UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v. Case No. 8:09-cv-0087-T-26TBM

ARTHUR NADEL;
SCOOP CAPITAL, LLC;
SCOOP MANAGEMENT, INC.

Defendants,

SCOOP REAL ESTATE, L.P.;
VALHALLA INVESTMENT PARTNERS, L.P.;
VALHALLA MANAGEMENT, INC.;
VICTORY IRA FUND, LTD.;
VICTORY FUND, LTD.;
VIKING IRA FUND, LLC;
VIKING FUND, LLC; AND
VIKING MANAGEMENT, LLC,

Relief Defendants.
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THE RECEIVER'S SECOND INTERIM REPORT ON
QUEST ENERGY MANAGEMENT GROUP, INC.

Burton W. Wiand, the Court-appointed Receiver for Quest Energy Management Group, Inc. ("**Quest**" or the "**Company**"), hereby files this Second Interim Report On Quest (the "**Report**") to inform the Court, investors, and others interested in this Receivership of activities from August 27, 2013 through the date of the filing of this Report as well as the proposed course of action.[1]

BACKGROUND

On January 21, 2009, the Securities and Exchange Commission ("**SEC**") instituted this enforcement action following the collapse of a massive Ponzi scheme (the "**scheme**") perpetrated by Arthur Nadel ("**Nadel**") through hedge funds (the "**Hedge Funds**") from 1999 until January 2009. As part of this scheme, Nadel paid himself and his purported business partners, Neil and Christopher Moody ("the **Moodys**"), more than $90 million in bogus management and performance fees which were based on fabricated asset values and performance data. Due to that conduct, Nadel was charged and pled guilty to securities, mail, and wire fraud. Nadel was convicted of all charges and died in prison while serving a 14-year sentence.

During the course of the ten-year scheme, Nadel and the Moodys used scheme proceeds – money stolen from the Hedge Funds' investors – to found or otherwise fund numerous businesses. Since the inception of this Receivership and in accordance with his mandate to marshal assets for the benefit of defrauded investors, the Receiver has

1 The Receiver's First Interim Report on Quest covered the time from the Receiver's appointment as Receiver of Quest, May 24, 2013, through August 26, 2013 (the "**First Quest Report**"). The First Quest Report can be found on the Receiver's website, www.nadelreceivership.com.

successfully sought expansion of the Receivership to include those businesses.[2] Quest is one such entity that was funded in large part with scheme proceeds.

Quest is an oil and gas exploration and production company based in Texas. Paul Downey was its Chief Executive Office, and his son Jeff Downey was its Chief Operating Officer (collectively the "**Downeys**"). The Moodys, through Viking Oil, used scheme proceeds of $4 million to fund Quest. Through Valhalla Investment Partners, L.P., the Moodys funneled an additional $1.1 million to Quest in exchange for a promissory note from Quest and the Downeys to Valhalla Investment Partners. In February 2009, the Receiver began communications with the Downeys for recovery of the scheme proceeds provided to Quest. After considerable time and effort, the Receiver reached a conditional agreement to resolve his claims against Quest dependent upon receipt of $2.3 million from Quest. Quest failed to make this payment and ignored the Receiver's repeated demands for payment. In February 2013, Quest informed the Receiver it was having cash flow problems. Because of Quest's failings and to try to preserve Quest's value for the benefit of the Receivership estate and, ultimately, for defrauded investors in Nadel's scheme, on March 21, 2013, the Receiver

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[2] Those business include: Venice Jet Center, LLC; Tradewind, LLC; Laurel Mountain Preserve, LLC; Laurel Preserve, LLC; Laurel Mountain Preserve Homeowners Association, Inc.; Marguerite J. Nadel Revocable Trust UAD 8/2/07; Guy-Nadel Foundation, Inc.; Lime Avenue Enterprises, LLC; A Victorian Garden Florist, LLC; Viking Oil & Gas, LLC; Home Front Homes, LLC; Traders Investment Club; Summer Place Development Corporation; Respiro, Inc.; and Quest Energy Management Group, Inc. For more information on the Receivership as a whole, please refer to the Receiver's regularly filed Interim Reports.

moved to expand the Receivership to include Quest (Doc. 993). The Court granted this motion on May 24, 2013 (Doc. 1024).[3]

I. Brief Overview of Receiver's Efforts to Date

Since his appointment on May 24, 2013, the Receiver has taken a number of steps to fulfill his mandates under the Order appointing him as Receiver for Quest. The Receiver and his attorneys promptly secured bank accounts and began to review Quest's business records. The Receiver traveled to Texas to secure Quest's office, interview personnel, and examine records and assets.[4] The Receiver also retained the services of Wheeler, Fairman & Kelley, CPAs ("**Wheeler**"), experienced forensic accountants in Texas familiar with the oil and gas industry, to examine Quest's financial records.

