

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 CHAPTER 11 TRUSTEE OF LYDIA CLADEK, INC. TO DISALLOW
CHAPTER 11 PLAN VOTES OF RECIPIENTS OF PREFERENTIAL TRANSFERS
AND "NET WINNER" RECIPIENTS OF FRAUDULENT CONVEYANCES**

Michael Phelan, the chapter 11 trustee (the "Trustee") of Lydia Cladek, Inc. (the "Debtor"), hereby moves (the "Motion") the Court for entry of an order, pursuant to 11 U.S.C. §§ 105(a), 502(a), 502(d) and 1126(a), to disallow the chapter 11 plan votes of all claims filed by recipients of preferential transfers who have refused to turn over such funds to the Trustee, as well as all "net winner" recipients of fraudulent conveyances. In support of the Motion, the Trustee respectfully states:

VENUE AND JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a "core" proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are sections 105(a), 502(a), 502(d) and 1126(a) of title 11 of the United States Code (the "Bankruptcy Code"), as complemented by Rule 3007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and paragraph 18 of this Court's *Amended Order Granting Joint Motion of Chapter 121 Trustee and Official Committee of Unsecured Creditors of Lydia Cladek, Inc. for Order (I)*

Conditionally Approving and Combining Hearing of Amended Disclosure Statements, (II) Determining Dates, Procedures and Forms Applicable to Solicitation Process, (III) Establishing Vote Tabulation Procedures, (IV) Establishing Objection Deadline and Scheduling Hearing to Consider Confirmation of Plans, and (V) Extending Deadline to File Proofs of Claim With Respect to Certain Parties in Interest (the "Amended Solicitation Procedures Order") [Doc. No. 388].

BACKGROUND

3. On April 2, 2010 (the "Filing Date"), 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, in the United States Bankruptcy Court, Middle District of Florida, Jacksonville Division (the "Involuntary Case").

4. 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").

5. 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].

6. By Order dated April 14, 2010, this Court approved the appointment of Michael Phelan as Chapter 11 Trustee [Doc. No. 47].

7. The Chapter 11 Trustee is currently operating the Debtor's business pursuant to sections 1106 and 1108 of the Bankruptcy Code.

8. On June 1, 2010, the Court entered a Notice of Appointment of the Committee [Doc. No. 111].

9. On October 28, 2010, the Committee filed a Disclosure Statement and Plan of Reorganization [Docket Nos. 294 – 295]. In addition, on October 28, 2010, the Committee filed a Motion to Combine Disclosure Statement and Confirmation Hearing [Doc. No. 296] (the “Motion to Combine”).

10. On November 23, 2010, the Trustee filed a Chapter 11 Plan of Liquidation and Disclosure Statement in Support of Plan of Liquidation [Doc. Nos. 347-348].

11. On December 2, 2010, the Committee filed its Amended Disclosure Statement and Amended Plan [Doc. Nos. 354 and 356].

12. On December 3, 2010, the Trustee filed its Amended Disclosure Statement and Amended Plan [Doc. Nos. 361 and 362].

13. On December 3, 2010, the Trustee and Committee filed a joint motion (the “Solicitation Procedures Motion”), pursuant to 11 U.S.C. §§ 105(a), 1125(b), and 1126(b) and Rules 2002, 3003, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure, for an order (i) conditionally approving the Disclosure Statements and combining the hearing on the Disclosure Statements with the confirmation hearings on the Plans, (ii) approving the dates, procedures, and forms applicable to solicitation, noticing, and implementation process, (iii) approving vote tabulation procedures, (iv) establishing the deadline for filing objections to the Plans, (v) scheduling the hearing to consider confirmation of the Plans, (vi) approving the form of the notice of the confirmation hearings, and (vii) establishing an extended deadline to file proofs of claim with respect to certain parties in interest [Doc. No. 364].

14. On December 7, 2010, the Court entered an order approving that Solicitation Procedures Motion (the "Solicitation Procedures Order") [Doc. No. 367], which was amended by the Amended Solicitation Procedures Order on December 16, 2010. Among other things, paragraph 18 of the Amended Solicitation Procedures Order provides a procedure for disallowing the votes of claimants whose claims are subject to a pending objection filed after the voting record date. Paragraph 18 of the Amended Solicitation Order provides as follows:

Nothing in this Order affects the rights of the Trustee or the Committee (or any other party's right, if applicable) to object to any proof of claim after the Voting Record Date. With respect to any such objection, the Trustee and the Committee may request, on notice, that any vote cast by the holder of the Disputed Claim be disallowed and not counted in determining whether the requirements of 11 U.S.C. § 1126(c) have been met. In the absence of any such request, the holder of a disputed claim shall be entitled to vote in accordance with its proof of claim and/or scheduled amount, as applicable.

Amended Solicitation Procedures Order, ¶18.

15. Since being appointed, the Trustee has investigated the transfers made by the Debtor in furtherance of the Debtor's operation of a Ponzi scheme. The Trustee has identified hundreds of transfers of funds of the Debtor to Ponzi scheme investors, as well as others, including the recipients of preferential transfers and "net winners" (*i.e.*, investors who received distributions during the 4 years preceding the Filing Date (the "Fraudulent Conveyance Period") which exceeded the principal amount of their investment with the Debtor).

16. As a result of the investigation, the Trustee (i) has made demand on all recipients of preferential transfers seeking the return of any funds received within the 90 days preceding the Filing Date (the "Preference Period") and (ii) intends to commence lawsuits to avoid and recover fraudulent transfers made to "net winners" pursuant to, *inter alia*, sections 544, 548 and 550 of the Bankruptcy Code and Chapter 726 of the Florida Statutes.

