

IN THE CIRCUIT COURT OF THE
11TH JUDICIAL CIRCUIT IN AND FOR
MIAMI - DADE COUNTY, FLORIDA

Case No.: 07-43672 CA 09

STATE OF FLORIDA, OFFICE OF
FINANCIAL REGULATION,

Plaintiff,

vs.

BERMAN MORTGAGE CORPORATION,
a Florida corporation, M.A.M.C.
INCORPORATED, a Florida corporation,
DANA J. BERMAN, as Owner and Managing
Member,

Defendants,

and,

DB ATLANTA, LLC, a Florida limited liability
company, et al...

Relief Defendants.

**RECEIVER'S MOTION TO ALLOW ALAN L. GOLDBERG TO CONTINUE TO
MANAGE AND OPERATE M.A.M.C. INCORPORATED BANK ACCOUNTS**

Receiver Michael I. Goldberg, Esq., ("Receiver"), moves this court to approve and/or allow Alan L. Goldberg to continue to manage and operate all M.A.M.C. Incorporated operating bank accounts and as grounds in support thereof, states as follows:

1. On or about March of 2007, nine months prior to the filing of this action and the appointment of the Receiver, the Investor Group entered into an out of court restructuring agreement by appointing Alan L. Goldberg to act as a Chief Restructuring Officer of M.A.M.C. Incorporated. Alan L. Goldberg was granted the powers and duties of a Chief Executive Officer, Chief Financial Officer and Chief Operating Officer of M.A.M.C. Incorporated. Alan L. Goldberg has cooperated with the State, as part of its investigation into this matter, and has

operated M.A.M.C. using outside professionals to manage and liquidate the portfolio, including but not limited to, managing and overseeing well over 150 operating M.A.M.C. Incorporated bank accounts. A true and correct copy of Alan L. Goldberg's Curriculum Vitae is attached hereto as **Exhibit "A"**.

2. Since then, on December 11, 2007, Plaintiff filed its Complaint for Temporary and Permanent Injunction and Appointment of Receiver against the Defendants and Relief Defendants above.

3. On December 11, 2007, a Temporary Injunction and Agreed Order appointing the Receiver was entered by the Court. A true and correct copy of the Temporary Injunction and Agreed Order appointing Receiver ("the Order") is attached hereto as **Exhibit "B"** and incorporated by reference.

4. The Court ordered the appointed Receiver for the Relief Defendants to take and have possession of all receivership assets, take possession and control over all receivership assets (as defined in paragraph 3 of the Order) and act with full power to preserve and defend property of the Relief Defendants.

5. However, in an effort to avoid unnecessary fees and expenses pertaining to the transfer of M.A.M.C. Incorporated operating bank accounts from Alan L. Goldberg to the Receiver, the Receiver respectfully request that this Court allow Alan L. Goldberg to continue to operate and manage all M.A.M.C. Incorporated operating bank accounts.

WHEREFORE, the Receiver, Michael I. Goldberg, respectfully requests the Court enter an Order approving and/or allowing Alan L. Goldberg to continue to manage and operate all M.A.M.C. Incorporated operating bank accounts, and for all and such further relief as the Court may deem necessary and proper under the circumstances.

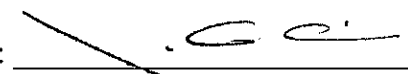
CERTIFICATE OF SERVICE

WE HEREBY CERTIFY that a true and correct copy of the foregoing has been furnished by U.S. Mail on this **9th day of January 2008**, to: **Cristina Saenz, Assistant General Counsel**, STATE OF FLORIDA, OFFICE OF FINANCIAL REGULATION, 401 N.W. 2nd Avenue, Suite N-708, Miami, Florida 33128; and to **Alan M. Sandler, Esquire, Counsel for Defendants, Joel and Deborah Sokol, Darlene Levasser, and for Robert Dzimidas, IRA**, of SANDLER & SANDLER, 117 Aragon Avenue, Coral Gables, Florida 33134.

Respectfully Submitted,

BERGER SINGERMAN
Attorneys for the Receiver, Michael I. Goldberg
200 South Biscayne Boulevard, Suite 1000
Miami, FL 33131
Telephone: (305) 755-9500
Facsimile: (305) 714-4340

By: _____


JAMES D. GASSENHEIMER
Florida Bar No. 959987

cc: Michael Goldberg, Esq.
The Lender Investors
The Honorable Thomas Wilson, Jr. (*via Hand-Delivery*)

IN THE CIRCUIT COURT OF THE ELEVENTH JUDICIAL
CIRCUIT IN AND FOR MIAMI-DADE COUNTY, FLORIDA

STATE OF FLORIDA,
OFFICE OF FINANCIAL REGULATION,

CASE NO:

07-43672 CA 09

Plaintiff,

v.