[3] On June 14, 2013, the Downeys filed a notice of appeal of the Court's May 24, 2013 Order to the United States Court of Appeals for the Eleventh Circuit in the name of Quest (Doc. 1027). On July 19, 2013, the appellate court informed the parties that it may lack jurisdiction over the appeal and requested briefing on this issue. On August 2, 2013, the Receiver filed his response and also moved to dismiss the appeal for lack of jurisdiction on other grounds. On September 17, 2013, the appellate court ordered that the motion to dismiss and other jurisdictional issues will be carried with the case. On October 31, 2013, the Downeys filed a motion to strike the Receiver's answer brief. The Receiver submitted an opposition to this motion on November 13, 2013. The appellate court denied the motion to strike on December 17, 2013. On February 11, 2014, the Downeys filed a motion to supplement the record which the Receiver opposed. The appellate court ruled that the motion to supplement be carried with the case. Oral argument before the Eleventh Circuit was had on May 13, 2014. The argument focused solely on jurisdictional issues. No ruling has been issued yet.

[4] On June 5, 2013, the Receiver's attorney deposed Paul Downey in an effort to gather important information about Quest's affairs under oath. However, Mr. Downey asserted his Fifth Amendment privilege against self-incrimination and refused to answer any questions without first receiving immunity from prosecution. When asked to provide evidence before the Court, counsel for Jeff Downey indicated he would also rely on his constitutional privileges and not testify.

After reviewing Quest's operations and communicating with individuals experienced with the oil and gas exploration industry, it quickly became clear that Quest's operations were in dire straits. As discussed below, Quest faced serious regulatory issues which had resulted in its license to operate being suspended. The Receiver realized that to have any meaningful sale of Quest or its assets, he first had to resolve its many regulatory issues. The Receiver and his professionals have spent considerable time and effort resolving these regulatory issues to ensure that Quest would remain viable. While tackling these regulatory issues, the Receiver also discovered that basic well maintenance and well management had been ignored. At the time of the Receiver's appointment, Quest was producing less than seven barrels of oil per day. The Receiver implemented a repair and maintenance plan designed to increase oil and gas production while being mindful of the costs of such a plan. The Receiver's efforts have been fruitful. Quest has its license to operate, is working diligently to remain in compliance with applicable regulations, and its wells are collectively producing on average approximately 30 barrels of oil per day. Now that the Receiver has overcome many of the serious problems Quest faced at the time of his appointment, he has turned his focus to (1) further improving well production where possible and economically feasible and (2) selling Quest and its assets.

A. Overview of Findings to Date

The Receiver has formed some conclusions based on his initial review of a portion of the records obtained from Quest. While these conclusions are not final, and may change as the review becomes more complete, the Receiver believes they should be shared with the Court, the investors, and other potentially interested parties. As a result of his actions and investigations, the Receiver has discovered that Quest (1) was severely mismanaged, in default of millions of dollars of outstanding debt, and insolvent; (2) had serious regulatory issues; (3) was sustained exclusively by money from new investors who were misled about the company's financial state or potential; and (4) was a defendant in several lawsuits and was facing other potential litigation. These findings are discussed below.

1. Quest Was Insolvent and Seriously Mismanaged

Upon review, the Receiver discovered that Quest's financial records were in disarray. Despite this challenge, the Receiver has been able to determine that Quest was insolvent almost since its inception in 2006 and expenses were outpacing revenue by more than two to one. At the time of the Receiver's appointment, the Company owed investors and others millions of dollars but had virtually no revenue with which to repay this debt. One way the Downeys had raised money on behalf of Quest from investors was through promises to repay the principal amount plus periodic interest. The Company had ceased making interest payments to those investors more than one year before the Receiver's appointment. Quest's records reflect that approximately $19,124,326 was raised from investors between 2006 and May 2013. Due to the disorganized manner in which the Company maintained its financial records, total liabilities have not been quantified fully yet although it is clear they are very significant. Further, Quest's minimal income was insufficient even to satisfy its operating expenses, let alone its debt obligations. As a result, there was no potential for the Downeys to satisfy Quest's obligations other than by using money received from new investors to pay existing investors. The Company's operational failure and dire financial condition was not disclosed to the solicited investors.

