

IN THE CIRCUIT COURT OF THE FIFTEENTH  
JUDICIAL CIRCUIT OF FLORIDA, IN AND  
FOR PALM BEACH COUNTY, FLORIDA

IN RE:

Case No. 502012CP004391XXXXNBIH

ESTATE OF SIMON L. BERNSTEIN,

Honorable Judge Rosemarie Scher

Deceased.

\_\_\_\_\_/

**ELIOT I. BERNSTEIN AS BENEFICIARY AND INTERESTED PERSON WITH  
STANDING CLOSING ARGUMENTS ON INITIAL HEARINGS**

COMES NOW Eliot I. Bernstein, pro se, as a beneficiary and interested person in the Estate of Simon Bernstein who respectfully submits this Closing Argument as follows:

**The Court should deny and dismiss the Motions of Trustee Ted Bernstein and the Estate to Appoint Alan Rose and the Rose Law Firm to Represent the Estate in the Stanbury Lawsuit or alternatively defer as premature pending further Hearings and Discovery:**

This Court has sufficient proof by clear and convincing evidence of the misconduct of at least Attorney Alan Rose in the ongoing “false narratives” and false pleadings and statements to this Court to permanently disqualify Alan Rose and the Rose law firm from representing the Estate of Simon Bernstein in any capacity including the lawsuit with William Stansbury. With the overwhelming admissions in the Record by PR O’Connell who clearly was not capable of giving an informed, knowledgeable and reasonable recommendation that the hiring of Alan Rose and the Rose Law Firm would present No Conflicts and be in the best interests of the Estate and All Beneficiaries, this Court must deny the Motion to approve the hiring of Alan Rose and the Rose firm as counsel for the Estate of Simon Bernstein in the Stansbury lawsuit. Alternatively, the facts and Record of the Hearings is such that at best this Court must deny the motion and defer as premature pending further Hearings and Discovery.

**PERMANENT INJUNCTION:**

Respectfully, it is submitted that this Court's own view and witnessing of the misconduct unfolding in such a short time in the "limited" Hearings to date of Feb. 16th and March 2nd, 2017, that a permanent injunction should issue against Ted Bernstein and his counsel Alan Rose, the Rose law firm and PR O'Connell from representing the Estate of Simon Bernstein. As my motions submitted to this Court even prior to hearings dating back to Nov. 21, 2016 showed, the actions taken by these fiduciaries and counsels is all part of a "continuing storyline" to cover-up frauds and misconduct and this Court should not even remotely accept at face value PR O'Connell's "dodging" on March 2, 2017 that now that my status as an Estate of Simon Bernstein beneficiary with "Standing" has clearly been proven and now accepted by this Court, that somehow Mr. O'Connell could not answer if he had allowed or gone along with this "charade" in the Court of prior Judge Phillips making the ongoing "false narrative" and false filings by Alan Rose on behalf of Ted Bernstein this new fraud upon the Court and Beneficiaries, in a case already fraught with PROVEN AND ADMITTED fraud by fiduciaries and counsel that has lasted nearly a year or more and has wrongfully impacted multiple Court Orders and filings in the Simon and Shirley Bernstein Estate and Trust cases and even in the federal District Court litigation in Illinois before Honorable Judge John Robert Blakey where the Life Insurance litigation is ongoing. Somehow in conduct which at best must be considered "shocking", Fiduciary and PR O'Connell and Attorney Alan Rose on behalf of Fiduciary Ted Bernstein would simply have this Court believe that despite all of the filings and arguments I, Eliot Bernstein, have been forced to file just to obtain basic "standing" and a fair opportunity to be heard before this Court that somehow these Fiduciaries just made a "mistake" in the proceedings over the last year before Judge Phillips and "overlooked" that Eliot Bernstein is a Beneficiary by the simple terms of the very Will of 2012 these fiduciaries purport to be "valid", until these

Hearings where Mr. Rose has to now “conceded” this matter before the Court, contrary to multiple prior filings and statements to this Court also implicating actions and determinations at the 4th DCA and federal Court of Illinois where even the Rulings and Orders of those Courts are now subject to Motions to Vacate and other relief and where “final adjudication” is far from over contrary to the many statements of Alan Rose and improper cite to other Court rulings.

**The “false” narrative and “false statements” within the Fraud, “Fraud within a fraud of a fraud” and “initial peeling back of the onion”**

I respectfully assert that this Court should strongly consider the “false narrative” and scheme at play just in the very limited hearings this Court has held thus far from the view of the “initial peeling back of the onion” of the fraud within a fraud to cover-up fraud. I respectfully refer the Court back to one of my original filings before Judge Scher on Nov. 21, 2016 also filed as **Exhibit 41 Eliot Bernstein’s Objections to initial filings before Judge Scher Filing # 49176982 E-Filed 11/21/2016 07:13:30 PM.** , in the Exhibits EFiled with the Court.