BERMAN MORTGAGE CORPORATION,
a Florida corporation, M.A.M.C. INCORPORATED,
a Florida corporation, DANA J. BERMAN as Owner and
Managing Member,

Defendants,

and,

DB ATLANTA, LLC, a Florida Limited
Liability Company, DB DURHAM, LLC, a Florida Limited
Liability Company, NORMANDY HOLDINGS II,
LLC, a Florida Limited Liability Company, NORMANDY
HOLDINGS III, LLC, a Florida Limited Liability Company,
WATERSIDE ACQUISITIONS, LLC, a Florida Limited Liability
Company, DBKN GULF INCORPORATED, a Florida Limited
Liability Company, OCEANSIDE ACQUISITIONS, LLC,
a Florida Limited Liability Company, DB BILOXI, LLC, a Florida
Limited Liability Company, DB BILOXI II, LLC, a Florida
Limited Liability Company, DB BILOXI III, LLC, a Florida
Limited Liability Company, DBDS VERO BEACH, LLC, a
Florida Limited Liability Company, DB TAMPA, LLC, a
Florida Limited Liability Company, DB SIMPSONVILLE,
LLC, a Florida Limited Liability Company, DBDS NORTH MIAMI,
LLC, a Florida Limited Liability Company, REDLANDS RANCH
HOLDINGS, LLC, a Florida Limited Liability Company,
DBDS BISCAYNE PARK, LLC, a Florida Limited Liability
Company, DB CARROLL STREET, LLC, a Florida Limited
Liability Company,

Relief Defendants.

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HARVEY RYAN, CLERK

EXHIBIT

"A"

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TEMPORARY INJUNCTION AND AGREED ORDER
APPOINTING RECEIVER

This cause having come before the Court upon the State of Florida, Office of Financial Regulation's Complaint for a Temporary and Permanent Injunction and Appointment of a Receiver, and, after having reviewed the Complaint and Answer thereto filed by the Defendants and the Relief Defendants, and being otherwise advised in these premises, and further having heard of the agreement of the Parties, the Court does hereby:

ORDER AND ADJUDGE as follows:

1. It appears to the Court that an emergency exists in that the Defendants, Berman Mortgage Corporation ("Berman Mortgage"), M.A.M.C. Incorporated ("M.A.M.C."), and Dana J. Berman ("Berman") (collectively "Defendants"), and DB Atlanta, LLC, DB Durham, LLC, Normandy Holdings II, LLC., Normandy Holdings III, LLC, Waterside Acquisitions, LLC, DBKN Gulf Incorporated, Oceanside Acquisitions, LLC, DB Biloxi, LLC, DB Biloxi II, LLC, DB Biloxi III, LLC, DBDS Vero Beach, LLC, DB Tampa, LLC, DB Simpsonville, LLC, DBDS North Miami, LLC, Redlands Ranch Holdings, LLC, DBDS Biscayne Park, LLC and DB Carroll Street, LLC, who are defendants solely for purposes of equitable relief (the "Relief Defendants"), have violated and may continue to violate state securities laws and state mortgage lender laws in connection with the placement and servicing of mortgage loans which have been placed with investors who invested approximately \$192 million.

2. The Court is also concerned, and the evidence tendered to the Court shows that there is an imminent danger that the property of the Defendants and Relief

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Defendants may be further dissipated and/or commingled if a Temporary Injunction and the appointment of a receiver is not issued.

3. The Court hereby takes exclusive jurisdiction and possession of the assets of the Defendants, Berman Mortgage, M.A.M.C., and Relief Defendants, the "Receivership Assets", which includes, but are not limited to: files, records, documents, leases, mortgages, investments, contracts, effects, lands, agreements, judgments, bank accounts, books of accounts, rents, goods, chattels, rights, credits claims, both asserted and unasserted, pending court actions and appeals, files and documents in the possession of attorneys and accountants of all of the Defendants and Relief Defendants, all other property, business offices, computers, servers, electronic data storage units, offsite storage locations, safety deposit boxes, monies, securities, choses in action, and properties, real and personal, tangible and intangible, of whatever kind and description, wherever situated of the Defendants, Berman Mortgage and M.A.M.C., and Relief Defendants. The Receiver shall retain custody and control of all of the foregoing pursuant to the terms of this Agreed Order. The Receiver shall file an inventory of the "Receivership Assets" within sixty (60) days of the entry of this Agreed Order.

4. The Court further finds that a temporary injunction shall be entered against all of the Defendants and Relief Defendants, and a Receiver appointed for Defendants, Berman Mortgage and M.A.M.C., and all Relief Defendants to prevent immediate and irreparable injury to the investors who have entrusted over \$192,000,000 to the Defendants and Relief Defendants.

5. Immediate and irreparable injury will result to numerous investors if, as alleged by Plaintiff in its Complaint, the Defendants' representatives are allowed to

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transfer or commingle any assets(s) acquired with investor funds; or if the Defendants' and Relief Defendants' financial information is disturbed in any way which would have the effect of frustrating examination by the Court or the receiver. Any such injury would diminish the ability of the Defendants and Relief Defendants to satisfy an order of restitution or effect any rescission.

