

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
(Miami Division)**

SECURITIES & EXCHANGE COMMISSION,

Plaintiff,

Case No.: 10-22078-CV-MORENO/Brown

vs.

ESTATE OF KENNETH WAYNE MCLEOD,
F & S ASSET MANAGEMENT GROUP, INC. and
FEDERAL EMPLOYEE BENEFITS GROUP, INC.,

Defendants.

**RECEIVER'S MOTION FOR ORDER (I) SETTING CLAIMS BAR DATE; (II)
AUTHORIZING RECEIVER TO TREAT INVESTOR CLAIMS FILED IN PROBATE
ACTION AS CLAIMS "FILED" IN THE RECEIVERSHIP PROCEEDING; AND (III)
APPROVING A CLAIMS ADMINISTRATION PROCEDURE**

Michael I. Goldberg (the "Receiver"), in his capacity as receiver of Defendants, F&S Asset Management, Inc. and Federal Employee Benefits Group, Inc. (collectively, the "Receivership Entities"), through undersigned counsel, hereby files this Motion for Order (i) Setting Claims Bar Date; (ii) Authorizing Receiver to Treat Investor Claims Filed in the Probate Action as Claims "Filed" in Receivership Proceeding; and (iii) Approving a Claims Administration Procedure. In support of this Motion, the Receiver states as follows:

I. BACKGROUND

1. On June 24, 2010, the United States Securities and Exchange Commission ("SEC") initiated these proceedings (the "Receivership Case") in the United States District Court for the Southern District of Florida (the "Receivership Court"). In its complaint, the SEC alleged that the Receivership Entities, along with Kenneth Wayne McLeod ("McLeod"), perpetrated a Ponzi scheme by defrauding nearly 300 investors (the "Investors") out of more than \$34 million.

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The SEC also sought the appointment of a receiver over the Receivership Entities. The Receivership Court appointed Michael I. Goldberg as receiver for the Receivership Entities.

2. The Receiver has undertaken an investigation to locate and secure assets owned by the Receivership Entities or purchased with funds illegally diverted from the Receivership Entities. Pursuant to this investigation, the Receiver claimed an interest in various life insurance policies purchased by McLeod utilizing funds stolen from Investors. After months of negotiation with McLeod's widow, the Receiver and McLeod's widow settled the Receiver's claim to the life insurance proceeds and the Receiver now holds \$1,367,348.38, plus interest, of the life insurance proceeds (the "Insurance Proceeds") in trust.¹ Moreover, within several months of his appointment, the Receiver auctioned personal property that was recovered from the Receivership Entities' business premises. The Receiver also liquidated other property of the Receivership Entities' which include, among other things, bank accounts and Georgia Bulldog Football Tickets. These monies are also being held in trust. As of this date of this Motion, the Receiver holds approximately \$1.4 million in trust.

3. By previous order, the Receivership Court approved the Receiver opening a probate estate for McLeod in the Circuit Court for St. Johns County, Florida (the "Probate Court"). The Receiver opened the probate estate (the "Probate Case"), and is currently serving as the Curator of McLeod's estate. As required under Florida statute, a claims bar date was set in

¹ McLeod committed suicide just prior to the receivership. He had three life insurance policies totaling approximately \$1.8 million.

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the Probate Case. The Receiver provided notice of the Probate Case and the claims bar date to all known potential creditors of McLeod and the Receivership Entities, including the Investors.²

4. The Receiver believes it is proper to attempt to separate McLeod's truly personal creditors (i.e....personal credit cards, home mortgage lenders, etc...) (the "Personal Creditors") from the true victims of McLeod's fraud so that Personal Creditors do not wrongfully share in assets stolen from and directly traceable to Investors. The Receiver believes that the Personal Creditors do not have a claim against the Receivership Entities or their assets. Notwithstanding the foregoing, to the extent any Personal Creditor believes they have a claim against the Receivership Entities, they will have the opportunity to file a claim in the Receivership Case, and the Receivership Court will be able to determine the merits of any such claim.

