

BI (Official Form 1)(1/08)

**United States Bankruptcy Court
Southern District of Florida**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Fontainebleau Las Vegas Holdings, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): FKA Turnberry/Las Vegas Boulevard, L.P.; FKA Turnberry/Las Vegas Boulevard, Inc.	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 52-2239337	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): c/o Howard C. Karawan, CRO 19950 West Country Club Drive Aventura, FL	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 33180	ZIP Code
County of Residence or of the Principal Place of Business: Miami-Dade	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Check one box: Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Fontainebleau Las Vegas Holdings, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attachment	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
Fontainebleau Las Vegas Holdings, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X _____
Signature of Attorney for Debtor(s)

Scott L. Baena 186445
Printed Name of Attorney for Debtor(s)

Bilzin Sumberg Baena Price & Axelrod, LLP
Firm Name
**200 South Biscayne Blvd.
Suite 2500
Miami, FL 33131**

Address

(305) 374-7580 Fax: (305) 374-7593
Telephone Number

June 9, 2009
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

Howard C. Karawan
Printed Name of Authorized Individual

Chief Restructuring Officer
Title of Authorized Individual

June 9, 2009
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

In re Fontainebleau Las Vegas Holdings, LLC
Debtor

Case No. _____

FORM 1. VOLUNTARY PETITION
Pending Bankruptcy Cases Filed Attachment

<u>Name of Debtor / District</u>	<u>Case No. / Relationship</u>	<u>Date Filed / Judge</u>
Fontainebleau Las Vegas Capital Corp. Southern District of Florida	Affiliated Company	06/09/09
Fontainebleau Las Vegas, LLC Southern District of Florida	Affiliated Company	06/09/09

B4 (Official Form 4) (12/07) - Cont.

In re Fontainebleau Las Vegas Holdings, LLC
Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Restructuring Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date June 9, 2009

Signature /s/ Howard C. Karawan

Howard C. Karawan
Chief Restructuring Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of Florida**

In re Fontainebleau Las Vegas Holdings, LLC Debtor(s) Case No. _____ Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Fontainebleau Resort Properties I, LLC 19950 West Country Club Drive 4th Floor Aventura, FL 33180			100%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Chief Restructuring Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date June 9, 2009 Signature /s/ Howard C. Karawan
Howard C. Karawan

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Southern District of Florida**

In re Fontainebleau Las Vegas Holdings, LLC

Debtor(s)

Case No. _____

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Chief Restructuring Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: June 9, 2009

/s/ Howard C. Karawan

Howard C. Karawan/Chief Restructuring Officer

Signer/Title

1888 Fund Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Aberdeen Loan Funding Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

ABS Loans 2007 Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

AIRLIE CLO 2006 I Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

AIRLIE CLO 2006 II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Allegiant Asset Management Co
Andrew Harding
200 Public Square
5th Fl Loc10 86 Ps 04
Cleveland, OH 44114

American Express Company Retirement Plan
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Ameriprise Financial Retirement Plan
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Ares Enhanced Loan Investment Strategy
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Ares Management LP
Howard Wang
2000 Ave Of The Stars
12Th Fl
Los Angeles, CA 90067

Armstrong Loan Funding Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Artus Loan Fund 2007 I Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Avenue CLO Fund Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Avenue CLO II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Avenue CLO III Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Avenue CLO IV Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Avenue CLO V Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Avenue CLO VI Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Babson CLO Ltd 2004 1
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Babson CLO Ltd 2004 II
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Babson CLO Ltd 2005 1
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Babson CLO Ltd 2005 II
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11

Dallas, TX 75202-3714

Babson CLO Ltd 2005 III
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Babson CLO Ltd 2006 I
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Babson CLO Ltd 2006 II
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Babson CLO Ltd 2007 I
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Babson Loan Opportunity CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Baker Street CLO II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Baker Street Funding CLO 2005 1 Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Bank of America
As Administrative Agent
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Bank of America
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Bank of America Distressed Trade As
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Bank of America LLC
Joyce Serrano
100 North Tryon St