6. The Court has determined that it is probable that the Plaintiff would prevail on the claims and that the Plaintiff has no adequate remedy at law.

7. The appointment of a Receiver is both necessary and appropriate in this matter in order to prevent further waste and dissipation of the assets of the Defendants and Relief Defendants, to the detriment of its investors.

8. The State of Florida, Office of Financial Regulation is the agency charged, pursuant to Chapters 494 and 517, Florida Statutes, to protect the public from the illegal acts of mortgage brokerage and mortgage lending businesses and securities dealers and securities issuers, and the Court is therefore, waiving the bond requirement in this matter.

9. The Court finds that Plaintiff has a clear legal right to a statutory injunction as provided by Sections 494.0013 and 517.191, Florida Statutes.

IT IS FURTHER ORDERED AND ADJUDGED:

10. M.A.M.C., its officers, agents, servants, personal representatives, legal representatives, employees, and all other persons or entities acting in concert or cooperation with it, are hereby restrained and enjoined from the following acts:

A. Any and all violations of sections 494.0025 (4)(a), (b), (c) and (5), and 494.0072(2)(e), (f), (g) and (h), Florida Statutes;

B. Continuing to service loans for others in violation of Section 494.00721, Florida Statutes;

C. Co-mingling of investor funds in violation of 494.0076(1)(a)2, Florida Statutes.

11. The named Defendants and Relief Defendants, their officers, agents, servants, personal representatives, legal representatives, employees, and all other persons or entities acting in concert or cooperation with them, are hereby restrained and enjoined from the following acts:

A. Selling or offering to sell an unregistered security in this state, without first registering the security with the Office of Financial Regulation, in violation of section 517.07, Florida Statutes;

B. Selling or offering to sell any securities in or from offices in this state, or selling securities to persons in this state from offices outside this state, by mail or otherwise, without first being registered as a dealer, associated person, or issuer with the Office of Financial Regulation, in violation of section 517.12, Florida Statutes;

12. The named Defendants and Relief Defendants, their officers, agents, servants, personal representatives, legal representatives, employees, and all other persons or entities acting in concert or cooperation with them, are hereby restrained and enjoined from the following acts:

A. Dissipating, selling, conveying, alienating, divesting themselves of, withdrawing, pledging as security, transferring, assigning, giving away, or in any manner whatsoever disposing of any of the monies or assets, including checking accounts, savings accounts, money market accounts, certificates of deposit, or any deposit of cash,

securities or other things of value and any and all real property and improvements thereon, and any motor vehicle, vessel, aircraft, jewelry, art and any other personal property or other assets of any description, obtained with or derived directly or indirectly from any investor monies obtained by the Defendants from the placing and servicing of loans, mortgages, and investments, no matter how ownership or title is held, including, but not limited to, Berman Mortgage, M.A.M.C. and Berman, or in the names of any of the Relief Defendants, DB Atlanta, LLC, DB Durham LLC, Normandy Holdings II, LLC., Normandy Holdings III, LLC, Waterside Acquisitions, LLC, DBKN Gulf Incorporated, Oceanside Acquisitions, LLC, DB Biloxi, LLC, DB Biloxi II, LLC, DB Biloxi III, LLC, DBDS Vero Beach, LLC, DB Tampa, LLC, DB Simpsonville, LLC, DBDS North Miami, LLC, Redlands Ranch Holdings, LLC, DBDS Biscayne Park, LLC and DB Carroll Street, LLC.

13. Michael I. Goldberg, whose telephone number is 954-463-2700, is appointed Receiver for Berman Mortgage Corporation, M.A.M.C. Incorporated, DB Atlanta, LLC, DB Durham, LLC, Normandy Holdings II, LLC., Normandy Holdings III, LLC, Waterside Acquisitions, LLC, DBKN Gulf Incorporated, Oceanside Acquisitions, LLC, DB Biloxi, LLC, DB Biloxi II, LLC, DB Biloxi III, LLC, DBDS Vero Beach, LLC, DB Tampa, LLC, DB Simpsonville, LLC, DBDS North Miami, LLC, Redlands Ranch Holdings, LLC, DBDS Biscayne Park, LLC and DB Carroll Street, LLC, and the Receivership Assets. The Receiver is hereby authorized to take and have possession of the Receivership Assets. The Receiver shall have complete and exclusive control, possession and custody of all Receivership Assets. The Receiver shall be vested with the usual powers and duties of equity receivers in like cases and is hereby authorized and

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instructed to take possession of and control over the Defendants and Receivership Assets as defined herein, without any limitation of any kind as to his general duties.

14. All persons, including Berman Mortgage and MAMC, (the "Receivership Defendants"), all of their partners, directors, officers, agents, servants, employees, stockholders, personal representatives, legal representatives, attorneys, accountants, as applicable, and all persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, and specifically including any bank, brokerage company, or other financial or depository institution holding accounts for or on behalf of the Receivership Defendants shall promptly deliver to the Receiver all Receivership Assets in the possession or control of any one or more of them, and shall promptly surrender all books and records of any kind pertaining to the Receivership Defendants. This paragraph shall specifically apply to any and all depository and/or brokerage accounts held on behalf of the Receivership Defendants.