5. A total of 133 claims were filed in the Probate Case (the "Probate Claims"). 118 of these Probate Claims, totaling approximately \$31 million, were filed by Investors. Attached to this motion as **Composite Exhibit "A"** is a complete list of the Investor Claims filed in the Probate case that the Receiver seeks authorization to be deemed filed in the Receivership Case. Although McLeod is technically personally liable for his fraudulent conduct, the Receiver believes that these claims are more properly filed in the Receivership Case because the Receivership Court has exclusive jurisdiction to deal with McLeod's fraud and administer the Receivership Entities' assets. Accordingly, the Receiver proposes to transfer the Investors' Probate Claims from the Probate Case to the Receivership Case by simply treating such Probate Claims as if they were filed in the Receivership Case, and reserving the right to object to said

² The Receiver also published the requisite notice.
{FT767629;3}

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claims during the claims review period. Allowing the Receiver to simply recognize the Investors' Claims as if filed in the Receivership Case will save the Investors time and expense in having to go through the process of filing what the Receiver believes will be essentially identical claims. Of course, if an Investor wishes to file another claim in the Receivership case, they may do so. **IMPORTANTLY, THE RECEIVER IS NOT SUGGESTING THAT THE PROBATE CLAIMS BE DEEMED ALLOWED CLAIMS IN THE RECEIVERSHIP CASE, BUT RATHER THAT THEY SIMPLY BE DEEMED "FILED" CLAIMS IN THE RECEIVERSHIP CASE.** As such, the Receiver will still have the opportunity to review and object to any claim(s) he believes is incorrect or unsubstantiated against the Receivership Entities.

6. 8 of the 133 claims filed in the Probate Case, totaling \$537,295.20, were filed by creditors whose debts are more properly classified as debt of the Receivership Entities (the "Business Claims").³ The Receiver proposes to move all of the Business Claims over to the Receivership Case as such claims are primarily owed by the Receivership Entities. Attached to this motion as **Exhibit "B"** is a complete list of the Business Claims filed in the Probate case that the Receiver seeks authorization to be deemed filed in the Receivership Case.

7. One of the 133 claims filed in the Probate Case was filed by Capital Analysts, Inc. a brokerage company that was affiliated with the Receivership Entities. Capital Analysts' claim is for \$15 million and was filed as a contingent contribution claim based on the fact that it is currently being sued by numerous Investors based upon its affiliation with the Receivership

³ The Receiver has not been able to fully analyze any of the Probate Claims, which include the 8 Business Claims referenced herein due to lack of supporting documentation, however, will do so during the Receivership claims review process.

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Entities. The Receiver believes that this claim as well is more properly filed in the Receivership Case. Attached to this motion as Exhibit "C" is the claim filed by Capital Analysts.

8. Accordingly, out of the \$47,470,790.12 Probate Claims, the Receiver proposes that \$46,431,673.52⁴ of such claims is more properly filed in the Receivership Case and that \$1,039,116.60 remain in the Probate Case. At this time, the Receiver gives little credit to Capital Analysts' contingent claim. Accordingly, he believes the true number of current Receivership Claims is \$31,431,673.52.⁵

9. The Probate Case has limited assets. As of July 2011, there is approximately \$14,065.97 available for distribution in the Probate Case. Subject to the Receivership Court's and the Probate Court's approval, it is expected that the majority of assets will be distributed through the Receivership Case and will come from the life insurance proceeds which the Receiver holds in trust in the Receivership Case. The Receiver believes that the Insurance Proceeds are more properly distributed through the Receivership Case because the funds used to purchase the insurance policies were stolen by McLeod from the Investors and the Receiver recovered the Insurance Proceeds for the Investors' benefit through a combination of a constructive trust and unjust enrichment claims. Therefore, the insurance policy or Insurance Proceeds never became McLeod's personal property but were held by him in trust for the Investors. Finally, the insurance policies were not payable to McLeod's estate, but rather to his widow who transferred the Insurance Proceeds directly to the Receiver pursuant to a settlement

⁴ This number may increase if additional claims are filed in the Receivership Case prior to the claims bar date set by the Receivership Court.

⁵ The Receiver will file a similar motion to this in the Probate Court to obtain its approval of the relief requested herein if the Receivership Court grants this motion.

