

UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
JACKSONVILLE DIVISION

In re:

LYDIA CLADEK, INC.,

Case No. 3:10-bk-02805-PMG

Debtor.

(Consolidated by Prior Court Order with Case  
No. 10-bk-02800-PMG)

**MOTION OF MICHAEL PHELAN, CHAPTER 11 TRUSTEE OF LYDIA  
CLADEK, INC., FOR APPROVAL OF SETTLEMENT AGREEMENT WITH  
THE GLOBAL HUNGER PROJECT, INC. A/K/A THE HUNGER PROJECT**

**NOTICE OF OPPORTUNITY TO OBJECT AND FOR HEARING**

Pursuant to Local Rule 2002-4, the Court will consider this matter without further notice or hearing unless a party in interest files an objection within twenty one (21) days from the date this paper is entered on the docket. If you object to the relief requested in this paper, you must file your objection with the Clerk of the Court at 300 North Hogan Street, Suite 3-350, Jacksonville, FL 32202, and serve a copy on Jacob A. Brown, Esq., Akerman Senterfitt, 50 North Laura Street, Suite 2500, Jacksonville, FL 32202; Michael Phelan, Chapter 11 Trustee, 3613 North 29th Ave., Hollywood, FL 33020; Jon E. Kane, Esq., Burr & Forman, LLP, 450 S. Orange Avenue, Suite 200, Orlando, FL 32801; and Elena L. Escamilla, Esq., United States Trustee, 135 West Central Blvd., Suite 620, Orlando, FL 32806.

If you file and serve an objection within the time permitted, the Court will schedule a hearing and you will be notified. If you do not file an objection within the time permitted, the Court will consider that you do not oppose the granting of the relief requested in the paper, will proceed to consider the paper without further notice or hearing, and may grant the relief requested.

Michael Phelan, not individually, but solely in his capacity as chapter 11 trustee (the "Chapter 11 Trustee") of Lydia Cladek, Inc. (the "Debtor"), pursuant to Federal Rule of Bankruptcy Procedure 9019, hereby files this motion (the "Motion") for approval of a settlement agreement with The Global Hunger Project, Inc. a/k/a The Hunger Project ("Hunger Project"), and in support thereof, represents as follows:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

**STATEMENT OF FACTS**

2. On April 2, 2010, several petitioning creditors filed an involuntary Chapter 11 petition against Lydia Cladek, Inc. (the "Debtor"), case styled as *In re Lydia Cladek, Inc.*, Case No. 10-bk-02800-PMG, in the United States Bankruptcy Court, Middle District of Florida, Jacksonville Division (the "Involuntary Case").

3. Subsequently, on April 5, 2010, the Debtor filed the instant voluntary Chapter 11 petition, case styled as *In re Lydia Cladek, Inc.*, Case No. 10-bk-02805-PMG, in the United States Bankruptcy Court, Middle District of Florida, Jacksonville Division (the "Voluntary Case").

4. The Voluntary and Involuntary Chapter 11 cases of the Debtor were subsequently consolidated by Order of this Court dated April 12, 2010, and the Voluntary Case, Case No. 10-02805, was designated the lead case [Doc. No. 32]. By Order dated April 14, 2010, this Court approved the appointment of Michael Phelan as Chapter 11 Trustee [Doc. No. 47].

5. The Chapter 11 Trustee is currently operating the Debtor's business pursuant to sections 1106 and 1108 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

6. On July 15, 2010, the Chapter 11 Trustee filed a Complaint to Avoid and Recover Fraudulent Transfers of Property and Other Relief pursuant to 11 U.S.C. §§ 544, 548 and 550, and Section 726 of the Florida Statutes, against the Hunger Project initiating the adversary

proceeding styled *Michael Phelan, not individually but as Chapter 11 Trustee of the estate of the Debtor, Lydia Cladek, Inc., v. The Global Hunger Project, Inc. a/k/a The Hunger Project*; Adv. Pro. No. 3:10-ap-00365-PMG (the "Hunger Project Adversary Proceeding").

