  
Coral Gables, Florida 33146

Ralph D. Johnson &  
Gaye B. Johnson  
5450 SW 69 Place  
Miami, Florida 33155

Robert S. Weaver  
Vera N. Weaver  
10380 SW 114 Street  
Miami, FL 33176

Ronata Kann  
C/O Mark Sonnino  
500 Fifth Avenue  
New York, New York 10110

Raymond B. Johnson  
900 Walnut  
Kansas City, Missouri 64106

Bobby H. Wilson  
119 Lake Forest Drive  
Greenville, SC 29609

Nicholas Katzenbach  
906 The Great Road  
Princeton, New Jersey 08540

Richard E. Johnson  
1210 S. Albany Avenue  
Tampa, Florida 33606

Clay F. Wilson  
201 S. Arrawana Unit F  
Tampa, FL 33609

Gerald Dodson Mathias  
7500 SW 115 Street  
Miami, Florida 33156

Leonard G. Mathias  
330 W. Oak Ridge Drive  
Hagerstown, Maryland 21740-7898

Chuck Wilson  
4335 Duquesne Ave.  
Culver City, CA 90232

Calvin D. Robinson &  
Annie Ruth Robinson  
Rt 4 Box 506  
Lanett, Alabama 36863

Caroline A. McCormick  
3007 Nancy Street  
Orlando, Florida 32806

Elberta Wilbur Wilson  
P O Box 348  
Barrington, RI 02806

Donald A. Robinson  
3869 Timuguana Road  
Jacksonville, FL 32210

James H. McCormick &  
Maryan G. McCormack  
Box 28  
Lemoyne, Pennsylvania 17043

Ellen Brown Wilson  
c/o Ellen Brown Roth  
33082 Santiago  
Dana Point, CA 92629

Dorothy Robinson  
1375 Doolittle Lane  
No. 306  
Dunedin, FL 34698-5614

John V. McCormick  
6840 Douglas Street  
Hollywood, Florida 33024

Marguerite C. Zwick  
702 Oakwood Avenue  
New Smyrna Beach, FL 32069

Elizabeth H.S. Robinson  
167 Washington Street  
Hanover, MA 02339

Leticia Lopez McCormick  
Sabatani A 50 Park Gardens  
Rio Piedras, Puerto Rico 00926

James R. Wilson  
609 N. Trail  
Venice, FL 33595

Elsa L. Robinson  
c/o R.C. Robinson  
Cust. Box 190  
Cedar Grove, NJ 07009

Segismundo Guitierrez McCormick  
257 No 66A La Campina  
Rio Piedras, Puerto Rico 00928

William Gallogly  
c/o Alan M. Grunspan  
200 South Biscayne Blvd. #4650  
Miami, FL 33131

Joanne H. Robinson  
123 Valencia Drive  
Islamorada, FL 33036

James W. McLamore  
7100 N. Kendall Dr. Suite 211  
Miami, Florida 33156

Johnie J. Biggers  
411 S. Lake Florence Dr.  
Winter Haven, FL 33884-2281

Lashawandra L. Robinson, Pearlie M. Moore  
as Custodian for Lashawandra L. Robinson  
Under the Florida Gifts to Minors Act  
5612 Poitier Dr.  
Jacksonville, FL 32209-2113

Samuel Arthur Milne  
15820 SW 77th Avenue  
Miami, Florida 33157

Frank W. and Woodrow P. Clark  
PO Box 6301  
Titusville, FL 32782-6301

Shameka M. Robinson, Pearlie M. Moore as  
Custodian for Lashawandra L. Robinson  
Under the Florida Gifts to Minors Act  
5612 Poitier Dr.  
Jacksonville, FL 32209-2113

William J. Milne  
506 East Fourth Street  
Cincinnati, Ohio 45202

Thelma E. and Norman W. Robinson  
2306 9<sup>th</sup> Street East  
Bradenton, FL 33508

J. Steven Wilson  
Attn: Stuart Evans  
7800 Belfort Parkway  
Suite 100  
Jacksonville, FL 32256-6922

William E. Mueller  
Southeast Bank NA  
Center 39th Floor  
Miami, Florida 33131

Nicholas Polanco  
8525 SW 56<sup>th</sup> St.  
Miami, FL 33155-5428

Jamal Khallis Wilson, Eleanor Duncan Cust.  
For Jamal Khallis Wilson under the FL UNIF  
Transfers to Minors Act  
1731 W. 14th Street  
Jacksonville, FL 32209-4848