Just part of the False narrative Attorney Alan Rose and PR O’Connell have gone along with before your Honor is that I had no standing to be heard, this Court should simply move “quick” and “swallow” their story “hook, line and sinker” **for an Estate allegedly running out of money**, and that I am simply some “problem child” that should be disregarded. In this effort to get the Court to move “quick”, Rose never expected “Live Testimony” and neither Rose nor PR O’Connell provided this Court with any detailed statement of the important facts and background of “LIC” and “Arbitrage International” including Disclosure of all the operating Agreements and financial accountings to provide a coherent and reasonable picture of what is going on with that part of the Estate and Trusts and the Stansbury case itself. These are grounds for this Court to at minimum Deny the Motions at least at this stage until Full Discovery, Depositions and further examinations of the fiduciaries to occur with proper time allotted for such examinations are

scheduled and occur. Not only does this Court not have any reasonable background on LIC and Arbitrage International provided by the Movants, but this Court has no idea what the Terms of the Settlement by Ted Bernstein and Stansbury are, such settlement apparently being made on behalf of Ted's Own Interests where Direct Claims of Misconduct and Liability by Ted Bernstein were filed *while Ted simultaneously purported to Act in a Fiduciary Trustee capacity over the Shirley Bernstein Trust, LIC and Arbitrage itself.* This Court has no rationale or reasonable basis upon this existing Record to conclude that PR O'Connell has fulfilled fiduciary responsibilities to the Estate and beneficiaries and a Conflict certainly exists as PR O'Connell could be potentially in breach to the Estate and beneficiaries for failing to move to Remove Ted Bernstein and investigate the underlying claims which could also lead to Vacating the entirety of the Settlements with Stansbury to date and removal of Ted not just in the Trusts and Estates of Simon Bernstein but also in Shirley Bernstein's Trust and Estate.

**Just Starting to Correct the Frauds:**

While I could never properly summarize for this Court in the Limited 10 pages for this Closing the seriousness of the underlying "Technology" Value to the Estate of Simon Bernstein from my Inventions and "Iviewit Technology" where my Father Simon Bernstein was the largest "Shareholder" ( approx. 30% ) and where, just like all of Simon's "Original" Business records and Testamentary documents that have "gone missing" and "not provided" in the Trust, Estate and Illinois Insurance cases, where likewise ALL of Simon's Computer Records at his Home were found "wiped clean" after his unexpected Death and where his body went "missing" for a week while a "poison" was claimed and alleged autopsy being done, I can say to this Court that I have never had a US Secret Service Agent or other Federal Agent show up at my door to claim my Submissions and filings for Investigation with the President of the US, White House

Counsel's Office, Justice Dept and FBI were somehow "false" or "frivolous" and have petitioned to this Court that at least one Washington, DC contact, "DC No. 1", can be available under Subpoena to provide relevant testimony at a proper time. Contrary to being some "problem child" or disruptive force in these proceedings, as shown in part in my own Federal Court sworn declaration being familiar with Simon's successes in the Insurance industry having worked in the Industry myself being a Top Earner in Insurance and aware of Simon's meticulous Record Keeping and multiple Storage areas for Business records etc. Other filings have shown this Court that I met regularly weekly with Simon and Shirley while alive with my wife and children and Simon and I had many business agreements including specifically related to the "Technology" frauds against my Patents and that the real Estate Planning contemplated these and other factors not presently determined by any Court herein.

Yet, even putting aside any possible misconduct and conflicts presented by Ted and Alan Rose representing Simon's Estate as it relates to Simon's substantial investment and shareholder interest in "Iviewit", **this Court still has plenty of "missing millions" just from Simon's work and companies to consider** while determining the "False Narrative" and Misconduct of Alan Rose, Ted Bernstein and Brian O'Connell and why Conflicts exist and Ted, Alan Rose should be permanently enjoined from representation of Simon's Estate in any fiduciary capacity or Discovery and Depositions ordered for further examination at this time.

Exhibit 73 - Initial June 20, 2012 Feaman Demands on behalf of Stansbury against TED BERNSTEIN, NOT Simon Bernstein. This Court is reminded that there have been No Hearings on the Objections to Accountings filed ever held in these cases where Substantial Discovery is Missing from these proceedings and to myself as Beneficiary. See Attached Exhibit 1 for this Closing Statement.