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agreement entered into with the Receiver and approved by the Receivership Court pursuant to an order dated March 9, 2011 [D.E. 64]. Accordingly, there is no legal basis for the Insurance Proceeds to be considered McLeod's personal assets.

10. The Receiver believes there is some reasonable rationale that some of the proceeds from the sale of McLeod's personal property in the Receivership Estate should be distributed to McLeod's Personal Creditors in the Probate Case. To that end, the Receiver proposes to transfer 50% of the proceeds derived from the sale of McLeod's personal assets set forth on Exhibit "D" hereto to both the Probate and Receivership Estates. The assets are currently estimated to range in value from \$50,000 to \$75,000, exclusive of auctioneer's fees and expenses. The Receiver believes this treatment is equitable to both the Receivership and Probate Estates as it would be impossible to accurately determine which estate is rightfully entitled to McLeod's personal assets which were paid for, at least in part, with money stolen from Investors. Therefore, when combined with the approximately \$14,000 already available for distribution in the Probate Case, it is estimated that between \$39,000 and \$51,000 will be available for distribution in the Probate Case.

11. The Receiver proposes a claims bar date of October 31, 2011 (the "Claims Bar Date") in the Receivership Case. The Receiver proposes to send a letter and claim form to each known creditor of the Receivership Entities' providing them with notice of the Claims Bar Date. Moreover, the Receiver shall publish notice of the Claims Bar Date and a copy of the claim form on his website set up for this receivership at www.febginfo.com. All claims not filed on or

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before the Claims Bar Date that have not previously been filed in the Probate Case should be forever barred, unless otherwise ordered by this Court.

12. After the expiration of the Claims Bar Date, the Receiver shall review all claims filed, and compare them to each Receivership Entities' books and records (the "Recovered Records") in an attempt to verify the accuracy of the claim. The Receiver proposes to mail each individual who filed a claim (collectively "Claimants") a letter indicating the suggested amount of their claim, if any (the "Claim Amount Letter"). Further, the Receiver proposes to allow such Claimant thirty (30) days from the date of the Claim Amount Letter to object in writing to the amounts proposed therein. Any objecting Claimant seeking a higher claim amount than proposed by the Receiver, shall provide along with their written objection documentation to support the higher claimed amount. In the event such Claimant sends timely notice and documentation to the Receiver that substantiates a higher claim amount, the Receiver may agree in his sole discretion increase a claim based on the supplemental documentation. However, if a Claimant fails to provide the Receiver with written notice and documentation by the deadline, and the Receiver and the Claimant are unable to agree on the claim amount, the Receiver proposes to file with the Receivership Court a motion to set claim amount which shall set forth the dispute over the claim, and provide the Receivership Court with the documents in the Receiver's possession justifying the Receiver's position. The Claimant can then file a response to the Receiver's motion pursuant to the Receivership Court's local rules.

13. After review and verification of all filed claims, the Receiver will file a motion with the Receivership Court, with notice to all Claimants, setting forth the Receiver's

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determination of what each Claimant's allowed claim amount, if any, should be. The Receiver shall also seek authorization to make an initial distribution to the Claimants, on a pro-rata basis, based on their allowed claim.

WHEREFORE, the Receiver respectfully requests this Court enter an Order: (a) authorizing the Receiver to accept the Investor Claims listed on Exhibit "A", Business Claims Listed on Exhibit "B", and the Capital Analysts, Inc. Claim filed as Exhibit "C" as "filed" claims in the Receivership Case; (b) setting a Claims Bar Date of October 31, 2011; (c) authorizing the Receiver to undertake the claims administrative procedure set forth herein; and (d) granting such further relief as is just and proper.

CERTIFICATION PURSUANT TO LOCAL RULE 7.1

Pursuant to Local Rule 7.1, undersigned counsel hereby certifies that the Receiver has conferred with counsel for the SEC who has no objection to the relief requested herein.