Robinson, William A.  
c/o R.C. Robinson  
Box 190  
Cedar Grove, NJ 07009

Eleanor Goldberg  
1101 99<sup>th</sup> St. #6  
Bay Harbor Island, FL 33154-1739

Professional Svc. Industries  
510 East 22<sup>nd</sup> Street  
Lombard, IL 60148

Willie C. Robinson  
15301 Turnbull Dr.  
Miami Lakes, FL 33014

Mr. Sonny Wright  
Chairman of the Board  
Peoples Bankshares, Inc.  
10701 N.W. 25th Avenue  
Miami, FL 33167

Jane F. Wilson  
6867 Granada  
Coral Gables, FL 33146

Cesareo F. Fernandez  
18700 Lenaire Drive  
Miami, FL 33157-6960

Frank and Steven Masdeu  
1428 Brickell Ave. 8<sup>th</sup> Floor  
Miami, FL 33131-3438

Joseph W & Elizabeth B. Wilson  
RD 2  
Clearfield, PA 16830

Nancy B. Wilson  
881 Ocean Drive  
Apt. 270  
Key Biscayne, FL 33149

Carl Prom, B. Patterson Prom  
Sheila Prom Pelaez and  
Marsha Prom Kegley Jt Ten  
431 Morningside Drive  
Miami Springs, FL 33166-5803

Ralph B. Wilson, Jr.  
5106 Charlemagne Road  
Jacksonville, FL 32210

Ned S. & Anna Jane Wilson  
1316 Dolphin Court  
Naples, FL 33962

E. Calabrese  
44 Beech St.  
Cedar Grove, NJ 07009-1411

Kamilah N. Wilson, Eleanor Duncan Cust.  
For Kamilah N. Wilson under the FL UNIF  
Transfers to Minors Act  
1731 W. 14 Street  
Jacksonville, FL 32209-4848

Richard F. Wilson  
5791 University Club Blvd., 1006  
Jacksonville, FL 32211

Raquel Bakalar (IRA)  
1715 SW 98 Court  
Miami, FL 33165-7654

Lucia Leach Wilson  
c/o Lucia Wilson Wagen  
1401 Woodvale Drive  
Madison, WI 53716

Sadie R. Wilson  
26 Kimbberlin Drive  
Brockport, NY 14420

Charles A. Penney  
141 Cheshire Dr.  
Columbia, SC 29210-4136

Mark Robert Wilson, James L. Wilson Cust.  
For Mark Robert Wilson Fla Gift Minor Act  
5024 37th St. E.  
Bradenton, FL 33508

Sandra J. Wilson  
1704 Harrison  
Evanston, IL 60201

Eugene E. and Jeri R. Sorosky JTWROS  
1375 NW 36<sup>th</sup> Street  
Miami, FL 33142-5580

Melissa Ann Wilson  
5612 South Cedar Beach Road  
Belgium, WI 53004

William G. & Connie K. Wilson  
2464 Raymont Drive  
Clearwater, FL 33515

Marie C. Link  
245 Lenape Drive  
Miami Springs, FL 33166-5118

Virginia A. Griffith  
865 NE 97<sup>th</sup> St.  
Miami Shores, FL 33138-2527

Rupert W. & Edna M. Woolsey  
105 Hollow Avenue  
Jerseyville, IL 62052

Scott Joseph and Philomena Cooney  
10160 NW 19<sup>th</sup> Street  
Coral Springs, FL 33071-5823

Henry and Jenny Norton Jt WROS  
3025 SW 17<sup>th</sup> St.  
Miami, FL 33145-1909

Thomas Woolsey  
11720 S.W. 97th Court  
Miami, FL 33176

Robert Earl Caless and Deborah J. Teister  
PO Box 948  
Cashiers, NC 28717-0948

Holly R. Masi  
7250 SW 68 Ave.  
South Miami, FL 33143-4402

Julia R. Burns  
5650 S.W. 106 Avenue  
Fort Lauderdale, FL 33328

The Northern Trust Co.  
Attn: Capital Structures  
50 South Lasalle St.  
Chicago, IL 60675-0001

Tomas Benitez-Rionda  
5700 SW 195<sup>th</sup> Terr  
Ft. Lauderdale, FL 33332-1244

William Mark  
4016 Gosnold Avenue  
Norkfolk, VA 23508

Angel V. Gallinal  
331 NE 30th Street  
Miami, FL 33137-4317

Frederick Ehardt  
2701 N Ocean Blvd Apt. 9A  
Ft. Lauderdale, FL 33308-7541

Eli Benari  
3745 NE 171<sup>st</sup> St. Unit #38  
North Miami Beach, FL 33160-3059