7. Through the Hunger Project Adversary Proceeding, the Chapter 11 Trustee sought to avoid and recover transfers from the Debtor to the Hunger Project made within the four (4) years preceding the Petition Date in the aggregate amount of not less than \$230,790.00.

8. The Hunger Project contends that it has valid and meritorious defenses to the Chapter 11 Trustee's fraudulent transfer claims set forth in the Chapter 11 Trustee's complaint. Additionally, based upon the Hunger Project being a not-for-profit organization, there is additional concern regarding the likelihood of recovering any funds upon successfully obtaining a judgment at trial of the Hunger Project Adversary Proceeding.

9. Accordingly, the Chapter 11 Trustee and the Hunger Project have reached a settlement regarding the Hunger Project Adversary Proceeding, and have agreed to the following salient terms and conditions which are embodied in the settlement agreement (the "Settlement Agreement"), annexed hereto as Exhibit A:<sup>1</sup>

(a) Within five (5) days after entry of a Final Order<sup>2</sup> approving the Settlement Agreement, the Hunger Project will make payment in the amount of \$127,500.00 to the Chapter 11 Trustee;

(b) The Hunger Project agrees to waive and release (i) any and all claims against the bankruptcy estate, including but not limited to, any rights to file a claim under

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<sup>1</sup> The following description of the terms of the Settlement Agreement is intended solely to provide the Court and interested parties with a brief overview of the significant terms thereof. The Court and interested parties are respectfully referred to the Settlement Agreement for the complete terms thereof.

<sup>2</sup> Capitalized terms used but not specifically defined herein shall have the respective meanings ascribed to them in the Settlement Agreement.

section 502(d) of the Bankruptcy Code for the Settlement Amount or otherwise, and (ii) the right to receive any distribution in this bankruptcy case; and

(c) Upon timely payment to the Chapter 11 Trustee of the Settlement Amount, the Chapter 11 Trustee, on behalf of the Debtor, shall be deemed to have released the Hunger Project from any further liability from any and all known or unknown claims, causes of action, suits, debts, obligations, liabilities, demands, losses, costs and expenses (including attorneys' fees) of any kind, including but not limited to, all matters that were, or could have been, raised in the Complaint. Upon entry of a Final Order approving the Settlement Agreement, the Hunger Project and its predecessors, successors and assigns shall be deemed to have released the Chapter 11 Trustee and the Debtor, and each of their counsel, from any and all known or unknown claims, causes of action, suits, debts, obligations, liabilities, demands, losses, costs and expenses (including attorneys' fees) of any kind, including but not limited to the claims identified in paragraph b hereof.

### **RELIEF REQUESTED**

10. By this Motion, the Chapter 11 Trustee seeks entry of an order, pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure, approving the Settlement Agreement with the Hunger Project.

11. Federal Rule of Bankruptcy Procedure 9019(a) provides, in pertinent part, that “[o]n motion by the trustee and after notice and a hearing, the court may approve a compromise or settlement.” Fed. R. Bankr. P. 9019(a). The standard in this Circuit for determining whether to approve a compromise or settlement pursuant to Rule 9019(a) is set forth in *Wallis v. Justice Oaks II, Ltd. (In re Justice Oaks II, Ltd.)*, 898 F.2d 1544 (11th Cir. 1990), in which the Eleventh Circuit stated as follows:

When a bankruptcy court decides whether to approve or disapprove a proposed settlement, it must consider:

- (a) The probability of success in the litigation;
- (b) the difficulties, if any, to be encountered in the matter of collection;
- (c) the complexity of the litigation involved, and the expense, inconvenience and delay necessarily attending it; and
- (d) the paramount interest of the creditors and a proper deference to their reasonable views in the premises.

*Id.* at 1549.

12. Based upon the existence of possible defenses to the fraudulent transfer claims, the likelihood of recovering any funds upon successfully obtaining a judgment at trial, and further based upon the benefit to general unsecured creditors of this estate provided by the recovery of the amount discussed herein, the Chapter 11 Trustee believes that the foregoing compromise with the Hunger Project is reasonable, in the best interest of all creditors and the estate, and should be approved.