17. According to the books and records of the Debtor, there are approximately 77 claimants who received preferential transfers and have refused to return those funds to the Trustee for the benefit of all creditors. The total amount of preference claims against these recipients aggregates approximately **\$1,901,937.09**. Additionally, there are approximately 317 "net winner" investor claimants who received distributions during the Fraudulent Conveyance Period which exceeded the principal amount of their investment with the Debtor.¹ The total amount of fraudulent conveyance claims against these "net winner" recipients aggregates approximately **\$7,266,133.89**.

18. As a result of the Debtor's operation as a Ponzi scheme, and in accordance with legal precedent discussing claims distribution in cases wherein a Ponzi scheme was found to exist, the Trustee has contemporaneously herewith filed an objection to all claims filed by recipients of preferential transfers who have refused to turn over such funds to the Trustee, as well as all "net winners" based upon 11 U.S.C. §§ 105(a) and 502(d) and the equitable principle that the claims of earlier investors should be disallowed to the extent that such investors would profit at the expense of investors who entered the scheme at a later date and received less or nothing at all from the Debtor (the "Omnibus Objection").²

¹ Mary Lou Preston received \$179,570.24 during the Fraudulent Conveyance Period (\$56,810.65 of which was received during the Preference Period), which she has not returned to the estate. Ms. Preston also filed four proofs of claim in this case (Claim Nos. 942 – 945) aggregating \$108,716.52. However, Ms. Preston subsequently filed for chapter 11 protection with this Court on December 3, 2010, and therefore the Trustee has not filed an objection to her claims, nor sought to disallow her vote(s), at this time. The Trustee intends to file a proof of claim in Ms. Preston's chapter 11 case shortly.

² The Trustee has also filed a motion to authorize the Trustee to file an omnibus objection to claims (the "Objection Procedures Motion"). The Omnibus Objection and Objection Procedures Motion are incorporated herein by this reference as if fully set forth herein.

RELIEF REQUESTED

19. By this Motion, the Trustee respectfully requests that this Court enter an order, pursuant to 11 U.S.C. §§ 105(a), 502(a), 502(d) and 1126(a), disallowing the chapter 11 plan votes of recipients of preferential transfers who have refused to turn over such funds to the Trustee, as well as all "net winner" recipients of fraudulent conveyances.

20. Section 1126(a) of the Bankruptcy Code provides: "The holder of a claim or interest *allowed under section 502 of this title* may accept or reject a plan." 11 U.S.C. § 1126(a) (emphasis supplied). Section 502(a) of the Bankruptcy Code provides, in relevant part, that "[a] claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, *unless a party in interest . . . objects . . .*" 11 U.S.C. § 502(a) (emphasis supplied). Thus, the holder of a claim to which a party has objected may not vote on a chapter 11 plan. *See Jacksonville Airport, Inc. v. Michkeldel, Inc.*, 434 F.3d 729, 731 (4th Cir. 2006); *In re M. Long Arabians*, 103 B.R. 211, 215 (B.A.P. 9th Cir. 1989). Paragraph 18 of the Amended Solicitation Procedures Order specifically provides that the Trustee may object to any proof of claim after the voting record date and may request, on notice, that any vote cast by the holder of a disputed claim be disallowed and not counted in determining whether the requirements of 11 U.S.C. § 1126(c) have been met. In the absence of any such request, the holder of a disputed claim would otherwise be entitled to vote in accordance with its proof of claim and/or scheduled amount, as applicable. *See* Amended Solicitation Procedures Order, ¶18.

21. Here, the Trustee has filed the Omnibus Objection to all claims filed by recipients of preferential transfers who have refused to turn over such funds to the Trustee, as well as all "net winners" pursuant to 11 U.S.C. §§ 105(a) and 502(d) and the equitable principle that the claims of earlier investors should be disallowed to the extent that such investors would profit at

the expense of investors who entered the scheme at a later date and received less or nothing at all from the Debtor. Section 502(d) of the Bankruptcy Code provides:

Notwithstanding subsections (a) and (b) of this section, the court shall disallow any claim of any entity from which property is recoverable under section 542, 543, 550, or 553 of this title or that is a transferee of a transfer avoidable under section 522 (f), 522 (h), 544, 545, 547, 548, 549, or 724 (a) of this title, unless such entity or transferee has paid the amount, or turned over any such property, for which such entity or transferee is liable under section 522 (i), 542, 543, 550, or 553 of this title.

11 U.S.C. § 502(d). Section 502(d) “preclude[s] entities which have received voidable transfers from sharing in the distribution of the assets of the estate unless and until the voidable transfer has been returned to the estate.” *In re Mid Atlantic Fund, Inc. (In re America West Airlines, Inc.)*, 60 B.R. 604, 609 (Bankr. S.D.N.Y. 1986); *El Paso City of Texas v. America West Airlines, Inc. (In re America West Airlines, Inc.)*, 217 F.3d 1161, 1168 (9th Cir. 2000); *Jacksonville Airport, Inc. v. Michkeldel, Inc.*, 434 F.3d at 732 (“As long as a party in interest objects to a claim – regardless of the objection’s validity or merit – the claim cannot be deemed allowed.”); *see also Inter-State National Bank of Kansas City v. Luther*, 221 F.3d 382, 389 (10th Cir. 1955) (“claims of creditors who have received or acquired void or voidable preferences are not allowable unless such creditors shall surrender such preferences”). A fortiori, the holder of a claim to which a party has objected may not vote on a chapter 11 plan. *See Jacksonville Airport*, 434 F.3d at 731; *In re M. Long Arabians*, 103 B.R. at 215.

