

Peggy Hunt (Utah State Bar No. 6060)  
Nathan S. Seim (Utah State Bar No. 12654)  
**DORSEY & WHITNEY LLP**  
136 South Main Street, Suite 1000  
Salt Lake City, UT 84101-1685  
Telephone: (801) 933-7360  
Email: [hunt.peggy@dorsey.com](mailto:hunt.peggy@dorsey.com)  
[seim.nathan@dorsey.com](mailto:seim.nathan@dorsey.com)

*Attorneys for D. Ray Strong, Liquidating Trustee of the  
Consolidated Legacy Debtors Liquidating Trust*

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH**

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In re:

CASTLE ARCH REAL ESTATE INVESTMENT  
COMPANY, LLC; CAOP MANAGERS, LLC;  
CASTLE ARCH KINGMAN, LLC; CASTLE  
ARCH SECURED DEVELOPMENT FUND,  
LLC; CASTLE ARCH SMYRNA, LLC; CASTLE  
ARCH STAR VALLEY, LLC; *and*

CASTLE ARCH OPPORTUNITY PARTNERS I,  
LLC; CASTLE ARCH OPPORTUNITY  
PARTNERS II, LLC,

Debtors.

Case Nos. 11-35082, 11-35237,  
11-35243, 11-35242 and 11-35246  
(Substantively Consolidated)

Case Nos. 11-35241 and 11-35240  
(Jointly Administered)

(Chapter 11)  
The Honorable Joel T. Marker

- Affects All Debtors
- Affects Only the Substantively Consolidated Debtors
- Affects only Castle Arch Opportunity Partners I, LLC
- Affects only Castle Arch Opportunity Partners II, LLC

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**NOTICE OF TRUSTEE'S MOTION SEEKING AUTHORIZATION AND APPROVAL OF (1) SALE OF PROPERTY, INCLUDING AND RELATING TO REAL PROPERTY LOCATED IN MOHAVE COUNTY, ARIZONA, OUT OF THE ORDINARY COURSE OF BUSINESS, FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND INTERESTS, AND SUBJECT TO HIGHER AND BETTER OFFERS, PURSUANT TO 11 U.S.C. § 363(b) AND (f) AND FEDERAL RULES OF BANKRUPTCY PROCEDURE 2002 AND 6004; (2) PROPOSED SALE PROCEDURES; AND (3) PAYMENT OF COSTS OF SALE, INCLUDING COMMISSION TO REAL ESTATE BROKER AND NOTICE OF OPPORTUNITY FOR HEARING**

**Higher and Better Bid Deadline: March 10, 2015  
Objection Deadline: March 10, 2015  
Reserved Hearing Date: March 23, 2015 at 2:00 p.m. (Mountain Time)**

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**PLEASE TAKE NOTICE** that D. Ray Strong (the “Trustee”), as the Liquidating Trustee of the Consolidated Legacy Debtors Liquidating Trust (the “Legacy Trust”) and the post-confirmation estate representative for the consolidated bankruptcy estates of Castle Arch Real Estate Investment Company, LLC, CAOP Managers, LLC, Castle Arch Kingman, LLC, Castle Arch Smyrna, LLC, Castle Arch Secured Development Fund, LLC and Castle Arch Star Valley, LLC, has entered into a *Real Estate Purchase and Sale Agreement* (the “Purchase Agreement”) for the sale of approximately 236.57 acres of real property located in Rutherford County, Tennessee, including interests related to such land (collectively, the “Property”) to UNS Electric, Inc. or an appropriate assignee thereof (the “Buyer”), or to a person making a higher and better offer prior to the Higher and Better Bid Deadline set forth below. A full description of the Property is set forth in the Purchase Agreement. **HIGHER AND BETTER OFFERS FOR THE PROPERTY ARE WELCOME PURSUANT TO THE INSTRUCTIONS SET FORTH IN THIS NOTICE.**

**PLEASE TAKE FURTHER NOTICE** that in connection therewith, the Trustee has filed the *Trustee’s Motion Seeking Authorization and Approval of (1) Sale of Property, Including and Relating to 236 Acres of Real Property Located in Mohave County, Arizona, Out of the Ordinary Course of Business, Free and Clear of Liens, Claims, Encumbrances and Interests, and Subject to Higher and Better Offers, Pursuant to 11 U.S.C. § 363(b) and (f) and Federal Rules of Bankruptcy Procedure 2002 and 6004; (2) Proposed Sale Procedures; and (3) Payment of Costs of Sale, Including Commission to Real Estate Broker* (the “Motion”), which seeks Court approval of the Purchase Agreement and authorization from the Court to sell the Property to the Buyer as set forth in the Purchase Agreement, or to any higher and better offeror. The Trustee is also seeking approval to pay the costs of sale from the sale proceeds, including real estate commissions.

A copy of the Motion, which includes a copy of the Purchase Agreement as Exhibit A, has been served electronically via the Court’s CM/ECF system on the Office of the United States Trustee and on

all parties who receive electronic service in the above-captioned case. A copy of the Motion is also posted on the Trustee's website at [www.castlearchtrustee.com](http://www.castlearchtrustee.com). You should refer to the Purchase Agreement for all terms of the proposed sale. *If you have not received a copy of the Motion and Purchase Agreement and you would like one, you may obtain a copy by requesting it from the undersigned counsel or going to the Trustee's website.*

**YOUR RIGHTS MAY BE AFFECTED.**

**PLEASE TAKE FURTHER NOTICE that you should carefully read this Notice, as well as the Motion and Purchase Agreement, and discuss them with your attorney, if you have one. If you do not have an attorney, you may wish to consult one.**

**HIGHER AND BETTER OFFERS ARE WELCOME**

**PLEASE TAKE FURTHER NOTICE** that the proposed sale of the Property is subject to higher and better offers. The purchase price for the Property offered by the Buyer is \$413,058.00, which is not subject to any survey of the Property. **IF YOU DESIRE TO SUBMIT A HIGHER AND BETTER OFFER FOR THE PROPERTY, YOU MUST DO SO PRIOR TO MARCH 10, 2015 (the "Higher and Better Bid Deadline").**

All competing offers must be (1) made in writing; (2) submitted to the Trustee through his counsel at [scim.nathan@dorsey.com](mailto:scim.nathan@dorsey.com) prior to the expiration of the Higher and Better Bid Deadline; and (3) accompanied by a cash deposit in the amount of \$25,000.00 and evidence of ability to perform (a "Qualified Bid"). The Trustee will not consider any offer that does not meet the requirements of a Qualified Bid. If a Qualified Bid is determined to be the highest and best offer, the \$25,000.00 will be applied to the purchase price. If a Qualified Bid is determined not to be the highest and best offer, the \$25,000.00 will be returned to the person submitting the Qualified Bid. Whether a Qualified Bid constitutes a higher and better will be determined by the Trustee in his sole and absolute discretion.

In the event that Qualified Bids are submitted, the Trustee will provide copies of the Qualified Bids to the Buyer and all other persons submitting Qualified Bids. If the Trustee determines that it is appropriate, the Trustee may conduct an auction prior to the date of the hearing on the Motion, inviting the Buyer and all those who have submitted Qualified Bids to participate.

**FREE AND CLEAR, AS IS SALE**

**PLEASE TAKE FURTHER NOTICE** that pursuant to the Purchase Agreement and 11 U.S.C. § 363(b) and (f), the proposed sale of the Property is “AS IS,” “WHERE IS,” and free and clear of any financial liens, security interests, mortgages, deeds of trust, financial encumbrances, judgment liens, accrued and unpaid taxes and assessments constituting a lien, and mechanics' or materialmen's liens. Other than taxes associated with the Property that will be paid from the sale proceeds, the Trustee is unaware of any liens, claims encumbrances or financial interests against the Property. Notwithstanding, to the extent that any such interests exist, they will attach to the net sale proceeds upon the Court's entry of an Order granting the Motion and approving the Purchase Agreement. *Failure to assert an interest in the Property prior to the time the sale is approved by the Court shall be deemed a waiver of any interest in the net sale proceeds.*

**NOTICE OF RESERVED HEARING**

**PLEASE TAKE FURTHER NOTICE** that a hearing on the Motion has been scheduled for **March 23, 2015 at 2:00 p.m. (Mountain Time)** before The Honorable Joel T. Marker at the United States Bankruptcy Court, Room 341 of the Frank E. Moss United States Courthouse, 350 South Main Street, Salt Lake City, Utah 84101. **NO HEARING WILL BE CONDUCTED ON THE MOTION UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE COURT ON OR BEFORE THE OBJECTION DEADLINE SET FORTH BELOW OR COMPETING OFFERS ARE SUBMITTED TO THE TRUSTEE PRIOR TO THE HIGHER AND BETTER BID DEADLINE.**

**OBJECTION PROCEDURES**

**PLEASE TAKE FURTHER NOTICE** that if you do not want the Court to grant the relief requested in the Motion, or if you want the Court to consider your views on any portion of the Motion, including but not limited to the sale of the Property to the Buyer, the Trustee's request for authorization to pay costs associated with the sale, or any interests you may assert in the Property, then you or your attorney must do the following:

(1) On or before **March 10, 2015**, file with the Court a written objection explaining your position, at:

Clerk of the Court  
United States Bankruptcy Court  
350 South Main Street, Room 301  
Salt Lake City, UT 84101

(2) If you mail your objection to the Court, you must mail it early enough so that the Court **actually receives it on or before March 10, 2015**. You must also mail a copy of your objection to the Trustee's undersigned counsel at 136 South Main Street, Suite 1000, Salt Lake City, Utah 84101.

(3) You must also attend the hearing on the Motion on **March 23, 2015 at 2:00 p.m.** (**Mountain Time**) before The Honorable Joel T. Marker at the United States Bankruptcy Court, Room 341 of the Frank E. Moss United States Courthouse, 350 South Main Street, Salt Lake City, Utah 84101. **There will be no further notice of the hearing**, and failure to attend the hearing will be deemed a waiver of your objection.

**PLEASE TAKE FURTHER NOTICE** that if you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the Motion and may enter an Order granting that relief. *Pursuant to the Court's Local Rules, absent timely filing and service of objections to the Motion, the Trustee will ask the Court to enter an Order approving the Motion without a hearing, and the reserved hearing noted above will be stricken.*

DATED this 19th day of February, 2015.

**DORSEY & WHITNEY LLP**

/s/ Peggy Hunt

Peggy Hunt

Nathan S. Seim

*Attorneys for D. Ray Strong, Trustee*

**CERTIFICATE OF SERVICE – BY NOTICE OF ELECTRONIC FILING (CM/ECF)**

I hereby certify that on February 19, 2015, I electronically filed the foregoing **NOTICE OF TRUSTEE'S MOTION SEEKING AUTHORIZATION AND APPROVAL OF (1) SALE OF PROPERTY, INCLUDING AND RELATING TO REAL PROPERTY LOCATED IN MOHAVE COUNTY, ARIZONA, OUT OF THE ORDINARY COURSE OF BUSINESS, FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND INTERESTS, AND SUBJECT TO HIGHER AND BETTER OFFERS, PURSUANT TO 11 U.S.C. § 363(b) AND (f) AND FEDERAL RULES OF BANKRUPTCY PROCEDURE 2002 AND 6004; (2) PROPOSED SALE PROCEDURES; AND (3) PAYMENT OF COSTS OF SALE, INCLUDING COMMISSION TO REAL ESTATE BROKER AND NOTICE OF OPPORTUNITY FOR HEARING** (the "Notice") with the United States Bankruptcy Court for the District of Utah by using the CM/ECF system. I further certify that the parties of record in this case, as identified below, are registered CM/ECF users.

- Gregory J. Adams gadams@mbt-law.com
- Adam S. Affleck asa@pyglaw.com, debbie@princeyeates.com;docket@princeyeates.com
- Troy J. Aramburu taramburu@swlaw.com, rmaxwell@swlaw.com;docket\_slc@swlaw.com
- Jeffrey M. Armington armington.jeff@dorsey.com
- Julie A. Bryan julie@crslaw.com, diana@crslaw.com;joshua@crslaw.com
- Mona Lyman Burton mburton@hollandhart.com, ckelly@hollandhart.com;intaketeam@hollandhart.com;slclitdocket@hollandhart.com
- Schuyler G. Carroll scarroll@perkinscoie.com, Dolsky-efile@perkinscoie.com
- Leonard J. Carson len@pearsonbutler.com, kylie@pearsonbutler.com
- William H. Christensen wchristensen@larsenrico.com, ogappmayer@larsenrico.com;fileclerk@larsenrico.com
- Andrew B. Clawson andrew@abclawutah.com, kylie@pearsonbutler.com
- T. Edward Cundick tec@princeyeates.com, heidi@princeyeates.com;docket@princeyeates.com
- Anna W. Drake annadrake@att.net
- Jodi Knobel Feuerhelm jfeuerhelm@perkinscoie.com, blumm@perkinscoie.com;docketPHX@perkinscoie.com
- Jennie B. Garner garner.jennie@dorsey.com
- Eric D. Goldberg egoldberg@gordonsilver.com
- Eric D. Goldberg egoldberg@stutman.com
- Sarah Goldberg goldberg.sarah@dorsey.com
- David R. Hague dhague@fabianlaw.com, dromero@fabianlaw.com
- George B. Hofmann gbh@pkhlawyers.com, dh@pkhlawyers.com;jt@pkhlawyers.com
- Mary Margaret Hunt hunt.peggy@dorsey.com, long.candy@dorsey.com;stauffer.erin@dorsey.com;slc.lit@dorsey.com
- Mary Margaret Hunt hunt.peggy@dorsey.com, long.candy@dorsey.com;stauffer.erin@dorsey.com;slc.lit@dorsey.com
- Jennifer A. James jaj@clydesnow.com, mcarter@clydesnow.com
- Lon A. Jenkins jenkins.lon@dorsey.com, daniels.heidi@dorsey.com
- Neil A. Kaplan nak@clydesnow.com, mcarter@clydesnow.com
- Penrod W. Keith pkeith@djplaw.com, khughes@djplaw.com
- Penrod W. Keith pkeith@djplaw.com, khughes@djplaw.com
- Michael L. Labertew michael@labertewlaw.com
- Mark A. Larsen mlarsen@larsenrico.com, wchristensen@larsenrico.com;ogappmayer@larsenrico.com