This Court is directed to Exhibit 1 attached herein which represents the initial Demand by Stansbury by Certified Mail to Ted Bernstein ONLY in the month before Simon's Will and Trust were allegedly changed in July of 2012. Thus, an Issue of Fact presently unknown by this Court created at the Inception of the Stansbury Lawsuit where it is TED BERNSTEIN that is the focus of the allegations, Not Simon Bernstein and where Ted is the only one named in the Demand raising an Issue of Fact as well as to when Simon Bernstein had Notice of these claims. This alone creates a Conflict for Alan Rose to represent the Estate of Simon based upon the Rose representation of Ted.

Page 2 - 1. a. Failure to pay salary based on net retained commissions.

i. "Based upon reports prepared by your company for the period of 2007 through 2011, LIC Holdings, Inc. and/or Arbitrage International Holdings, n/k/a Arbitrage International Management, LLC, received \$35,384,246.00 in net retained commissions. According to Mr. Stansbury's salary arrangement, he is entitled to 15% of those net retained commissions, which amounts to \$5,307,636.90. During this time period, Mr. Stansbury's salary compensation was \$2,844,910.00. The shortfall in salary owed to Mr. Stansbury is \$2,462,726.90."

**Simply going by the Financial numbers asserted by Stansbury as of a month before the Will and Trust of Simon were allegedly changed in 2012, there is \$35,384,246.00 in net retained commissions which would be SPLIT by Simon Bernstein, Ted Bernstein and Stansbury yet where PR O'Connell admitted on March 2, 2017 he does not even know the Agreed Percentage for his own Client the Estate of Simon Bernstein but nonetheless has gone along with False Narratives in the Court for nearly a year and tried to come to this Court like Sgt. Schultz from Hogan's Heroes "knowing Nothing" including what if any documents reviewed for this Motion and bringing no Diligent review of LIC and Arbitrage to the Court. **The Factual issue of what the Agreed percentage split of Commissions and profits between Ted Bernstein, Simon Bernstein and Stansbury and the unknown and undetermined amounts to have been****

**split during these years itself presents a real conflict of interest in Alan Rose and Ted Bernstein representing the Estate. The basic percentage claimed for Simon in some documents is 33%. Yet, where is the Accounting for Simon's 33% of the \$35,384,246.00 in net retained commissions for Years 2007-2011? Representing nearly \$12 Million? It is respectfully submitted that there is no Accounting or documents in these proceedings to date which explain this and **thus there are Conflicts between any Fiduciary properly acting for the Estate or Trust of Simon Bernstein having conflict with Ted Bernstein himself who clearly has individual interests in these proceedings that conflict with the Fiduciary role as the proper division and accounting between Ted and Simon has never occurred to date.****

Page 2 - 1. a. iv...”The liability for payment of this salary is not limited to LIC Holdings, Inc. or Arbitrage International Management, LLC. This liability also flows to you individually as a result of your breaches of your fiduciary duty owed to Mr. Stansbury and utter failure to abide by corporate governance standards, which conduct is more particularly described below.”

**Again, this initial Demand of Stansbury was only made to Ted Bernstein and it is Ted Bernstein in this June 2012 letter who is referred for his “individual” liability which is unknown and undetermined to this Court and unknown and undetermined by the PR of the Estate. The name of Simon Bernstein is not made individually here at all.**

Page 2 - 1. b. “...you and your office have been opening mail directed to Mr. Stansbury and negotiating checks made payable to him by falsifying his endorsement and depositing those checks into accounts which only you control.”

Here, Ted Bernstein is directly implicated in serious misconduct of Falsely endorsing checks and taking monies into accounts controlled by Ted. Eliot Bernstein asserts this Court will eventually see this is the same pattern and fraud by Ted that included similar conduct of Ted's original Fiduciaries Tescher and Spallina who Ted brought into the lives of Shirley and Simon Bernstein having a prior Business relationship with Ted and acting as Ted's counsel in Shirley's Estate and