15. All persons, including the Receivership Defendants, and all of their partners, directors, officers, agents, servants, employees, stockholders, personal representatives, legal representatives, attorneys, accountants, as applicable, and all persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, are stayed from:

(a) Commencing, continuing or enforcing any suit or proceeding against the Receiver or the Receivership Assets, except with the prior permission of the Court;

(b) Using self-help or executing or issuing or causing the execution or

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issuance of any court attachment, subpoena, replevin, execution or other process for the purpose of impounding or taking possession of or interfering with or creating or enforcing a lien upon any property owned by or in the possession of the Receivership Assets or the Receiver, wherever situated;

(c) Attempting to modify, cancel, terminate, call, extinguish, revoke, or accelerate (the due date), of any lease, loan, mortgage, indebtedness, security agreement, or other agreement with any of the Receivership Assets or any entity controlled by them.

(d) Doing any act or thing whatsoever to interfere with the taking control, possession, or management, by the Receiver of the Receivership Assets and asset owned, controlled or in the possession of the entity in receivership, or to in any way interfere with or harass the Receiver, or to interfere in any manner with the exclusive jurisdiction of this Court over the Receivership Assets; and,

(e) Causing the issuance of a subpoena on the Receiver, except with the prior permission of the Court.

16. The Receiver is hereby authorized to make appropriate notification to the United States Postal Service and/or any private delivery/messenger service to forward delivery of any mail addressed to the Receivership Defendants, or any company or entity under the direction or control of the Receivership Defendants, to the Receiver. The Receiver is also authorized to open and inspect all such mail, to determine the location or identity of assets or the existence and amount of claims or any other purpose authorized by this Order.

17. The Receiver is further authorized to make such ordinary and necessary

payments, distributions, and disbursements and execute, deliver, file and record such contracts, instruments, releases, indentures, certificates, and other agreements and documents, and to take such action as he deems advisable or proper for the marshalling, maintenance or preservation of the Receivership Assets. From and after the date of the entry of this Order, the Receiver shall have the authority to conduct the business operations of the Receivership Defendants and any entity it controls, including the authority to endorse all checks and drafts now or hereafter made payable to the Receivership Defendants.

18. Until further Order of the Court, this Order prohibits the prosecution of any civil action or other proceeding or the enforcement of any judgments against the Receivership Defendants.

19. The Receiver is hereby authorized to employ, without further order of the Court, such employees, accountants, and attorneys, consultants, investigators, and other professionals ("Outside Professionals") as is necessary and proper for the collection, preservation, maintenance and operation of the Receivership Assets, including entities of which the Receiver is a shareholder, to furnish legal, accounting and other advice to the Receiver for such purposes as may be reasonable and necessary during the period of receivership.

20. The Receiver is hereby authorized to receive and collect any and all sums of money due and owing to the Receivership Defendants, whether the same are now due or shall hereafter become due and payable, and is authorized to incur such expenses, satisfy such liabilities, and make such disbursements as are deemed, in his discretion, necessary and proper for the collection, preservation, maintenance and operation of the

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Receivership Assets. The Receiver may abandon Receivership assets to duly perfected secured or lien creditors, if after due investigation and notice to parties in interest, he determines that either the Receivership Defendants have no equity in such asset(s) or such asset(s) are burdensome to the estate or are of inconsequential value and harmful to the Receivership estate. Further, the Receiver shall maintain appropriate insurance for the Receivership assets, their premises and/or locations, if appropriate in the Receiver's sole discretion.

21. The Receiver is hereby authorized and specifically has standing to institute, defend, compromise or adjust such actions or proceedings in state or federal courts now pending and hereafter instituted, as may in his discretion be advisable or proper for the protection of the Receivership Assets or proceeds thereof, and to institute, prosecute, compromise or adjust such actions or proceedings in state or federal courts as may in his judgment be necessary or proper for the collection, preservation and maintenance of the Receivership Assets and/or on behalf of the Receivership Defendants.

By this authorization and empowerment, this Court specifically determines that the Receiver is not prohibited and shall not be barred from bringing any action or proceeding due to the doctrine of in pari delicto. In addition, the Receiver is further empowered and authorized to file suit against any person(s) or entity(ies) to recover property of any of the Receivership Defendants, including, but not limited to, fraudulent conveyances and other claims and causes of action of the Receivership Defendants.

The Receiver is authorized to set depositions and demand production of documents on five (5) business days' notice. Any objections to documents requested by the Receiver may be stated at the deposition and reserved for hearing.

22. Any and all attorney(ies), accountants and any and all other professionals handling any matter for the Receivership Defendants shall cooperate with the Receiver and deliver all files, including attorney/client privileged communications and documents and all work product to the Receiver at his direction, notwithstanding any claim of a retaining lien which, if valid, is not extinguished by the delivery of the documents.