- Ralph R. Mabey [rmabey@kmclaw.com](mailto:rmabey@kmclaw.com)
- Christopher J Martinez [martinez.chris@dorsey.com](mailto:martinez.chris@dorsey.com), [stauffer.erin@dorsey.com](mailto:stauffer.erin@dorsey.com)
- Adelaide Maudsley [maudsley@chapman.com](mailto:maudsley@chapman.com)
- Lance E. Miller [lancemiller@americanapparel.net](mailto:lancemiller@americanapparel.net)
- John T. Morgan [john.t.morgan@usdoj.gov](mailto:john.t.morgan@usdoj.gov),  
James.Gee@usdoj.gov;Lindsey.Huston@usdoj.gov;Suzanne.Verhaal@usdoj.gov
- Jeffrey P. Mortimer [jeff@rulontburton.com](mailto:jeff@rulontburton.com)
- Oliver K. Myers [myersok@msn.com](mailto:myersok@msn.com)
- David Olsky [dolsky@perkinscoie.com](mailto:dolsky@perkinscoie.com)
- Rick Poster [Rick@posterlaw.com](mailto:Rick@posterlaw.com)
- Jon A Reed [jreed@larsenrico.com](mailto:jreed@larsenrico.com)
- Knute A. Rife [KARife@RifeLegal.com](mailto:KARife@RifeLegal.com)
- Lee Rudd [leerudd@ruddlaw.com](mailto:leerudd@ruddlaw.com), [leerudd@gmail.com](mailto:leerudd@gmail.com);G5697@notify.cincompass.com
- Nathan Seim [seim.nathan@dorsey.com](mailto:seim.nathan@dorsey.com)
- Nathan Seim [seim.nathan@dorsey.com](mailto:seim.nathan@dorsey.com)
- Jeremy C. Sink [jsink@mbt-law.com](mailto:jsink@mbt-law.com)
- James A Sorenson [jsorenson@rqn.com](mailto:jsorenson@rqn.com), [tpahl@rqn.com](mailto:tpahl@rqn.com);docket@rqn.com
- Stephen G. Stoker [sgstoker@stokerswinton.com](mailto:sgstoker@stokerswinton.com), [sgstokerlc@gmail.com](mailto:sgstokerlc@gmail.com)
- D. Ray Strong [trstrong@brg-expert.com](mailto:trstrong@brg-expert.com)
- Gerald H. Suniville [gsuniville@vancott.com](mailto:gsuniville@vancott.com), [docketing@vancott.com](mailto:docketing@vancott.com)
- Marca Tanner [marca.tanner@gmail.com](mailto:marca.tanner@gmail.com)
- United States Trustee USTPRegion19.SK.ECF@usdoj.gov
- Russell S. Walker [rwalker@wklawpc.com](mailto:rwalker@wklawpc.com), [ckirk@wklawpc.com](mailto:ckirk@wklawpc.com)
- Kim R. Wilson [bankruptcy\\_krw@scmlaw.com](mailto:bankruptcy_krw@scmlaw.com)
- Brock N. Worthen [bworthen@swlaw.com](mailto:bworthen@swlaw.com), [hsias@swlaw.com](mailto:hsias@swlaw.com)
- Richard L. Wynne [rlwynne@jonesday.com](mailto:rlwynne@jonesday.com)

I further certify that on February 19, 2015, the Notice was served via U.S. First Class Mail, postage prepaid, to the following:

Lingenfelter Investments Limited Partnership  
c/o S&V Acceptance, LLC (Registered Agent)  
7920 East Thompson Peak Parkway, Suite 150  
Scottsdale, AZ 85255

Commerce Real Estate Solutions  
170 South Main Street, Suite 1600  
Salt Lake City, Utah 84101

I further certify that on February 19, 2015, the Notice was emailed to the following:

Mohave County  
[christine.ballard@mohavecounty.us](mailto:christine.ballard@mohavecounty.us)

UNS Energy Corp.  
[MJerden@tep.com](mailto:MJerden@tep.com)  
[AWelander@tep.com](mailto:AWelander@tep.com)



I further certify that on February 19, 2015, the Notice was served via U.S. First Class Mail, postage prepaid, to all parties listed on the attached Exhibit A, which parties comprise the entire mailing matrix in the above-captioned bankruptcy cases.

/s/ Peggy Hunt

# EXHIBIT A

Tennessee Department of Revenue  
c/o TN Attorney General's Office  
Bankruptcy Division  
P.O. Box 20207  
Nashville, Tennessee 37202-0207

Andrew T. Feola  
Prince Yeates & Geldzahler  
15 West South Temple, #1700  
Salt Lake City, UT 84101-1549

Christi Ulrich  
4052 Figaro Circle  
Huntington Beach, CA 92649-3008

Victoria Chivington  
4220 Herschel Avenue #802  
Dallas, TX 75219

Amanda Williams  
413 Ave G unit 1  
Redondo Beach, CA 90277

Dorothy Fest  
145 Cielo Ln #305  
Novato, CA 94949

Living Trust 2003  
c/o Ralph Hill  
10764 W. Locust Ln.  
Avondale, AZ. 85323

Kenneth J. Scharmann  
361 Covington Terrace  
Buffalo Grove, Illinois 60089

Gustavo Palau IRA  
23496 Mariner Way  
Moreno Valley, CA 92557

Marilyn Meinzer  
IRA Fidelity  
328 Longacres Lane  
Palatine, IL 60067

Melodee Dougherty  
3315 Highlands Bridge Road  
Sarasota, FL 34235

Magic Mountain Trust  
c/o Ronald A. Fullerton  
Successor Trustee  
5508 N. Arroyo Grande Drive  
Tucson, AZ 85718

Dan and Titania Kishi  
10162 Briley Way  
Villa Park, CA. 92861

Kirby Cochran  
692 Cherapple Circle  
Orem, UT 84097-7339

Christian Carrillo  
715 Owen Avenue  
Huntington Beach, CA 92648-2515

Flobridge LLC  
691 W. 1200 North #100  
Springville, UT 84663-3089

David R. Hague  
Fabian & Clendenin  
215 South State Street, #1200  
Salt Lake City, UT 84111-2323

Internal Revenue Service  
IRS – Kenny Walker  
50 South 200 East M/S 5021  
Salt Lake City, UT 84111

Jeff & Brenda Austin  
16246 Santa Barbara Lane  
Huntington Beach, CA 92649-2177

Michael L. Labertew  
Labertew & Associates, LLC  
4764 South 900 East #3  
Salt Lake City, UT 84117-4990

Longview Financial Group Inc  
Schrader & Schoenberg LLP  
711 Third Avenue #1803  
New York, NY 10017-4050

James & Christine Dean  
1944 Glendon Ave., #308  
Los Angeles, CA 90025-4623

Meo-Castle Arch Distress, Ptners  
3452 E. Foothill Blvd., Suite 230  
Pasadena, CA 91107-3196

INT MGMT, INC.  
c/o Charles A. Darcy  
155 Littleworth Lane  
Sea Cliff, NY 11579

Christine Frantonius  
7720 Monroe Street  
Forest Park, IL 60130-1725

Philip J. Polich  
10645 N Tatum Blvd., Ste 200-681  
Phoenix, AZ 85028-3068

Timothy Geenen  
253 W. Wisconsin Ave  
Kaukauna, WI 54130

Christopher Gutkowski  
34366 Tangueray Drive  
Grayslake, IL 60030-1747

Tooele County Treasurer  
47 S. Main  
Tooele, UT 84074-2148

United States Trustee  
Ken Garff Building  
405 South Main Street, #300  
Salt Lake City, UT 84111-3402

Christopher Lothrop  
130 West Glendale Terrace  
Roselle, IL 60172-3542

William Warwick  
1063 Ocean Ridge Drive  
Wilmington, NC 28405-5287

Aaron Burchland  
3351 Yates Avenue  
Gilman, IA 50106-9338

Arron Moorehead  
2031 Northside Drive  
Blacksburg, VA 24060

Christopher Perry  
2506 Blossom Lane #B  
Redondo Beach, CA 90278-2002

Akira Rikimaru  
26202 Canary Court  
Lake Forest, CA 92630-7271

Alan Davis  
7749 E. Camino Del Monte  
Scottsdale, AZ 85255-6148

Christopher Russell  
229 La Jolla Drive  
Newport Beach, CA 92663-4100

Alanna Tam  
2433 39<sup>th</sup> Avenue  
Sacramento, CA 95822-3621

Albertina Charry  
1219 SE 23 Place, Z  
Cape Coral, Florida 33990-1986

Cindy Kim  
7770 Blue Mist Ct.  
Corona, CA 92880-3210

Alice Chuan  
990 Cartier Lane  
Foster City, CA 94404-2977

Allan & Patricia Dietrich  
10755 North Road  
Leavenworth, WA 98826-9516

Ciro Cirrincione  
19 S. Meadow Court  
South Barrington, IL 60010-9554

Allen Wellons  
PO Box 986  
Smithfield, NC 27577-0986

Allison McCord  
271 East 450 North  
Lindon, UT 84042-1412

Claud Brown  
1679 Soniat Street  
New Orleans, LA 70115-4957

Amanda Janssen  
1161 Little Fox Lane  
Gem Lake, MN 55110-4111

Amy Johnson  
1281 Oak Circle  
Heber, UT 84032-4126

Colin Mangham  
3377 Coy Drive  
Sherman Oaks, CA 91423

Andrew Deloje  
2118 Wilshire #1142  
Santa Monica, CA 90403-5704

Andrew Pechy  
23813 Prospect Valley Drive  
Diamond Bar, CA 91765-1639

Andrew Benis  
26685 El Mar Drive  
Mission Viejo, CA 92691-6105

Anita Santarelli  
3 Saint Croix  
Laguna Niguel, CA 92677-5123

Anthony Chen  
3335 Brittan Ave., Apt. 2  
San Carlos, CA 94070-3437

Anthony Scimeca  
9959 East Addy Way  
Scottsdale, AZ 85262

Armand Devries  
3933 Virginia Road #108  
Long Beach, CA 90807-2645

Armando Carrillo  
715 Owen Avenue  
Huntington Beach, CA 92648-2515

Connie Mitchell  
6737 Alamo Way  
La Mesa, CA 91942-5807

Connie Smrecek  
9255 Lynn Wood Road  
Waconia, MN 55387-9552

Constance Marshall  
353 S. Burton  
Arlington Hills, IL 60005-2063

Constance Seeliger  
N5698 Lock Road  
Princeton, WI 54968-8360

AT&T  
PO Box 30218  
Los Angeles, CA 90030-0218

Norman & Audrey Banbury  
39717 Keilty Ct.  
Murrieta, CA 92563

CT Corporation  
PO Box 4349  
Carol Stream, IL 60197-4349

Aurora Chase  
952279 Wembley Drive  
South Bend, IN 46637

Alfonso Iniguez  
732 E. Lehi Road  
Mesa, AZ 85203

Curtis Campbell  
17501 East 17<sup>th</sup> St., Ste. 100  
Tustin, CA 92780-7924

Albertina Charry  
PO Box 652  
Killen, AL 35635-0652

Paul Anderson  
Ray Quinney & Nebeker PC  
36 South State, #1400  
Salt Lake City, UT 84111-1451

Andrew Feola  
c/o Steven B. Kotulak, Esq.  
660 South Figueroa St., #1990  
Los Angeles, CA 90017-3429

C A Stock and Land LLC  
14011 SE 51<sup>st</sup> PL  
Bellevue, WA 98006

Troy J. Aramburu  
Snell & Wilmer LLP  
15 West South Temple, #1200  
Salt Lake City, UT 84101-1547

Kiran Rajbhandary  
134A Pueblo Lane  
Topanga, CA 90290

Kazell A Pugh  
7332 Capilano Drive  
Solon, OH 44139

Barbara Broyles  
25444 North 65<sup>th</sup> Avenue  
Phoenix, AZ 85083-1814

Kenyon Degrift Separate Property  
2053 Mariposa East Unit B  
Laguna Wood, CA 92637

Claugus & Mitchell LLP  
110 Wall Street Ste. 2700  
New York, NY 10005-3803

Barbara Mills  
8825 Laurena Drive  
Ovid, MI 48866-9519

Beckner  
847 Meadow Creek Ct.  
Walnut Creek, CA 94596-5346

Cohne Rappaport & Segal  
257 East 200 South #700  
Salt Lake City, UT 84111-2071

Bill Davis  
3554 49<sup>th</sup> Street  
Molind, IL 61265-6656

Bonnie MacKinnon  
1546 Elm Street  
San Carlos, CA 94070-4944

Brett Lichty  
930 4<sup>th</sup> Avenue S  
Libertyville, IL 60048-3429

Brian Hampton  
1817 Wildberry Drive Unit H  
Glenview, IL 60025-1738

Brian Wong  
39 Clear Creek  
Irvine, CA 92620-0201

Brian Workman  
27 Wellington Drive  
Basking Ridge, NJ 07920-3825

Victor Copeland  
Parsons Kinghorn Harris  
111 East Broadway, Ste. 1100  
Salt Lake City, UT 84111-5233

T. Edward Cundick  
Prince Yeates & Geldzahler  
15 West South Temple, #1700  
Salt Lake City, UT 84101-1549

Dale Jennings  
17238 Sandra Lee Lane  
Huntington Beach, CA 92649-4355

Bruce Brock  
140 Wildwood Place  
Elk Grove, IL 60007-1782

Bruce Edelson  
2020 Seneca  
Mount Prospect, IL 60056-1740

Dan Harari  
3617 Exposition Blvd.  
Los Angeles, CA 90016-4821

Byoung Yang  
13100 Melanie Lane #47  
Westminster, CA 92683-8213

Byron Van Slovis  
13234 Clyde Park Avenue  
Hawthorne, CA 90250-4916

Bank of Star Valley  
PO Box 928  
Thayne, WY 83127-0928

Bank of Star Valley  
Sharon Walker Sr. VP  
PO Box 928  
Thayne, WY 83127-0928

Phyllis Rotter  
113 E 12<sup>th</sup> Ave  
Naperville, IL 60563

Daniel Maga  
60 Park Lane  
PO Box 192  
Golf, IL 60029-0192

William Davidson  
2 Strauss Terrace  
Rancho Mirage, CA 92270-4075

William Grundy  
65 Covered Bridge Road  
Barrington, IL 60010-9524

Broadway Copy, ATT: Frank Moran  
c/o OC Printing Services  
1652 S. Minnie Street  
Santa Ana, CA 92707-2402

Mona Lyman Burton  
Holland and Hart  
222 S. Main Street, Ste. 2200  
Salt Lake City, UT 84101-2194