Trust and committing crimes intended to benefit Ted's family. Yet this Court has no current determination or any determination as to how much of this has occurred by Ted and thus these factual issues present inherent conflicts with Ted and Alan Rose and the Estate and where Eliot asserts that these hearings and pleadings to give Ted fiduciary control of the Simon Estate in addition to his alleged fiduciary control in the Simon Trust this has been an orchestrated scheme involving Ted to "shift the liabilities" of 2.5 MILLION DOLLARS OF POSSIBLE DAMAGES AGAINST HIM INDIVIDUALLY AS A DEFENDANT onto the Simon Bernstein Trust beneficiaries who he is not one of but represents as a fiduciary. Ted already has improperly represented as a Fiduciary in CONFLICT and with ADVERSITY to beneficiaries in a partial settlement in the Stansbury litigation acting as Trustee in the Shirley Trust (acting as both an individual defendant and fiduciary of a trust he and his family have no interest in) and where he negotiated himself PERSONALLY out of the Stansbury lawsuit in the Shirley settlement by settling out with the Shirley Trust and himself personally through undisclosed settlement terms and undisclosed amounts paid to settle (O'Connell even claiming in the hearings he has never seen or possessed this Shirley Trust settlement between Ted, Stansbury and the Shirley Trust to know the terms and if Ted can still be held liable for damages) and through this improper fraudulent settlement negotiated in conflict Ted shifted the liabilities for damages 100% off himself individually and onto the Simon Bernstein Estate and Trust beneficiaries. This SELF DEALING has left the estate and trust beneficiaries of Simon exposed to 100% of the Stansbury damages and the estate and trusts of Simon and Shirley have failed to make claims against Ted Bernstein for the damages, as Ted acting as the fiduciary in Simon or Shirley surely will not sue himself for the damages claiming he is the responsible party and not the Estate and Trust of Simon Beneficiaries where he has no interest. Yet, Ted is the party the Stansbury complaint



alleges did most of the egregious and criminal acts alleged against Stansbury. Ted now fraudulently moves this Court to be the fiduciary PR of the Estate of Simon and makes this application to the Court for he and his counsel to represent the Simon Estate so that he can assure that the acting PR of the Estate if he is elected does not sue Ted, nor the the acting Trustee of the Simon Trust Ted does not sue Ted and prevent any demand by a non conflicted PR that the prior Shirley settlement be vacated as it was negotiated in fraud with conflicts and adversity and then sue Ted for the whole 2.5 Million as he caused the direct acts against Stansbury.

Brian O'Connell and the former Curator Ben Brown of Simon's Estate were both made aware of this dubious abuse of process through violations of conflict of interest rules and adverse interest rules and Ted shifting the liabilities onto the parties they represent as fiduciaries and while Ben Brown stated he was investigating the issues, Brian O'Connell instead has worked in conspire with Ted and his counsel to allow the conflicts and adverse interests of Ted to succeed by feigning that he is unaware of any conflicts and fraudulently pleading with this Court to get Ted nominated to his PR position to effectuate the complete fraud and let Ted off and shift the liabilities to the Estate and Trust Beneficiaries of Simon.

Ted has been TWICE been denied by the Court to become a fiduciary in the Estate of Simon, once as Curator where he was denied by the Court and once to become PR where he was urged at the hearing to withdraw his pleading or else face severe sanctions for wasting everyone's times, due to the problems cited on the record leading to the Orders.

The Court should also note that Ted has been disinherited in the Simon and Shirley Trusts and where he is considered "pre-deceased" for ALL PURPOSES OF DISPOSITIONS under the Shirley Trusts and in the Simon Trust considered predeceased FOR ALL PURPOSES OF THE TRUST. This is just part of why Judge Phillips erred by not holding Hearings to remove Ted

Bernstein before any “Validity” which is still on Appeal at the 4th DCA and subject to further motions in this Court to vacate for fraud and related misconduct.

Again, Rose, Ted & PR O’Connell have created a false and fraudulent “storyline” that the Estate is small and out of money with no full and proper accountings and YET; Exhibit 8 of the Exhibit book submitted to the Court for these hearings by Eliot on February 16, 2017 in Court, EXHIBIT 2 attached hereto, shows **\$2,829,961.66 “Missing Millions”** in a Wilmington Trust in a statement dated Aug. 31, 2012, **in just One Account of Simon’s weeks before his Passing and ONLY representing 49.5% of Bernstein Family Investments, LLLP (“BFI”)/Bernstein Family Holdings, LLC (“BFH”) while Shirley also held 49.5% of the entities.** Stansbury, who was Trust Protector of the Wilmington Trust, has suggested it is possible that there is ANOTHER \$2,829,961.66 in Missing Millions from the Shirley’s side of the entities as Shirley also owned a 49.5 % in BFI and BFH. Ted, Rose and PR O’Connell as Fiduciaries have known about Eliot Bernstein’s claims to Account for these funds for over a year, and yet neither Fiduciaries have sought to determine what happened to these funds **again creating current Conflicts of Interest between Ted, Rose and the Estate particularly given the Vast volume of Missing Documents and Discovery and that PR O’Connell, like Sgt. Schultz, “knows Nothing” about the Documents he has reviewed or seen or Produced as of his March, 2, 2017 Testimony.** Thus there is a present and ongoing DISCOVERY claim and issues creating impossible Conflicts between Ted, Rose, PR O’Connell and the Estate and Trust and proper beneficiaries at this time as after all these years it is unknown who has what documents from where or when and No Originals have been produced by any party, despite a Court Order to produce ALL RECORDS including the originals and where prior filings implicate Conflicts for Rose and O’Connell and Ted in the **chain of custody and possession of both business records,**

*files, documents, jewelry, personal property and more from LIC, Arbitrage and other parts of the Estates and Trusts as shown herein.* These issues have been raised but Summarily Denied or Disregarded and never properly heard according to Due process and are raised in filings prior to the Validity Trial, in the All Writs federal application as Exhibit 11 for these hearings which was also raised in the Nov. 21, 2016 Objections filed by myself Eliot Bernstein in these cases.