Further, Berman Mortgage Corporation, M.A.M.C. Incorporated, Dana J. Berman, the Relief Defendants, and their officers, agents, partners, servants, employees and transferees shall cooperate fully with the Receiver and comply with the Receiver's request(s) for information, records and documentation so that the Receiver may perform his duties with full information and knowledge.

23. The Receiver and his retained personnel or professionals are entitled to reasonable compensation and expense reimbursement out of the Receivership Assets. The Receiver is authorized to pay from the receivership estate's funds eighty percent (80%) of the ordinary and reasonable fees and one hundred percent (100%) of the costs of such Outside Professionals upon receipt of a bill from the Outside Professionals. The remaining twenty percent (20%) of fees shall be withheld (the "holdback") pending final application to the Court for approval of all fees and expenses of such Outside Professionals, including the holdback.

24. The Receiver and his attorneys and his agents are entitled to rely on all outstanding rules of law and court orders, and shall not be liable to anyone for their own good faith compliance with any order, rule law, judgment, or decree. In no event shall the Receiver or his attorneys or his agents be liable to anyone for their good faith compliance with their duties and responsibilities as Receiver, attorney, or agent for

Receiver, nor shall the Receiver or his attorney or his agents be liable to anyone for any actions taken or omitted by them except upon a finding by this Court that they acted or failed to act, as a result of malfeasance, bad faith, gross negligence, or in reckless disregard of their duties. The Receiver and his attorneys and his agents shall be indemnified and held harmless out of the Receivership Assets for all costs and expenses, including reasonable attorney's fees, incurred as a result of such actions. The Receiver and his attorneys and his agents may rely on, and shall be protected in acting upon, any resolution, certificate, statement, opinion, report, notice, consent, order, or other paper or documents believed to be genuine and to have been signed or presented by the proper party or parties. The Receiver may consult with legal, financial, or accounting advisors for any action taken or omitted to be taken by it in accordance with the advice thereof. Persons dealing with the Receiver shall only look to the receivership Assets to satisfy any liability, and neither the Receiver nor his attorneys or his agents or professionals shall have any personal liability to satisfy any such obligation.

25. From time to time, upon the application of the Receiver, the Court may amend or reissue this Order.

26. The Receiver shall not be required to post any bond.

IT IS FURTHER ORDERED:

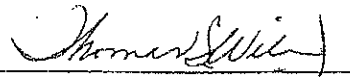
27. That this Court shall retain jurisdiction of this action for all purposes.

28. The Receiver is hereby authorized, empowered, and directed to apply to this Court, with notice to the Receivership Defendants named in this action for issuance of such other orders as may be necessary and appropriate in order to carry out the mandate of this Order.

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IT IS FURTHER ORDERED that this Order will remain in effect until and unless modified by further Order of this Court.

DONE AND ORDERED in Chambers, in Miami, Miami-Dade County, Florida, on this 11 day of December 2007.



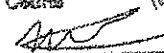
CIRCUIT COURT JUDGE

THOMAS S. WILSON, Jr.

Copies furnished to:
Alan L. Goldberg, Chief Restructuring Officer, M.A.M.C.
Dana J. Berman
Daren A. Schwartz
Michael I. Goldberg, Esquire, Receiver
Cristina Saenz, Assistant General Counsel, Office of Financial Regulation

STATE OF FLORIDA, COUNTY OF MIAMI-DADE

I hereby certify that the foregoing is a true and correct copy of the original on file in this office 12/11 AD 2007

HARVEY RUVIN, CLERK
Circuit and County Courts (SEAL)
Deputy Clerk 



ALAN L. GOLDBERG

PROFESSIONAL BACKGROUND:

CRISIS MANAGEMENT INC. President

July 1998 - Present

Serve as interim CEO/COO for companies in financial or operational distress. Serve as US Bankruptcy Court appointed Chapter 11 and 7 trustee as well as state court appointed Receiver. Serve as Assignee in various assignments for the benefit of creditors. Perform viability assessments to determine the practicability of turning around businesses. Develop and implement programs to return operations to profitability. Conduct operational reviews of companies to improve efficiency. Perform operationally oriented due diligence reviews in support of clients' M+A activities. Perform valuations of businesses in various industries. Provide forensic accounting services to attorneys handling complicated civil and criminal matters.

PLAVE, GOLDBERG & MANTEN, INC. PLAVE, FREEMAN & GOLDBERG, INC. Principal

May 1995 - July 1998
January 1992 - May 1995

Provided hands-on interim management (CEO, COO) to companies in financial or operational distress. Performed viability assessments to determine the practicability of turning around operations, and if so, developed and implemented programs to return operations to profitability. Performed operational reviews of companies to improve efficiency. Conducted operationally oriented due diligence reviews in support of clients' M+A activities. Performed valuations of businesses in various industries. Served as US Bankruptcy Court appointed Chapter 11 (operating) trustee. Served on the panel of trustees for the Southern District of Florida. Served as US Bankruptcy Court appointed Chapter 7 trustee on over 1,000 individual and corporate cases. Appointed state court receiver.