Daniel Bank  
28 Marana  
San Clemente, CA 92673-2743

Carolee Shepard  
108 Cherokee Circle  
Chapel Hill, NC 27514-2718

Carolyn Treadway  
5162 Bridgewood Drive  
LaPalma, CA 90623-1711

Charlene Ring  
1319 Hollywood  
Glenview, IL 60025-2223

Charles Gilkison  
400 Collins Road, NE  
Mail Stop 192-103  
Cedar Rapids, IA 52498-0505

Daniel Chiu  
2275 Huntington Drive, #534  
San Marino, CA 91108-2640

Charles Moniak  
8231 Kingsdale Drive  
Huntington Beach, CA 92646-3827

Charles Rosenberg  
51 Silver Pine  
Newport Coast, CA 92657-1541

Daniel Dohnalek  
325 Ahwahnee Road  
Lake Forest, IL 60045-2012

Cheryl Kutsch  
1524 Pfingsten Road  
Glenview, IL 60025-1246

Cheryl Witteveen  
28842 Top of the World Drive  
Laguna Beach, CA 92651-2072

Daniel Maga II  
320 Vincent Court  
Lake Bluff, IL 60044

Chris Cushman  
2700 Bayside Drive  
Corona Del Mar, CA 92652-2933

Chris Thue  
6181 E. Vernon Street  
Long Beach, CA 90815-2238

Daniel Moninger  
551 Viking Drive  
Batavia, IL 60510-3288

Daniel Peterson  
2402 Knowlton Drive  
West Dundee, IL 60118-3529

Daniel Reeve  
76 Vermillion  
Irvine, CA 92603-0613

Daniel Rotter CFP® – Investment Advisor  
Representative  
Hampton Financial Services, Inc. – Registered  
Investment Advisor  
113 E. 12th Avenue  
Naperville, IL 60563

Darlene Mason-Lockett  
2832 Arbor Road  
Lakewood, CA 90712-3332

Dave Groesch  
317 Bel Air Drive  
Glenview, IL 60025-4806

David Cirone  
977 North Avenue  
Des Plaines, IL 60016-3219

David Ebert  
951 N. Haddow  
Arlington Heights, IL 60004-5653

David Johnson  
3629 E. Vista Street  
Long Beach, CA 90803-6013

David MacMillan  
18 Sweetbay Road  
Ranch Palos Verdes, CA 90275-5914

David Okada  
19769 Glan Brae Drive  
Saratoga, CA 95070-5015

David Paton  
8748 Beeman Road  
Chelsea, MI 48118-9427

David Tsai  
2380 Coniston Pl  
San Marino, CA 91108.

Deborah Barkin  
905 Molino Avenue  
Long Beach, CA 90804-4775

Dena Skoko  
1078 E Ocean Blvd. 17  
Long Beach, CA 90802-5587

Denise Snep  
570 Dunhill Drive  
Lake Zurich, IL 60047-2445

Diana Pizza  
2347 Via Subria  
Vista, CA 92084-2837

Donald Baker  
4717 Grand Ave., Ste. 400  
Kansas City, MO 64112-2206

Donald Hohs  
9242 Mamora Avenue  
Morton Grove, IL 60053-1508

Donald Knoeck  
140 Second Street, East  
Waconia, MN 55387-1505

Donald Zifchak  
1 Channel Drive Unit 510  
Monmouth Beach, NJ 07750-1341

NFS LLC FMTC FBO WILLIAM  
35555 Spur Highway PMB 398  
Soldotna, AK 99669

Douglas Colletti  
787 Blue Jay Circle  
Elk Grove, IL 60007-6923

Dusty Whitted  
1625 S. La Brea Ave #2  
Los Angeles, CA 90019-5435

Dwayne Beckner  
20327 Wynford Lane  
PO Box 8419  
Northridge, CA 91327-8419

Daily Brand LLC  
3377 Coy Drive  
Sherman Oaks, CA 91423

David Demerest  
10367 E Rosemary Lane  
Scottsdale, AZ 85255-8679

Patricia Denison  
3486 Waha Road  
Kalaheo, HI 96741-9602

Dorothy Grundy  
1990 Walnut Avenue  
Oshkosh, WI 54901-2263

Dr. Nolan & Kimberly Higa  
c/o Steven B. Kotulak, Esq.  
660 S. Figueroa St #1990  
Los Angeles, CA 90017-3429

E. Raymond  
45 N. Addison Road  
Addison, IL 60101-3805

Edward & Barbara Broyles  
3942 W. Questa Drive  
Glendale, AZ 85310-3253

Edward Lieberman  
2525 Edenderry Drive  
Colorado Springs, CO 80919-3866

Edward Porento  
1917 Westleigh Drive  
Glenview, IL 60025-7612

Matthew and Elizabeth Briggs  
601 E. Irving Park Road  
Roselle, IL 60172-2361

Elizabeth Trimble  
331 Natalie Drive  
West Chicago, IL 60185-5056

Gary and Ellen Stoermer  
324 Susquehanna Avenue  
Placentia, CA 92870-2630

Emile Gauvreau  
1411 NE 33<sup>rd</sup> Street  
Cape Coral, FL 33909-3336

Entrada Capital Management  
1284 W. Flint Meadow Drive #D  
Kaysville, UT 84037-9590

Eric Proud  
248 N. Evergreen Avenue  
Elmhurst, IL 60126-2650

Erick Zamboni  
1557 SW Nancy Way Ste 104  
Bend, OR 97702

Esther Lan  
PO Box 14993  
Irvine, CA 92623-4993

Ewhen Gene Kulyk  
1022 Highland Lane  
Glenview, IL 60025-2540

Entrust Arizona LLC  
20860 N. Tatum Blvd #240  
Phoenix, AZ 85050-4280

Floyd Grundy  
1990 Walnut Street  
Oshkosh, WI 54901-2263

Frank Monte  
565 Stafford Avenue  
Staten Island, NY 10312-2753

Frederick Garcia  
PO Box 40  
Patton, CA 92369-0040

Fortius Financial Advisors  
136 East South Temple #1025  
Salt Lake City, UT 84111-1113

Gabrielle Belkin  
20652 Chaucer Lane  
Huntington Beach, CA 92646-5810

Garry Sheline  
1849 Poinsettia Street  
Long Beach, CA 90805-3137

Gary Gedeon  
8 Mujeres Lane  
Hot Springs Village, AR 71909

Gary Perkovac  
45 Glenflow Ct  
Glendale, CA 91206-1731

Gary Lamarca  
1820 NW 188<sup>th</sup> St., #200  
Des Moines, IA 50235

George Steven  
12366 Hollyhock Drive #1  
Rancho Cucamonga, CA 91739-8084

George Vendelin  
616 Casita Way  
Los Altos, CA 94022-1763

Andrew MacLeod  
234 Dennis Lane  
Glencoe, IL 60022

Glenn Bible  
16248 Ridge View Drive  
Apple Valley, CA 92307-1264

Golan Levy  
19202 Quietsands Cir  
Huntington Beach, CA 92692-4133

Gregory Spinos  
27 Cambridge Lane  
Lincolnshire, IL 60069-3104

Gregory White  
27433 Iris Avenue  
Mission Viejo, CA 92692-4133

Gail S. Edgell  
197 Greenland Drive  
Lancaster, PA 17602-3393

Tammy B. Georgelass  
Snow Christensen & Martineau  
10 Exchange Place, 11<sup>th</sup> Floor  
Salt Lake City, UT 84145-5000

Ariela Rotschild  
23942 Broadhorn Drive  
Laguna Niguel, CA 92677



Helene Rose  
PO Box 3782  
Palm Desert, CA 92261-3782

Hernan Charry  
5115 N. 81<sup>st</sup> Street  
Scottsdale, AZ 85250-7325

Haren Pate  
506 West Gold Road  
Mt. Prospect, IL 60056-4206

Hugh Matheson  
4625 S. 2300 E. Ste. 209  
Holladay, UT 84117-4582

Illinois Dept of Emp. Security  
Central Region Revenue  
850 East Madison St. 2<sup>nd</sup> Floor  
Springfield, IL 62702-5520

Jack Grundy  
974 Weathervane Lane  
Troy, IL 62294-3140

Jacob Kishon  
4349 Bobwhite Road  
Brea, CA 92823-1805

Jacquest Law  
8551 Lowmead Drive  
Huntington Beach, CA 92646-3940

Jade Crittenden  
29870 Knoll View Drive  
Rancho Palos Verdes, CA 90275-6438

Jaime Fong  
127 N. Florence Avenue  
Monterey Park, CA 91755-2037

James Barrow  
532 W. Moon Valley Drive  
Phoenix, AZ 85023-6231

James Brooks  
12905 S.E. 129<sup>th</sup> Ct.  
Clackamas, OR 97086-1631

Kenneth Prince  
PO BOX 2438  
Sandy, UT 84091

James Hardesty  
35 W. Main St., #B179  
Ventura, CA 93001-2507

James Kato  
9593 La Amapola Ave  
Fountain Valley, CA 92708-5130

James Keene  
11212 Tujunga Canyon Blvd.  
Tujunga, CA 91042-1250

James Losh  
73 Stephanie  
Glen Ellyn, IL 60137-5725

James Mathisen  
4625 S. 2300 E. Ste. 209  
Holladay, UT 84117-4582

James Waldman  
2425 Stanley  
Tustin, CA 92782-1275

James and Janalee Yagow  
N3494 Hooyman Ct  
Appleton, WI 54913-9218

Janet Large  
6315 Dashwood Street  
Lakewood, CA 90713-2019

Janet Smith  
7522 N. Oleander Avenue  
Chicago, IL 60631-4312

Janice Bates  
13977 S. Cedar Glenn Cir  
Herriman, UT 84096-4218

Jason Liddell  
428<sup>th</sup> 16<sup>th</sup> Street  
Huntington Beach, CA 92648

Jason Martini  
1109 West Cross Street  
Ypsilanti, MI 48197-2104

Jay Krigsman  
1 Cherry Hills Drive  
Coto de Caza, CA 92679-4746

Jeff Huang  
16372 Bradbury Lane  
Huntington Beach, CA 92647-3248

Jeffery Wyman  
37874 Sky High Drive  
Murrieta, CA 92562-3079

Jeffrey Baietto  
947 9<sup>th</sup> Street, #6  
Santa Monica, CA 90403-2843

Jeffrey Blank  
968 Gallop Drive  
Loxahatchee, FL 33470-3918

Jeffrey Broder  
635 Clinton Avenue  
Haddonfield, NJ 08033-3805

Jeffrey Schreibner  
9 Clawson Street  
Ladera Ranch, CA 92694-0227

Jeffrey Stonger  
9902 Lapworth Circle  
Huntington Beach, CA 92646-6541

Devona G. Cook  
Estate of Jerald R. Cook  
10335 Antler Creek Drive  
Peyton, CO 80831

Jill Ryan  
6122 E. Phelps Road  
Scottsdale, AZ 85254-1394

Jim Neal  
580 John K Dr., Ste. 103  
Long Beach, CA 90803-6351

Joann Yu  
11860 Lansdale Avenue  
El Monte, CA 91732-4200

Joel Dall  
2090 E. Millstream Lane  
Salt Lake City, UT 84109-2931

Joel Hvidsten  
662 No. Glassell St., Apt 1  
Orange, CA 92867-6770

Joel Rotter  
609 West Pleasant Colony Drive  
Aiken, SC 29803

Joel Sheldon  
6631 Moselle Circle  
Yorba Linda, CA 92886-6439

John Colston  
32952 Danapop/AR  
Dana Point, CA 92629-3103

John Culkin  
2210 Old Glenview Road  
Wilmette, IL 60091-3112

John Hamrick  
3004 Wheatfield Drive  
Marvin, NC 28173-6829

John Hanlin  
1697 Ashcroft Avenue  
Clovis, CA 93611-4590

John Keller  
125 S. Bloomingdale Rd., #11  
Bloomingdale, IL 60108-1216

John Knipf  
10821 Skyline Drive  
Santa Ana, CA 92705-2415

John Lundquist  
21372 W. York Court  
Kildeer, IL 60047-8519

John Quimby  
13473 Paoha Road  
Apple Valley, CA 92308-3727

John Van Orden  
42 Chamomile Ct.  
The Woodlands, TX 77382-2689

John Whisenant  
1927 A Voorhees Avenue  
Redondo Beach, CA 90278-2326

Jon Egger  
2926 E. Echo Hill Way  
Orange, CA 92867-1904

Joseph McCord  
271 East 450 North  
Lindon, UT 84042-1412

Judith Rosenberg  
10511 Keokuk Avenue  
Chatsworth, CA 91311-2529

Judith Webb  
20555 Devonshire St. #117  
Chatsworth, CA 91311-3208

Jack Grundy  
938 Bently Park Circle  
Ofallon, MO 63368-8022

Jerry Sharko's & Company  
c/o James A. Pope  
1 S. 660 Midwest Rd., #200  
Oakbrook Terrace, IL 60181-4738

Steven Walker  
6547 PERSA ST  
CARLSBAD, CA 92009

Karl Riehn  
5648 Barclay Ct.  
Long Grove, IL 60047-5038

Karla Daniels  
25 Golf Crest Court  
Henderson, NV 89052-6662

Kathleen S & John M Christopher  
TRS Kathleen S. Christopher Rev. Trust  
900 South Hamlin Ave  
Park Ridge, IL 60068