22. In this case, the claims listed on Exhibit A annexed hereto should be disallowed pursuant to section 502(d) of the Bankruptcy Code because those claimants are recipients of preferential transfers who have refused to turn over such funds to the Trustee. In addition, the claims listed on Exhibit B annexed hereto should be disallowed pursuant to 11 U.S.C. § 502(d)

and equitable principles³ because these "net winner" investors received a full return of their principal as well as some "profit," which consisted, in reality, of other customers' investments. *See In re Bernard L. Madoff Inv. Securities LLC*, 424 B.R. 122, 132 (Bankr. S.D.N.Y. 2010); *see also Donell v. Kowell*, 533 F.3d 762, 770-71 (9th Cir. 2008) (holding that transfers to "net winners" pursuant to a Ponzi scheme are both actually and constructively fraudulent).⁴

23. Based on the foregoing statutory law, equitable principles and established Ponzi scheme jurisprudence, the Trustee requests that the Court disallow the chapter 11 plan votes of all recipients of preferential transfers who have refused to return those funds to the Trustee, as well as all "net winner" recipients of fraudulent conveyances pursuant to sections 105(a), 502(a), 502(d) and 1126(a) of the Bankruptcy Code.

RESERVATION OF RIGHTS

24. Nothing set forth herein is intended, nor shall be deemed, to modify, limit, release, reduce, or waive any of the Trustee's or the estate's rights, claims, remedies, causes of action, or privileges at law or in equity, all of which are specifically preserved. More specifically, but not limiting the foregoing, nothing contained in this Motion shall be construed as a waiver of any rights that the Trustee may have (i) to bring avoidance actions under the applicable sections of the Bankruptcy Code or applicable law, including, but not limited to, sections 547, 548 and 550 of the Bankruptcy Code and Chapter 726 of the Florida Statutes,

³ "[T]he overriding consideration in bankruptcy ... is that equitable principles govern", *see In re NWFEX, Inc.*, 864 F.2d 588, 590 (8th Cir. 1988), and bankruptcy courts have broad equitable powers to order relief pursuant to section 105(a) of the Bankruptcy Code. *See, e.g., River Hills Assocs., Ltd. v. River Hills Apartments Fund (In re River Hills Apartments Fund)*, 813 F.2d 702, 707 (5th Cir. 1987); 11 U.S.C. § 105(a) (providing that the Court "may issue any order, process or judgment that is necessary or appropriate to carry out the provisions of this title.").

⁴ The "clawback" jurisprudence that has developed in Ponzi scheme cases -- both in and outside of bankruptcy -- is designed to equalize the winners and losers, by recovering false profits from the net winners who typically invested early in the Ponzi scheme and distributing such recoveries to the net losers who typically invested later.

against the holders of claims subject to the Omnibus Objection, or (ii) to exercise the Debtor's right of setoff against the holders of such claims relating to such avoidance actions.

CONCLUSION

WHEREFORE, Michael Phelan, the Chapter 11 Trustee of the consolidated Chapter 11 cases of the Debtor, respectfully requests that the Court (i) grant the Motion, (ii) disallow the chapter 11 plan votes of the claimants subject to the Omnibus Objection, and (iii) grant the Trustee such other and further relief as this Court deems just and proper.

Dated: January 18, 2011.

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on January 18, 2011, a true and correct copy of the foregoing was furnished to all parties who have consented to receive electronic notifications in this case and by electronic or U.S. mail to all parties on the attached Amended Official Service list, Net Winners service list, and Preferential Transfers service list.

/s/ Steven R. Wirth
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2662 San Fernando Road
Jacksonville, FL 32217

Ron Fisher
PO Box 127
Berwick, IA 50032

Brian J. Gannon
5501 Commerce Dr. Ste 104
Orlando, FL 32839

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

Allain Girouard
1740 Tree Blvd.
St. Augustine, FL 32084

Peter Glover
483 North Beach Street
Ormond Beach, FL 32174

Ruth Goedjen
Linda Potempa
c/o Sidney Abelski
180 N. Michigan Ave., No 1800
Chicago, IL 60601

Sean Gordon
1312 Salem Run
Crownsville, MD 21032

ReAnna Greene
107 Porpoise Rd.
St. Augustine, FL 32086

Renee or Taryn Greene
107 Porpoise Rd.
St. Augustine, FL 32086

Renee T. or Terry M. Greene
107 Porpoise Rd.
St. Augustine, FL 32086

Susan Mitchell Gregory
PO Box 3485
St. Augustine, FL 32085

Melinda Gronen
124 N. Rose
Palatine, IL 60067

Jeannie Hansen
128 Water Turkey Ct.
Daytona Beach, FL 32119

Merle R. Harper
519 SE Marydale Terrace
Port St. Lucie, FL 34983

Ben B. Harrell
2617 35th Street
Edgewater, FL 32141

Beverly Haugen
3524 Chapman Court
Cedar Falls, IA 50613

Lynn Johnson
931 Lew Blvd.
St. Augustine, FL 32080

Linda Johnston
1508 W Street
Mansfield, MA 02048

Noreen Jones
7145 A1A South, Unit 14
St. Augustine, FL 32080

Kathleen Trued Revocable Living
Trust
2 Dondanville Rd. #303
St. St Augustine, FL 32080

Suzi Kelly
932 1st Street North #601
Jacksonville, FL 32250

Linda M. Langley
78 Fells Road
Portsmouth, NH 03801

Latin King Restaurant
2200 Hubbell Avenue
Des Moines, IA 50317-2594

Nadine Leavitt
2 Cerrado Road
Santa Fe, NM 87508

Doug and Colleen Lucas
4335 Wickerfield Dr.
St. Louis, MO 63128

Leonard Lybbert
1964 Kamille Court
Waterloo, IA 50701

Charles A. or Susan Mandeville
56 Fairway View
Peterstown, WV 24963

Robert Matzke
20 Andalusia Court
St. Augustine, FL 32086

Peggy Medick
106 Terrapin Road
St. Augustine, FL 32086

Miles Moore
108 Christian Peterson Ave.
Gilbert, IA 50105

Moss Family Trust
200 Malaga Street, Suite One
St. Augustine, FL 32084

Hannah Murray
380 Valverde Lane
St. Augustine, FL 32086

Neighborhood Realty Inc.
401(k) Profit Sharing Paln & Trust,
fbo James N. McGarvey Jr.,
432 Osceola Ave.
Jacksonville Beach, FL 32250