Investigated and analyzed intricate financial matters relating to civil, criminal, and commercial litigation. Developed client-specific strategies, conducted complex financial analyses, provided expert witness testimony, and offered specialized accounting assistance with emphasis on white-collar fraud investigation. Supervised accountants and investigators assisting counsel. Interviewed key parties in financial and commercial matters. Participated in the defense and/or prosecution of international, national, and local high-profile white collar crime cases.

TURNAROUND CONSULTANT

1990 - 1992

Provided short- and long-term hands-on assistance to companies seeking to improve their profitability or to turn around their dysfunctional businesses. Was able to quickly step in and take responsibility for the management of all or a segment of a company's operations. Performed operational reviews including all areas of accounting, finance, staffing, systems, and procedures in order to improve a company's performance and profitability. Sample assignments include:

- Directed the day-to-day operations of a \$6 million group of medical clinics. Effectively settled a multi-million dollar lawsuit, introduced cost controls and accounting procedures, closed unprofitable operations, and developed and initiated new marketing and patient acquisition strategies in order to reverse a twelve month downturn in new patient enrollments (eighteen month assignment).
- Conducted an operational review of an \$8 million manufacturing company on the brink of bankruptcy. Identified significant systems and accounting deficiencies and gained buy-in from the President/CEO regarding the short-term steps necessary to improve the operation. Conducted a job search and hired a new controller. Developed priorities for the controller and supervised his activities for the initial three months (Six month assignment).
- Performed an operational review of a \$7 million manufacturer of refrigeration equipment in order to provide the President/major stockholder with an objective and independent assessment of the company's operations.

EXHIBIT

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"B"

ALAN L. GOLDBERG

Page 2

TURNAROUND CONSULTANT (Cont'd)

- Retained by the Board of Directors of a \$1 million conservation products manufacturing and distribution company to evaluate the performance of the CEO and two restructuring proposals which were presented to the Board. Developed a 25-point program to return the company to profitability including the replacement of the CEO and the divestiture of specific operations.

DELOITTE & TOUCHE
Partner-In-Charge of Mergers and
Acquisitions Consulting (KKR)

1978 - 1990

Responsible for all operations consulting in support of the firm's largest client: KKR. Managed nationwide teams of professionals in conducting in-depth reviews of multi-billion dollar acquisition targets and portfolio companies.

- Developed the operations due diligence program in use for all KKR's acquisition activities. Identified cost reduction and revenue enhancement opportunities for multi-billion dollar LBO's; identified net income increases of \$6 million to \$150 million per transaction.
- Identified operational requirements to be addressed prior to each acquisition's closing; directed efforts of appropriate parties to assure resolution.
- Conducted in-depth reviews of troubled situations held by KKR and other investors, developed turnaround plans and restructuring programs.

Partner-In-Charge of Financial Management and Information Technology Consulting

Managed Deloitte's largest management consulting practice unit. Responsible for all financial management and information technology consulting for the Great Lakes region. Maintained full P&L responsibility, managed a professional staff of 50, and directed numerous multi-million dollar assignments.

- In the first year of managing the practice, grew revenue and profits by over 40%, introduced a new marketing focus, increased the scope of services offered, and developed a number of new products.
- Developed and implemented operational and productivity improvement programs for companies ranging in size from \$5 million to \$600 million; savings were typically in excess of 10% of operating budgets.
- Served as COO for Deloitte's first international joint venture. Starting with a four-page contract, put together an organization of partners and managers in five countries. Developed and implemented the requisite policies, procedures, and management reporting mechanisms to ensure the success of the operation.

BENDIX CORPORATION
Operations Auditing

1975 - 1978

Responsible for conducting operations reviews of major divisions and subsidiaries resulting in significant cost savings and revenue enhancements of 10% to 20% of operating budgets.

ALAN L. GOLDBERG

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PROCTER and GAMBLE

1975

Brand Management

Responsible for the national promotion program for a major brand. Developed and implemented innovative programs resulting in increased market share.