Kathleen Gneuhs  
574 Dunhill Drive  
Lake Zurich, IL 60047-2445

Kazue Tsukamoto  
1359 San Luis Rey Drive  
Glendale, CA 91208-1961

Keeli Lisack  
16245 Santa Barbara Lane  
Huntington Beach, CA 92649-2112

Keith Kreiter  
75 International Dr Ste. 180  
Linconshire, IL 60069

Kenneth Favazza  
4905 Shark Drive  
Huntington Beach, CA 92649-3587

Kenneth Gneuhs  
574 Dunhill Drive  
Lake Zurich, IL 60047-2445

Kenneth Wilt  
4 Vinewood Lane  
Ladera Ranch, CA 92694-0238

Kevin Nguyen  
11 Brockton  
Irvine, CA 92620-7905

Kevin Ryan  
9705 S. 46 Drive  
Laveen, AZ 85339-7766

Kimberly Woods  
1962 S. Elm Street  
Oceano, CA 93445-9147

Kirsten Ball  
21348 West York Ct.  
Kildeer, IL 60047-8519

Kozen Tsukamoto  
P.O. Box 6312  
Garden Grove, CA 92846

Kristin Bodenbender  
19132 E. Country Hollow  
Orange, CA 92869-3155

Kenneth Beckner  
7722 Fostoria Street  
Downey, CA 90241-3243

Larry Angel  
6031 Huckleberry Ct.  
Baton Rouge, LA 70817-3937

Larry Schrieber  
39 Manor House Drive  
Cherry Hill, NJ 08003-5134

Laura Manley  
63 Peppermint Tree  
Irvine, CA 92618-3973

Laura Weston  
656 Westbrook Drive  
Kaysville, UT 84037-1586

Laurelee Barnes  
3176 Oakknoll Drive  
Los Alamitos, CA 90720-4517

Laurinda Truong  
1043 S. Del Mar Avenue  
San Gabriel, CA 91776-3032

Leila Hand  
1825 Evergreen Avenue  
Fullerton, CA 92835-2124

Leonard Lumas  
8701 Delgany Avenue, #102  
Playa del Rey, CA 90293-8151

Lewis Crook  
2872 Kempton Drive  
Rossmoor, CA 90720-4660

Lilly Kong  
2524 Palomino Drive  
Covina, CA 91724-3804

Linda Kubo  
2825 Plaza Del Amo #117  
Torrance, CA 90503-9380

Mitch & Linda Myers  
512 Braemar Avenue  
Naperville, IL 60563-1373

Lisa Sloan  
2441 NW Sacagawea Lane  
Bend, OR 97701-5722

Lloyd Bettis  
1628 Del 'Ogier Drive  
Glenview, IL 60025-2322

Long Ho  
2603 E. Collins Avenue  
Orange, CA 92867-6211

Lou Spampinato  
24112 Lapwing Lane  
Laguna Niguel, CA 92677-1381

Luke McKinley  
5071 Summit Drive  
Yorba Linda, CA 92886

Lydia Sheldon  
6631 Moselle Circle  
Yorba Linda, CA 92886-6439

Laura L. Wilson  
c/o Haberbush & Associates LLP  
444 West Ocean Blvd., #1400  
Long Beach, CA 90802-4522

Les Olsen Company  
3244 South 300 West  
Salt Lake City, UT 84115-3411

Madeleine Lieberman  
2525 Edenderry Drive  
Colorado Springs, CO 80919-3866

Marc Rosenthal  
501 Washington Avenue  
Haddonfield, NJ 08033-3328

Maria Abeloff  
1733 Clearview Drive  
Beverly Hills, CA 90210-2012

Raymond & Marie Gawne  
5917 N. Newark  
Chicago, IL 60631-3143

Marjorie Luxenberg  
416 Via Lido Nord  
Newport Beach, CA 92663-4927

Mark Kilbride  
1218 Towne Avenue  
Batavia, IL 60510-3565

Mark Kutsch  
1524 Pfingsten Road  
Glenview, IL 60025-1246

Mark Linford  
73704 Joshua Tree St.  
Palm Desert, CA 92260-4780

Mark Pauza  
46 Dovetail  
Irvine, CA 92603-4202

Mark Thornburgh  
8251 Forelle Dr  
Huntington Beach, CA 92646

Martin Ensbury  
913 10<sup>th</sup> Street  
Manhattan Beach, CA 90266-5901

Martin Walsh  
102 Otis Road  
Barrington, IL 60010-5122

Mary Edwards  
2034 Long Cove Drive  
Oxnard, CA 93036-6315

Ken & Mary Gehrling  
7401 N. Odell Avenue  
Chicago, IL 60631-4425

Marybeth Stano  
55140 Woods Lane  
Shelby Township, MI 48316-1019

Matthew Dunagan  
1017 S. Church Road  
Mt. Prospect, IL 60056-4108

Matthew Luxenberg  
3801 Katella Ave., #101  
Los Alamitos, CA 90720-3357

Matthew Marquez  
410 E. LaDeney Drive  
Ontario, CA 91764-1759

Mei Chan  
379 Newport Ave., #215  
Long Beach, CA 90814-7016

Melanie Batiste  
22477 Kent Avenue  
Torrance, CA 90505-2314

Michael Frantonius  
7720 Monroe Street  
Forest Park, IL 60130-1725

Michael Kan  
11 Seville Drive  
San Rafael, CA 94903-1562

Michael Mak  
1423 7<sup>th</sup> Avenue  
San Francisco, CA 94122-3702

Michael Morodomi  
24628 Via Nueva  
Yorba Linda, CA 92887-5528

Michael Salzman  
13 Ryan Court  
Clifton Park, NY 12065-5123

Michael Skory  
2383 N. Wayne Avenue  
Chicago, IL 60614-3118

Michael Stein  
4422 Sea Harbour Dr  
Huntington Beach, CA 92649-3149

Michael Stephen  
1925 N. 78<sup>th</sup> Avenue  
Elmwood Park, IL 60707-3626

Michael Walton  
40088 N. Old Stage Road  
Cave Creek, AZ 85331-8001

Michael Warren  
5708 White Cloud Circle  
Westlake Village, CA 91362-5260

Michelle Kishon  
4349 Bobwhite Road  
Brea, CA 92823-1805

Michelle Manley  
PO Box 624  
Corona Del Mar, CA 92625-0624

Ming Lam  
1223 So. Sandy Hill  
West Covina, CA 91791-3750

Rose Marchuk  
Rife Law Office  
PO Box 2941  
Salt Lake City, UT 84110-2941

RYAN & Marecek PLLC  
9705 S 46 DR  
LAVEEN AZ 85339

Mohave County Attorney's Office  
Civil Division  
PO Box 7000  
Kingman, AZ 86402-7000

Mohave Engineering Associates  
PO Box 6547  
Kingman, AZ 86402-6547

Nancy Nunziati  
337 St. Martin Drive  
Redwood City, CA 94065-2803

Natasha Phan  
2015 Liberty Way  
San Leandro, CA 94579-2611

Nicholas Hayman  
190 Avenida Felipe  
Anaheim, CA 92807-3735

Nolan Higa  
237 Town Center West #330  
Santa Maria, CA 93458-5075

Norman Branyan  
19631 Dearborne Circle  
Huntington Beach, CA 92648-6648

Norman Colburt  
8306 Wilshire Blvd., Ste. 921  
Beverly Hills, CA 90211-2382

Nolan & Kimberly Higa  
c/o Mona Lyman Burton  
Holland and Hart  
222 S. Main Street, Ste. 2200  
Salt Lake City, UT 84101-2194

Odis McKinney  
PO Box 39  
Woodland Hills, CA 91365-0039

Official Comm / Unsecured Creditor  
c/o Troy J. Aramburu  
Jones Waldo Holbrook McDonough  
170 South Main # 1500  
Salt Lake City, UT 84101-1644

Olson Communications  
Attn: Michelle Olson  
15205 Kierland Blvd., Ste. 210  
Scottsdale, AZ 85254-8170

Xiomara Beach  
10120 West Flamingo Rd Ste. 4268  
Las Vegas, NV 89147-8392

Patricia Jensen  
E3264 Saxeville Road  
Waupaca, WI 54981-8862

Patrick Lawless  
21 Bawley Street  
Laguna Niguel, CA 92677-4747

Patrick McMahon  
1017 Queens Lane  
Glenview, IL 60025-1941

Paul Anderson  
720 Turtle Crest Drive  
Irvine, CA 92603-1014

Paul Colburn  
9881 Lapworth Circle  
Huntington Beach, CA 92646-6541

Paul Taira  
848 White Sparrow Street  
Henderson, NV 89052

Peter Kaufman  
65 Whiffletree Lane  
New Canaan, CT 06840-6814

Pileth Chen  
19592 Summer Grove Lane  
Huntington Beach, CA 92648-6649

Pradip & Shilpa Mehta  
3919 W. Fitch Avenue  
Lincolnwood, IL 60712-1013

Philip J. Polich  
10645 N. Tatum Blvd., #200-681  
Phoenix, AZ 85028-3068

Randy Brown  
328 Bel Air Drive  
Glenview, IL 60025-4807

Raymond Newberg  
4231 South 36<sup>th</sup> Place  
Phoenix, AZ 85040-1809

Raymond Otts  
415 13<sup>th</sup> Avenue, NE  
St. Petersburg, FL 33701-1306

Raymond Rosato  
29 W. 720 Smith Road  
West Chicago, IL 60185-1244

Janet Baker  
52 Headquarters Road  
Litchfield, CT 06759-2114

Rex Bost  
1189 Crabtree Crossing Pkwy  
Morrisville, NC 27560-7559

RFC Properties LLC  
1284 West Flint Meadow Drive #D  
Kaysville, UT 84037-9590

Richard Dance  
914 140<sup>th</sup> Avenue NE #201  
Bellevue, WA 98005-3482

Richard Egan  
1284 W. Flint Meadow Dr Ste. D  
Kaysville, UT 84037-9590

Richard Leach  
646 Eagle Lane  
Palatine, IL 60067-3534

Richard Mann  
199 East 1975 North  
Centerville, UT 84014-1092

Richard Ritzo  
115 Serramonte Ct.  
Henderson, NV 89074-7201

Richard Scheer  
601 Oakmont Lane  
Westmont, IL 60559-5570

Richard Welch  
2550 Palmer Ct.  
Riverwoods, IL 60015-3836

Richard Whelan  
17 Calle Verdadero  
San Clemente, CA 92673-7005

Rick Dunn  
25701 La Cima  
Laguna Niguel, CA 92677-4523

Rico Garcia  
6605 Seashore Drive  
Newport Beach, CA 92663-1836

Robert Bagley  
3400 S. 2700 E.  
Salt Lake City, UT 84109-3058

Robert Berkery  
29136 Murre Lane  
Laguna Niguel, CA 92677-1303

Robert Danese  
1954 Port Nelson Place  
Newport Beach, CA 92660-6618

Robert DiMarco  
6 Cavendish Ct.  
Harvey, LA 70058-7416

Robert Geringer  
9595 Wilshire Blvd., Ste. 214  
Beverly Hills, CA 90212-2502

Robert Gorham  
18 Via Solano  
Rancho Santa Margarita, CA  
92688-1330

Robert Jansen  
932 Indian Road  
Glenview, IL 60025-3316

Robert Johnson  
1281 Oak Circle  
Heber, UT 84032-4126

Robert MacDonald  
6301 Farinella Drive  
Huntington Beach, CA 92647-4221

Robert Musick  
4020 So. Lake Court  
Decatur, IL 62521-8438

Robert Ryan  
6122 E. Phelps Road  
Scottsdale, AZ 85254-1394

Robert Scholten  
32239 Via Bejarano  
Temecula, CA 92592-3895

Robert Storey  
2239 West 190<sup>th</sup> St., Ste. 100  
Torrance, CA 90504-6001

Robert Vrieling  
5912 Lynnbrook Plaza  
Yorba Linda, CA 92886-5900

Rodney Patterson  
541 Davidson Street  
Chula Vista, CA 91910-2342

Ronald Bryant  
936 Wigeon Way  
Arroyo Grande, CA 93420-5555

Ronald Hunt  
17211 Twain Lane  
Huntington Beach, CA 92649-4555

Ronald Leib  
1518 S. Kempley Avenue  
Palatine, IL 60067-1211

Ronald Weilert  
3838 E. Plainfield Road  
Oswego, IL 60543-9642

Rose Marchuk  
429 Maple Street  
Winnetka, IL 60093-2624

Roy Wong  
5996 Anzio Way  
Yorba Linda, CA 92887-6200

Rudy Bongiorno  
5854 Windsor Court  
Boca Raton, FL 33496-2763

Ruth Gorham  
18 Via Solano  
Rancho Santa Margarita, CA  
92688-1330

Ryan Bible  
8391 Tern Circle  
Huntington Beach, CA 92646-5547

Richard B. Frandsen  
7109 S Highland Dr., #202  
Salt Lake City, UT 84121-7301

Knute A Rife  
Rife Law Office  
PO Box 2941  
Salt Lake City, UT 84110-2941

Olson Communications  
1811 N. Tatum Blvd., #2050  
Phoenix, AZ 85028

Ray Rosato  
9575 West Higgins St 90L  
Rosemont, IL 60018-4919

Ryan, Inc.  
131555 Noel Road #100  
Dallas, TX 75240

Ryan Inc. fka Ryan & Company  
Jeff Erler Bell Nunnally & Martin  
3232 McKinney Ave., #1400  
Dallas, TX 75204-7422

Sam Brown  
24721 Las Acturas Court  
Laguna Hills, CA 92653-6231

Samuel Lee  
360 E. 1<sup>st</sup> Street, #928  
Tustin, CA 92780-3211

Scott Forsberg  
3949 Willow Creek Road  
Morgan, UT 84050-9867

Scott Gilliam  
8118 Ramsgate Ave  
Los Angeles, CA 90045-4340

Scott Levine  
8527 Summerville Place  
Orlando, FL 32819-3930

Seany Renefrow  
375 Redondo Ave #219  
Long Beach, CA 90814-8130

Shanna Palau  
23496 Mariner Way  
Moreno Valley, CA 92557

Shannon Colburt  
2118 Wilshire Blvd. #610  
Santa Monica, CA 90403-5704

Sharon Parrish  
2105 Tulane Avenue  
Long Beach, CA 90815-2949

Sheila Culkin  
2210 Old Glenview Road  
Wilmette, IL 60091-3112

Sherri Frost  
P.O. Box 223390  
Princeville, HI 96722

Sidney Pinkston  
500 N. Akard Street, Ste. 2970  
Dallas, TX 75201-6621

Sofia Kato  
18302 Montana Circle  
Villa Park, CA 92861-6455

Sonny Joseph  
5114 Fairway Oaks Drive  
Windermere, FL 34786-8933

Stanton & Dawn Kapka  
405 S. Candota  
Mt. Prospect, IL 60056-3611

Stephen Coates  
5400 El Jardin  
Long Beach, CA 90815-4114

Steve Ebbensgaard  
1 Bellissimo Ct.  
Rancho Mirage, CA 92270-4093

Steve Hubbard  
4456 Desin Drive  
San Jose, CA 95118-2032

Steve Smith  
16092 Jenner St  
Westminster, CA 92683-7624

Steven Detloff  
PO Box 485  
Hillsboro, NM 88042-0485

Steven Pouls  
437 Birmingham Lane  
Schaumburg, IL 60193-3167

Steven Ross  
1655 Winnetka Road  
Glenview, IL 60025

Susan Ridgeway  
69 Bennett Avenue  
Long Beach, CA 90803-2922

Susie Niu  
16 Bouldercrest Ct.  
Rockville, MD 20850-3111

Jeremy C. Sink  
McKay Burton & Thurman  
170 South Main, #800  
Salt Lake City, UT 84101-1656