Richard H. and Susan M. Buckman Jtwros  
#841338106000  
480 Rio Vista Lane  
Merritt Island, FL 32952-5226

Jack A. Hardy  
4401 SW 102 Ave  
Davie, FL 33328-2212

Eva and Rafael Saltz  
8941 SW 17<sup>th</sup> St.  
Miami, FL 33165-7811

Stefan Homer Zachar, Jr.  
1051 North Venetian Drive  
Biscayne Blvd.  
Miami, FL 33139-1016

Nancy T. Miller  
11014 Saginaw Dr.  
Temple Terr., FL 33617-3122

Alfonso G. Fernandez  
3440 SW 99 Court  
Miami, FL 33165-3961

Kenneth H. and Lorraine J. Arnold TTEES  
Kenneth H. Family TR DTD 4-20-88  
647 Christina Dr.  
St. Augustine, FL 32086

Judy and David Malkowski  
3046 Bluffton Cove  
Oviedo, FL 32765-8420

Alfons J. Koster  
Doris E. Koster TTEES  
418 Domenico Circle  
St. Augustine, FL 32086-7803

Michael and Virginia L. Terranova  
1510 Van Buren St.  
Hollywood, FL 33020-5266

Dan McLwee  
715 S. Emerson St.  
Mt. Prospet, IL 60056-3847

John and Marion Ruggeri JTWROS  
460 Vail Point Road  
St. Augustine, FL 32086-6804

Americas Group  
c/o Charles Dusseau, President  
7520 SW 72 Ct  
Miami, FL 33143

Aetna Life Insurance Company  
c/o Valdes-Fauli  
2 So. Biscayne Blvd, #3400  
Miami, FL 33131

Julane Brooks Alt  
2500 Lake Cook Rd  
Riverwoods, IL 60015

Jose I. Astigarraga  
200 So. Biscayne Blvd, #4000  
Miami, FL 33131

Arthur Andersen LLP  
1 International Place  
Boston, MA 02110

Louis C. Arslanian  
2134 Hollywood Blvd.  
Hollywood, FL 33020

Jesse H. Austin III  
600 Peachtree Street NE #2400  
Atlanta, GA 30308

Arthur W Aufmann  
11 LaSalle Street, #1600  
Chicago, IL 60603

Arthur H. Aufses, III  
Patrick S. Scott & Associates, P.A.  
111 S.E. 12th Street, Suite B  
Ft. Lauderdale FL 33316

James A. Bolling  
225 Water St #1800  
Jacksonville, FL 32202

Elizabeth Beall  
6410 21 Avenue West  
Bradenton, FL 34209

Jacob Blazsek  
40 N. Palermo Avenue  
Orlando, FL 32825

Mark D Brodsky  
712 5 Ave 36 Fl  
New York, NY 10019

Emmet J. Bondurant  
1201 W Peachtree St #300  
Atlanta, GA 30309

Robert M. Brochin  
200 S Biscayne Blvd #5300  
Miami, FL 33131

Katherine A. Burroughs, Esq.  
Dechert LLP  
90 State House Square  
Hartford, Connecticut

Michael P. Brundage  
POB 2231  
3700 Barnett Plaza  
Tampa, FL 33601

Craig W. Budner, Esq.  
Hughes & Luce LLP  
1717 Main Street #2800  
Dallas, TX 57201

Richard F. Casher, Esq.  
Kasowitz, Benson, Torres & Friedman LLP  
1633 Broadway  
New York, New York 10019

Stephen D. Busey  
Smith Hulsey & Busey  
225 Water Street, Suite 1800  
Jacksonville, Florida 32202

Richard P. Carmody, Esq.  
Adams and Reese LLP  
2100 3rd Avenue North  
Concord Center, Suite 1100  
Birmingham, Alabama 35203-3367

Chemical Bank  
c/o David C. Cimo, Esq.  
Genovese Joblove & Battista, P.A.  
Bank of America Tower, International Place  
100 Southeast Second Street, Suite 4400  
Miami, FL 33131

Howard N. Cayne  
c/o Arnold & Porter, LLP  
555 Twelfth Street, NW  
Washington, DC 20004-1206

Gregory M. Cesarano, Esq.  
Carlton Fields, P.A.  
4000 International Place  
100 S.E. Second Street  
Miami, Florida 33131-2114