This Court is directed to Exhibit 30 from the Exhibit book given to this Court and attached hereto as Exhibit 3, an email from former Curator Ben Brown of Sept. 2014 being a business record email from Brown to myself confirming as of that time in 2014, nearly 4 years after the passing of Shirley Bernstein, indicating **“Please note we do not have any statements for your mother or either of the trusts”**. Now, another 2.5 years later neither this Court nor myself as Beneficiary has Any full Accounting of the Shirley Bernstein Trust or Estate or Simon’s Trust or Estate and these Fiduciaries Ted, Rose and PR O’Connell are all intertwined in the piecemeal Discovery and should now Individually have Court Orders imposing an Injunction to Preserve all Records and Evidence in these matters and separately and individually Catalog the Business Records each individual claims to possess. All of this creates impermissible conflicts for Ted, Rose and PR O’Connell and the Estate due to Rose and Ted’s work for Shirley’s Trusts and Estate and for all the reasons herein and their motions must be denied.

This Court is further Directed to Exhibit 62 in the Exhibit book given to this Court and Exhibit 4 attached hereto, Peter Feaman letter to PR O’Connell on Ted Wasting Assets, Removal, No Accountings, Missing property Aug. 2014 - which states in part:

“The grounds for his removal are set forth in some detail in his Motion, a copy of which I attach for your review. Mr. Stansbury is of the firm conviction that assets of the Trust have been and will continue to be wasted under the trusteeship of Ted Bernstein.

The grounds for removal are numerous and removal is urgently needed to preserve the Trust assets, some or all of which may be called upon to satisfy Mr. Stansbury's claim if and when it turns out that the assets of the Simon Bernstein probate estate are insufficient to satisfy his claim. **No accounting has been provided since the passing of Shirley Bernstein with regard to the Shirley Bernstein Trust, and no accounting has been provided since the passing of Simon Bernstein in the Simon Bernstein Trust. We believe that assets of the Simon Bernstein Trust in addition to not having been accounted for are being wasted. In the absence of an accounting, one cannot know for sure. For example, the personal property at the residence of Simon Bernstein has never been accounted for.**

**There are probably tens of thousands of dollars of assets which, upon information and belief, have been converted or unaccounted for by the Successor Trustee. An insurance schedule prior to Mr. Bernstein's death scheduled certain personal property to be insured. Yet this property has never been accounted for, either by the Trust or in the inventory filed on behalf of the Estate.”**

These allegations by Peter Feaman on behalf of Stansbury made against Ted Bernstein to Brian O’Connell creates further unresolved factual issues before this Court which have never been heard creating further irreconcilable conflicts from Rose and Ted ever representing the Estate and even having conflicts with PR O’Connell as well.

This Court is also referred to Exhibit 7 of the Exhibit book submitted to the Court on Feb. 16, 2017 and attached hereto as EXHIBIT 5, an **Unsigned** Tax Statements for LIC only for years 2007 and 2008 turned over by Tescher and Spallina; Bates #TS002422\_2008 Payout to Simon Bernstein- \$3,756,299. **Nearly \$4 Million that year alone but No Records for 2008 to the Present ever turned over and must be relevant to the Lawsuit as encompasses same years yet Ted Alan O Connell have never turned over Docs in Discovery - Bates #TS002422**

**PR O’Connell’s Admissions and lack of knowledge of the Stansbury case and lack of due diligence mandates Denial of the Ted-Rose Motion as Not Supported by any Proper Fiduciary Determination or Waiver of Conflict**

This Court is directed to the Transcripts of Feb. 16, 2017 and March 2, 2017 in their entirety which speak for themselves but is also directed to some specific passages which mandate denial of the Movant's Motions and Ordering of Discovery, Depositions and further hearings as I have motioned this Court:

Page 147 Lines 3-12

Q. Okay. Are these records they would be relevant to the lawsuit in the claims of Stansbury and the Estate of Simon Bernstein, yes or no?

A. I don't know.

Q. Okay. If you had the records when did you obtain those records?

A. Since I am not sure what records I have, don't know if I have them. I don't know what they say. And I certainly haven't reviewed them as of the last few days.