Barbara M. Smith  
Barbara M. Smith Accounting  
2143 South 225 East  
Kaysville, UT 84037-9441

Snell and Wilmer  
One Arizona Center  
Phoenix, AZ 85004-2281

Southwest Traffic Engineering  
3838 North Central Ave #1810  
Phoenix, AZ 85012-3531

D. Ray Strong, Trustee  
299 South Main Street, Ste. 1300  
Salt Lake City, Utah 84111

Tami Ahlmer  
12907 Moose Hollow Drive  
Draper, UT 84020-8800

Tara Macharg  
4 Dorado Place  
Rolling Hills Estates, CA 90274-4213

Taylor Lai  
1040 Azalea Drive  
Alhambra, CA 91801-4902

Ted Lonnerberg  
445 So California Street  
Orange, CA 92866-2843

Terry Fawell  
2017 Canterbury Place  
Wheaton, IL 60189-8113

Tetsuo Tsukamoto  
P.O. Box 6312  
Garden Grove, CA 92846

Thomas Cooper  
712 Carriage Hill Road  
Glenview, IL 60025-5403

Thomas Gough  
340 Magpie Lane  
Fountain Valley, CA 92708-5822

Thomas Shin  
12559-A El Camino Real  
San Diego, CA 92130-4067

Thomas Siele  
1865 Golf View Drive  
Bartlett, IL 60103-1539



Tiffani Phu  
423 Michelle St  
West Covina, CA 91790-5034

Tiffany Knoeck  
6621 W 86<sup>th</sup> Place #209  
Los Angeles, CA 90045-3764

Timothy Dugan  
30459 Woodridge Court  
Libertyville, IL 60048

Timothy Helgeson  
PO Box 988  
Sunset Beach, CA 90742-0988

Timothy Schubert  
12048 W. Acapulco Drive  
El Mirage, AZ 85335-6934

Timothy Tyler  
28265 Paseo El Siena  
Laguna Niguel, CA 92677

Tommy Jue  
148 North Avenue 25  
Los Angeles, CA 90031-1845

Tommy Kim  
4798 Laurel Ridge Drive  
Riverside, CA 92509-5453

Trevor Brown  
4242 48<sup>th</sup> Avenue  
Eldon, IA 52554-8126

Tsarina Branyan  
19631 Dearborne Circle  
Huntington Beach, CA 92648-6648

The Dot Printer  
2424 McGaw Avenue  
Irvine, CA 92614-5834

The Hunt Law Corporation  
66 Exchange Place  
Salt Lake City, UT 84111-2713

Utah Dept of Workforce Services  
140 East 300 South  
PO Box 45288  
Salt Lake City, UT 84145-0288

Vicki Flores  
5164 Via Angelina  
Yorba Linda, CA 92886-4516

Victor Eilau  
1057 Turning Point Lane  
Maineville, OH 45039-7725

Jeffrey & Vilma Scheibner  
9 Clawson Street  
Ladera Ranch, CA 92694-0227

Vincent Amato  
18 E. Irving Park Road  
Roselle, IL 60172-2075

Valley Gardens  
c/o Dick Wilbur  
18430 Brookhurst St #202K  
Fountain Valley, CA 92708-6768

W. Lupien  
753 B. Street, Ste. 2400  
San Diego, CA 92101

Wayne Ackley  
23496 Mariner Way  
Moreno Valley, CA 92557-2879

Wayne and Robin Miller  
8208 E. Meadowbrook Ave  
Scottsdale, AZ 85251

William Gough  
5720 Candor Street  
Lakewood, CA 90713-1504

William Labruna  
12 Calle Portofino  
San Clemente, CA 92673-6708

William Moore  
3717 Rugen Road  
Glenview, IL 60025-2526

Trent J. Waddoups  
8 East Broadway, Ste. 609  
Salt Lake City, UT 84111-2235

Xiomara Beach  
5751 Mezzanine Way  
Long Beach, CA 90808-3817

Steven Kan  
6924 Willowtree Drive  
Rancho Palo Verdes, CA 90275

Douglas Child  
1248 Flint Meadow Dr. #D  
Kaysville, UT 84037

Paul Ream  
2286 Marengo Caves  
Henderson, NV 89044

Longview Financial Holding Inc.  
2711 Centerville Road Suite 400  
c/o CSC Registered Agent  
Wilmington, DE 19808-1645

Walter Morrison  
612 Crabapple Court  
Bel Air, MD 21015-6032

John T. Morgan, US Trustees Office  
Ken Garff Bldg.  
405 South Main Street, Suite 300  
Salt Lake City, UT 84111-3402

William Davidson  
1708 Paseo del Mar  
Palos Verdes, CA 90274-1854

Abraham Sycip (EQ)  
6261 Quartz Street  
Rancho Cucamonga, CA 91701-3437

Alan Langston (EQ)  
17405 E. Flat Rock Dr.  
Fountain Hills, AZ 85268-3222

Alder Miller (EQ)  
801 W. Linger Lane  
Phoenix, AZ 85021-7154

Alan Kane (EQ)  
6 Pasadena  
Irvine, CA 92602-0900

Alma Maga (EQ)  
7710 E. Pasadena Ave  
Scottsdale, AZ 85250-7729

Southern Properties in Northern Dollars, LLC  
c/o Adelaide Maudsley, Counsel  
Chapman & Cutler LLP  
201 South Main Street, Ste. 2000  
Salt Lake City, Utah 84111-2298

Andrew Voss (EQ)  
c/o Donald H. Voss  
P.O. 2627  
New London, NH 03257-2627

Anne Wilcox (EQ)  
3 Centaurus Way  
Coto de Caza, CA 92679-5115

Adrainne Condrick (EQ)  
P.O. Box 1136  
Solana Beach, CA 92075-7136

Art Bond (EQ)  
23952 Catbird Court  
Laguna Niguel, CA 92677-1353

Augustine Joseph (EQ)  
1200 Markham Woods Rd  
Longwood, FL 32779-2776

Gregory J. Adams  
McKay Burton & Thurman  
170 South Main St., Ste. 800  
Salt Lake City, UT 84101-1656

Paul Anderson  
c/o Ray Quinney & Nebeker P.C.  
36 South State Street, Suite 1400  
Salt Lake City, Utah 84111-1451

Andrew T. Feola  
4665 Talofa Avenue  
Toluca Lake, CA 91602-1630

Kingston Management Services  
477 Shoup Ave, Ste. 207  
Idaho Falls, ID 83402

Barbara Harari (EQ)  
3617 Exposition Blvd.  
Los Angeles, CA 90016-4821

Betty LI (EQ)  
PO Box 611  
South San Francisco, CA 94083

Bradley Kirk (EQ)  
87 Quail Canyon  
Irvine, CA 92618-3992

Brian Leclercq (EQ)  
199 N. Madison St.  
Oswego, IL 60543-9471

Brinton Liddell (EQ)  
9951 62 Terrice N #401 St.  
Petersburg, FL 33709

Bierwolf & Nilson PLLC  
563 W 500 S, Suite 425  
Bountiful, UT 84010-8247

Ronald & Donna Slager  
7722 Marquette Drive South  
Tinley Park, IL 60477

Charles Gilkison (EQ)  
935 Anderson Drive  
Green Oaks, IL 60048-4516

Charles Skopp (EQ)  
610 Berkley Court  
Schaumburg, IL 60194-5187

Chris Cruttenden  
4600 Campus 201 A  
Newport Beach, CA 92660

Chris Veale (EQ)  
354 East 91 St PH2203  
New York, NY 10128-0064

Christina NG (EQ)  
1501 S 8<sup>th</sup> St  
Alhambra, CA 91803

Christopher Gebo (EQ)  
811 West 15th Street, #2B  
Newport Beach, CA 92663-2757

Christos Panopoulos (EQ)  
3033 Mary Ave S.E.  
Grand Rapids, MI 49506-5134

Clara Schreiber (EQ)  
39 Manor House Dr.  
Cherry Hill, NJ 08003-5134

Connie Christensen (EQ)  
P.O. Box 577  
San Juan Capistrano, CA 92693-0577

Conrad Chase (EQ)  
52279 Wembley Dr.  
South Bend, IN 46637

Craig Parrish (EQ)  
2105 Tulane Avenue  
Long Beach, CA 90815-2949

Chisholm, Bierwolf, Nilson & Morrill  
563 West 500 South, Ste. 425  
Bountiful, UT 84010-8247

Andrew B. Clawson  
Pearson, Butler & Carson, PLLC  
1682 S. Reunion Ave, Ste. 100  
South Jordan, U 84095

Commerce Real Estate  
170 South Main Street, Ste 1600  
Salt Lake City, UT 84101-3665

Dale Angelo (EQ)  
162 Rock Bass Ct.  
Madisonville, LA 70447-9321

Daniel Briggs (EQ)  
601 E. Irving Park Rd  
Roselle, IL 60172-2361

Daniel Flynn (EQ)  
3428 Stevely Ave  
Long Beach, CA 90808-3023

Daniel McCarthy (EQ)  
13 N. 135 Wedgewood Dr.  
Elgin, IL 60124

Daniel Reeve (EQ)  
5097 N Eagles View Dr.  
Lehi, UT 84043-7719

Dario Tainer (EQ)  
412 Kelburn #312  
Deerfield, IL 60015-4363

David Hunt (EQ)  
66 Exchange Place  
Salt Lake City, UT 84111-2713

David Hirayama (EQ)  
17015 NE 42nd Street  
Redmond, WA 98052-5402

David Mills (EQ)  
8825 Laurena Drive  
Ovid, MI 48866-9519

David Scarpino (EQ)  
6535 Park Royal Circle  
Huntington Beach, CA 92648-6638

Delores Joseph  
1636 Mission Cliff Dr.  
San Diego, CA 92116-1246

Dericka Solomon (EQ)  
30557 Tomales Lane  
Murrieta, CA 92563-7884

Donald Cole (EQ)  
5877 S. Reed Wy #1816  
Littleton, CO 80123-2634

Donald Osborne (EQ)  
928 9th Street  
Huntington Beach, CA 92648

Dorothy Grundy (EQ)  
1990 Walnut Street  
Oshkosh, WI 54901-2263

DUC Newtran (EQ)  
16061 Hyacinth Circle  
Fountain Valley, CA 92708-1517

Austin Mansur  
875 N. Michagan Ste. 3620  
Chicago, IL 60611

David Teleki  
Petra Herceg  
8200 Stockdale Hwy, Ste. M-10 343  
Bakersfield, CA 93311

Edgar Hamer (EQ)  
12501 Foster Road  
Los Alamitos, CA 90720-4736

Edward Niu (EQ)  
592 Alvarado St  
San Leandro, CA 94577-1560

Elizabeth Papalia  
1541 Martingale Court  
Carlsbad, CA 92011-4034

Emery Moorehead  
1005 Sussex Dr  
Northbrook, IL 002-3328

Eric Foster (EQ)  
17250 W. Sunset Blvd Apt 303  
Pacific Palisades, CA 90272-3000

Erin Blake (EQ)  
1180 E. 1900 S.  
Bountiful, UT 84010-2230

Edward J. Broyles  
6010 N 79th Street  
Scottsdale, AZ 85250-4742

Francis Pistorio (EQ)  
601 East Irving Park Road  
Roselle, IL 60172-2361

Aaron Horn  
21 Forest Hills Ct  
Walnut Creek, CA 94597

Gail Jones (EQ)  
208 Carter Court  
Northbrook, IL 60062-5642

Gary Gee (EQ)  
2840 N. Preston Street  
Orange, CA 92867-2257

George & Georgana Trumbull  
2326 Glendon Ave.  
Los Angeles, CA 90064-2204

Glen Martinsen (EQ)  
2374 N. 2125 E.  
Layton, UT 84040-5179

Gregg Underdown (EQ)  
PO Box 3927  
Pinedale, CA 93650

Cheryl Owens  
27363 Young Drive  
Laguna Niguel, CA 92677c

Gina Y. MacDonald  
6301 Farinella Dr  
Huntington Beach, CA 92647-4221

Harry Brown (EQ)  
24721 Alturas Court  
Laguna Hills, CA 92653

Holly Moore (EQ)  
3717 Rugen Road  
Glenview, IL 60025-2526

George B. Hofmann  
Parsons Kinghorn & Harris  
111 East Broadway, 11th FL  
Salt Lake City, UT 84111-5233

Ivyl Wells (EQ)  
975 Holiday Drive  
Mountain Home, ID 83647

Jack Lupien (EQ)  
750 B. Street, Ste. 2400  
San Diego, CA 92101-2476

Jad Howell (EQ)  
1202 N. Ash Dr  
Layton, UT 84040-2925

James J Baietto  
W375 N6838 Pheasant Run  
OCONOMOWOC WI 53066-1030

James Burson (EQ)  
14180 Wolfgang Road  
Truckee, CA 96161-6903

James Huang (EQ)  
76 Pendant  
Irvine, CA 92620

James Kiang (EQ)  
6512 Starshine Drive  
Huntington Beach, CA 92647-2941

James McBride (EQ)  
19725 Ocean Aire Cr.  
Huntington Beach, CA 92648-3020

Jan Mikrut (EQ)  
8510 Major Ave.  
Morton Grove, IL 60053-3126

Janet Reeve (EQ)  
1433 Barry Ave #303  
Los Angeles, CA 90025-2366

Jason Freeman (EQ)  
2710 temple Ave  
Long Beach, CA 90806-2256

Jason Tang (EQ)  
901 E. Farmer Lane  
Placentia, CA 92870-4244

Jeffrey Smith (EQ)  
1040 Pronghorn Rd  
Craig, CO 81625-9717

Jeffrey Hergren (EQ)  
9 Polo Drive  
South Barrington, IL 60010-7110

Jeffrey Klemes (EQ)  
4101 Stansbury Ave.  
Sherman Oaks, CA 91423-4621

Jeffrey Walker  
6315 Dashwood Street  
Lakewood, CA 90713-2019

James Liu  
2446 Oneida St.  
Pasadena, CA 91107-5299

Joe Lisack (EQ)  
16245 Santa Barbara Ln  
Huntington Beach, CA 92649-2112

Joel Michaels (EQ)  
1508 Grant Road  
Northbrook, IL 60062-4719

John J. Christopher (EQ)  
975 Doral Drive  
Bartlett, IL 60103

John Eisele  
8001 E Alvin Road  
Tucson, AZ 85750-2808

John Huang (EQ)  
6112 Thor Drive  
Huntington Beach, CA 92647-2454

John Lockett (EQ)  
2832 Arbor Rd.  
Lakewood, CA 90712-3332

Gloria Gilkison  
c/o Charles Gilkison (estate executor)  
935 Anderson Drive  
Green Oaks, IL 60048