13. The Settlement Agreement with the Hunger Project results in the resolution of the Hunger Project Adversary Proceedings in an economical manner, without the need for further litigation and the attendant costs and risks, including issues of collectability. In view of the uncertainty that always accompanies litigation, the Chapter 11 Trustee believes that his Settlement Agreement with the Hunger Project should be approved by this Court.

**CONCLUSION**

WHEREFORE, the Chapter 11 Trustee respectfully requests that the Court (i) grant this Motion; (ii) approve the Settlement Agreement between the Chapter 11 Trustee, on behalf of the Debtor and its estate, and the Hunger Project; and (iii) grant such other and further relief as the Court deems just and appropriate.

Dated: Jacksonville, Florida  
November 9, 2010

Respectfully submitted,

AKERMAN SENTERFITT

By: /s/ Steven R. Wirth

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Email: jacob.brown@akerman.com  
Steven R. Wirth  
Florida Bar Number: 0170380  
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Facsimile: (904) 798-3730

*Attorneys for Michael Phelan, not  
individually but as the Chapter 11  
Trustee for the Debtor*

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that a copy of the foregoing was furnished either by electronic notification or U.S. Mail, postage prepaid and properly addressed, this 9th day of November, 2010, to:

Lydia Cladek, Inc.  
108 Seagrove Main Street  
St. Augustine, FL 32080

Elena L. Escamilla, Esq.  
United States Trustee  
135 W. Central Blvd., Suite 620  
Orlando, FL 32801

Jon E. Kane, Esq.  
Burr & Forman, LLP  
450 S. Orange Avenue, Suite 200  
Orlando, FL 32801

Michael Phelan, Chapter 11 Trustee  
3613 North 29th Ave.  
Hollywood, FL 33020

Charles W. Throckmorton, Esq.  
2525 Ponce de Leon, 9th Floor  
Coral Gables, FL 33134

and to all parties on the mailing matrix attached to the original motion filed herein.

*/s/ Steven R. Wirth*  
\_\_\_\_\_  
Attorney

# **Exhibit A**

UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
JACKSONVILLE DIVISION

In re:  LYDIA CLADEK, INC.,  Debtor.	Case No. 3:10-bk-02805-PMG  (Consolidated by Prior Court Order with Case No. 10-bk-02800-PMG)
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MICHAEL PHELAN, not individually but as  
Chapter 11 Trustee of the estate of the Debtor,  
Lydia Cladek, Inc.

Adv. Proc. No. 3:10-ap-00365-PMG

Plaintiff,

v.

THE GLOBAL HUNGER PROJECT, INC.  
a/ka THE HUNGER PROJECT,

Defendant.

**SETTLEMENT AGREEMENT**

This settlement agreement (the "Settlement Agreement") is made and entered into as of this 11<sup>th</sup> day of October 2010, by and between Michael Phelan, not individually but as chapter 11 trustee (the "Chapter 11 Trustee") for Lydia Cladek, Inc. (the "Debtor"), and The Global Hunger Project, Inc. a/k/a The Hunger Project (the "Hunger Project" and together with the Chapter 11 Trustee, the "Parties").

**WITNESSETH:**

WHEREAS, on April 2, 2010, several petitioning creditors filed an involuntary Chapter 11 petition against the Debtor, case styled as In re Lydia Cladek, Inc., Case No. 10-bk-02800-PMG (the "Involuntary Case"), in the United States Bankruptcy Court, Middle District of Florida, Jacksonville Division (the "Bankruptcy Court");

WHEREAS, on April 5, 2010 (the "Filing Date"), the Debtor filed the instant voluntary petition for relief pursuant to chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), case styled as In re Lydia Cladek, Inc., Case No. 10-bk-02805-PMG, in the Bankruptcy Court (the "Voluntary Case");

WHEREAS, on April 7, 2010, several creditors filed an Emergency Motion to Consolidate the Involuntary and Voluntary Chapter 11 cases of the Debtor;

WHEREAS, on April 7, 2010, several creditors filed an Emergency Motion to Appoint a Chapter 11 Trustee;