Not only did the Downeys place Quest in dire financial conditions, but they also failed to properly manage Quest's oil and gas operations. For instance, (1) due to the Downeys' failure to comply with regulatory requirements prior to the Receiver's appointment, the renewal of Quest's Operator's License had been denied by the Texas Railroad Commission ("**RRC**");[5] (2) Quest's oil and gas wells were in disrepair and the Downeys failed to make even nominal efforts to maintain them as viable producing assets; (3) the Downeys failed to file accurate production reports with the RRC; and (4) although the Downeys raised more than $19 million from investors, it appears no more than $1.5 million was ever used in connection with the purchase of oil and gas equipment. For more examples of the Downeys' mismanagement, please refer to the First Quest Report. As is evident from the above, without the appointment of the Receiver, the collapse of Quest was inevitable.

2. Quest Faced Significant Regulatory Issues

Well before the Receiver's appointment, in 2012, Quest was notified that various wells were not in compliance with certain regulatory requirements and that because of these compliance issues the RRC would not renew Quest's Operator's License. Without its Operator's License, Quest would have to cease operations. The Downeys failed to resolve these issues and further failed to request a hearing as permitted by law. As a result, on June 13, 2013, the RRC issued an order denying Quest's renewal application. Upon learning of the situation for the first time, the Receiver took immediate steps to resolve these issues. The

[5] The RRC is the primary regulator of the oil and gas industry in Texas. The RRC has extensive recording and compliance requirements and also has an enforcement division to enforce those requirements.

Receiver had extensive dialogue with the RRC's enforcement counsel and secured the RRC's consent to a Motion for Rehearing of the renewal application. The Receiver retained counsel in Austin, Texas, to assist in accomplishing the tasks necessary to bring the various wells into compliance. To satisfy the RRC's demands, the Receiver was required to make considerable corrections to records which had been improperly filed with the RRC. The Receiver also had to complete substantial work on a number of wells which included plugging certain wells and resolving some environmental issues. The Receiver's professionals and remaining Quest employees expended extensive efforts to ensure compliance. All of the violations were resolved and Quest's Operator's License was renewed. The Receiver also has renewed Quest's Operator's License for 2014.

The Receiver encountered further problems when it was discovered that production reports filed with the RRC before the Receiver's appointment were inaccurate and overstated production. As a result of these false filings, the RRC severed a number of wells. Once a well is severed, no production is allowed until the regulatory issue is resolved and a reconnect fee is paid. The Receiver worked with the RRC to overcome these issues and was able to secure the RRC's consent to reconnect the pertinent wells and waive several reconnect fees. The Receiver retained a consultant to assist with resolving these issues and securing Quest's operating license as well as ensuring that the wells remain in compliance with RRC regulations.

Soon after the filing of the motion to expand the Receivership to include Quest, the Texas State Securities Board ("**TSSB**") contacted the Receiver because it had initiated an investigation of Quest following complaints by several Quest investors. The TSSB requested information and assistance in its investigation of Quest and the Downeys' efforts to raise money on behalf of the Company. The Receiver cooperated with the TSSB. The TSSB has since transferred this matter to the SEC's Fort Worth Regional Office.

3. Misrepresentations Made to Investors

The Receiver's investigation to date indicates that from 2006 through May 2013, approximately $19 million was raised by the Downeys on behalf of Quest from approximately 115 investors. Included in this sum is approximately $5.1 million of Nadel scheme proceeds transferred to Quest by the Moodys. Based on the documents the Receiver has reviewed to date, it appears that numerous misrepresentations, or material omissions, were made to investors. For instance, the Downeys failed to disclose to investors that Quest was insolvent and did not have the financial means needed to maintain the wells, produce the amount of oil and gas represented to investors, and resolve its regulatory issues. Paul Downey also represented to investors that a Fortune 100 Company was interested in purchasing Quest's assets which purportedly would have allowed Quest to repurchase all notes at full face value and pay interest. This never came to pass and to date the Receiver has not discovered any bona fide offer by any Fortune 100 company to purchase Quest's assets. Similar representations regarding other saviors continued to be made to investors until the Receiver's appointment.