Gloria Clark  
343 Bobwhite Way  
Sarasota, FL 34236-1813

Mary Joe Cranny  
2161 NW Mil Hwy #201  
San Antonio, TX 78213

Michael Dobbins  
183 Federal Hill Road  
Milford, NH 03055-3519

James Eisberg  
5719 Renzo Lane  
Sarasota, FL 34243-2608

AlineFaloona  
324 Bel Air Road  
Glenview, FL 60025-4807

Rose Farkas  
280 E 195<sup>th</sup> Street  
Euclid, OH 44119-1116

Timothy Froderman  
20288 Wallingford Lane  
Deer Park, IL 60010-7209

R. Daniel Ford  
PO Box 6177  
Penacook, NH 03303-6177

Leslie Golembo  
2500 N. Lakeview #3202  
Chicago, IL 60614-1829

Paul Hicks  
1 Grove Isle Drive, Apt # 1502  
Coconut Grove, FL 33133-4107

Stephen Hicks  
1228 Gregory Avenue  
Wilmette, IL 60091-3341

Incsmart.Biz, Inc.  
4421 Edward Avenue  
Las Vegas, NV 89108-2813

James Kenyon  
6435 Rubia Circle  
Apollo Beach, FL 33572-2917

Mark Koury  
275 Elden Dr NE  
Atlanta, GA 30342-2029

Jeffrey Kinzel  
2338 Greenwood Avenue  
Wilmette, IL 60091-1317

Penrod W. Keith  
Durham Jones & Pinegar  
111 East Broadway, #900  
Salt Lake City, UT 84110-4050

Juliet Laughlin  
828 Royal St., #152  
New Orleans, LA 70116-3115

David MacMillan  
201 Spindrift  
Rancho Palos Verdes, CA 90275

Tim Manning  
PO Box 4445  
Cave Creek, AZ 85327-4445

Constance McClintock  
8201 Pine Lake Drive  
Davisburg, MI 48350-2045

John Morse  
255 Niswander Road  
Staunton, VA 24401-7005

Charles Pollard  
11149 Big Canoe Lot 2901  
Jasper, GA 30143-5100

Constance Pappas  
326 Pine Forest Road  
Atlanta, GA 30342-2760

Bruce Reitman  
1171 S. Bromley Ct.  
Anaheim, CA 92808-2528

Richard Reeve  
1608 Acacia Avenue  
Huntington Beach, CA 92648-4022

Barbara Pauls  
PO Box 246  
Wassau, WI 54402

Michael Osiecki  
414 S. Mt. Prospect Rd  
Mt. Prospect, IL 60056-3441

Judy Suter  
4708 Laurel Avenue  
Glenview, IL 60025-1419

Wayne Schramme  
7510 Foster Island  
Richmond, TX 77406-6089

Robert Smotherman  
2512 Walnut Avenue  
Manhattan Beach, CA 90266-2732

Lorraine Segala  
PO Box 3967  
Stateline, NV 89449-3967

Barry Sobel  
2378 Timberbrook Trace  
Marietta, GA 30066-2179

Diane Sweet  
220 Sandy Lake Cir  
Fayetteville, GA 30214-4114

Mark Tucker  
12626 Lake Normandy Lane  
Fairfax, VA 22030-7251

Stephen Wells  
560 Mountain Way  
Atlanta, GA 30342-3804

Alan Langston  
1841 N 24<sup>th</sup> St. #10  
Phoenix, AZ 85008-3534

Anthony Cimino  
22 Country Club Drive  
Bloomington, IL 60108-1248

Paul Murakami  
3472 Yorkshire Road  
Pasadena CA 91107

Arizona Dept of Revenue  
1600 W. Monroe  
Phoenix, AZ 85007-2650

Barbara Davis  
4380 Smoketree Avenue  
Yorba Linda, CA 92886-3140

Barbara Hackett  
27 Old Pecos Lane  
Santa FE, NM 87508-5921

Bodil Kao  
16344 Misty Hill Drive  
Chino Hills, CA 91709-4684

Bonnie McLeod  
986 N. Crown King Avenue  
Washington, UT 84780-2641

Carolina Hernandez  
38595 San Francisquito Canyon Rd  
Santa Clarita, CA 91390-4913

Christian Carillo  
715 Owen Avenue  
Huntington Beach, CA 92648-2515

Cindy Martin  
18 Sweetbay Road  
Rancho Palo Verdes, CA 90275

Crystal Turner  
11653 Bari Drive  
Rancho Cucamonga, CA 91701

Daniel Dominey  
630 West 2<sup>nd</sup> Pl  
Mesa, AZ 85201-6413

Daniel Veith  
2592 Running Iron  
Kingman, AZ 86401-7390

David & Mary Basco  
2426 Lincoln Ave #F  
Alameda, CA 94501-2939

Denise Ho  
1120 Sunbright Drive  
Oceanside, CA 92056-2500

Edgar R. Folkers Jr, Lila May Folker  
Trust, and Edgar R. Folkers Jr IRA  
26292 Cannes Circle  
Mission Viejo, CA 92692-5213

Robert & Fan Blackhurst  
18656 Oaklawn Lane  
Yorba Linda, CA 92886-7027

Fern Harbecke  
c/o Mark Kohler  
856 Sage Dr Ste 2  
Cedar City, Utah 84720

Gary Kopel  
1913 W. Meadowbrook Drive  
Santa Ana, CA 92704-7167

Glenn Auyoung  
821 Seal Pointe Drive  
Redwood City, CA 94065-1778

Hesna Taban  
8311 Magic Circle  
Huntington Beach, CA 92646-1532

Jackson Lim  
858 Prospect Ave  
Oakland, CA 94610-3841

James Schubert  
5637 E Beverly Lane  
Scottsdale, AZ 85254-9206

Jason Kleefisch  
1711 Stockton Hill Rd. #118  
Kingman, AZ 86401-4673

Lorraine Kalma IRA  
10431 Flora Vista St  
Bellflower, CA 90706-5065

Kenneth Beckner  
Beckner Family Trust  
c/o Geoffrey Beckner  
7582 Rhine Dr.  
Huntington Beach, CA 92647

Julie Allison  
2537 Oakwood Drive  
Prescott, AZ 86305

John Yu  
1735 26<sup>th</sup> Avenue  
San Francisco, CA 94122-4315

Joseph Adashek  
9801 Mountain Grove Ct  
Las Vegas, NV 89134-6722

Ketan Mehta  
16 Quail Place  
Coto DeCaza, CA 92679

Jeff Bollinger  
6975 Union Park Center  
Salt Lake City, UT 84047

Jeremy Rosenberg  
241 S. Calla Da Gama  
Anaheim, CA 92807-3905

Jim Vu  
422 Portland Cir  
Huntington Beach, CA 92648-3638

John & Barbara Bullard  
24932 Buckboard Lane  
Laguna Hills, CA 92653-5723

John Conklin  
1324 Palatine Hill Drive  
Las Vegas, NV 89117-0855

John Kompaniez  
1500 Quail Street, #600  
Newport Beach, CA 92660-2738

Robert & Kathleen Wilson  
4 Old Coach Road  
South Barrington, IL 60010-9565

Roger Torrices  
7866 E Berner Street  
Long Beach, CA 90808-4416

John Saggiani (EQ)  
2002 West Summer Wind  
Santa Ana, Ca. 92704

Jon Baietto (EQ)  
2 West Canyon Dr.  
Hudson, WI 54016-7722

Joseph Weisman (EQ)  
2943 Parkside Drive  
Highland Park, IL 60035-1036

Julio Kunhardt (EQ)  
2463 Moon Dust Dr #A  
Chino Hills, CA 91709-5136

Jeffrey Greene, PC  
725 Cool Springs Blvd., Ste. 600  
Franklin, TN 37067-2716

Jerry Sharko's Co., Inc.  
c/o DiTommaso-Lubin PC  
17W 220 22<sup>nd</sup> Street, Ste 200  
Villa Park, IL 60181-4477

Karen Colston (EQ)  
32952 Danapop/AR  
Dana Point, CA 92629-3103

Karla Westmoreland (EQ)  
5310 Calderwood St  
Long Beach, CA 90815-4520

Kathleen Mele (EQ)  
565 Tanglewood Court  
Algonquin, IL 60102-4520

Keith Green  
27141 Woodbluff RD  
Laguna Hills, CA 92653-6504

Kenneth Gehling  
7401 N. Odell Ave  
Chicago, IL 60631-4425

Kevin Falsken  
3111 Salmon Drive  
Rossmoor, CA 90720-4819

Kit Marchel  
13428 Maxella Ave Ste. 165  
Marina Del Ray, CA 90292-5620

Keith W. Penrod  
Durham Jones & Pinegar  
111 East Broadway, Ste 900  
P.O. Box 4050  
Salt Lake City, UT 84110-4050

Lalaine Wong  
5996 Anzio Way  
Yorba Linda, CA 92887-6200

Larry Stewart  
805 East Tallinn Street  
Meridian, ID 83646

Laura Wilson  
12542 Paramount Blvd., Apt 323  
Downey, CA 90242

Lawrence Kaminsky  
2350 Chestnut Ave., #202  
Glenview, IL 60026-1605

Lester Gottlieb  
P.O. Box 133  
Kekaha, HI 96752

Mark Mills  
520 Ridgewood Dr.  
Cary, IL 6013-2485

Marlene Reihn  
5648 Barclay Ct  
Long Grove, IL 60047-5038

Mary Ann Kato (EQ)  
18302 Montana Circle  
Villa Park, CA 92861-6455

Mary Joseph (EQ)  
5114 Fairway Oaks Dr.  
Windermere, FL 34786-8933

Osman Taban  
8311 Magic Cir  
Huntington Beach, CA 92646-1532

Matthew Parkinson (EQ)  
169 N. Maplewood St  
Orange, CA 92866-1723

Michael Buckner (EQ)  
2834 W 1425 N  
Layton, UT 84041-3452

Michael Lydon (EQ)  
705B Bordeaux Ct  
Elk Grove Village, IL 60007-3552

Michael Papalia (EQ)  
1580 Eden Court  
San Marcos, CA 92708-4209

Borys Senyk  
4139 Mystic Drive  
San Jose, CA 95124

Michael Tolefree (EQ)  
1065 Pebble Beach Dr.  
O'Fallon, MO 63366-5587

Michael & Michelle Flint  
433 N. Central Ave  
Upland, CA 91786-4219

Min Chen  
3472 Yorkshire Road  
Pasadena, CA 91107

Monique Debose (EQ)  
2143 West 20<sup>th</sup> Street  
Los Angeles, CA 90018-1407

Timoteo Cabrera  
219 West Mulberry  
San Antonio, TX 78212-2951

Mohave County Treasurer  
P.O. Box 7000  
Kingman, AZ 86402-7000

Oliver K. Myers  
Oliver K. Myers, P.C.  
265 East 100 South, Ste 301  
Salt Lake City, UT 84111-1653



Nicholas Fasano (EQ)  
6231 FRD  
Long Grove, IL 60047-7614

Net Chemistry  
4600 Campus Drive #101  
Newport Beach, CA 92660-1885

Linda Beckner (EQ)  
12129 Anderberg Ave  
Downey, CA 90242-2439

Linnea Maga (EQ)  
10 West Elm #404  
Chicago, IL 60610-2737

Lola Payne (EQ)  
1324 Beverly Lane  
Streamwood Il. 60107

Lincoln County Treasurer  
925 Sage Ave Ste 102  
Kemmerer, WY 83101-3129

Madeleine Kato (EQ)  
18302 Montana Circle  
Villa Park, CA 92861-6455

Marcus Noble (EQ)  
4 East Laverne Lane  
Mill Valley, CA 94941-3478

Marilyn Jansen (EQ)  
932 Indian RD  
Glenview, IL 60025-3316

Mark Koidin  
604 Crown Point Drive  
Buffalo Grove, IL 60089

Pam Lillian  
28604 Cedar Canyon Ct  
Saugus, CA 91390-5220

Patricia Nitti  
18926 La Guardia St  
Rowland Heights, CA 91748-3823

Patrick Miniutti (EQ)  
575 Pool Street  
Biddeford, ME 04005-9504

Philip Varughese (EQ)  
14061 Wandering Rill Ct  
Corona, CA 92880-3392

Parsons, Behle & Latimer  
201 S. Main St #1800  
Salt Lake City, UT 84111-2218

Ravi Srinivasan  
12 Highland Ave  
Montclair, NJ 07042

Raymond Pagels (EQ)  
401 W Ladd Street  
Arlington Heights, IL 600004-3089

Rex Baker  
2059 E. Sunset Dr.  
Layton, UT 84040-5713

Richard Berry (EQ)  
69 Bennett Ave  
Long Beach, CA 90803

Richard Jenkins (EQ)  
5037 S. Lakeshore Dr.  
Racine, WI 53403

Richard Mitchell (EQ)  
1048 Arbor Lane  
Glenview, IL 60025-3238

Richard Tanimoto (EQ)  
1028 S. Silver Star Way  
Anaheim, CA 92808-2613

Richard Wilbur (EQ)  
18430 Brookhurst St Ste 202K  
Fountain Valley, CA 92708-6768

Robert Avellini (EQ)  
1085 Flamingo Dr  
Roselle, IL 60172-4731

Robert Clawson (EQ)  
55 Sea Terrace  
Newport Coast, CA  
92657

Robert Flippen (EQ)  
5518 China Point  
Long Beach, CA 92658-5093

Robert Gough (EQ)  
3562 Howard Avenue, Suite B  
Los Alamitos, CA 90720-3689

Robert Longobardi (EQ)  
8650 Golana Avenue Unit L3715  
Playa del Rey, CA 90293-8397