WHEREAS, on April 12, 2010, the Court entered its Order Granting Motion To Consolidate, consolidating the Voluntary and Involuntary Chapter 11 cases of the Debtor, and providing that the Voluntary Case, Case No. 10-02805, shall be the lead case;

WHEREAS, on April 12, 2010, the Court entered its Order Granting Motion to Appoint Chapter 11 Trustee (the "Appointment Order");

WHEREAS, the Chapter 11 Trustee is currently operating the Debtor's business pursuant to sections 1106 and 1108 of the Bankruptcy Code and the Appointment Order;

WHEREAS, on June 1, 2010, the United States Trustee for the Middle District of Florida appointed an official committee of unsecured creditors in this case pursuant to section 1102 of the Bankruptcy Code;

WHEREAS, on July 15, 2010, the Chapter Trustee filed a Complaint to Avoid and Recover Fraudulent Transfers of Property and Other Relief pursuant to 11 U.S.C. §§ 544, 548 and 550, Section 726 of the Florida Statutes, and Rule 7001 of the Federal Rules of Bankruptcy Procedure (the "Complaint") seeking to recover certain transfers made to the Hunger

Project aggregating not less than \$230,790.00 (collectively, the "Transfers") within the four (4) years preceding the Filing Date;

WHEREAS, the Hunger Project informally responded to the Complaint asserting a number of defenses to the Chapter 11 Trustee's avoidance and recovery of the Transfers;

WHEREAS, based upon the Hunger Project being a not-for-profit organization, there is additional concern regarding the likelihood of recovering any funds upon successfully obtaining a judgment at trial of this adversary proceeding;

WHEREAS, the Hunger Project recognizes the risk that disgorgement of funds could be required in this proceeding without any finding of wrongdoing, fault, or misconduct on its part;

WHEREAS, after an exchange of information and documentation regarding the Transfers and the Hunger Project's defenses to the avoidability thereof, the Parties have agreed to resolve the Complaint and the Chapter 11 Trustee's avoidance and/or recovery of the Transfers consensually, on the terms hereof, to avoid the costs and uncertainties of litigation;

WHEREAS, the terms and provisions of this Settlement Agreement have been negotiated at arms' length and have been agreed to by the Parties in good faith;

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and with the intent to be legally bound, and for good and valuable consideration, receipt of which is hereby acknowledged, it is hereby STIPULATED AND AGREED, by and between the Parties, as follows:

1. This Settlement Agreement is subject to approval by the Bankruptcy Court pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2002-4 of the Local Bankruptcy Rules for the Middle District of Florida, and the entry

of a Final Order by the Bankruptcy Court approving this Settlement Agreement. For the purposes of this Settlement Agreement, the term "Final Order" shall mean an order approving this Settlement Agreement that has not been stayed, reversed or amended and the time, as computed under the Bankruptcy Rules, to appeal or seek review or rehearing of such order (or any revision, modification or amendment thereof) has expired and no appeal or petition for review or rehearing of such order was filed, or if filed, remains pending.

2. In settlement of the Complaint, the Hunger Project shall pay \$127,500.00 to the Chapter 11 Trustee (the "Settlement Amount") within five (5) days after entry of a Final Order approving the Settlement Agreement. The Settlement Amount shall be made by check payable to "Michael P. Phelan, Chapter 11 Trustee" and delivered to Michael Moecker & Associates, 6861 SW 196 Avenue, Building 200, Fort Lauderdale, FL 33332.

3. The Hunger Project agrees to waive and release (i) any and all claims against the bankruptcy estate, including but not limited to, any rights to file a claim under section 502(d) of the Bankruptcy Code for the Settlement Amount or otherwise, and (ii) the right to receive any distribution in this bankruptcy case.