EDUCATION:

GOLDEN GATE UNIVERSITY

1973

Masters of Business Administration

RENSELAER POLYTECHNIC INSTITUTE

1971

Masters of Engineering

RENSELAER POLYTECHNIC INSTITUTE

1970

Bachelor of Science

CERTIFICATIONS:

Diplomate of the American Board of Forensic Accountants

1998

Diplomate of the American Board of Forensic Examiners

1996

Certified Forensic Examiner (BCFE)

1996

Certified Turnaround Professional (CTP)

1995

Certified Fraud Examiner (CFE)

1992

Certified Systems Professional (CSP)

1985

Certified Data Processor (CDP)

1984

Certified Management Consultant (CMC)

1982

LICENSES:

Community Association Manager (CAM)

1998

REPRESENTATIVE ASSIGNMENTS

TRUSTEE/RECEIVER/ASSIGNEE

Industry	Services Provided
Fast Foods Restaurants	Court appointed receiver for 16 franchised restaurants throughout Florida with annual revenue in excess of \$24 million; coordinated receivership orders with the Florida Dept. of Revenue and 8 courts; took control of and set up systems for daily cash reporting, sales reporting, franchisor reporting, accounts payable processing, and cash disbursement processing; currently working with the secured lenders re: the transfer/sale of the restaurants.
Condominium Association	Court appointed receiver; starting with \$300 in the bank account of a 222-unit mixed-use condominium, brought the Association back to profitable operations; replaced management; negotiated payment plans with creditors including the IRS; replaced the computer system (hardware and software); implemented an effective bookkeeping system; refinanced a \$500K bank loan; currently performing a major concrete restoration project (i.e., spalling, painting).
Medical Practice	Court appointed receiver; pursuant to the Court's direction, wound down operations of a three-office medical practice; implemented a non-biased telephone answering system; implemented a chart transfer system; located, hired, and trained temporary staff; developed and implemented a plan to sell the practice's assets and distribute proceeds to the shareholders.
Apartment Complex	Court appointed receiver; performed the day-to-day property management functions of a 92-unit low income housing complex; reconstructed rent roll; improved security; re-opened onsite laundromat; leased commercial space.
Community Mental Health Centers	Court appointed receiver; reduced/ replaced personnel; renegotiated contracts; returned the operation to positive cash flow; opened a second facility; worked with the US Attorney's office to investigate potential criminal activity on the part of the owners; successfully wound down operations and

REPRESENTATIVE ASSIGNMENTS	
TRUSTEE/RECEIVER/ASSIGNEE (Cont'd)	
Industry	Services Provided
	closed the facilities.
Boat Manufacturing Company	Court appointed Chapter 11 trustee; operated the \$10+ million company; improved profitability and cash flow thereby increasing the return to creditors; successfully marketed and sold the company; identified and litigated preference and fraudulent conveyance actions; reviewed/objected to claims; disbursed funds to creditors.
Restaurant	Court appointed Chapter 7 trustee; operated the 200-seat restaurant for several weeks; successfully marketed and sold the restaurant to a foreign restaurateur; objected to/negotiated claims; disbursed funds to creditors.
Condominium Association	Court appointed Chapter 11 trustee; performed the day-to-day property management functions for a 178-unit condominium association; brought the complex "up to code;" established an interim board of directors; developed a realistic operating budget; increased monthly assessments.
Telecommunications Company	Court appointed Chapter 11 trustee; replaced personnel, renegotiated contracts with operator service providers, and turned around operations; operated the company on a cash flow positive basis for over one year; commenced adversary proceedings against the major shareholder; analyzed and identified voidable preferences and fraudulent transfers; proposed the plan of reorganization.
International Finance Company	Recently hired as Assignee of an international asset-based lender; evaluating the loan portfolio; will liquidate/sell the various loans
Apparel Manufacturer	Serve as Assignee in an assignment for the benefit of creditors of a mid-sized apparel manufacturer and distributor; worked with the secured lender to liquidate the assets; currently processing claims.

REPRESENTATIVE ASSIGNMENTS

TRUSTEE/RECEIVER/ASSIGNEE (Cont'd)

Industry	Services Provided
Miscellaneous Individuals and Businesses	Court appointed Chapter 7 trustee for over 12,000 cases; conducted §341 examinations of debtors; investigated the financial affairs of debtors; identified voidable preferences, insider transactions, and fraudulent conveyances; brought adversary suits to collect amounts due the estates; liquidated assets and remitted funds to creditors.

REPRESENTATIVE ASSIGNMENTS	
WORKOUTS/TURNAROUNDS	
Industry	Services Provided
Factoring Company	Served as COO of a factoring company; merged three related companies and packaged the resulting company for Chapter 11; wound down operations; reduced monthly operating expenses by \$100K; developed and currently executing a Chapter 11 strategy to maximize the return to the unsecured creditors; identified, brought, and currently litigating four lawsuits against entities owned by the company's sole shareholder; developed a claims review/adjudication process for over 400 claims.
Cigar Manufacturing Company	Served as chairman and CEO of a publicly traded cigar manufacturing company with operations in the United States and the Dominican Republic; resolved numerous lawsuits, negotiated re-financing with various banks; wound down operations in the DR and US; prepared and currently executing a Chapter 11 strategy to 'clean up' the corporate shell and merge the company with a non-public entity.
Optical Laboratory	Served as interim CFO/controller of a start-up optical laboratory with projected first-year revenue of \$2 million; set up entire accounting system, including establishing a chart of accounts, acquiring and implementing accounting software, and establishing manual systems and procedures; hired and trained a bookkeeper to maintain the system on a daily basis.
Medical Clinic	Served as interim CEO of a \$6 million group of medical clinics; resolved major lawsuit; introduced cost controls and accounting procedures; implemented new billing system and supporting manual procedures; closed unprofitable operations.