Bank Of America Corporate Ctr
Charlotte, NC 28255

Bank of Nova Scotia
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Bank of Scotland PLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Barclays Bank PLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Barclays Capital Inc
John Kempf
200 Park Ave
New York, NY 10166

Battalion CLO 2007 I Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Blackrock Financial Management Inc
Scott Amero
40 East 52Nd St
New York, NY 10022

Brentwood CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Brigade Capital Management LLC
Doug Pardon
717 5Th Ave
Ste 1301
New York, NY 10022

Brigade Leveraged Cap Structures Fund Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Camulos Master Fund LP
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Canpartners Investments IV LLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11

Dallas, TX 75202-3714

Canyon Capital CLO 2004 1 Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Canyon Capital CLO 2006 1 Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Canyon Capital CLO 2007 1 Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Carlyle High Yield Partner VIII Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Carlyle High Yield Partners 2008 1 Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Carlyle High Yield Partners IX Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Carlyle High Yield Partners Vi Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Carlyle High Yield Partners VII Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Carlyle High Yield Partners X Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Carlyle Loan Investment Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Caspian Capital Partners LP
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl

Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Caspian Select Credit Master Fund Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Cedarview Leveraged Opp Ma II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Cent CDO 10 Ltd Co Riversource Invest
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Cent CDO 12 Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Cent CDO 14 Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Cent CDO 15 Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Cent CDO Xi Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Central Investment Portfolio
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Centurion CDO 8 Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Centurion CDO 9 Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Centurion CDO VI Ltd
c/o Bank of America NA Ronaldo Naval VP

901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Centurion CDO VII Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Cm Life Insurance Company
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Copper River CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Credit Suisse Asset Management Americas
Martha Metcalf
11 Madison Ave
New York, NY 10010

Denver Investment Advisors LLC
Mark Mckissick
1225 17Th St
26th Fl
Denver, CO 80202

Deutsche Asset Management Deam NYC
Gary Sullivan
345 Park Ave
16Th Fl
New York, NY 10154

Deutsche Bank Ag New York Branch
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Deutsche Bank Trust Company
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Dimaio Ahmad Capital LLC
Omar Rifai
245 Park Ave
44Th Fl
New York, NY 10167

Dryden IX Senior Loan Fund 2005 PLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Dryden VII Leveraged Loan CDO 2004
c/o Bank of America NA Ronaldo Naval VP

901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Dryden VIII Leverage Loan CDO 2005
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Dryden Xi Leveraged Loan CDO 2006
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Dryden Xvi Leveraged Loan CDO 2006
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Dryden Xviii Leveraged Loan 2007 Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Duane Street CLO I Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Duane Street CLO II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Duane Street CLO III Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Duane Street CLO IV Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Duane Street CLO V Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Eastland CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Eaton Vance Management Inc

Mark Venezia
255 State St
The Eaton Vance Building
Boston, MA 02109

Emerald Orchard Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Encore Fund LP
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Evergreen High Income Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Evergreen High Yield Bond Trust
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Evergreen Income Advantage Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Evergreen Multi Sector Income Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Evergreen Va High Income Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

FAF Advisors Inc
Gregory Hanson
800 Nicollet Mall
2Nd Fl
Minneapolis, MN 55402

Federated Investors Inc
Mark Durbiano
1001 Liberty Ave
Federated Investors Tower
Pittsburgh, PA 15222

Fidelity Central Investment Portfolios LLC Et Al
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Fidelity Management & Research Co
Frederick Hoff
245 Summer St
Boston, MA 02110

First National Bank of Nevada
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

First Trust Four Corners Sr Fct Floating Rate Income
Fund II
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Fontainebleau Resort Properties II LLC
c/o Howard Karawan
19950 W. Country Club Drive
Aventura, FL 33180

Fontainebleau Resorts LLC
c/o Howard Karawan
19950 W. Country Club Drive
Aventura, FL 33180

Fortissimo Fund Symphony Asset Mgmt
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Four Corners CLO 2005 1 Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Four Corners CLO II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Four Corners CLO III Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Franklin Templeton Investments
Christopher Molumphy
1 Franklin Pkwy
Building 970 1St Fl
San Mateo, CA 94403