After the Receiver had filed the motion to expand the Receivership to include Quest, the Downeys secured an investment from an individual investor. The Downeys entered into an assignment of a lease agreement with this investor. The assignment purported to assign 91% of Quest's interest in an oil property lease agreement in exchange for the payment of

$350,000 to Quest. The Downeys were fully aware of the Receiver's pending motion to expand the Receivership to include Quest yet the Receiver's investigation revealed they failed to disclose this information to the investor. Further, the Downeys did not disclose the insolvency of Quest and misrepresented to the investor how the funds obtained would be used by the Company. Without informing the investor, the Downeys used a portion of the funds received from the investor to retain an attorney for themselves and pay themselves wages while only 10% of these funds were used for well production. The assignment was not recorded until after the Receiver was appointed as Receiver of Quest. The lessors have asserted that Quest's assignment to the investor invalidated the lease because the lease agreement contains a provision prohibiting any such assignment. The assignee has indicated he will not pursue the assignment. The Receiver will vigorously contest the assignment and the alleged invalidation of the lease.

The Receiver has sent letters to Quest's known investors, royalty owners, and other creditors informing them of the Receivership and requesting contact information.

4. Pending and Prospective Litigation

At the time of the Receiver's appointment, Quest had three lawsuits seeking large amounts in damages pending against it in Texas State Courts. *Integrity Directional Services, LLC v. Quest,* Case No. 2013-028 (Tx. D. Ct. 259th Jud'l Dist., Shackelford County, TX) (seeking damages of $899,583.50 for goods and services which were provided to Quest for which payment was not received); *Ploegsma Sulpher Co. LLC v. Quest*, Case No. 2013-17235 (Tx. D. Ct. 189th Jud'l Dist., Harris County, TX) (brought by an investor seeking damages of more than $1.25 million for payment of a note); *Wallace d/b/a Graham Mud Co.*

and Rocking R Drilling Co., Inc. v. Quest, Case No. 2013-050 (Tx. D. Ct. 259th Jud'l Dist., Shackelford County, TX) (seeking to foreclose on liens for unpaid goods or services in the combined amount of $398,722.93).[6] Two taxing authorities have also initiated actions against Quest. *Shackelford County Appraisal District v. Quest*, Case No. 2013-070 (Tx. D. Ct. 259th Jud'l Dist., Shackelford Couty, TX) (seeking delinquent property taxes of approximately $77,200.90); *County of Callahan, Texas v. Quest*, Case No. T-1994 (Tx. D. Ct. 42nd Jud'l Dist., Callahan County, Texas) (seeking delinquent property taxes of $1,955.21). The Receiver filed Notices of Receivership and Injunction Barring Proceedings Against Quest in each action. Accordingly, these actions have been stayed as to Quest.

Further, the Receiver has reviewed documents indicating that several investors were threatening suit against Quest for the recovery of their investments. Absent the appointment of the Receiver, numerous additional claims were inevitable.

II. Current Operations and Assets

As noted above, upon the Receiver's appointment, he promptly secured Quest's bank accounts and its office located at 64 South Jacobs, Albany, Texas (the "**Office**"). At the beginning of the Receivership, Quest had only $22,113.27 in its bank accounts.[7] The Receiver retained experienced forensic information technology experts with the firm E-Hounds, Inc. to assist in securing and analyzing the electronic data on computers located in

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[6] These litigation matters are in addition to the Receiver's claim for approximately $5.1 million against Quest.

[7] Quest's payables at that time substantially exceeded this amount.

the Office. E-Hounds personnel have secured the data and are well underway in their forensic analysis.

After interviewing personnel, the Receiver determined to reduce Quest's staff. The Downeys were terminated as well as an individual involved in "investor relations" who was instrumental in disseminating information for the Downeys. Two other employees resigned. The Company retained a supervisor and two field employees. The Receiver obtained a significant volume of documents from the Office and has reviewed a substantial number of these documents. The Receiver is continuing to evaluate the Company's assets and is attempting to sell these assets. Quest's assets include (1) leases held on fields containing oil and gas wells and related equipment; (2) various vehicles; (3) residential property which is currently being used as the Office; and (4) other miscellaneous assets including office furniture, computers and the like.