4. Upon timely payment to the Chapter 11 Trustee of the Settlement Amount, the Chapter 11 Trustee, on behalf of the Debtor, shall be deemed to have released the Hunger Project from any further liability from any and all known or unknown claims, causes of action, suits, debts, obligations, liabilities, demands, losses, costs and expenses (including attorneys' fees) of any kind, including but not limited to, all matters that were, or could have been, raised in the Complaint. Upon entry of a Final Order approving this Settlement Agreement, the Hunger Project and its predecessors, successors and assigns shall be deemed to have released the Chapter 11 Trustee and the Debtor, and each of their counsel, from any and all known or unknown

{JA568699;2}

EXECUTION VERSION - THE HUNGER PROJECT SETTLEMENT AGREEMENT CLADEK - THE HUNGER PROJECT SETTLEMENT AGREEMENT  
{JA568699-2}.DOC

claims, causes of action, suits, debts, obligations, liabilities, demands, losses, costs and expenses (including attorneys' fees) of any kind, including but not limited to the claims identified in paragraph 3 hereof.

5. This Settlement Agreement may not be amended, modified or supplemented, without either (i) the prior written consent of the Parties hereto, or (ii) the approval of the Bankruptcy Court; *provided, however*, that any material amendment, modification or supplementation hereof shall be subject to Bankruptcy Court approval.

6. In the event that the Bankruptcy Court does not enter a Final Order approving this Settlement Agreement, then (i) this Settlement Agreement shall be without force and effect, (ii) none of the provisions hereof shall be used or referred to in any subsequent proceedings or shall prejudice or impair any of the rights or remedies of the Parties hereto, and (iii) the Parties shall be returned to the *status quo ante*.

7. The Settlement Agreement shall be governed by and construed in accordance with the laws of the State of Florida, without regard to the conflict of law rules thereof.

8. This Settlement Agreement constitutes the sole and entire agreement and understanding of the Parties hereto with respect to the subject matter of this Settlement Agreement, and this Settlement Agreement supercedes all prior agreements, whether written or oral, with respect hereto. All prior discussions, agreements and understandings of every kind and nature among the Parties with respect thereto are merged into and superceded by this Settlement Agreement. The execution of this Settlement Agreement by any Party shall not constitute an admission as to the truth or merit of any claim or defense asserted by any other Party.

{JA568699;2}

EXECUTION VERSION - THE HUNGER PROJECT SETTLEMENT AGREEMENT CLADEK - THE HUNGER PROJECT SETTLEMENT AGREEMENT  
(JA568699-2).DOC

9. In the event a dispute shall arise between the Parties hereto with respect to the interpretation and/or implementation of the terms of this Settlement Agreement, the Bankruptcy Court shall retain exclusive jurisdiction to hear and determine any such dispute.

10. This Settlement Agreement may be executed in facsimile, electronic mail in portable document format, and counterparts, each of which shall be deemed an original, and all of which together shall constitute but one and the same Settlement Agreement.

**ACCEPTED AND AGREED TO:**

<p>THE GLOBAL HUNGER PROJECT, INC. a/k/a THE HUNGER PROJECT</p> <p>By: <u>Marcy Ellen McMahon</u> Its: <u>President + CEO</u></p>	<p>By: <u>Michael Phelan</u> MICHAEL PHELAN, not individually but as Chapter 11 Trustee of the estate of the Debtor, Lydia Cladek, Inc.</p>
---	---

**APPROVED AS TO FORM AND SUBSTANCE:**

<p>KOZYAK TROPIN &amp; THROCKMORTON, P.A.</p> <p>By: _____ Charles W. Throckmorton Florida Bar No. 286192 Email: cwt@kttlaw.com 2525 Ponce de Leon, 9th Floor Coral Gables, FL 33134 Telephone: (305) 372-1800 Facsimile: (305) 372-3508</p>	<p>AKERMAN SENTERFITT</p> <p>By: _____ Jacob A. Brown Florida Bar Number: 0170038 Email: jacob.brown@akerman.com Steven R. Wirth Florida Bar Number: 0170380 Email: steven.wirth@akerman.com 50 North Laura St., Suite 2500 Jacksonville, FL 32202 Telephone: (904) 798-3700 Facsimile: (904) 798-3730</p>
<p><i>Attorneys for The Global Hunger Project, Inc. a/k/a The Hunger Project</i></p>	<p><i>Attorneys for Michael Phelan, not individually but as the Chapter 11 Trustee for the Debtor</i></p>

10. This Settlement Agreement may be executed in facsimile, electronic mail in portable document format, and counterparts, each of which shall be deemed an original, and all of which together shall constitute but one and the same Settlement Agreement.