Genesis CLO 2007 1 Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Gleneagles CLO Ltd

c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Golden Knight II CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Goldman Sachs Asset Mgmt LP Gsam USA
Gs Global Special Situations Group
Diana Gordon
32 Old Slip 17 Fl
New York, NY 10005

Grand Central Asset Trust Cameron I Seri
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Grand Central Asset Trust Zen Series
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Grand Horn CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Grayson CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Green Lane CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Greenbriar CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Gs Coll Trust High Yield Implementation
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Halcyon Loan Investors CLO I Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Halcyon Loan Investors CLO II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Halcyon Structrd Asst Lng Et Al
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Halcyon Structured Asset Mgmt CLO 2008
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Halcyon Structured Asset Mgmt CLO I Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Hfr Ds Opp Master Trust Dtd 1/15/02
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Highland Credit Opportunities CDO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Highland Credit Strategies Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Highland Floating Rate Advantage Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Highland Floating Rate Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Highland Loan Funding V Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Highland Offshore Partners LP
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Hsh Nordbank Ag
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

ING Intl II Senior Euro Bk Loans
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

ING Intl II Senior Usd Bnk Loans
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

ING Investment Management CLO I Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

ING Investment Management CLO II Lt D
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

ING Investment Management CLO III Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

ING Investment Management CLO IV
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

ING Investment Management CLO V Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

ING Investment Management LLC Atlanta
Christine Hurtsellers
5780 Powers Ferry Rd Nw
Ste 300
Atlanta, GA 30327

ING Prime Rate Trust
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

ING Senior Income Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11

Dallas, TX 75202-3714

Invesco Inc New York
Greg Stoeckle
1166 Ave Of The Americas
27Th Fl
New York, NY 10036

Jasper CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Jay Street Market Value CLO I Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Jefferies Finance Cp Funding LLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Jersey Street CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Jfin CLO 2007 Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Jhf II High Income Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Jht High Income Trust
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

JP Morgan Core Plus Bond Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

JP Morgan High Yield Bond Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

JPMorgan Chase Bank
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl

Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

JPMorgan Chase Bank Na Comm Pension Trst
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

JPMorgan Distressed Debt Master Fund Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

JPMorgan High Yield Partners
James Gibson
8044 Montgomery Rd
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Cincinnati, OH 45236

Kennecott Funding Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

LA State Employees Retirement System
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Latitude CLO II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

LFC2 Loan Funding LLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

LFSIGXG LLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Liberty CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Loan Funding IV LLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Loan Funding V LLC
c/o Bank of America NA Ronaldo Naval VP

901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Loan Funding VII LLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Loan Star State Trust
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Logan Circle Partners LP
Timothy Rabe
1717 Arch St
Ste 1500
Philadelphia, PA 19103

Long Secured Short Unsecured 2007 1 Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Long Secured Short Unsecured 2007 2 Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Long Secured Short Unsecured 2007 3 Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Longhorn Credit Funding LLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Lord Abbett Invest Trust/Fltg Rate Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Mariner Ldc
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Mariner Opportunities Fund LP
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Marlborough Street CLO Ltd

c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Massachusetts Mutual Life Insurance Co
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Mb Financial Bank Na
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Merrill Lynch Capital Corporation
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Mfc Global Investment Management Us LLC
Arthur Calavritinos
101 Huntington Ave
Boston, MA 02199

Mfs Floating Rate High Income Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Mfs Floating Rate Income Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Mfs Investment Management
Matthew Ryan
500 Boylston St
Boston, MA 02116

Montpelier Investments Holdings Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Mountain View CLO II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Mountain View CLO III Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Mountain View Funding CLO 2006 I Ltd
c/o Bank of America NA Ronaldo Naval VP

901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Neuberger Berman Management LLC
Thomas O'Reilly
190 South Lasalle St
Ste 2400
Chicago, IL 60603

New York Life Investment Management LLC
Anthony Malloy
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New York, NY 10010

Nomura Corporate Research & Asset Mgmt
Sanjiv Jhaveri
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Building B 22Nd Fl
New York, NY 10281