Brigitte or Steven Neiswender
14 King Elder Way
Taylors, SC 29687

Steve Neiswender
14 King Elder Way
Taylors, SC 29687

Mary or Earl Newton
4 Lydia Lane
St. Augustine, FL 32080

John D. Nock
PO Box 3227
St. Augustine, FL 32085

Sean O'Brien
3285 Sequoyah
Jacksonville, FL 32259

Kevin O'Dwyer
1429 Oak Forest Drive
Ormond Beach, FL 32174

Donald or Frances Page
634 South 87th Way
Mesa, AZ 85208

Barbara A. Palmes
104 Majestic Oak Drive
Dahlonega, GA 30533

Frank Pelaggi, Trustee
26 Great Quarter Road
Sandyhook, CT 06482

David Peterson
6134 218th Ave
Bristol, WI 53104

Hannelore Peterson
617 Casa Fuerta Lane
St. Augustine, FL 32080

Anne M. Quarles
894 Mac Ewen Dr.
Osprey, FL 34229

Morgan Saliny
500 E. Grant St.
Minneapolis, MN 55404-1421

Janet Schaaf
1 Pavillion Court
Palm Coast, FL 32137

Jeffrey Seidman
5519 McDonough Rd.
Hoffman Estates, IL 60192

Bradley or Debra Sharp
5125 Ave D
St. Augustine, FL 32095

Anna Sheaffer
18 Lydale Place
Meriden, CT 06450

Kathleen Sinnott
1934 Kamille Court
Waterloo, IA 50701

D.L. Spaulding
256 Redfish Creek Dr.
St. Augustine, FL 32095

Barbara Stafford
607 Mulligan Way
St. Augustine, FL 32080

Diana Starke
1835 US 1 S, Suite 119-177
St. Augustine, FL 32084

James Starke
1835 US 1 S, Suite 119-177
St. Augustine, FL 32084

Eric Swanson
1355 English Blvd.
Marion, IA 52302

The Jane D. Weiss Family
Foundation, Inc.
127 Hogsback Road
Oxford, CT 6478

Jane D Weiss Trust
127 Hogsback Rd
Oxford Ct 06478

Gertrude Thomas
832 East Allman St.
Medford, WI 54451

David and Rachel Thompson
317 South Forest Dune Dr.
St. Augustine, FL 32080

Marian Thompson
3793 Flamingo St.
St. Augustine, FL 32080

Susan Thompson
380 Valverde Lane
St. Augustine, FL 32086

Barry Tully
4255 A1A South, Suite 11
St. Augustine, FL 32080

Robert Tursi
2200 Hubbell Ave
Des Moines, IA 50317-2594

Dale or Connie Weatherford
3337 Millwood Way
St. Augustine, FL 32086

Thomas Webb
5155 Atlantic View
St. Augustine, FL 32080

Lauren Wisner
1328 Rainbow Dr.
Waterloo, IA 50701

James Young
2293 Pellicer Rd.
St. Augustine, FL 32092

Robert Schleifer
PO Box 205
Gillsville, GA 30543

Stephen M. Solomon
434 Primrose Drive
Hudson, IA 50643

Edith Davis
c/o Clark M. Davis
1425 Gray Bluff Trail
Chapel Hill, NC 27514

Carol Reina
134 Phoenetia Drive
St. Augustine, FL 32086

Susan Noble
c/o Gerard Keating
318 Silver Beach Ave
Daytona Beach, FL 32118

Jimae, Inc.
16715 SW 80th Ave
Miami, FL 33157

Stuart Leavitt
2 Cerrado Road
Santa Fe, NM 87508

Kimberly G. Schafer
382 Casuarina Cir.
St. Augustine, FL 32086

Dulcy Freeman
PO Box 4508
St. Augustine, FL 32085

Monica George
4546 Simmons Rd.
Orlando, FL 32812

William Schleifer
PO Box 205
Gillsville, GA 30543

Shirley Ambrose
5361 Soundview Ave
St. Augustine, FL 32080

Dolores Mongan
210 Evans Rd. #207
Evansdale, IA 50707

Dennis Schmidt
3 Arenta Street
St. Augustine, FL 32084

David Kunz
95 Hawks Lane
Flagler Beach, FL 32136

R. Brock Langley
2312 Montclair Street
Austin, TX 78704

Tracey Amelung
4836 Pennsylvania Ave
St. Louis, MO 63111

J. William Sinnott
PO Box 1918
Waterloo, IA 50704

Diana Grill
8331 Pebbeldowne Drive
Houston, TX 77064

Todd Wolf
14 Vincent Place
Oakdale, NY 11769

Nicholas Danna
658 Mackenzie Circle
St. Augustine, FL 32092

Ralph Crandall
330 Fidlers Point Drive
St. Augustine, FL 32080

Michael Brownsberger
511 Gardner Street
Castle Rock, CO 80104

Herbert Wingo
1858 West Cobblestone Ln
St. Augustine, FL 32092

Marie Meitin
134 Phoenetia Dr.
St. Augustine, FL 32086

Elaine Smith
PO Box 861176
St. Augustine, FL 32086

Sheila Levin
PO Box 1409
Viegues, PR 00765

Stephanie Moore
1 Maybeck Pl
Elsah, IL 62028