**ACCEPTED AND AGREED TO:**

<p>THE GLOBAL HUNGER PROJECT, INC. a/k/a THE HUNGER PROJECT</p> <p>By: _____ Its: _____</p>	<p>By: _____ MICHAEL PHELAN, not individually but as Chapter 11 Trustee of the estate of the Debtor, Lydia Cladek, Inc.</p>
---	---

**APPROVED AS TO FORM  
AND SUBSTANCE:**

KO ZYAK TROPIN & THROCKMORTON,  
P.A.

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*Attorneys for Michael Phelan, not  
individually but as the Chapter 11 Trustee for  
the Debtor*

Lydia Cladek, Inc.  
Case No.: 3:10-bk-2805-PMG  
**AMENDED OFFICIAL SERVICE LIST**  
**(amended as of September 20, 2010)**

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Label Matrix for local noticing  
113A-3  
Case 3:10-bk-02805-PMG  
Middle District of Florida  
Jacksonville  
Tue Nov 9 12:04:02 EST 2010

Creditor Committee  
c/o Jon E. Kane  
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c/o A. Girouard  
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Tennessee Department of Commerce and Insuran  
Division of Consumer Affairs  
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21409 60th Street  
Bristol, WI 53104-9732

United Auto Recovery  
2399 Chiswood St.  
Memphis, TN 38134-5208

United Auto Recovery  
3719 Old Getwell Road  
Memphis, TN 38118-6031

United States Attorney  
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Jacksonville, FL 32202-4204

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St. Augustine, FL 32084-3545

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4897 Buford Highway, Ste 222  
Chamblee, GA 30341-3669

Van der Does, Hugh  
13152 Biggin Church Road South  
Jacksonville, FL 32224-7689

VanValkenburg, Ellen  
245 Wildwood Drive #100  
St. Augustine, FL 32086-5546

Vause, James C.  
1255 Ponce Island Drive #709  
St. Augustine, FL 32095-1612

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St. Augustine, FL 32080-6874

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2225 A1A S., Suite C-8  
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Vernon, Anthony & Robbin  
2608 Stratford Drive  
Greensboro, NC 27408-3928

Vernon, Terry  
1671 Malcom Point Drive  
Winter Garden, FL 34787-4842

Vianello, Kenneth  
3651 North East 67th Terrace  
Silver Springs, FL 34488-2126

Viscariello, Dawn  
4229 Leaping Deer Lane  
St. Johns, FL 32259-4293

Viscariello, Jean  
140 Casa Bella Lane  
St. Augustine, FL 32086-1824

Viscariello, Ralph  
4229 Leaping Deer Lane  
St. Johns, FL 32259-4293

Vivas, Jose & Isabel  
4178 Sabal Ridge Circle  
Weston, FL 33331-5040

Vivas, Jose Abdon  
Ave. Principal Los Naranjos,  
Residencias Saint Thomas, Apto. 9-B  
Caracas 1061, Edo. Miranda, Venezuela

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P.O. Box 23914  
San Diego, CA 92193-3914

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Lake Worth, FL 33463-8028

Von Hagel, Patricia A.  
410 Barfield Rd.  
Darlington, SC 29532-2708

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P.O. Box 498  
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St. Augustine, FL 32080-4510

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2278 Twin Fox Trail  
St. Augustine, FL 32086-5320

Wayne Reeves Computer Systems  
6211 Thomaston Road  
Macon, GA 31220-7702

Weatherford, Connie  
3337 Millwood Way  
St Augustine , FL 32086-5094

Weatherford, Connie and Robert  
3337 Millwood Way  
St. Augustine, FL 32086-5094