Robert Peterson (EQ)  
3931 S. Lake Drive #205  
St. Francis, WI 53235

Robert Schwartz (EQ)  
7750 E. Camino Del Monte  
Scottsdale, AZ 85255-6148

Robin Miller (EQ)  
17627 No. 93<sup>rd</sup> Place  
Scottsdale, AZ 85255-6016

Ronald Faloona (EQ)  
324 Bel Air Road  
Glenview, IL 60025

Roslyn Francois (EQ)  
4741 Don Ricardo Drive  
Los Angeles, CA 90008-2812

Russ Hill  
12292 Circula Panorma  
Santa Ana, CA 92705-1372

Ryan Smith (EQ)  
14410 West Mandalay Lane  
Surprise, AZ 85379-5092

Sally Knoeck (EQ)  
140 Second St. East  
Waconia, MN 55387-1505

Scott Clark (EQ)  
2306 W. Williamsburg Circle  
West Jordan, UT 84088

Scott Lazarus (EQ)  
1440 La Perla Ave  
Long Beach, CA 90815-4131

Seth Broder (EQ)  
716 Lippencott Ave  
Morrestown, NJ 08057-1923

Shari Stoffel (EQ)  
103 W. Glendale Terrace  
Roselle, IL 60172-3542

Shen Yen (EQ)  
18821 Christina Avenue  
Cerritos, CA 90703-8420

Sinead Whelan (EQ)  
51 Summer St  
Forest Hills, NY 11375-6035

Stacey Colburn (EQ)  
9881 Lapworth Circle  
Huntington Beach, CA 92646-6541

Stephen Gough (EQ)  
9902 Lapworth Circle  
Huntington Beach, CA 92646-6541

Steve Price (EQ)  
2231 Pacific Ave B3  
Costa Mesa, CA 92627-3939

Lance Yamashiro  
741 S. Stillwater Lane  
Anaheim, CA 92807-4820

Kristine Leston  
22 W 350 Glen Valley Drive  
Glen Ellyn, IL 60137-6873

Larry Crapo  
10294 Via Bianca  
Reno, NV 89511-4328

Linda Chuan  
200 Turnstone Ct  
Foster City, CA 94404-1436

Macaran Calabrese  
3424 Breitwieser Lane  
Naperville, IL 60564-8293

Mary Schwenhager  
977 Lakeview Pkwy #105  
Vernon Hills, IL 60061-1444

Maurice Kendall  
24321 Taxico Drive  
Dana Point, CA 92629-1330

Melissa Stone  
1346 N Crescent Hts Blvd #3  
West Hollywood, CA 90046-4535

Michael Calabrese  
3424 Breitwieser Lane  
Naperville, IL 60564-8293

Michael Canulli  
1301 W 22<sup>nd</sup> St #1012  
Oakbrook, IL 60523-2051

Michael Morrisroe  
246 Bunting Lane  
Bloomingdale, IL 60108-1420

Michael Niti  
18926 La Guardia St  
Rowland Heights, CA 91748-3823

Michael Yee  
1120 Sunbright Drive  
Oceanside, CA 92056-2500

Ming Lee  
26251 Verona Place  
Mission Viejo, CA 92692-5235

Dawn Lamb  
PO Box 3145  
San Clemente, CA 92674

John & Paula Madland  
10999 E Winchcomb Drive  
Scottsdale, AZ 85255-1611

Ralph Bertermann  
117 S. Albert  
Mt. Prospect, IL 60056-3403

Ralene Teerink  
4011 E. Hamblin Dr  
Phoenix, AZ 85050-8713

Raul Guerrero  
5411 E Acoma Drive  
Scottsdale, AZ 85254-2320

Richard Varchetto  
105 South York Road  
Elmhurst, IL 60126-3455

Robert Morey  
7099 S Taylor Drive  
Tempe, AZ 85283-4270

Roy Flores  
21672 Valewood Road  
West Chicago, IL 60185

Sammy Friedberg  
3330 S. Ambrosia Dr  
Chandler, AZ 85248-3646

Scott Clark  
202 W Lincoln Ave #N  
Orange, CA 92865-1068

Terry Eland  
714 Center St  
Rockton, IL 61072-1403

Sourabh Tandon  
3800 Parkview Ln, #35 A  
Irvine CA 92612

Steve Walsh  
12137 E Missim Lane  
Scottsdale, AZ 85259-6051

Telma Ganuza  
3330 S. Ambrosia Dr  
Chandler, AZ 85248-3646

Corporation Trust Co Nevada  
311 South Division St  
Carson City, NV 89703-4202

Thomas Falcone  
1004 Sylvan Cir  
Naperville, IL 60540-5534

Thomas Judy  
5460 Rio Cascada  
Greenwood, CA 95635-9691

Tim Brown  
18 Edendale St  
Ladera Ranch, CA 92694-0254

Tim Tyler  
2818 Francis Lane  
Costa Mesa, CA 92626-5836

Tom Ruckner  
340 34<sup>th</sup> Avenue  
Santa Cruz, CA 95062-5512

Ty Korte  
17897 Mariposa Avenue  
Yorba Linda, CA 92886-5230

James Sorenson  
Ray Quinney & Nebeker PC  
36 South State, #1400  
Salt Lake City, UT 84111-1451

Sue Moriyasu  
17015 NE 42<sup>nd</sup> Street  
Redmond, WA 98052-5402

David Leta  
Snell & Wilmer  
15 W South Temple #1200  
Salt Lake City, UT 84101-1547

T. Simon  
70920 Phoenix St  
South Haven, MI 49090-9334

Taylor Fletcher  
638 Camino de los Mares  
San Clemente, CA 92673-2848

Teresa Carrillo  
6530 Amberly St  
San Diego, CA 92120-2106

Thomas Bobowski  
505 Splitrail Drive  
Encinitas, CA 92024-1954

Thomas & Judith Ostrem  
2019 Hollywood Ct  
Wilmette, IL 60091-3125

Vincent Curcio  
2 Hansom Drive  
Columbus, NJ 08022-2241

Vincent Turner  
11653 Bari Drive  
Rancho Cucamonga, CA 91701-8505

Wendy Carr  
614 San Nicholas Court  
Laguna Beach, CA 92651-4458

William Johnson  
11322 Save 12E, Lot 122  
Yuma, AZ 85367

Thomas Smrecek  
9255 Lynn Wood Rd  
Waconia, MN 55387-9552

Timothy Cartmell  
5141 Gelding Circle  
Huntington Beach, CA 92649-3601

Tony Donile  
833 S. Carriageway Lane  
Palatine, IL 60067-7144

Marca Tanner  
576 South 500 East  
River Heights, UT 84321-5516

Utah State Tax  
Att: Legal Processes Unit  
210 North 1950 West  
Salt Lake City, UT 84134-9000

Victor Kelso  
20791 W Main Street  
Buckeye, AZ 85396-7640

William Hellwig  
5281 Cliff Point Cir W  
Colorado Springs, CO 80919-7915

William Sangster  
507 17<sup>th</sup> Street  
Huntington Beach, CA 92648-4017

Western Credit Service Company  
691 West 200 North, Ste. 100  
Springville, UT 84663

Brock N. Worthen  
Snell & Wilmer  
15 West South Temple, #1200  
Salt Lake City, UT 84101-1547

1031 ECI, LLC  
914 140<sup>th</sup> Avenue, NE #201  
Bellevue, WA 98005-3482

Anthony & Alexis Burda  
1894 H Road  
West Point, NE 68788-4504

Alfred & Beverly Lernos  
685 South Road  
Belmont, CA 94002-2228

Brian Miller  
8108 North 178<sup>th</sup> Avenue  
Waddell, AZ 85355

Anna & Alderd Miller  
801 W Linger Lane  
Phoenix, AZ 85021-7154

AnnMarie Moreno  
2583 North Lincoln Street  
Burbank, CA 91504

Richard & Audrey Seiler  
2966 Lakeshore Blvd  
Lake Port, CA 95453-6811

Brandon Kutsch  
1524 Pfingsten Road  
Glenview, IL 60025-1246

Barbara Carillo  
715 Owen Avenue  
Huntington Beach, CA 92648-2515

Charles Cilkison  
400 Collins Road NE  
Mailstop 192-103  
Cedar Rapids, IA 52498-0505

Leonard J. Carson  
Pearson Butler Carson & Cook  
1682 Reunion Avenue, #100  
South Jordan, UT 84095-4164

Christa Butler  
6533 E. Monlaco Road  
Long Beach, CA 90808

Christina Martel  
28051 Via Machado  
Mission Viejo, CA 92692-1728

Christopher & Alana Serafini  
3825 East Fairmount Ave.  
Phoenix, AZ 85018

Claire & Charles Darcy  
155 Littleworth Lane  
Sea Cliff, NY 11579-1737

Cora Vergara  
25 Palatine #241  
Irvine, CA 92612-7621

Concetta Raphael  
182 Ashley Way  
Bloomington, IL 60108

Corine Mendez  
11722 Valley View Ave, #1  
Whittier, CA 90604-2984

Cynthia Fung  
428 16<sup>th</sup> Street, #20  
Huntington Beach, CA 92648-4279

Earl & Loreen Hall  
8460 E. Foothill Street  
Anaheim, CA 92808-1206

Dawn Carley  
4855 South Carmine  
Mesa, AZ 85212-5184

Edmund Ho  
10651 Chestnut Street  
Los Alamitos, CA 90720-2143

Edward Losch  
414 Alandele Avenue  
Los Angeles, CA 90036-3153

Eileen Davis  
11743 Darlington Ave #1  
Los Angeles, CA 90049-5516

John Hanlin  
108 Pergola  
Irvine, CA 92612-1704

Haren & Kalindi Patel  
506 W Golf Road  
Mount Prospect, IL 60056-4206

Sidney & Elizabeth Claffey  
2157 H Sunnyside  
Chicago, IL 60625

Friedl Lubitsch  
6039 N Jersey  
Chicago, IL 60659-2305

Heidi Aylen  
4457 Felton Street  
San Diego, CA 92116-4515

Ira Silverman  
82 Andover Circle  
Northbrook, IL 60062-1136

Michael F. Nitti  
18926 La Guardia St  
Rowland Heights, CA 91748-3823

Linda Williams  
4410 ½ Briggs Ave  
Montrose, CA 91020-1110

Lindy Conner  
10810 H Almeria  
Avondale, AZ 85392

Marcia Leader  
456 Westminster Road  
Putney, VT 05346-8816

Marie & Kenneth Cheuhs  
574 Dunhill Drive  
Lake Zurich, IL 60047-2445

Mark & Lisa Van Oosterum  
39 Alden Circle  
Portland, ME 04102

Marshall & Katherine Smith  
1750 Portage Pass  
Deerfield, IL 60015-1877

Mary Maga  
7710 E. Pasadena Avenue  
Scottsdale, AZ 85250-7729

Mary Ann Lynch  
Fka MaryAnn Picker  
750 E. Greet St., #207  
Pasadena, CA 91101-2126