Diana Starke
1835 US 1 S, Suite 119-177
St. Augustine, FL 32084

Greg Paumen
Karen Guido
104 Southwind Cir
St. Augustine, FL 32080

Kayla Daigneau
1420 Old N. Main St.
Laconia, NH 03246

Albert Thorpe
PO Box 155
Bunnell, FL 32110

Tara Shelley
4488 Golf Ridge Drive
Elkton, FL 32033

James Russell
3793 Flamingo St.
St. Augustine, FL 32080

Alyssa Rivera
13726 Guidhall Cir
Orlando, FL 32828

Roberto Rivera
13726 Guidhall Cir
Orlando, FL 32828

Hunter Lee Bryan
9104 Caycee Drive
Davidson, NC 28036

James Hoffman
3314 Curtis Dr.
Apopka, FL 32703

Leah Russell
3793 Flamingo St.
St. Augustine, FL 32080

Leonor T. Rivera
203 Pine Arbor Circle
St. Augustine, FL 32084

Thomas Hayes
61 Georgian Lane
Williamsville, NY 14221

Carmen Iris Martinez
14422 SW 108th Terrace
Miami, FL 33186

Daniel Schaefer
c/o Richard J. Schaefer
7505 W. Yale Ave #1804
Denver, CO 80227

Sam or Bonnie Dennis
PO Box 1202
Cordova, TN 38088

Joshua Almeida
294 Litchfield Apt 1
New Milford, CT 06776

Laura Langley
2312 Montclair St.
Austin, TX 78704

Helen Lucas Memorial Fund
c/o Connie M. Weatherford
13770 Beach Blvd., Suite 8
Jacksonville, FL 32224

Exhibit A

Preferential Transfers

Name		Preference Payment	Proof of Claim #	Amount (Unsecured)	Amount (Secured)	Amount (Priority)
Anastasia Lakes, Inc.	100 S.E. 6th Street	\$12,340.48	391	\$825,000.00		
Barnes, John Robert	221 North Krome Avenue	\$12,378.55	465	\$125.00	5,000.00	
Berardo, Donna	2432 MW 14th Place	\$6,230.62	941	\$207,679.45		
Berry, Daniel	P. O. Box 3165	\$20,229.34	859	\$342,296.60		
Beswick, David or Janie	5324 Turtle Point Lane	\$16,250.00	450	\$643,088.86		
Brown, L. Edwin	41 White Court	\$8,386.98	166	\$200,000.00		
Bugarin, Patrocínio or Arlene	1162 Regiment Drive NW	\$7,875.00	719	\$0.00		
Bugarin, Patrocínio or Arlene			1055	\$56,029.76		
Business & Banking Institute	640 Hillside Drive East	\$20,900.00	759	\$52,131.35		
Caldwell, Charles A.	43 Dolphin Drive	\$8,000.00	1014	\$196,258.51		
	c/o Eric L. Hearn, Esq.					
	Mosely, Pritchard, et al.					
Cynthia Anderson Living Trust, The	501 West Bay St.					
Diani, John or Caroline	1 No Name Road	\$7,500.00	314	\$308,175.00		
Eaton Development Company LLC	1749 Lee Jauzen Dr.	\$26,675.68	47	\$404,437.09		
Eberle, Eric C.	742 Fox Run Drive	\$6,250.00	884	\$256,300.00		
Ekstrom, Ann L.	1041 Stone Lake Drive	\$6,100.00	45	\$25,448.13		
Ford, Tim or Barbara	29 Bermuda Run Way	\$20,000.00	534	\$46,896.74		
Forrester, Ken	997 Oxford Drive	\$6,000.00	313	\$414,669.99		
Global Reach, LLC	841 Prudential Drive, 12th Floor	\$8,641.64	134	\$52,608.64		\$8,480.76
Goerner, David or Catherine	219 Buena Vista Street	\$28,740.36	51			
Goerner, David or Catherine		\$10,041.10	257	\$450,556.03		
			259 (David)	\$410,568.06		
Hartwick, Kim	821 Tournament Rd.	\$15,000.00	26	\$272,000.00		
Hartwick, Kim			59	\$277,115.00		
Hayes, Thomas	61 Georgian Lane	\$46,881.32	702	\$164,746.97		
Helping Hand HFS, Inc., A	1008 Whitehouse Blvd.	\$34,252.50	236	\$62,654.17		
Holverson, Sharell	2974 Pacetti Rd., Lot C	\$15,000.00	827	\$1,104,389.90		
Hoppe, Nancy	58 Weeden Street	\$11,700.00	749	\$1,950.00		
Inclan, Gary	905 Fairhope Lane	\$13,380.78	517	\$1,042,406.73		
Joslin, Jeffrey	4396 Club Dr. N.E.	\$7,500.00	786	\$154,396.22		
Jourard, Leonard	2721 Second Street #106	\$10,781.64	99	\$53,000.00		
Jourard, Leonard			119	\$53,000.00		
Kunz, David	95 Hawks Lane	\$34,066.17	221	\$43,529.42		
			993 (Abbott Lieberman and Global Market)			
Lieberman, Al	200 Summer Breezeway, Apt. 130	\$7,024.48	7 (Walter and Cheryl)	\$30,000.00		
Lucas, Walter or Cheryl	402 Brooks Glen Court	\$7,500.00		\$98,679.76		