Page 148 Lines 2-14

Q. Mr. O'Connell, did you obtain copies of all the Arbitrage International records from the beginning of the Stansbury lawsuit to the present to review as part of making your recommendations to hire Alan Rose and Ted Bernstein, appoint Ted Bernstein, yes or no?

A. I don't know.

Q. Okay. If -- would you think those would be relevant to this lawsuit and the claims in the case?

A. I don't know because I'd have to see them.

Q. Okay.

A. If there are such records.

Page 158 Lines 10-18

Q. Mr. O'Connell, when did you -- did you perform a due diligence investigation into Ted Bernstein's potential liability in the Stansbury lawsuit?

A. I have not. I have never been presented with any facts by anyone or even an allegation to suggest that such a liability might exist.

Q. Well, the complaint actually alleges that Ted committed the frauds?

Page 159 Lines 21-25 and Page 160 Lines 1-2

Q. But if you did find that out through due diligence that Ted had liability, you would be able to take action on behalf of the beneficiaries to have Ted sued or charged with that, correct? If, yes, if that information exists, if someone provides us with that information, then, of course, we could.

Feman Exam on O'Connell Page 179 Lines 12-18

A. And obviously then take that against what  
13 the facts are that you are referencing that might  
14 be disclosed in discovery, apply that against the  
14:33:26 15 dismissal, release, look at the settlement  
16 agreement that was signed, and take an analysis of  
17 all of those items, to give you a correct answer to  
18 your question.

**Admissions by O'Connell cannot possibly make out sufficient proof for a reasonable determination by him as a Fiduciary for the fair administration of the Estate and all beneficiaries at this time as he does not know what he has reviewed or has seen or has in his possession or turned over and yet walking in as fiduciary.**

Even if Estate somehow is blocked from "contribution" for the Stansbury suit from Ted due to settlement, the Estate still may have causes of action against Ted regarding LIC Arbitrage, Discovery, Accountings etc AND clearly and presently has multiple unresolved central factual questions between Ted Bernstein and Simon's Estate and Trusts to Deny the Movant's motions as present and real conflicts exist in the resolving of these factual issues.

It is noted that such Examination by Eliot Bernstein and the hearings in general did not exceed 20 minutes or so per witness with no Discovery or Depositions held in advance yet even in this

short time the false and fraudulent conduct of the current Fiduciaries and counsel Alan Rose has quickly unfolded.

**Few Excerpts on Alan Rose and Incorporating by Reference in Entirety the Closing Arguments of Peter Feaman for Stansbury: Overall Facts Support extra-ordinary remedy of Disqualification of the Rose law firm and Alan Rose for the Estate of Simon Bernstein and Denial of all Movant's motions**

I, Eliot Ivan Bernstein, incorporate by reference the entirety of arguments made in the Feaman closing written statement submitted to this Court timely on 3/9/2017 and include a few excerpts below.

“Then, Mr. Rose stated “everybody that’s a beneficiary of this Estate coming together and signing a written agreement...” Trans. P. 25, lin. 20-22. Mr. Rose also stated to this Court, “Every single person who is a beneficiary of this Estate wants my firm to handle this for the reasons I’m about to tell you. And I don’t think there’s any dispute about it.” Trans. p. 27, In. 19-23. Both of these statements to the Court are false. As testified by Mr. Rose when he was on the stand, he knew that Eliot Bernstein (Mr. Eliot) was a beneficiary of the Estate of Simon Bernstein, yet he continues his false narrative that all beneficiaries are in agreement with his retention by the Estate of Simon Bernstein. They are not.

**Duty of Loyalty** - The most striking or telling portion of Mr. Rose's opening Statement is when he candidly admitted to the Court: “Now I am rooting like crazy that the Estate loses this case in One sense, because that is what everybody that is a beneficiary of my Trust wants. But I could care less how that turns out, you know, from a legal standpoint.” Trans, p. 40, In, 7-11 His Florida Bar v. Scott, 39 So.3d 309 (Fla. 2010) is directly on point. There, the Florida Bar held that an attorney violated the Rules of Professional Conduct regarding conflicts of interest by representing multiple clients who all had claims to the same limited funds in a frozen account. **This was a violation even though the client signed a conflict waiver because the conflicts** were directly adverse to the client’s interest and could not be waived (citing Florida Bar Rules 4 1.7(a), 4-1.9(a) and 4-1.16(a)(1)).

Disqualification of a party's chosen counsel is an extraordinary remedy and should only be resorted to sparingly. *Singer Island, Ltd. v. Budget Constr. Co.*, 714 So. 2d 651, 652 (Fla. 4th DCA 1998). Such a motion should be filed only when there are facts clearly calling into question the lawyer's conflicting duty or loyalty.