Respectfully submitted,

AKERMAN, SENTERFITT & EIDSON, P.A.
Court Appointed Receiver
Las Olas Centre II, Suite 1600
350 East Las Olas Boulevard
Fort Lauderdale, Florida 33301
Telephone: (954) 463-2700
Facsimile: (954) 463-2224

By: Michael I. Goldberg

Michael I. Goldberg, Receiver
Florida Bar No.: 886602

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 25th day of July 2011, I electronically filed the foregoing Motion with the Clerk of the Court by using the CM/ECF. I also certify that the foregoing document is being served this day on all counsel of record and other interested parties identified on the attached Service List in the manner specified, either via transmission of Notice of Electronic Filing generated by CM/ECF or in some other authorized manner for those counsel or parties who are not authorized to receive electronic notices.

By: Michael I. Goldberg
Michael I. Goldberg, Receiver
Florida Bar No.: 886602

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SERVICE LIST

1:10-cv-22078-FAM

Notice has been electronically mailed to:

C. Ian Anderson andersonci@sec.gov, jacqmeinv@sec.gov, landaul@sec.gov
Securities & Exchange Commission
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Miami, FL 33131
andersonci@sec.gov
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Notice has been sent by Certified Mail RRR to:

Internal Revenue Service Center
Attention: Service Center Director
Ogden, Utah 84201

Internal Revenue Service
Attention: SPECIAL PROCEDURES INSOLVENCY UNIT
P.O. Box 21126
Philadelphia, PA 19114

Department of Treasury
Office of the General Counsel
1500 Pennsylvania Avenue, N.W.
Washington, D.C. 20220

U.S. Department of Justice
Office of the Attorney General
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530-0001

Notice has been posted on the Receiver's website at:
www.febginfo.com

EXHIBIT "A"

"INVESTOR" CLAIMS FILED IN PROBATE CASE TO BE TRANSFERRED TO THE RECEIVERSHIP CASE					
	Last Name	First Name	Claim Type	Amount Claimed As Invested	Amount Claimed As Received
1	Alvarez	Rene & Simone	Investor	\$ 115,000.00	\$ -
2	Anglada	Anthony	Investor	\$ 100,000.00	\$ -
3	Arbitman	Adam R.	Investor	\$ 45,000.00	\$ -
4	Ausili	Peter T.	Investor	\$ 100,000.00	\$ -
5	Begley	Joseph W.	Investor	\$ 5,050.00	\$ -
6	Bendig	Joseph & Donna	Investor	\$ 200,000.00	\$ 114,227.00
7	Benson	Dolores A.	Investor	\$ 4,414.84	\$ -
8	Bonifant	Brian & Maura	Investor	\$ 128,000.00	\$ -
9	Botelho	Lana G.	Investor	\$ 150,963.00	\$ -
10	Branch	Ronald V.	Investor	\$ 110,000.00	\$ -
11	Branum	Rebecca	Investor	\$ 35,000.00	\$ -
12	Breedlove	Riley G. & C. Joan	Investor	\$ 40,085.59	\$ -
13	Brown	Daniel & Martha	Investor	\$ 7,000.00	\$ -
14	Brown	Marcus	Investor	\$ 70,000.00	\$ -
15	Bush	Tom & Cynthia	Investor	\$ 137,542.00	\$ 28,850.00
16	Campbell	Patrick & Kelly	Investor	\$ 246,661.62	\$ 112,470.25
17	Cannon	Laura L.	Investor	\$ 277,055.00	\$ 122,500.00
18	Cannon	Rachel J.	Investor	\$ 304,000.00	\$ 55,590.00
19	Cashman	Michael & Julie	Investor	\$ 1,264,862.00	\$ 60,000.00
20	Catalano	Bettina S.	Investor	\$ 75,000.00	\$ 6,147.05
21	Cindric (Executor)	Thomas	Investor	\$ 282,000.00	\$ -
22	Cindric	Thomas & Gena	Investor	\$ 48,000.00	\$ -
23	Coront	Kurt & Clara	Investor	\$ 458,500.00	\$ -
24	Cosgrove	Clara D.	Investor	\$ 85,000.00	\$ -
25	Cox	John B & Wanda M.	Investor	\$ 22,850.00	\$ -
26	Craig	Kyle B.	Investor	\$ 40,262.75	\$ -
27	Craw	Michael J. & Sharon A.	Investor	\$ 265,253.00	\$ -
28	Crawford	Scott & Montye	Investor	\$ 85,000.00	\$ 25,000.00
29	Crespo	Gladys	Investor	\$ 100,347.00	\$ -
30	Cummings	David L. & Davalu	Investor	\$ 156,403.07	\$ -
31	Davis	Weston Shaw	Investor	\$ 133,000.00	\$ -
32	Davis	Lori Morgan	Investor	\$ 763,550.10	\$ -
33	Davidson	James T & Mary Beth	Investor	\$ 34,403.16	\$ 18,000.00
34	Dennehy	Colette	Investor	\$ 50,000.00	\$ -
35	Derouin	Beverly, A.	Investor	\$ 38,800.00	\$ -
36	Devine	Barbara & Robert	Investor	\$ 60,000.00	\$ -
37	DiCaprio	James F.	Investor	\$ 95,000.00	\$ -
38	Donahue	Tracy & susan	Investor	\$ 36,000.00	\$ -
39	Doyle	Frank R., Jr.	Investor	\$ 100,000.00	\$ -
40	Fagan	Gail	Investor	\$ 518,000.00	\$ 36,000.00
41	Figueroa	Joe	Investor	\$ 176,000.00	\$ -
42	Fruge	Jacqueline E.	Investor	\$ 30,000.00	\$ -
43	Fruge	Wilfred, Jr.	Investor	\$ 500,000.00	\$ -