Nuveen Floating Rate Income
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Nuveen Floating Rate Income Opp Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Nuveen Senior Income Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

NZC Opportunities Funding II Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Olympic CLO I
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Opportunity Fund LLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Orpheus Funding LLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Orpheus Holdings LLC
c/o Bank of America NA Ronaldo Naval VP

901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Pacholder High Yield Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Pacifica CDO II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Pacifica CDO III Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Pacifica CDO IV Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Pacifica CDO V Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Pacifica CDO Vi Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Pequot Credit Opportunities Fund LP
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Pioneer Bond Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Pioneer Bond Vct Portfolio
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Pioneer Diversified High Income Trust
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Pioneer Floating Rate Fund

c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Pioneer Floating Rate Trust
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Pioneer Instit Solutions Credit Opp
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Pioneer Investment Management Inc
Andrew Feltus
60 State St
4Th Fl
Boston, MA 02109

Pioneer Short Term Income Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Post Aggressive Credit Master Fund LP
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Post Distressed Master Fund LP
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Post Strategic Master Fund LP
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Post Total Return Master Fund LP
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

PPM America Inc
Scott Richards
225 West Wacker Dr
Ste 1200
Chicago, IL 60606

Primus CLO I Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Primus CLO II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Principal Funds Inc High Yield Fund I
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Prudential Investment Mgmt Fixed Income
Michael Collins
100 Mulberry St
14Th Fl Gateway Ctr 3
Newark, NJ 07102

Pyramis Floating Rate High Income Comm
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Red River CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Regiment Capital Advisors LLC
Brian Connolly
222 Berkeley St
12Th Fl
Boston, MA 02116

River Source Variable Prtfl Inc Ser Inc
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Riversource Bond Series & Floating Rate
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Riversource High Yeild Bond Fund A Et Al
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Riversource Income Opp
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Riversource Income Opportunities Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Riversource Investments LLC
Scott Schroepfer
50605 Ameriprise Financial Ctr
Minneapolis, MN 55474

Riversource Strategic Allocation Et Al
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Riversource Strategic Allocation Series
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Riversource Variabl Port High Yield Bond
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Riversource Variable Portfolio Inc Et Al
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Riversource Variable Portfolio Ome Opp
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Rockwall CDO II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Rockwall CDO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Rosedale CLO II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Rosedale CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Royal Bank of Scotland PLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

San Gabriel CLO I Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Sands Point Funding Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Sapphire Valley CDO I Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Satellite Asset Management
Darrin Cozzolino
623 Fifth Ave
19Th Fl
New York, NY 10022

Satellite Senior Income Fund II LLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Scotiabank Ireland Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Serengeti Asset Management LP
Kevin Linker
1115 Broadway
New York, NY 10010

Sf 3 Segregated Portfolio Et Al
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Sf3 Seg Port Segregate Shiprock Fin
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Shasta CLO I
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Sierra CLO II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Southfork CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

State Street Global Advisors Ssga
John Kirby
1 Lincoln St
Boston, MA 02111

Stichting Pensioenfonds Voor Huisartsen
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Stichting Pensionfonds Medische Speciali
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Stratford CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Sumitomo Mitsui Banking Corp Ny Branch
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Symphony CLO I Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Symphony CLO II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Symphony CLO III Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Symphony CLO IV Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Symphony CLO V Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Symphony Credit Opportunities Fund Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Tattersall Advisory Group Inc Pa
Andrew Cestone
123 Broad St
Philadelphia, PA 19109

Thrivent Financial For Lutherans
Paul Ocenasek
625 Fourth Ave South
Minneapolis, MN 55415

Turnberry Residential Limited Partner LP
Attn Mario Romine
19950 W Country Club Dr 10Th Fl
Aventura, FL 33180

Turnberry West Construction
Robert Ambridge & Robert Mcelfresh
2827 Paradise Rd
Las Vegas, NV 89109

Turnberry West Construction
General Counsel & Robert Ambridge
6725 Via Austi Pkwy Ste 380
Las Vegas, NV 89119