Preferential Transfers

Lucas, Walter or Cheryl						8 (Cheryl)	\$59,998.35	
Mang, Annette	4349 Comanche Trail Blvd.	Jacksonville, FL 32259		\$6,000.00		957	\$68,922.71	
Martin, Paul or Charlotte	109 Tides Edge Place	Ponte Vedra, FL 32082		\$44,159.99		947 (Paul)	\$152,937.18	
Michaud, James or Norma	2 Dondanville Road	St. Augustine, FL 32080		\$7,350.68		641	\$292,291.83	
Neighborhood Realty, Inc.	432 Osceola Avenue	Jacksonville Beach, FL 32250		\$17,538.95		564	\$181,106.21	
Noble, Susan	c/o Gerard Keating	Daytona Beach, FL 32118		\$10,029.60		582	\$256,955.59	
O'Brien, Sean	318 Silver Beach Ave.	Jacksonville, FL 32259		\$11,050.35		958	\$314,239.44	
O'Neill, Sheila	3285 Sequoyah Circle	St. Augustine, FL 32084		\$11,896.60		307	\$489,953.92	
Pelaggi, Frank, TTEE	331 St. George Street	Sandy Hook, CT 06482		\$15,523.04		874	\$375,000.00	
	26 Great Quarter Road							
Pionzio, Sr. John and Phyllis	95 Ocean Crest Way #531	Palm Coast, FL 32137		\$6,244.71		169	\$120,000.00	
President's Partnership, LLP	1749 Lee Jauzen Drive	Kissimmee, FL 34744		\$10,042.27		882	\$184,091.53	
Rakus, Richard	876 Palermo Road	St. Augustine, FL 32086		\$394,655.34	None Filed			
Rees, David or Jean	4219 Bunker Drive	Quincy, IL 62305		\$8,843.99		816	\$414,944.66	
Roth, Robert A.	3692 E. Wexford Hollow Road E.	Jacksonville, FL 32224		\$8,610.57		15	\$578,074.79	
Sand, Gayle	325 Arpieka Ave.	St. Augustine, FL 32080		\$51,084.90		24	\$179,456.96	
Schechinger, Marek	202 Sea Turtle Way	St. Augustine, FL 32084		\$6,250.00		1066		\$300,000.00
Sheldon, Donna (or Tamara Marx)	1607 Fieldcrest Drive	Algonquin, IL 60102		\$18,000.00		974	\$102,458.30	
Thompson, Cecilia	8 Navarra Court	St. Augustine, FL 32086		\$12,907.33		937	\$553,715.09	
Thompson, Jack or Debra	370 Travino Avenue	St. Augustine, FL 32086		\$8,625.00	18 (Jack)		\$389,992.78	
Thompson, Susan	380 Valverde Lane	St. Augustine, FL 32086		\$10,705.60	361		\$481,676.04	
Tursi, Robert	2200 Hubbell Avenue	DesMoines, IA 50317-2594		\$35,000.00	535		\$76,727.86	
Vazquez, Myra	2225 AIA S., Suite C-8	St. Augustine, FL 32080		\$7,375.00	1016		\$69,984.81	
Webb, Thomas	5155 Atlantic View	St. Augustine, FL 32080		\$9,955.00	725		\$80,151.85	
Webb, Thomas					731		\$212,509.87	
Yoxheimer, Paul	5849 Atlantic View	St. Augustine, FL 32080		\$33,336.00	847		\$475,264.06	
Yoxheimer, Paul L.	5849 Atlantic View	St. Augustine, FL 32080		\$12,000.00	846		\$58,088.87	
Zemlo, Lorie or John	449 Ocean Grove Circle	St. Augustine, FL 32080		\$15,325.70	93 (John S.)		\$308,500.12	
Zemlo, Lorie or John					97 (Lorie Ann)		\$490,107.89	

Exhibit B

"Net Winners"

Last Name	First Name	Claim Number	Proof of Claim Amount	Scheduled Amount	Net Winner Amount
Abarbanel	Jack	1063	\$ 28,390.58	\$ 28,390.58	45,259.86
Allemano	Irene	305	\$ 10,000.00	\$ 7,834.26	5,746.82
Allen	William or Sherri	609	\$ 51,111.00	\$ 51,111.52	8,725.00
Almeida	Joshua			\$ 24,932.29	100.00
Ambrose	Shirley	869	\$ 57,640.83	\$ 57,640.83	3,350.00
Amelung	Tracy L.			\$ 354.20	2,478.99
Bartin	Cindy L. Bartin	901	\$ 10,765.48	\$ 10,765.48	7,833.69
Beswick	Janie	450	\$ 643,088.86	\$ 614,745.49	18,000.00
Brown	Leslie	1041	\$ 9,282.21	\$ 9,282.21	7,615.77
Brownsberger	Claudia	304	\$ 89,136.06	\$ 93,575.38	27,189.35
Brownsberger	Michael	492	\$ 3,341.56	\$ 3,341.56	2,000.00
Bryan	Hunter Lee	580	\$ 31,888.01	\$ 31,888.01	450.00
Byerly, Trustee	Trudy Ann	411	\$ 94,500.00	\$ 94,261.69	15,300.00
Caldwell	Donna	1014	\$ 196,258.51	\$ 7,057.52	22,993.32
Carlton	Sue	658	\$ 11,032.81	\$ 11,032.81	24,815.24
Chip Caldwell and Assoc LLC		1014	\$ 196,258.51	\$ 81,860.40	294,310.78
Cisar	Shirley	29	\$ 360,427.72	\$ 362,875.08	82,276.33
Cisar	Paul	204	\$ 20,000.00	\$ 20,966.73	16,049.64
Cisar	Shirley	409	\$ 362,875.08		
Comiskey	Yolanda and Timothy			\$ 20,981.23	21,618.61
Crandall	Ralph	345	\$ 16,022.52	\$ 16,022.52	2,100.00
Dague	Donna	983	\$ 10,375.00	\$ 10,490.61	5,304.17
Daigneau	Meghan	479	\$ 10,509.45		5,190.37
Daigneau	Kayla	479	\$ 10,509.45	\$ 10,509.45	1,125.00
Danna	Abbie	703	\$ 10,464.75	\$ 10,464.75	12,569.10
Danna	Nicholas	706	\$ 16,176.15	\$ 16,176.15	2,321.71
Danowski, Trustee	Rudolph	973	\$ 158,476.14	\$ 158,476.14	20,580.91
Davis	Edith	772	\$ 3,222.67	\$ 4,126.75	4,880.62
Delchrico	Irene	282	\$ 70,570.71	\$ 70,570.71	10,125.00
Dennis	Sam or Bonnie	437	\$ 1,543.12	\$ 1,543.12	163.61
Drury	Chad A.	1029	\$ 52,450.39	\$ 46,278.02	39,216.61
Drury	Kevin or Lori			\$ 26,881.64	50,776.86
Filler	Rochelle	871	\$ 122,315.24	\$ 122,315.24	54,540.53
Fisher	Ron	167	\$ 347,235.16	\$ 345,933.69	27,500.00