Consultant No. 8  
P.W. MacAvoy Economic Analytical Service  
6 Mechanic Street  
Woodstock, VT 05091

Patricia M. Chicvara  
10452 SW 14 Terrace  
Miami, FL 33174

Joseph Colavecchi  
PO Box 131  
Clearfield, PA 16830

Dorothy E. Crowder  
POB 1141  
Sarasota, FL 34230-1141

Deborah S. Corbishley  
201 S Biscayne Blvd #400  
Miami, FL 33131-2305

William C. Crenshaw  
2 South Biscayne Blvd #3400  
Miami, FL 33131-1897

Allan B. Diamond  
333 Clay St # 3800  
Houston, TX 77002

Dade County Tax Collector  
c/o Melinda S Thornton  
111 NW 1 Street #2810  
Miami, FL 33128

Daily Insights, Inc  
JAF Box 3127  
New York, NY 10116

Kathleen L. Donohue  
51SW 1 Ave #1114  
Miami, FL 33130

Felipe Dominguez  
8901 SW 113 Place Cr West  
Miami, FL 33176

James Donnell  
4200 Texas Commerce Tower  
Houston, TX 77002

Kenneth H. Eckstein  
c/o Patrick Scott  
111 SE 12 St. #B  
Ft. Lauderdale, FL 33316

Harvie S. DuVal  
1680 NE 135 Strett #101E  
North Miami, FL 33181

EBF & Associates LP  
c/o Brian L. Naas  
601 Lakeshore Pkwy #200  
Minnetonka, MN 55305

Michael R. Eiben  
79 W Monroe St # 710  
Chicago, IL 60603

Edward T. Joyce and Associates, P.C.  
11 So. LaSalle Street #1600  
Chicago, IL 60603

Paul S. Edwards  
c/o Structured Capital Solutions LLC  
230 Park Ave 10 FL  
New York, NY 10169

Patricia Ann Evans  
PO Box 452  
Coleman, FL 33521

M. Jerome Elmore  
1201 W Peachtree St NW #3900  
Atlanta, GA 30309

M. Jerome Elmore  
1201 W Peachtree St NW #3900  
Atlanta, GA 30309

Robert M. Fishman  
c/o Ross & Hardies  
150 N Michigan Ave  
Chicago, IL 60601

Linda Farkas  
7501 142 Ave N Lot 596  
Largo, FL 34641

Arley D. Finley III  
111 Congress Ave #900  
Austin, TX 78701

Sylvia Foster  
95 Linden Blvd #28B  
Brooklyn, NY 11226

John J. Forames  
21020 SW 184 Ave  
Miami, FL 33187

Michele Forames  
21020 SW 184 Ave  
Miami, FL 33187

Lawrence D. Fruchtman  
600 3 Ave 39 Fl  
New York, NY 10016

Franklin Mutual Advisers Inc  
c/o Leigh Waizer  
51 John F Kennedy Pkwy  
Short Hills, NJ 07078

Alberto Fresno  
9755 NW 52 St #507  
Miami, FL 33178

Ruben E. Garcia  
2000 5 Bayshore Dr #57  
Miami, FL 33133

Robert A. Julian  
101 California St 39 Fl  
San Francisco, CA 94111

Norma J. King  
213 Lemon St  
PO B 1085  
Wildwood, FL 34785

Jack L. Kinzie  
c/o Baker & Botts LLP  
1 Shell Plaza  
910 Louisiana  
Houston, TX 77002

Richard K Kneipper  
2001 Ross Ave #2300  
Dallas, TX 75201

Ronald A Kriss  
2 5 Biscayne Blvd #3400  
Miami, FL 33131

Marika Lancaster  
POB 14198  
Washington, DC 20044

Law Assoc. Inc.  
c/o Stephen Pickert, Esq.  
201 E Pine St # 710  
Orlando, FL 32801

Frank M. Lawrey  
1201 W Peachtree StNW #3900  
One Atlantic Ctr  
Atlanta, GA 30309

Lazard Freres and Co  
c/o Tracey Bolotnick Esq  
125 Broad St  
New York, NY 10004

Brian D. Lee  
3699 Wilshire Blvd #900  
Los Angeles, CA 90010

Andrea D. Levin  
900 Fannin #15 15  
2 Houston Ctr  
Houston, TX 77010

Kim Levy  
2110 Cleveland Ave  
Ft. Myers, FL 33901

John T. Lortie  
515W 1 Ave #1114  
Miami, FL 33130

Olga Susana Lucero  
2355 SW 36 Ave  
Miami, FL 33145

MD Sass Associates Inc  
c/o Byron J Haney  
1185 Ave of the Americas 18 Fl  
New York, NY 10036