A. Oil and Gas Wells

Quest maintains leases on three fields which in turn contain 90 gas and oil wells. At the time of the Receiver's last Interim Report, only five wells were producing. As a result of the Receiver's efforts since that time, eleven wells are producing. Attached as **Exhibit A** to this Report is a spreadsheet identifying each of these wells and the status of each well. The Receiver continues to evaluate the potential well output relative to the cost of making the wells productive. Since taking control of Quest, the Receiver has implemented some repair and maintenance activities designed to increase production and revenues. As noted above, it was evident from the Receiver's review of the wells that simple maintenance and basic well management had been ignored for some time. The Receiver has more than tripled production by reinvesting a nominal amount of money in these wells. By taking relatively simple measures, the Receiver increased production from approximately seven barrels per day to approximately 30 barrels per day on average. From September 2013 through April 2014, Quest averaged approximately 30 barrels of oil per day and 190 MCF (thousand cubic feet) of gas per day, which generated an approximate average gross monthly income of $100,000. In recent months, Quest's daily oil production has ranged between 25 and 50 barrels per day.

B. Receivership Accounting Report

Attached as **Exhibit B** to this Report is a cash accounting report showing the amount of money on hand as of May 24, 2014 less operating expenses plus revenue through April 30, 2014. This cash accounting report does not reflect non-cash or cash-equivalent assets. Thus, the value of all property discussed in this Report is not included in the accounting report. From May 24, 2013, through April 30, 2014, the Receiver generated $954,488.86 in gross business income from Quest's ongoing operations. (Ex. B.) Quest is generating sufficient income to pay its current operating expenses.

C. Vehicles

The Receiver acquired possession and control of 16 vehicles titled in Quest's name or otherwise paid for by Quest, which primarily include trucks and trailers used in connection with business operations. One of the vehicles, however, was a 2009 BMW 535i ("**BMW**") which was being used by Paul Downey. On August 12, 2013, the Receiver filed a motion to approve the sale of the BMW for $17,000 (Doc. 1049). The Court approved this motion on August 13, 2013 (Doc. 1050). After payment of the outstanding loan on the vehicle, the Receivership received the net amount of $3,566.12 from this sale.

D. The Office Property

The Receiver has possession and control of the Office, which is a small free-standing structure. The Office has one known encumbrance: a loan with First National Bank with an outstanding balance as of May 2014 in the amount of $50,409.98. Parties interested in purchasing the Office should contact:

David Cleveland
Clear Fork Realty
332 South Second
Albany, Texas 76430
Phone: (325) 762-3614
Email: clrfork@camalott.com

E. Miscellaneous Items

The Receiver also has recovered a myriad of other items that he may be able to sell, including office furniture, computers, and miscellaneous supplies. The Receiver will make reasonable efforts to maximize the amount he is able to recover from the possible sale of these items.

III. Marketing Efforts

The Receiver's marketing efforts for Quest mainly have been through communications with various individuals with ties to the oil and gas exploration industry to generate referrals of interested buyers and through communications with potential buyers familiar with Quest or the Receivership. Those communications, however, resulted in no meaningful offers. The Receiver sought advice from various individuals with knowledge of the oil and gas exploration industry in an effort to determine the best way to market Quest for sale. As a result of those efforts, two potential marketing firms submitted proposals to the Receiver. After careful consideration, the Receiver has determined that selling Quest through a private sale with the assistance of WhiteHorse Partners, LLC ("**WhiteHorse**") is in the best interest of the Receivership Estate as he believes it provides the best opportunity to market Quest to the widest audience for the most value.

WhiteHorse is a boutique advisory firm based in Nashville, Tennessee familiar with the oil and gas industry. It has marketed and sold (or is currently marketing and in the process of selling) companies similar to Quest. WhiteHorse's marketing strategy for Quest will include the following efforts:

- A complete review of the documentation related to Quest's current and past operations including its current and past accounting databases so consolidated financial statements can be prepared;
- A determination of Quest's market value;
- The development of a marketing plan aimed at locating qualified purchasers;
- The preparation of a marketing memorandum which will outline relevant details about Quest;
- The execution of a marketing initiative;
- The qualification of potential buyers to ensure their financial ability to conclude a transaction to buy Quest and a review of their prior transactions and experience with entities such as Quest;
- Conducting tours of Quest's properties and speaking with personnel;
- The analysis of all offers;
- Assisting with the negotiation of a letter of intent or purchase offer; and
- Working on closing the sale transaction, including due diligence.