REPRESENTATIVE ASSIGNMENTS	
WORKOUTS/TURNAROUNDS (Cont'd)	
Industry	Services Provided
Apartment Building/Hotel	Served as interim property manager of a 239 unit apartment building/hotel; stabilized the situation for a group of international general partnerships that owned the property until the property could be refinanced or the property put into bankruptcy.
Group of Import/Export Companies	Analyzed operations and identified hundreds of opportunities for improvement; selected and implemented a new computer system, drafted policies and procedures, and redesigned work-flow for five import/export companies with combined sales in excess of \$250 million.
Indian Gaming Casino	Performed an operations review; identified strengths and weaknesses; developed short-term and long-term action plans to increase profitability; developed and implemented a plan to remove the management company thereby saving over \$5 million per year.
Manufacturer of Airline Supplies	Performed a viability study; prepared a break-even analysis; developed alternative courses of action; recommended that the shareholders not put in additional capital and that segments of the business be sold and other segments be shut down thereby saving shareholders \$200 to \$400 thousand.
Conservation Products Company	Evaluated the performance of the CEO of a \$3 million conservation products company and two restructuring proposals; developed a 26-point program to return the company to profitability including the replacement of the CEO and divestiture of specific operations.
Manufacturer of Walk-In Coolers	Performed an operations review; identified strengths and weaknesses; prepared a turnaround plan; assisted in the selection of a new computer system

REPRESENTATIVE ASSIGNMENTS

WORKOUTS/TURNAROUNDS (Cont'd)

Industry	Services Provided
Gas Station/Service Plaza	Performed an operations review; identified strengths and weaknesses of the operations and the management company; developed a short-term and long-term action plan to increase the profitability of the operation.
Seafood Distributor	Performed a viability study; prepared a short-term budget and break-even analysis; developed a plan for closing down operations.
Wholesaler/Retailer of Plumbing Fixtures	Performed a viability study; prepared a short-term budget and identified alternative courses of action.
Clothing (Tie) Manufacturer	Prepared a business plan to be used to acquire an insolvent manufacturing company and to obtain financing

REPRESENTATIVE ASSIGNMENTS

FORENSIC ACCOUNTING

Industry	Services Provided
International Commercial Bank	Analyzed alleged commodities hedging losses and lost profits of over \$6 million; developed defense strategy re: hedging; quantified maximum potential damages of less than \$500 thousand
Marketing Company	Analyzed contracts with the sole supplier; quantified damages in excess of \$5 million in support of contract dispute litigation; testified as an expert witness
International Commercial Bank	Analyzed over 250 alleged preferences and fraudulent conveyances; determined the avoidability of each pursuant to §§ 547, 548, and 550 of the Bankruptcy Code; performed a damage analysis; performed a usury analysis; analyzed and refuted plaintiff's expert's analysis; testified as an expert witness.
Government Funded Medical Clinics	Analyzed budget discrepancy; identified and quantified a misappropriation of funds of over \$250M.
Reseller of Long-Distance Telephone Service	Analyzed billings from the sole supplier; identified and quantified billing discrepancies of over 15%.
Distributor of Electronic Equipment	Developed a methodology and quantified former shareholders' improper activities; identified approximately \$500M of damages.
Property and Casualty Insurance Company	Analyzed work performed and associated charges related to the reconstruction of a large condominium complex after Hurricane Andrew; identified over \$500M of improper/fraudulent billings.
Time-Share Condominium Association	Analyzed work performed and associated charges from several contractors related to the reconstruction of a 200+ condominium complex after Hurricane Andrew; identified improprieties on the part of the general manager; developed alternative courses of action.

REPRESENTATIVE ASSIGNMENTS	
FORENSIC ACCOUNTING (Cont'd)	
Industry	Services Provided
Insurance Company	Quantified historical earnings in support of fraudulent disability insurance applications and the subsequent claims.
International Free Trade Zone Distribution Companies	Performed a money laundering, fraud, and internal control vulnerability analysis; developed a compliance program that meets the minimum mandatory requirements of the federal corporate sentencing guidelines.
Supplier of Durable Medical Equipment	Analyzed billing procedures and cash collections to determine the extent, if any, of fraudulent activity.
Appliance Retailer	Analyzed computer system used ten years ago to process data; assisted in developing defense strategies at trial; interviewed third-party witnesses; prepared cross-examination for several government witnesses; served as a technical resource for the defense team.
Condominium Developer/Converter	Analyzed projected and actual construction costs; re-forecasted entire project; coordinated with parties regarding refinancing alternatives; assisted in replacing, selecting, and negotiating contract with general contractor
Various Companies in Chapter 7 and 11	Identified voidable preferences and insider transactions; testified as trustee or forensic accounting expert depending upon the specific situation.