These are appropriate facts for this extra-ordinary remedy at this time.

**WHEREFORE**, it respectfully prayed for an Order denying the Movant's motions in their entirety, ordering individually attorney Alan Rose, Trustee Ted Bernstein and PR O'Connell to be separately Enjoined and shall preserve any and all evidence, documents, records, files, statements, Discovery of any kind presently in their Individual possession and Individually Catalog and mark such for Discovery proceedings to be had herein within a reasonable time and the Cataloging of such Discovery be completed in a specified number of days to be determined at further hearings herein and permitting the Motions filed by Eliot Bernstein to modify and amend the current Scheduling Order to be heard at the next scheduled hearing date and further enjoin all such fiduciaries from any further Distribution, waste, loss, destruction, concealment, hiding of any assets and evidence and Discovery herein until further Order of this Court and for such other and further relief as may be just and proper.

**Dated: March 10, 2017**

**By: /S/ Eliot Ivan Bernstein**

Eliot Ivan Bernstein, Pro Se  
2753 NW 34th Street  
Boca Raton, FL 33434  
561.245.8588  
iviewit@iviewit.tv

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished to counsel of record and the proper parties on the attached Service List via the Court's e-portal system or Email Service on this 10th day of March, 2017.

**By: /S/ Eliot Ivan Bernstein**

Eliot Ivan Bernstein, Pro Se  
2753 NW 34th Street



Boca Raton, FL 33434  
 561.245.8588  
 iviewit@iviewit.tv

**SERVICE LIST**

<p>Pamela Beth Simon        950 N. Michigan Avenue         Apartment 2603        Chicago, IL 60611        psimon@stpcorp.com</p>	<p>Alan B. Rose, Esq.        Page, Mrachek, Fitzgerald &amp; Rose,        P.A.        505 South Flagler Drive, Suite 600        West Palm Beach, Florida 33401        (561) 355-6991        arose@pm-law.com        and        arose@mrachek-law.com        mchandler@mrachek-law.com</p>	<p>John J. Pankauski, Esq.        Pankauski Law Firm PLLC        120 South Olive Avenue        7th Floor        West Palm Beach, FL 33401        (561) 514-0900        courtfilings@pankauskilawfirm.com        john@pankauskilawfirm.com</p>
<p>Robert L. Spallina, Esq.,        Tescher &amp; Spallina, P.A.        Boca Village Corporate Center        I        4855 Technology Way        Suite 720        Boca Raton, FL 33431        rspallina@tescherspallina.com        kmoran@tescherspallina.com        ddustin@tescherspallina.com</p>	<p>Lisa Friedstein        2142 Churchill Lane        Highland Park, IL 60035        Lisa@friedsteins.com        lisa.friedstein@gmail.com        lisa@friedsteins.com</p>	<p>Irwin J. Block, Esq.        The Law Office of Irwin J. Block PL        700 South Federal Highway        Suite 200        Boca Raton, Florida 33432        ijb@ijblegal.com        martin@kolawyers.com</p>
<p>Mark R. Manceri, Esq., and        Mark R. Manceri, P.A.,        2929 East Commercial        Boulevard        Suite 702        Fort Lauderdale, FL 33308        mrmlaw@comcast.net        mrmlaw1@gmail.com</p>	<p>Donald Tescher, Esq., Tescher &amp;        Spallina, P.A.        Boca Village Corporate Center I        4855 Technology Way        Suite 720        Boca Raton, FL 33431        dtescher@tescherspallina.com        dtescher@tescherspallina.com        ddustin@tescherspallina.com        kmoran@tescherspallina.com</p>	<p>Jill Iantoni        2101 Magnolia Lane        Highland Park, IL 60035        jilliantoni@gmail.com</p>
<p>Peter Feaman, Esquire        Peter M. Feaman, P.A.        3615 Boynton Beach Blvd.        Boynton Beach, FL 33436        pfeaman@feamanlaw.com        service@feamanlaw.com        mkoskey@feamanlaw.com</p>	<p>Kimberly Moran        kmoran@tescherspallina.com</p>	<p>Julia Iantoni, a Minor        c/o Guy and Jill Iantoni,        Her Parents and Natural Guardians        210 I Magnolia Lane        Highland Park, IL 60035        jilliantoni@gmail.com</p>
<p>Carley &amp; Max Friedstein,        Minors</p>	<p>Lindsay Baxley        aka Lindsay Giles</p>	<p>Brian M. O'Connell, Esq.        Joielle A. Foglietta, Esq.</p>