WhiteHorse has presented the Receiver with a proposed Marketing Engagement Agreement which seeks a non-refundable $5,000 retainer and a 6% commission of the sale price of Quest. The $5,000 retainer will be credited at the time of closing. The Receiver believes the terms in the engagement agreement are fair and reasonable and that retaining WhiteHorse to market and sell Quest is in the best interest of this Receivership.

On May 14, 2014, the Receiver filed a motion for leave to retain WhiteHorse to market and sell Quest and/or its assets (Doc. 1115). On May 15, 2014, the Court denied this motion without prejudice to the motion being renewed (Doc. 1116). The Court denied the motion because it concluded that the appeal brought by the Downeys divested it of jurisdiction over this matter while the appeal is pending. As noted above, oral argument on this appeal took place on May 13, 2014. No order on the appeal has been entered yet and it is not possible to predict when such an order will be issued. If the Order expanding the Receivership to include Quest is affirmed on appeal or the appeal is dismissed for lack of jurisdiction, the Receiver will renew his motion to retain WhiteHorse.

IV. Proposed Course of Action

From the Receiver's investigation, it appears that the oil well leases held by Quest have potential value and may be able to be sold for the benefit of investors and other creditors. The Receiver will continue to evaluate the wells and their potential for production relative to the expense required to maintain the wells and make them productive. This activity is intended to generate cash flow while evaluation and liquidation activities are attempted. The Receiver will continue to work with the RRC to ensure compliance with regulatory requirements. The Receiver will evaluate and market leases in an effort to generate as much value as reasonably possible. While marketing these assets, the Receiver will continue to operate the business in an effort to preserve and enhance its value. The Receiver will continue to review financial documents and other documents from the

Company to further his investigation. The Receiver has and will continue to maintain a separate accounting of revenues and expenses for Quest. He will also continue to consider all of the information he has gathered to date, additional information he gathers, and the Company's or its assets' prospects and value to determine how to address claims held by Quest investors and other creditors. At this time, the Receiver contemplates that he will conduct a separate claims process to deal with the claims of investors and other creditors of Quest if the sale of Quest's assets warrants such a process. The Receiver, however, currently believes that the assets and potential value of Quest is significantly less than the outstanding balance of investors' investment amount in Quest.[8]

CONCLUSION

Creditors and investors in the Receivership Entities are encouraged to periodically check the informational website (www.nadelreceivership.com) for current information concerning this Receivership. The Receiver and his counsel have received an enormous amount of emails and telephone inquiries and have had to expend significant resources to address them. To minimize those expenses, creditors and investors are strongly encouraged to consult the Receiver's website before contacting the Receiver or his counsel. However, if you are an investor or creditor of Quest and have not yet provided your email or other contact information to the Receiver, please contact Jeffrey Rizzo by email to jrizzo@wiandlaw.com or telephone (813) 347-5100. The Receiver also encourages anyone who may have

[8] On August 27, 2013, the Court *sua sponte* set a status conference which was held on September 4, 2013, to discuss whether it was financially in the best interests of the Receivership and the defrauded investors to maintain Quest as a Receivership Entity (Doc. 1055). The Court determined to maintain Quest in the Receivership at this stage.

information that may be helpful in securing further assets for the Receivership estate or identifying other potential parties who may have liability to either the Receivership estate or investors to also contact Mr. Rizzo with that information.

Dated this 23rd day of May, 2014.

Respectfully submitted,

s/Burton W. Wiand
Burton W. Wiand, Receiver

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on May 23, 2014, I electronically filed the foregoing with the Clerk of the Court by using the CM/ECF system.

s/Gianluca Morello
Gianluca Morello, FBN 034997
gmorello@wiandlaw.com
Maya M. Lockwood, FBN 0175481
mlockwood@wiandlaw.com
WIAND GUERRA KING P.L.
5505 West Gray Street
Tampa, FL 33609
T: (813) 347-5100
F: (813) 347-5198

Attorneys for the Receiver, Burton W. Wiand