Michael & Bente Hewitt  
1747 E. Northern Ave, #274  
Phoenix, AZ 85020-3997

Michael Heusser  
619 Calle Reata  
San Clemente, CA 92673-3036

Michael Reeve  
393 E. Dry Crrek Orchard Ln  
Alpine, UT 84004-1982

Michael Stanaway  
102 W. Irving Pk, Rd  
Roselle, IL 60172-1120

Michael Vahos  
149 Guilford Road  
Valparaiso, IN 46385-8075

Naomi King, Trust  
283303 Sound View S., Ste. 104  
Des Moines, WA 98198-8265

Nicholas Kutsch  
1524 Pfingsten Road  
Glenview, IL 60025-1246

Nicole McClure  
6600 Beachview Dr #328  
Rancho Palos Verdes, CA 90275-5844

Patricia Kutsch  
1524 Pfingsten Road  
Glenview, IL 60025-1246

Paul & Kimberlee Buote  
3955 Vineyard Ave #101  
Pleasanton, CA 94566-6727

Pearl Noreen  
2625 NW 205<sup>th</sup>  
Shoreline, WA 98177-2443

Richard C. Butler  
415 15<sup>th</sup> Street #10  
Huntington Beach, CA 92648

Roger & Deborah Miserez  
1894 H Road  
West Point, NE 68788-4504

Rosemarie Heller  
271 South Oak St  
West Point, NE 68788-1733

Sandy Padilla  
12 Ryan Court  
Clifton Park, NY 12065-5123

Scott & Tornez Yamada  
18345 Amie Ave  
Torrance, CA 90504-4603

Scott Sellman  
23252 Orange Ave Apt 7  
Lake Forest, CA 92630-4865

Shahzad Sabour  
9625 NE 28<sup>th</sup> Street  
Clyde Hill, WA 98004-1846

Sherry Clover  
24828 Oak St., Apt 1  
Lomita, CA 90717-1622

Sidney Lubitsch  
2157 W. Sunnyside  
Chicago, IL 60625-1625

Stanley H. Ferstadt  
8900 N. Park Plaza #107  
Brown Deer, WI 53223-2172

Stephen Copeland  
2120 White Horse Lane  
Huntington Beach, CA 92642

Stuart Gethner  
15025 N 60th Street  
Scottsdale, AZ 85254-2467

Timothy Lueder  
9024 Luna  
Morton Grove, IL 60053-2526

Timothy Schubert  
20860 N. Tatum Blvd., Ste. 240  
Phoenix, AZ 85050-4280

Vincent & Anna Loreto  
1240 India St. Unit 1001  
San Diego, CA 92101-8551

Weiming Li  
5415 Maywood Ave  
Maywood, CA 90270-2015

William & Kathleen Bingham  
2317 H. Lunt  
Chicago, IL 60645

William Hanlin  
1697 Ashcroft Ave  
Clovis, CA 93611-4590

Alan Yockelson – EQ  
210 Via Alegre  
San Clemente, CA 92672-3614

Alex Hom  
101 Crown Circle  
San Francisco, CA 94080-1163

Ali Sadri  
PO Box 53245  
Irvine, CA 92619-3245

Robert & Annie Lee  
62 Rossmoor Drive  
San Francisco, CA 94132-2045

Babak Djifroudi  
2782 Aberdeen Lane  
El Dorado Hills, CA 95762-5667

Brinton Liddell  
PO Box 1088  
Concordville, PA 19331-1088

Carrie Crowl  
1069 Vallita Loop  
Las Cruces, NM 88007-6827

Robert & Christine Loreto  
750 Santa Rufina  
Solana Beach, CA 92075-1622

Daniel McCarty  
13 North 135 Wedgewood Drive  
Elgin, IL 60124

E. Don Francesco  
1027 S. Jamaica Way  
Gilbert, AZ 85296-3902

Fred Lauzier  
6259 Majorca Circle  
Long Beach, CA 90803-4814

Gary Oliver  
6975 Union Park Center #340  
Salt Lake City, UT 84047-6034

John Buch  
1113 Cypress Ave  
Hermosa Beach, CA 90254-3807

John Baker  
52 Headquarters Road  
Litchfield, CT 06759-2114

Kristin Myers  
Globond Intl  
23 R Elm Street  
Gloucester, MA 01930

Mandee Hallgarten  
25252 Posada Lane  
Mission Viejo, CA 92691-5453

Bruce Yates  
24871 Sausalito Street  
Laguna Hills, CA 92653

Maruja Wilson  
21537 Pacific Coast Hwy  
P.O. Box 2427  
Malibu, CA 90265-7427

Fact Finders Information Services  
PO Box 367  
Layton, UT 84041

Maryann Gaither  
132 Calle Alta  
Orange, CA 92869-4439

Mehmet Pehlivan  
27281 Pinocha  
Mission Viejo, CA 92692-3509

Michael Lippe  
22546 Costa Bella Dr  
Lake Forest, CA 92630

Michael Seigel  
2240 Forest View Ave  
Hillsborough, CA 94010-6122

Michael Taylor  
100 Old Ridge Rd  
New Milford, CT 06776

Ming Chang  
360 E 1<sup>st</sup> St #928  
Tustin, CA 92780-3211

Nancy Strachan  
2332 E Avenida del sol  
Phoenix, AZ 85024-8684

Paul Stillwell  
220 Newport Center Dr #11-586  
Newport Beach, CA 92660-7506

Pei Kuo  
1041 S. Garfield Ave #101  
Alhambra, CA 91801-4766

Pete Kaufmann  
65 Whiffletree Lane  
New Cannan, CT 06840-6814

Phuong Huynh  
2849 Manzanilla Way  
Las Vegas, NV 89128

Randall Hunt  
1514 Camino Reservado  
San Clemente, CA 92673-3650

Rhonda Hargrove  
175 parkway Dr.  
Roslyn Heights, NY 11577-2707

Robert Jones  
3118 E Diana Ct  
Bloomington, IN 47401-4407

Rodney Leimbach  
2313 Oakhurst Ln  
Lake Oswego, OR 97034-4000

Rodney Middleton  
1346 Crescent Heights Blvd  
Los Angeles, CA 90046-4535

Roger Williams  
3057 Deer Valley Ave  
Newbury Park, CA 91320-5807

Ron Yuan  
2620 Fairfield Place  
San Marino, CA 91108-1409

Rutherford County Trustee P.O. Box 1316 Murfreesboro, TN 37133	Shirley Walker 220 Jackson St #300 San Francisco, CA 94111-1841	Steve Jensen 475 E 220 N Delta, UT 84624-9124
Tuan Nguyen 1435 Abelia Street Irvine, CA 92606-4500	Thomas Cecil 8042 N Via Palma Scottsdale, AZ 85258	William Dempler 1354 Pheasant Dr Gilroy, CA 95020-8204
Terrance Milliken 10271 Creekwood Ct Davisburg, MI 48350-2056	Theodore Gailan 1690 W Lake St Addison, IL 60101-1833	Thomas Roskos 28139 N. 92 <sup>nd</sup> Place Scottsdale, AZ 85262-9098
Todd Silver 977 Lakeview Pkwy #105 Vernon Hills, IL 60061-1444	Torrey Anderson 9174 Quail Hollow Dr Sandy, UT 84093-2869	Elizabeth Reynolds 3 Rockrose Covet Coto De Caza, CA 92679
RMC Imperial c/o Teton Agents PO Box 1226 Jackson, WY 83001	David MacMillan 2239 West 190 <sup>th</sup> Street Torrance, CA 90504-6001	Dona Cantler 1800 Co. Road #307 Jarrell, TX 76537
Tennessee Dept of Revenue Andrew Jackson Building 500 Deaderick Street Nashville, TN 37242-0001	Carlos Delgado 11704 Sierra Sky Drive Whittier, CA 90601	Dan Zuckerman 722 19 <sup>th</sup> Street Santa Monica, CA 90402
Darryl Hermann W 229 S 7850 Big Bend Drive Big Bend, WI 53103	David Stout 600 Perkins Drive Mukwonago, WI 53149	Donald & Linda Gow 4072 Fairway Drive Wilmette, IL 60091
Edward Becker 847 Meadow Creek Ct. Walnut Creek, CA 94596	Frank Foti 3269 Maricopa Ave Ste. 114-47 Lake Havasu, AZ 86406	Frank Harris 131 Apple Tree Road Winnetka, IL 60093
Gary Grom 21676 N Timber Ridge Ct. Kildeer, IL 60047	Gary Stephens 39 W 771 Deer Run Drive Saint Charles, IL 60175	George Beddingfield 2804 Ventura Canyon Avenue Sherman Oaks, CA 91423
George Johnson 180 E Pearson St., Ste. 6407 Chicago, IL 60611	Ivan Miller 3901 W Dailey Street Phoenix, AZ 85053	Jack Chavez 324 Bel Air Glenview, IL 60025



Jacob Walker  
PO Box 12217  
Prescott, AZ 86304

James Stager  
370 Lakeside Drive  
Roselle, IL 60172

Michael & Jean Krever  
PO Box 3662  
Orange, CA 92857

John Leader  
456 Westminster Road  
Putney, VT 05346-8816

John Saunders  
720 Glenandale Terrace  
Glendale, CA 91206

John Schuman  
2203 Catherine Street  
Northbrook, IL 60062

Joy Fisher  
15595 Rim of the Valley Drive  
Valley Center, CA 92082

Justin Mostert  
76 Mercantile Way #601  
Ladera Ranch, CA 92694

Karen Piniotes  
PO Box 1131  
Breckenridge, CO 80424

Kathleen Hyneman  
298 N Cote Circle  
Exton, PA 19341

Leann Ling  
3791 Fern  
Irvine, CA 92606

Linda Kwan  
27726 Agate Canyon Drive  
Laguna Niguel, CA 92677

Lisa Bryzerk  
334 Oswego Court  
West New York, NJ 07093

Lynn Surber  
2010 Crow Canyon #100  
San Ramon, CA 94583

Margaret Corey  
228 Woodstone Cir  
Buffalo Grove, IL 60089

Marilynn Meizner  
328 Long Ache Lane  
Palatine, IL 60067

Mark Gruber  
1716 W. School Street  
Chicago, IL 60657

Mark Klipsch  
5640-B Telegraph Road, Suite 159  
Saint Louis, MO 63129

Mary Moon  
8389 La Riviera Drive  
Sacramento, CA 95826

Maurice Ling  
3791 Fern  
Irvine, CA 92606

Mel Chan  
379 Newport Ave., #215  
Long Beach, CA 90814

Michael Call  
9461 Banning Avenue  
Huntington Beach, CA 92646

Carol E. Snell, Trustee of the Carol E. Snell  
388 Santana Row, Unit 1402  
San Jose, CA 95128

Namiye Tsukamoto  
PO Box 6312  
Garden Grove, CA 92846

Pamela Kinzinger  
38 Lawndale Street  
Belmont, MA 02478

Patricia Suzuki  
217 Palos Verdes Blvd., #138  
Redondo Beach, CA 90277

Pete Foti  
2970 Oro Grande Blvd.  
Lake Havasu City, AZ 86406

Peter Morton  
PO Box 1433  
Carefree, AZ 85377

Preston Minor  
23802 Brant Lane  
Laguna Niguel, CA 92677-1342

Ralph Sirianni  
1503 Sequoia Trail  
Glenview, IL 60025

Randy Martinson  
892 Ridgline Cir  
Centerville, UT 84014

Raymond Green  
3200 La Rotonda Dr., #406  
Rancho Palos Verdes, CA 90275

Richard Curry  
1652 N 94<sup>th</sup> St  
Mesa AZ 85207

Richard Merk  
423 Avenida Granada #18  
San Clemente, CA 92672

Robert Lee  
62 Rossmoor Drive  
San Francisco, CA 94132

Ronald Ahrens  
19722 Oceanaire Circle  
Huntington Beach CA 92648

Roy Fellars  
15 W. Collage Drive  
Arlington Heights, IL 60004

Scott Girard  
13 Windmere Lane  
South Barrington, IL 60010

Steven Hampton  
1141 Lincoln Street  
Glenview, IL 60025

Steven Lewis  
1015 Waddington  
Bloomfield Hills, MI 48301

Syarifudin Tjia  
6891 Edinboro St  
Chino, CA 91710

Thomas Sorgani  
12 Whitehall Ct  
Buffalo Grove, IL 60089

Timothy Mezzaferri  
4334 Ivy Drive  
Glenview, IL 60025

Tom Staple  
123 Via Orvieto  
Newport Beach, CA 92663

Warren Mudd  
2 Passage Lane  
Redwood City, CA 94065

District Counsel  
Internal Revenue Service  
150 Social Hall Ave., #313A  
Salt Lake City, UT 84111

Craig Carstens  
1908 ½ Acacia Avenue  
Huntington Beach, CA 92648-3854

District Director, IRS  
Attn: Insolvency Unit – 7  
50 South 200 East, Mail Stop 5021  
Salt Lake City, UT 84111

Carroll Bailey  
945 Village Greene NW  
Marietta, GA 30064

Nancy Beresky  
1310 E Ocean Blvd, Unit 701  
Long Beach, CA 90802

Catherine Cleary  
1292 Willivee Drive  
Decatur, GA 30033

Jeffrey Dagdigian  
1401 E. Alto Lane  
Fullerton, CA 92831

Garey Estes  
3035 Hwy 81 West  
Hampton, GA 30228

Jared Heiner  
1333 E. Doberman Street  
Meridian, ID 83642

Daniel Kepler  
717 Briarhill Road  
Dearfield, IL 60015

Robert Patterson  
707 E. Galveston  
Caldwell, Id 83605

Stephen Pusztai  
PO Box 276  
Colton, OR 97017

Bobby Schramme  
3611 River Forest  
Richmond, TX 77406

Wendy Carr-Gawronski  
614 San Nicholas Court  
Laguna Beach, CA 92651

Pony Chang  
8 Pearleaf  
Irvine, CA 92618

Joseph Ciolino  
540 Cardinal  
Addison, IL 60101

Corporate Brokers Inc  
320 Pine Ave #609  
Long Beach, CA 90802

Fortius Advisors  
136 East South Temple, Ste. 1025  
Salt Lake City, UT 84111

David Garay  
2377 Cherry Gate Way  
Hacienda Heights, CA 91745

Amy Kosey  
10294 Via Bianca  
Reno, CA 89511

Peter Lacagno  
2129 Scenic Ridge Drive  
Chino Hills, CA 91709

Arthur Mignerey  
42015 N. Club Pointe Dr  
Anthem, AZ 85086

Bryan Mraz  
290 Park Lane  
Roselle, IL 60172

Donna Peluso  
1018 N. 10<sup>th</sup> Avenue  
Melrose Park, IL 60160

Tom Rucker  
340 34<sup>th</sup> Avenue  
Santa Cruz, CA 95062

Lawrence Schouten  
ON751 Coventry Drive  
Wheaton, IL 60187

Kenneth Hoff  
1818 Taylorville St  
Las Vegas, NV 89135

Aida Hobbs  
11 Dartmouth Lane  
Coto De Caza, CA 92679

Alfred & Beverly Lemos  
685 South Road  
Belmont, CA 94002

Howard Woo  
Jae Woo  
9705 Bromeliad Cir  
River Ridge, LA 70123-1948

Lisa Brom  
18020 Vierra Cyn Road  
Salinas, CA 93907-3305

Don and Barbara Hobbs  
25501 Lone Pine Circle  
Laguna Hill, CA 92653-5847

Michael Kerver  
PO Box 3662  
Orange, CA 92857-0662

Min Turner  
2374 Timberbrook Tr  
Marietta, GA 30066-2179

Ming-Chou Lee and Feng-Yu Chu  
29311 Paseo Aragon  
San Juan Capistrano, CA 92675

Mohave Engineering  
c/o Richard Frandsen  
7109 South Highland Drive, Ste. 202  
Salt Lake City, UT 84121

The Corporation Trust Company of  
Nevada  
311 S. Davidson St.  
Carson City, NV 89703

Arizona Department of Revenue  
1600 W. Monroe  
Phoenix, AZ 85007-2650

CNB TTEE of the Thrift & Profit Sharing  
RetirementpaynPlans of Latham & Watkins  
FBO Donald Baker  
P.O. Box 86344  
San Diego, CA 92138

Hanlin Investments, LLC  
c/o John Hanlin  
1697 Ashcroft Ave  
Clovis, CA 93611

Bank of Star Valley  
c/o Marca Tanner  
576 South 500 East  
River Heights, UT 84321

Ralph Hill  
4330 Orion Pl, Unit D  
Capolei, Hawaii 96707

Larry Stewart  
2268 W. Rattlesnake  
Meridian ID 83646

U.S. Securities & Exchange Comm'n  
351 S. West Temple, Suite 6.100  
Salt Lake City, Utah 84101

U.S. Attorney's Office  
185 S. State Street, Ste. 300  
Salt Lake City, UT 84111

N.Y. State Dep't of Taxation & Fin.  
Attn: Office of Counsel  
Building 9, W.A. Harriman Campus  
Albany, NY 12227

Illinois Dep't of Revenue  
James Thompson Center – Concourse  
Level  
100 West Randolph Streetc  
Chicago, Illinois 60601

Illinois Dep't of Revenue  
Maine North Regional Building  
9511 Harrison Ave  
Des Plaines, IL 60016

Illinois Dep't Revenue  
15 Executive Drive, Suite 2  
Fairview Heights, IL 62208

Wyoming Dep't of Revenue  
Herschler Building, 2<sup>nd</sup> Floor  
West Cheyenne, WY 82002

California Franchise Tax Board  
PO Box 942857  
Sacramento, CA 94257

1031 ECI LLC  
c/o Richard Dance  
13543 North Rimrock Road  
Hayden, ID 83835

Richard Dance  
13543 North Rimrock Road  
Hayden, ID 83835

Conix, Inc.  
3915 E Broadway Blvd #400  
Tuscon, AZ 85711

Michael Lee  
Redwood House, Lodge Gardens  
Great Carlton, South  
Lincolnshire, UK LN118JY

Richard Hayashi  
3036 5<sup>th</sup> Street SW  
Calgary, Alberta  
CANADA T2S 2C4

Rene Livingstone  
PO Box 97027  
149 Roncesvalles Avenue  
Toronto, Ontario  
CANADA M6R 2C3

Kim Il-Bong  
1-64  
Dongsung-Dong, Chongro-Ku  
Seoul, Korea

Michael Sladden (EQ)  
1 Le Merchanz Street  
St. Peter Port  
Gurney Channel Islands  
U.K. GY1 4HP

Yuk Lau  
318 Sai Yeung Choi St N 3/F  
Monkok, Kowloon, Hong Kong