COMPOSITE - EXHIBIT "A"

"INVESTOR" CLAIMS FILED IN PROBATE CASE TO BE TRANSFERRED TO THE RECEIVERSHIP CASE					
	Last Name	First Name	Claim Type	Amount Claimed As Invested	Amount Claimed As Received
44	Galanos	Milton G. & Kelly	Investor	\$ 32,549.02	\$ -
45	Garner	Douglas Keith	Investor	\$ 170,000.00	\$ -
46	Garner	Harold Eugene	Investor	\$ 599,728.00	\$ -
47	Garza	Jimmie C. & Nancy L.	Investor	\$ 20,936.63	\$ -
48	Gilley	Sandra S.	Investor	\$ 98,000.00	\$ 17,840.40
49	Goben	Hugh Franklin	Investor	\$ 150,000.00	
50	Goetz	Sandra L.	Investor	\$ 100,000.00	\$ 10,363.20
51	Goodwin	Lisa	Investor	\$ 6,500.00	\$ -
52	Grant	David & Lisa	Investor	\$ 40,000.00	\$ -
53	Grimes	Ronald R.	Investor	\$ 145,500.00	\$ -
54	Hamlet	Mark W. & Theresa	Investor	\$ 300,000.00	\$ 30,000.00
55	Hill	Sandra L.	Investor	\$ 100,000.00	\$ -
56	Keefe	Joseph D. & Nancy J.	Investor	\$ 64,000.00	\$ -
57	Kelley	John	Investor	\$ 95,000.00	\$ -
58	Kelley	John C Jr. & Kristine M.	Investor	\$ 338,000.00	\$ -
59	Klumb	Larry S. & Leanne M.	Investor	\$ 100,000.00	\$ -
60	Kohn	Edward J. Jr.	Investor	\$ 675,000.00	\$ -
61	Kruskall	Keith G. & Gladys Liliana	Investor	\$ 520,621.00	\$ -
62	Krutak	James J Sr. & Elsa	Investor	\$ 179,375.00	\$ -
63	Lang	Gary J. & Karyn V.	Investor	\$ 209,366.30	\$ -
64	Lang	Margaret E.	Investor	\$ 157,441.36	\$ -
65	Latocki	Larry & Phyllis	Investor	\$ 112,000.00	\$ 44,000.00
66	Lenseigne	Joey A.	Investor	\$ 20,000.00	\$ -
67	Loftus-Erithum	Deborah	Investor	\$ 800,000.00	\$ -
68	Marchi	Robert M.	Investor	\$ 418,165.98	\$ -
69	Marotta	Anthony C & Jean M.	Investor	\$ 243,869.00	\$ -
70	Marotta	Julia	Investor	\$ 50,000.00	\$ -
71	Martin	Phillip M.	Investor	\$ 190,574.72	\$ -
72	Martin	Thomas B. & Karen S.	Investor	\$ 225,000.00	\$ 12,700.00
73	McLeod	Billy D. & Frances B.	Investor	\$ 200,000.00	\$ -
74	Michelotti	Robert	Investor	\$ 75,000.00	\$ -
75	Michelotti	Victoria J.	Investor	\$ 50,000.00	\$ -
76	Miller	Brian S. & Kryssa M.	Investor	\$ 250,000.00	\$ -
77	Miller	Jerry L.	Investor	\$ 100,000.00	\$ -
78	Mitchem, II	Carlos L.	Investor	\$ 300,000.00	\$ -
79	Morgan	Elaine G.	Investor	\$ 1,075,000.00	\$ -
80	Morrison	Walter & Elaine	Investor	\$ 35,815.30	\$ -
81	O'Brien	Sean	Investor	\$ 6,800.00	\$ -
82	Olah	Carolyn B.	Investor	\$ 271,450.11	\$ -
83	Parra	Michael	Investor	\$ 515,467.20	\$ -
84	Peterson	Justin	Investor	\$ 100,000.00	\$ -
85	Pribble	Kimberly D.	Investor	\$ 40,262.75	\$ -
86	Price	Mitchell L.	Investor	\$ 43,355.00	\$ -