K.T. Peter Ma  
Rigland-Thims & Miller Inc  
14775 St Augustine Rd  
Jacksonville, FL 32258

Mabel Mackay  
927 22 St West  
Bradenton, FL 34205

Jerry Malcolm  
c/o William A Brandt  
2750 SE Financial Center  
200 5 Biscayne Blvd  
Miami, FL 33131

Mildred Joyce Martin  
7436 Riverside P1  
Orlando, FL 32810

James D. McCarthy  
1201 Elm St #3400  
Dallas, TX 75270

Thomas J. Meeks  
201 5 Biscayne Blvd #900  
Miami, FL 33131

Thomas J. Meeks  
201 5 Biscayne Blvd #900  
Miami, FL 33131

David Moyar  
2155 NW 7 P1  
Gainesville, FL 32603

Timothy Mullen  
c/o J. Goldman  
115 Broadway #1206  
New York, NY 10006

Patrick A. Murphy  
101 California St 39 Fl  
San Francisco, CA 94111

Mutual Series Fund Inc  
51 John F. Kennedy Pkwy  
Short Hills, NJ 07078

Michael Nachwalter  
201 S Biscayne Blvd #1100  
Miami, FL 33131

Norfolk Southern Corporation  
c/o James R Sasehall  
3 Commercial Place  
Norfolk, VA 23510

Mark A. Olson  
101 California St 39 Fl  
San Francisco, CA 94111

James P. Paul  
100S Biscayne Blvd #800  
Miami, FL 33131

Roy M. Perkins  
14781 SW 94 Ave  
Miami, FL 33176

Aaron S. Podhurst  
25 W Flagler St #800  
Miami, FL 33130

Jeffrey A Potts  
c/o Baker & Botts LLP  
1 Shell Plaza  
910 Louisiana  
Houston, TX 77002

Mable Lee Gray Quina  
3882 Oak St  
Jacksonville, FL 32205

Richard j. Rappaport  
150 N Michigan Ave #2500  
Chicago, IL 60601

Mable Lee Gray Quina  
3882 Oak St  
Jacksonville, FL 32205

Arline J. Reetz  
2564 Man of War Cr  
Sarasota, FL 34240

Karen W. Saldatos  
984 E Circle Dr  
Milwaukee, WI 53217

Philip J Scutieri, Jr  
c/o Irving M. Wolff  
201 S. Biscayne Blvd #2400  
Miami, FL 33131

Bobbie T Shell  
Baker & Botts LLP  
2001 Ross Ave

Robert C. Shenfeld  
777 S Figueroa St #2700  
Los Angeles, CA 90017

Matte V. Singerman  
25 SE2Ave#919  
Miami, FL 33131

Roger B. Smith  
3424 Peachtree Rd NE #1700  
Atlanta, GA 30326

Elliot N. Solomon  
1 State St  
Hartford, Cn 06103

Carlos Soro  
2402 Alton Rd  
Miami Beach, FL 33140

Carlos Soro  
2402 Alton Rd  
Miami Beach, FL 33140

Southwest Securities  
c/o Sandra Hutton  
1201 Elm St#3500  
Dallas, TX 75270

M.Glenn Spear  
8350 NW 52 Tr #301  
Miami, FL 33166

Charles Tatelbaum  
911 Chestnut St  
Clearwater, FL 34616

G. Irving Terrel  
c/o Baker & Botts LLP  
1 Shell Plaza  
910 Louisiana  
Houston, TX 77002

Deborah J Tieser  
PO Box 948  
Cashiers, NC 28717

Ramona Tunon  
7773 SW 36 St  
Miami, FL 33155

Maria L Urrutia  
8775 Park Blvd #318  
Miami, FL 33172

J. Barrington Vaught  
PO Box 2707  
Columbus, GA 31993

Robert E Venney  
901 Ponce de Leon Blvd #1000  
Coral Gables, FL 33134

Jeffrey J. Walker  
110 5E6 St #1870  
Ft. Lauderdale, FL 33301

Kent L. Weissinger  
POB 6668  
Tallahassee, FL 32314

William Pena Wells  
P O Box 640911  
North Miami Beach, FL 33164

Marissa J. Yu  
900 Fannin #1515  
2 Houston Center  
Houston, TX 77010