Weaver, Leon  
406 Camelia Trail  
St. Augustine, FL 32086-3849

Webb, Judy  
5155 Atlantic View  
St. Augustine, FL 32080-7143

Webb, Thomas  
5155 Atlantic View  
St. Augustine, FL 32080-7143

Weber, Barbara J.  
3831 NE 19th Street Circle  
Ocala, FL 34470-4937

Weger, Wayne  
113 Wild Fern Drive  
Longwood , FL 32779-4930

Weger, Wesley  
1459 Cove Hill Court  
Longwood, FL 32750-2830

Weldon, Ruby Inez or  
F. Diane Bennett  
217 N. Forest Dune Dr.  
St. Augustine, FL 32080-8719

Welling, Elizabeth  
17 Sunfish Drive  
St. Augustine, FL 32080-6387

Welling, John  
31 Horton Street  
Rye, NY 10580-3705

Western Union Quick Collect  
P.O. Box 2061  
Englewood, CO 80150-2061

Whaley, Earl E.  
P.O. Box 486  
Crescent City, FL 32112-0486

White, Gary W.  
11038 Orange Cart Way  
Jacksonville, FL 32223-7336

Whited, Janice K.  
P.O. Box 1482  
Wildwood, FL 34785-1482

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17 Bermuda Run Way  
St. Augustine , FL 32080-6727

Williams, Renne  
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Hastings, FL 32145-0848

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1119 San Ildefonso Rd.  
Los Alamos, NM 87544-2817

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St. Augustine, FL 32092-2799

Winkler, Martha  
8226 Goddard Lane  
Knoxville, TN 37920-9548

Wintzell, Brenda  
876 Palermo Road  
St. Augustine, FL 32086-7040

Wisner, Lauren  
1328 Rainbow Drive  
Waterloo, IA 50701-1143

Witschey, Jason  
103 Henin Court  
DeBary, FL 32713-5408

Witschey, Peyton Reese  
103 Henin Court  
DeBary, FL 32713-5408

Witschey, Shelby Larin  
103 Henin Court  
DeBary, FL 32713-5408

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Oakdale, NY 11769-1713

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St. Augustine, FL 32086-7663

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306 Anchor Lane  
Chester, MD 21619-2508

Wright, Talia  
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Leesburg, FL 34788-2672

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Latrobe, PA 15650-9012

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Sanford, FL 32771-7135

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Young, James  
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St. Augustine, FL 32092-0564

Young, Jay M.  
P.O. Box 187  
Daytona Beach, FL 32115-0187

Yoxtheimer, Paul  
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St. Augustine, FL 32080-7700

Yoxtheimer, Paul L.  
5489 Atlantic View  
St. Augustine, FL 32080-7700

Zampetti, John  
91 Las Palmas Court  
Holmdel, NJ 07733-2550

Zampetti, Jon Vincent  
1 Tealwood Court  
Hilton Head, SC 29926-1835

Zampetti, Michael  
1 Tealwood Court  
Hilton Head, SC 29926-1835

Zeigler, Wayne  
346 Rosa Court  
St. Augustine, FL 32086-7836

Zemlo, John S.  
449 Ocean Grove Cir.  
St. Augustine, FL 32080-8723

Zemlo, Lorie Ann  
449 Ocean Grove Circle  
St. Augustine, FL 32080-8723

Zielinski, Raymond S.  
150 Casa Bella Lane  
St. Augustine, FL 32086-1824

Zollo, James  
4056 Las Brisas  
Elkton, FL 32033-2075

Zurich, Paul Jason or Norma Haupt  
1100 Oak Ridge Road  
St. Augustine, FL 32086-5366

brook Spiess/Larry Jackson  
17 Ferrol Rd  
St Aug Fl 32084-2952

cyrus comiskey  
c/o Comiskey, James  
5055 Atlantic View  
St. Augustine, FL 32080-7141

kimberly hartwick  
821 Tournament Road  
Ponte Vedra Beach, FL 32082-3640

rodger devine or mary ann devine  
1883 oxford lane  
the villages, FL 32162-1618

rudolph danowski  
127 haogsback rd  
oxford ct 06478-1364

the Cooper Group Inc  
Defined Benefit Pension Plan  
Lisa Cooper  
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Laguna Niguel, CA 92677-1004