"Net Winners"

Last Name	First Name	Claim Number	Proof of Claim Amount	Scheduled Amount	Net Winner Amount
Freeman	Dulcy	70	\$ 10,375.00	\$ 10,569.92	4,430.95
Gannon	Brian J.			\$ 3,404.84	8,131.70
George	Monica	442	\$ 101,250.00	\$ 102,044.74	3,750.00
Gilligan	Thomas and Marianna	484	\$ 56,348.59		
Gilligan begins 1/2/04	Tom or Marianna	390	\$ 89,672.93	\$ 54,308.41	46,707.61
Girouard	Allain	371	\$ 252,747.77	\$ 41,389.01	196,227.58
Glover	Peter	803	\$ 65,000.00	\$ 63,772.62	13,444.79
Goedjen or Linda Potempa	Ruth	585	\$ 50,000.00	\$ 52,849.59	11,875.00
Goedjen or Linda Potempa	Ruth	587	\$ 50,000.00		
Gordon	Sean	1048	\$ 165,000.00	\$ 167,787.66	44,940.07
Greene	ReAnna L.	709	\$ 5,911.54	\$ 5,911.54	5,000.00
Greene	Renee or Taryn	710	\$ 6,329.99	\$ 6,329.99	5,000.00
Greene	Renne T. or Terry M.	711	\$ 5,957.59	\$ 5,957.59	5,000.00
Gregory	Susan Mitchell	722	\$ 108,956.88	\$ 103,002.36	18,344.83
Grill	Diana	875	\$ 20,554.00	\$ 21,033.45	2,427.72
Gronen	Melinda	100	\$ 45,750.01	\$ 48,557.39	10,413.93
Hansen	Jeannie			\$ 65,991.16	52,064.60
Harper	Merle R.	298	\$ 18,240.27	\$ 18,416.47	9,638.45
Harrell	Ben B.	378	\$ 105,000.00	\$ 106,293.38	166,739.58
Haugen	Beverly	542	\$ 25,000.00	\$ 26,245.09	8,750.00
Hayes	Thomas	702	\$ 164,746.97	\$ 164,746.97	209.62
Helen Lucas Memorial	James	1051	\$ 4,324.15	\$ 4,613.70	39.78
Hoffman	Lynn	1079	\$ 5,148.95	\$ 5,148.95	408.93
Jimae, Inc.	Lynn	908	\$ 16,527.30	\$ 15,852.30	4,635.00
Johnson	Lynn	699	\$ 860.19		13,970.57
Johnson	Lynn	700	\$ 209,548.22	\$ 209,548.22	
Johnston	Linda	821	\$ 57,770.53	\$ 57,770.53	111,661.82
Jones	Noreen	144	\$ 195,238.00	\$ 199,741.70	47,455.43
Kathleen Trued Revocable Living Trust				\$ 176,025.67	47,200.38
Kelly	Suzi	750	\$ 5,505.12	\$ 5,505.12	9,424.98
Kunz	David	221	\$ 43,529.42	\$ 43,876.92	2,582.82
Langley	Linda M.	1012	\$ 1,713.90	\$ 1,713.90	11,645.69
Langley	R. Brock	1008	\$ 41,598.91	\$ 41,598.91	2,500.00

"Net Winners"

Last Name	First Name	Claim Number	Proof of Claim Amount	Scheduled Amount	Net Winner Amount
Langley	Laura	1011	\$ 1,447.99	\$ 1,447.99	50.31
Latin King Restaurant ESOP		533	\$ 330,284.95	\$ 330,284.95	130,000.00
Leavitt	Stuart	1071	\$ 32,110.85	\$ 32,110.85	4,607.07
Leavitt	Nadine	1072	\$ 27,301.25	\$ 27,301.25	48,814.96
Levin	Sheila	27	\$ 51,737.91	\$ 52,367.07	1,550.53
Levin	Sheila	1025	\$ 50,858.00		
Lucas	Doug and Colleen	83	\$ 6,000.00	\$ 6,371.32	21,928.07
Lybbert	Leonard	595	\$ 70,713.38	\$ 70,713.05	22,079.80
Mandeville	Charles A. or Susan	358	\$ 861,089.45	\$ 1,081,847.05	315,544.75
Martinez	Carmen Iris	153	\$ 827.20	\$ 870.53	200.00
Matzke	Robert	651	\$ 137,275.47	\$ 137,275.47	11,710.40
Medick	Peggy	563	\$ 64,351.73	\$ 64,351.73	9,500.00
Meitin	Marie	666	\$ 52,841.00	\$ 52,708.48	1,658.81
Mongan	Dolores	376	\$ 15,000.00	\$ 18,527.67	3,145.04
Moore	Miles	355	\$ 10,043.83	\$ 10,043.83	5,367.81
Moore	Stephanie			\$ 1,410.09	1,500.00
Moss Family Trust		1076	\$ 25,546.52	\$ 25,546.52	158,184.25
Murray	Hannah	415	\$ 19,546.91	\$ 19,546.91	7,600.00
Neighborhood Realty, Inc.		564	\$ 181,106.21	\$ 181,944.69	41,703.55
Neiswender	Brigitte or Steven	660	\$ 738,210.98	\$ 604,981.85	84,712.81
Neiswender	Steve	660	\$ 738,210.98	\$ 133,229.13	39,504.98
Newton, M&E	Mary or Earl	470	\$ 489,831.87	\$ 173,508.99	52,851.12
Noble 1/26/04, 2805	Susan	582	\$ 256,955.59	\$ 256,955.59	4,759.70
Nock	John	921	\$ 66,492.00	\$ 54,967.82	480,297.03
O'Brien	Sean	958	\$ 314,239.44	\$ 314,239.44	108,745.27
O'Dwyer	Kevin	426	\$ 50,000.00	\$ 53,356.05	25,750.00
Page	Donald or Frances	1057	\$ 17,506.86	\$ 17,506.86	11,652.79
Page	Donald or Frances	1059	\$ 17,500.00		
Palmes	Barbara A.	234	\$ 84,402.12	\$ 89,222.61	15,107.98
Paumen	Gregg or Karen Guido			\$ 15,599.80	1,311.55
Pelaggi, TTEE	Frank	874	\$ 375,000.00	\$ 367,195.23	46,832.41
Peterson	David	244	\$ 39,561.29	\$ 11,010.19	16,430.18
Peterson	Hannelore	934	\$ 123,785.84	\$ 123,785.84	15,000.00
Quarles	Anne M.	949	\$ 16,209.88	\$ 16,209.88	14,500.00