COMPOSITE - EXHIBIT "A"

"INVESTOR" CLAIMS FILED IN PROBATE CASE TO BE TRANSFERRED TO THE RECEIVERSHIP CASE					
	Last Name	First Name	Claim Type	Amount Claimed As Invested	Amount Claimed As Received
87	Quirk	Brian & Victoria	Investor	\$ 82,000.00	\$ -
88	Rambo	Beverly	Investor	\$ 83,000.00	\$ -
89	Ranger	Derek & Jennifer	Investor	\$ 200,000.00	\$ -
90	Reck	Richard & Carol	Investor	\$ 160,000.00	\$ 50,000.00
91	Richards	Harry G.	Investor	\$ 390,000.00	\$ -
92	Riley	John J & Monica S.	Investor	\$ 400,000.00	\$ -
93	Rosenhamer	J. Andrew	Investor	\$ 180,000.00	\$ -
94	Russo	Michael R., Jr.	Investor	\$ 60,828.58	\$ -
95	Salazar	Mary C.	Investor	\$ 604,424.89	\$ 216,629.51
96	Schiffer	Vivan	Investor	\$ 80,000.00	\$ -
97	Schreiber	Albert R. & JoAnne	Investor	\$ 95,000.00	\$ -
98	Sell	Rick	Investor	\$ 350,000.00	\$ -
99	Sheehan	David J. & Bonnie S.	Investor	\$ 70,000.00	\$ -
100	Shruhan	Donald K. & Kimberly	Investor	\$ 200,000.00	\$ -
101	Stines	Patrick J. & Linda L.	Investor	\$ 116,533.59	\$ -
102	Smith	Ivey L. & Donald Vance	Investor	\$ 76,517.00	\$ -
103	Smith	William L. & Cynthia J.	Investor	\$ 150,000.00	\$ -
104	Snyder	Scott	Investor	\$ 90,000.00	\$ 30,000.00
105	Snyder	Stephen P.	Investor	\$ 50,000.00	\$ -
106	Sourini	James & Debra Wright	Investor	\$ 1,470,804.00	\$ 1,157,923.51
107	Stanton	Michael	Investor	\$ 100,000.00	\$ -
108	Teresi	Candice	Investor	\$ 133,956.76	\$ -
109	Thompson	Andrew & Olivia	Investor	\$ 80,000.00	\$ 48,840.80
110	Tierney	Kristine	Investor	\$ 95,000.00	\$ -
111	Tilley	Kathy Railford	Investor	\$ 98,500.00	\$ -
112	Trouville	Mark & Mary Ellen	Investor	\$ 75,000.00	\$ 55,200.00
113	Vance	Robert	Investor	\$ 100,000.00	\$ -
114	Waddell	William & Pat	Investor	\$ 8,200,000.00	\$ -
115	Woolley	James A & Nancy I	Investor	\$ 157,660.00	\$ -
116	Yera	John & Miriam	Investor	\$ 100,000.00	\$ -
117	Zellers	Steven S. & Ruth A.	Investor	\$ 100,000.00	\$ -
118	Zirkelbach	Adam	Investor	\$ 26,573.00	\$ -
			Total:	\$ 30,894,378.32	\$ 2,252,281.72