Turnberry West Construction Inc
Attn Willie F Ivory
19501 Biscayne Blvd
No 400
Aventura, FL 33180

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Roger Mcelfresh
2777 Las Vegas Blvd S
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Turnberry West Construction Inc
2845 South Las Vegas Blvd
Las Vegas, NV 89109

Turnberry West Construction Inc
Jason C Gless Esq
7670 W Lake Mead Blvd
Ste 250
Las Vegas, NV 89128

Turnberry West Construction Inc
Bob Oehrli Cheryl Ross Roger Mcelfresh
President Coo
2755 Las Vegas Blvd S
Las Vegas, NV 89109

UBI Pramerica Sgr Spa
Emilio Franco
Piazzale Savattari 12
Milan, 20146 ITALY

UBS AG Stamford Branch

c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Veer Cash Flow CLO Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Venture II CDO 2002 Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Venture III CDO Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Venture IV CDO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Venture IX CDO Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Venture V CDO Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Venture VI CDO Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Venture VII CDO Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Venture VIII CDO Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Victoria Court Cbna Loan Funding LLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Virginia Retirement System
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Vista Leveraged Income Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Wayzata Opportunities Fund II LP
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Wells Fargo Bank NA as Trustee
Corporate Trust Services
Mac N9311 110
625 Marquette Ave
Minneapolis, MN 55479

Wenz, Richard
26429 Brick Ln
Bonita Springs
, FL 34134

Westchester CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Western Asset Management Co Wamco
Stephen Walsh
385 East Colorado Blvd
Pasadena, CA 91101

Westlb Ag New York Branch
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Westwood CDO I Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Westwood CDO II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Whitney CLO I Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Z Capital Funding Z Capital Finance LLC

c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

FONTAINEBLEAU LAS VEGAS HOLDINGS, LLC

**WRITTEN CONSENT TO RESOLUTIONS
OF THE SOLE MEMBER**

The undersigned, being the sole Member (the "Member") of Fontainebleau Las Vegas Holdings, LLC, a Nevada limited liability company (the "Company"), does hereby consent, pursuant to the provisions of the operating agreement of the Company and Chapter 86 of the Nevada Revised Statutes (the "Act"), to the adoption of, and hereby does adopt, the following recitals, resolutions and the actions specified therein:

WHEREAS, the Member has reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company and its subsidiaries, (a) Fontainebleau Las Vegas, LLC, a Nevada limited liability company, and (b) Fontainebleau Las Vegas Capital Corp., a Delaware corporation (the Company, together with such entities, collectively, the "Restructuring Entities"); and

WHEREAS, the Member has extensively reviewed and evaluated the strategic alternatives available to the Restructuring Entities, and has determined that the filing of a voluntary petition (the "Petition") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") by each of the Restructuring Entities is in the best interests of each of the Restructuring Entities.

NOW, THEREFORE, it is:

RESOLVED, that Howard C. Karawan be, and he hereby is, appointed to serve as the Chief Restructuring Officer of the Company, and in such capacity is hereby authorized to direct and manage all financial restructuring activities by or on behalf of the Company, as well as all human resources, marketing, sales, logistics, finance, legal and administration matters related thereto, and such other aspects of the Company as the Member may explicitly authorize, all of which shall be consistent with the business judgment rule, subject to the Act;

RESOLVED, that, as Chief Restructuring Officer of the Company, Mr. Karawan shall report directly to the Member which shall retain the exclusive authority to approve of any financial restructuring(s) to be undertaken by or on behalf of the Company;

RESOLVED, that, in the judgment of the Member, it is desirable and in the best interests of the Restructuring Entities and their creditors, owners and other interested parties, that the Petition be filed by the Restructuring Entities;

RESOLVED, that the Company be, and it hereby is, authorized to file (and cause each of the other Restructuring Entities to file) the Petition in the United States Bankruptcy Court for the Southern District of Florida (the

"Bankruptcy Court") and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing;