"Net Winners"

Last Name	First Name	Claim Number	Proof of Claim Amount	Scheduled Amount	Net Winner Amount
Reina	Carol	672	\$ 2,364.04	\$ 2,399.50	4,801.83
Rivera	Alyssa	1000	\$ 5,512.26	\$ 4,119.86	700.07
Rivera	Roberto	999	\$ 5,512.26	\$ 4,119.86	700.07
Rivera	Leonor T.	165	\$ 6,342.49	\$ 6,342.49	300.00
Russell	James	448	\$ 3,767.24	\$ 3,772.80	750.00
Russell	Leah	446	\$ 1,997.56	\$ 2,000.51	400.00
Saliny	Morgan	431	\$ 42,791.97	\$ 43,287.32	32,000.00
Schaaf	Janet	737	\$ 119,121.71	\$ 101,121.71	22,679.34
Schaefer	Daniel	926	\$ 9,498.83	\$ 9,622.71	188.65
Schafer	Kimberly	1017	\$ 30,000.00	\$ 31,554.27	4,556.48
Schleifer	Robert			\$ 2,386.08	4,963.72
Schleifer	William	592	\$ 2,366.91	\$ 2,316.43	3,448.41
Schmidt	Dennis	634	\$ 17,794.10	\$ 17,049.77	2,890.55
Schmidt	Dennis	1068	\$ 17,794.10		
Seidman	Jeffrey	324	\$ 62,750.00	\$ 67,098.26	32,730.81
Sharp	Bradley or Debra			\$ 4,926.58	5,491.71
Sheaffer	Anna	838	\$ 5,300.59	\$ 34,105.01	12,113.42
Sheaffer	Anna	860	\$ 3,158.69		
Sheaffer	Anna	861	\$ 15,920.45		
Sheaffer	Anna	862	\$ 9,725.28		
Shelley	Tara	915	\$ 4,008.10	\$ 4,008.10	800.00
Sinnott	J. William	no claim		\$ 26,856.43	2,450.00
Sinnott	Kathleen	no claim		\$ 26,717.28	9,125.00
Smith	Elaine	146	\$ 61,800.00	\$ 61,863.37	1,641.73
Solomon	Stephen M.	1026	\$ 5,000.00	\$ 5,379.81	4,941.27
Spaulding	D.L.	73	\$ 614,353.00	\$ 645,770.61	12,075.84
Stafford	Barbara			\$ 10,575.04	16,583.20
Starke	James	125	\$ 126,209.33	\$ 127,558.43	61,022.03
Starke	Diana	126	\$ 137,567.15	\$ 138,998.74	58,021.05
Starke	Diana	126	\$ 137,567.15	\$ 138,998.74	1,399.65
Swanson	Eric	903	\$ 87,980.32	\$ 87,980.32	26,704.36
The Jane D. Weiss Family Foundation		975	\$ 157,710.84		24,621.00
The Weiss Trust				\$ 940,848.77	231,954.56
Thomas	Gertrude	557	\$ 52,586.85	\$ 52,586.85	8,463.03

"Net Winners"

Last Name	First Name	Claim Number	Proof of Claim Amount	Scheduled Amount	Net Winner Amount
Thompson	David and Rachel			\$ 363,449.90	184,000.13
Thompson	Marian	447	\$ 284,670.45	\$ 284,716.36	72,157.52
Thompson	Susan	361	\$ 481,676.04	\$ 406,276.44	11,776.06
Thorpe	Joan and Albert	287	\$ 5,000.00	\$ 5,526.53	1,098.86
Tully	Barry	434	\$ 20,592.66	\$ 20,592.66	22,494.12
Tursi	Robert	535	\$ 76,727.86	\$ 76,727.86	148,605.04
Weatherford	Dale or Connie	5	\$ 356,803.10	\$ 74,371.93	355,877.33
Weatherford	Dale or Connie	1052	\$ 356,803.10		
Webb	Thomas	725	\$ 80,151.85	\$ 80,151.85	166,977.61
Webb	PD fr Tom Webb #3887				5,775.00
Webb	Thomas or Judy			\$ 80,151.85	1,568.51
Webb	Thomas	731	\$ 212,509.87		
Wingo	Herbert			\$ 526.43	2,000.00
Wisner	Lauren	894	\$ 11,000.00	\$ 11,187.85	6,162.50
Wisner	Lauren	964	\$ 11,000.00		
Wolf	Todd	532	\$ 4,000.83	\$ 4,000.83	2,336.86
Young	James			\$ 5,854.16	9,764.47