COMPOSITE - EXHIBIT "A"

EXHIBIT "B"

"BUSINESS" CLAIMS FILED IN PROBATE CASE TO BE TRANSFERRED TO THE RECEIVERSHIP CASE				
	Name	Claim Type	Claim Amount	Description
1	BBVA Compass Bank	Business	\$ 103,329.85	FEBG Loan
2	Capital One Bank - #0319	Business	\$ 2,238.01	Business Credit Card
3	Capital One Bank - #9534	Business	\$ 1,200.43	Business Credit Card
4	Mark D. Lacey (Former Employee)	Business	\$ 12,044.09	Claim for Wages
5	Seven Bridges Radio LLC	Business	\$ 15,203.00	Advertising for FSAMG
6	Total Office Products	Business	\$ 310.30	Vendor for Business
7	Wells Fargo Bank, N.A.	Business	\$ 202,579.43	FEBG Loan
8	Wells Fargo Bank, N.A.	Business	\$ 200,390.09	FEBG Loan
		Total:	\$ 537,295.20	

EXHIBIT "B"

EXHIBIT "C"

CLAIM FILED BY "CAPITAL ANALYSTS, INC." IN PROBATE CASE TO BE TRANSFERRED TO THE RECEIVERSHIP CASE				
	Name	Claim Type	Claim Amount	Description
1	Capital Analysts, Inc. 303 Broadway, Ste. 1500 Cincinnati, OH 45202	Receivership	\$ 15,000,000.00	Contingent Claim. Capital Analysts, Inc. is being sued by numerous investors in FINA Arbitration proceedings based upon its affiliation with the the Receivership Entities.

EXHIBIT "C"

EXHIBIT "D"

INVENTORY OF McLEOD PERSONAL ASSETS
As of July 25, 2011

Location	Description	Qty
Wentworth	Olhausen pool table (needs to be re-felted)	1
	Miscellaneous Georgia football and framed items	lot
	Moomba Outback ski boat, HIN# US-1SR0B328E505, deferred maintenance	1
	2005 Boat Mate single axle boat trailer, VIN#5A7BB21135T003234	1
	Sea Doo Jet Skis (been in water for 3-4months, not running, no trailer)	2
	2008 Boxer BBQ trailer, VIN#2MSUBA1148H000983	1
	2006 Haulmark, tailgate trailer, VIN#16HCB151X6G081885	1
	Carry on Trailer (Located At S. McLeod's Parents House)	1
Yachtsman	Large Sony flat screen TV	2
	Sony DVD player	2
	Denon mulizone receiver	1
	Whirlpool front load Duet washer & dryer	2
	GE Profile ss refrigerator/freezer	1
	Precor C954 treadmill	1
	Precor EFX546 elliptical machine	1
	Inspire M3 workout machine	1
	Sony flat screen TVs (small)	2
	Phil Mickelson framed photos	2
	Maytag ss refrigerator/freezer-garage	1
	Tomberlin E-merge 48SS red deluxe golf cart-garage	1
	EZ-GO golf cart-garage	1
	Vehicles	2006 Hummer H2, leather, broken left front and pasenger rear windows, custom XD Series rims and wheels, VIN#5GRGN23U96H121418
2006 Dodge Charger Limousine, leather rear cmpartment, cloth front, front are ripped apart somewhat, VIN#2B3LA43G66H507856		1
Other	2004 Pace Trailer (Approx. 10 ft), VIN#4FPFB10194G088105; Tag #Q374SD	1
	E-Z Go Golf Cart located at The Golf Club of Amelia Island, 4700 Amelia Island Parkway, Amelia Island, Florida 32034	1

EXHIBIT "D"