RESOLVED, that any one of the Chief Restructuring Officer of the Company, Albert E. Kotite or any other officer of the Company as the Member may designate (each, an "Authorized Officer," and, collectively, the "Authorized Officers"), be, and hereby is, authorized, empowered and directed on behalf of, and in the name of, the Company to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as are necessary or desirable to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver and verify any and all other documents necessary or appropriate in connection therewith or to administer the Company's chapter 11 case in such form or forms as the Chief Restructuring Officer of the Company may approve; and (d) cause the other Restructuring Entities to take any action consistent with these resolutions, including the filing of petitions for relief under chapter 11 of the Bankruptcy Code, the retention of professionals and the incurrence of debt by such Restructuring Entities;

RESOLVED, that the Chief Restructuring Officer of the Company, be, and hereby is, authorized, empowered and directed to retain, on behalf of the Company (and to cause each of the other Restructuring Entities to retain): (a) the law firm of Bilzin Sumberg Baena Price & Axelrod LLP; (b) the law firm of Kasowitz, Benson, Torres & Friedman LLP; (c) the law firm of Buchanan Ingersoll & Rooney PC; (d) Citadel Derivatives Group LLC; (e) Moelis & Company LLC; (f) Kurtzman Carson Consultants LLC; and (g) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants and/or brokers, in each case, as in such officer's judgment may be necessary or desirable in connection with the Company's and each such other Restructuring Entity's chapter 11 case and other related matters, on such terms as the Chief Restructuring Officer of the Company shall approve;

RESOLVED, that the law firm of Bilzin Sumberg Baena Price & Axelrod LLP and any additional special counsel, if any, selected by the Chief Restructuring Officer of the Company, be, and hereby are, authorized, empowered and directed to represent the Company and each of the other Restructuring Entities, as debtors and debtors in possession, in connection with any chapter 11 case commenced by or against them, and/or each of them, under the Bankruptcy Code;

RESOLVED, that the Company and the other Restructuring Entities, as debtors and debtors in possession under chapter 11 of the Bankruptcy Code, be, and each of them hereby is, authorized, empowered and directed to: (a) enter into

a new debtor in possession financing facility or agreement regarding the use of cash collateral and any associated documents, or otherwise obtain Bankruptcy Court authority to use cash collateral, and consummate the transactions contemplated therein or thereby (collectively, the "Financing Transactions") with such lenders and on such terms as may be approved by the Chief Restructuring Officer of the Company, as may be reasonably necessary for the continuing conduct of the affairs of each of the Restructuring Entities; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the assets of each of the Restructuring Entities, as may be deemed necessary by the Chief Restructuring Officer of the Company in connection with the Financing Transactions;

RESOLVED, that: (a) the Authorized Officers, and each of them, acting alone, be, and hereby are, authorized, empowered and directed in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guarantees, notices and any and all other documents as any such Authorized Officer may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the "Financing Documents"); (b) Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by any Authorized Officer be, and the same hereby are, approved; and (c) the actions of any Authorized Officer taken pursuant to this resolution, including the execution and delivery of all agreements, certificates, instruments, guarantees, notices and other documents, shall be conclusive evidence of the approval thereof by the Member;

RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Authorized Officers, the Authorized Officers, and each of them, acting alone, be, and hereby are, authorized, empowered and directed, in the name of, and on behalf of, the Company (including, without limitation, in the Company's capacity as the sole shareholder of Fontainebleau Las Vegas Capital Corp.) and each of the other Restructuring Entities, to take or cause to be taken any and all such further actions, to execute, acknowledge, deliver and verify any and all such agreements, consents, certificates, instruments, amendments and other documents, in each case, as in any such Authorized Officer's judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

RESOLVED, that the authorities hereby conferred shall be deemed retroactive, and any and all acts authorized herein that were performed prior to the adoption of these resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned has executed this Written Consent in order to give its consent thereto effective as of the 9th day of June, 2009.

SOLE MEMBER:

FONTAINEBLEAU RESORT PROPERTIES
I, LLC, a Delaware limited liability company

By: 

Name: Howard C. Karawan

Title: Chief Restructuring Officer