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#C202  
St. Augustine, FL 32080-8265

George and Joanne Kelbert  
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St. Augustine, FL 32080-8629

Glenn A. Lanzer Jr.  
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Corinth, TX 76210-2812

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Lakeland, FL 33805-3246

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Jill Rand  
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Fowler White Boggs P.A.  
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Robert and Joyce MacFie  
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St. Augustine, FL 32080-5385

Robin Ponte  
1954 Havenshire  
Aurora, IL 60502-6804

Shirley and Gordon Anderson  
1 Shirley Place  
Bunnell, FL 32110-6871

Stephen Howard  
600 Domenico Circle, Unit G9  
St. Augustine, FL 32086-7822

Thomas and Marianna Gilligan  
546 Race Place  
Oakdale, NY 11769-1724

Yvonne Rodriguez  
3424 Serendipity Drive  
Raleigh, NC 27616-8676

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Internal Revenue Service  
PO Box 21126  
Philadelphia, PA 19114

Shred-It First Coast  
11606 Columbia Park Dr. E #10  
Jacksonville, FL

Addresses marked (c) above for the following entity/entities were corrected  
as required by the USPS Locatable Address Conversion System (LACS).

Ferraro, Bonnie  
3310 Pacetti Road  
St. Augustine, FL 32092

Ferraro, Richard  
3310 Pacetti Road  
St. Augustine, FL 32092

Global Marketing  
841 Prudential Dr  
12th Floor  
Jacksonville, FL 32207

Global Reach, LLC  
841 Prudential Drive, 12th Floor  
Jacksonville, FL 32207

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(u)Blue Cross Blue Shield of Florida Inc

(u)Sprint Nextel Corporation

(d)Carlton Henley  
1627 Orlando Ave  
Longwood, FL 32750-6810

(d)Carrie Bowers  
112 Edgewood Drive  
Hendersonville, TN 37075-4209

(d)Dawn Viscariello  
4229 Leaping Deer Ln  
St. Johns, FL 32259-4293

(d)Domenic Ferrera  
c/o Gerard Keating  
318 Silver Beach Ave  
Daytona Beach, FL 32118-4840

(d)Key Equipment Finance, Inc.  
1000 S. McCaslin Blvd.  
Superior, CO 80027-9454

(d)Paula Inclan  
905 Fairhope Ln  
The Villages, FL 32162-6409

(d)Richard Knauel  
9497 N. Osprey Rd.  
Hayward, WI 54843-4164

(d)Rivera Jr., Roberto A.  
13726 Guidhall Cir.  
Orlando, FL 32828-8216

(d)St. Johns Orthopaedic & Spine  
Institute  
c/o A. Girouard  
225 North Forest Dune  
St. Augustine, FL 32080-8719

(u)Andrea Levinson

(d)Barbara L. Volkman  
P.O. Box 23914  
San Diego, CA 92193-3914

(d)Ben Bolling  
1921 Fleetwood Drive  
Kingsport, TN 37660-5730

(u)Bennett & Noel Yell

(u)Caroline Fortner

(u)Charlotte Sears

(u)Darryl Billemeier

(u)Janet Lydecker

(u)John E. Bonjean

(d)Karen J Hyde Baker  
c/o Luis E. Rivera II, Esq.  
P.O. Box 280  
Fort Myers, FL 33902-0280

(u)Kate Moore

(u)Kenneth Hollingsworth

(u)M. Bruce Hall

(u)Michael Egelman

(u)Michael Neiswender

(u)Robert Mengarelli

(u)Ruth Howlett

(u)Thomas C. Spaulding

(d)Thomas W. Herren  
12815 Huntley Manor Dr.  
Jacksonville, FL 32224-7910

(d)Thomas and Carolyn Grimm  
5605 Elwood Circle  
Flowery Branch, GA 30542-6310

(u)Yanet Panteleon

End of Label Matrix  
Mailable recipients 1462  
Bypassed recipients 35  
Total 1497