<p>c/o Jeffrey and Lisa Friedstein Parents and Natural Guardians 2142 Churchill Lane Highland Park, IL 6003 Lisa@friedsteins.com lisa.friedstein@gmail.com</p>	<p>lindsay@lifeinsuranceconcepts.com</p>	<p>Ciklin Lubitz Martens &amp; O'Connell 515 N. Flagler Dr., 20th Floor West Palm Beach, FL 33401 561-832-5900-Telephone 561-833-4209 - Facsimile Email: boconnell@ciklinlubitz.com; ifoglietta@ciklinlubitz.com; service@ciklinlubitz.com; slobdell@ciklinliibitz.com</p>
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**SERVICE LIST**

<p>John P. Morrissey, Esq. 330 Clematis Street, Suite 213 West Palm Beach, FL 33401 (561) 833-0766-Telephone (561) 833-0867 -Facsimile Email: John P. Morrissey (john@jmoiTisseylaw.com)</p>	<p>Lisa Friedstein 2142 Churchill Lane Highland Park, IL 60035 lisa@friedsteins.com</p>
<p>Peter M. Feaman, Esq. Peter M. Feaman, P.A. 3695 West Boynton Beach Blvd., Suite 9 Boynton Beach, FL 33436 (561) 734-5552 -Telephone (561) 734-5554 -Facsimile Email: service@feamanlaw.com: mkoskey@feamanlaw.com</p>	<p>Jill Iantoni 2101 Magnolia Lane Highland Park, IL 60035 jilliantoni@gmail.com</p>
<p>Gary R. Shendell, Esq. Kenneth S. Pollock, Esq. Shendell &amp; Pollock, P.L. 2700 N. Military Trail, Suite 150 Boca Raton, FL 33431 (561)241-2323 - Telephone (561)241-2330-Facsimile Email: gary@shendellpollock.com ken@shendellpollock.com estella@shendellpollock.com britt@shendellpollock.com grs@shendellpollock.com</p>	<p>Counter Defendant Robert Spallina, Esq. Donald Tescher, Esq. Tescher &amp; Spallina 925 South Federal Hwy., Suite 500 Boca Raton, Florida 33432</p>
<p>Brian M. O'Connell, Esq. Joielle A. Foglietta, Esq. Ciklin Lubitz Martens &amp; O'Connell 515 N. Flagler Dr., 20th Floor</p>	<p>Counter Defendant John J. Pankauski, Esq. Pankauski Law Firm PLLC 120 South Olive Avenue</p>

<p>West Palm Beach, FL 33401  561-832-5900-Telephone  561-833-4209 - Facsimile  Email: boconnell@ciklinlubitz.com;  ifoglietta@ciklinlubitz.com;  service@ciklinlubitz.com;  slobdell@ciklinliibitz.com</p>	<p>7th Floor  West Palm Beach, FL 33401  courtfilings@pankauskilawfirm.com  john@pankauskilawfirm.com</p>
<p>Counter Defendant  Mark R. Manceri, Esq., and  Mark R. Manceri, P.A.,  2929 East Commercial Boulevard  Suite 702  Fort Lauderdale, FL 33308  mrmlaw@comcast.net</p>	<p>Counter Defendant  Donald Tescher, Esq.,  Tescher &amp; Spallina, P.A.  Wells Fargo Plaza  925 South Federal Hwy Suite 500  Boca Raton, Florida 33432  dtescher@tescherspallina.com</p>
<p>Theodore Stuart Bernstein  880 Berkeley  Boca Raton, FL 33487  tbernstein@lifeinsuranceconcepts.com</p>	<p>Counter Defendant  TESCHER &amp; SPALLINA, P.A..  Wells Fargo Plaza  925 South Federal Hwy Suite 500  Boca Raton, Florida 33432  dtescher@tescherspallina.com</p>
<p>Theodore Stuart Bernstein  Life Insurance Concepts, Inc.  950 Peninsula Corporate Circle  Suite 3010  Boca Raton, FL 33487  tbernstein@lifeinsuranceconcepts.com</p>	<p>Counter Defendant  Alan B. Rose, Esq.  PAGE, MRACHEK, FITZGERALD, ROSE,  KONOPKA, THOMAS &amp; WEISS, P.A.  505 South Flagler Drive, Suite 600  West Palm Beach, Florida 33401  561-355-6991  arose@pm-law.com  arose@mrachek-law.com</p>
<p>Pamela Beth Simon  950 N. Michigan Avenue  Apartment 2603  Chicago, IL 60611  psimon@stpcorp.com</p>	<p>Counter Defendant  L. Louis Mrachek, Esq.  PAGE, MRACHEK, FITZGERALD, ROSE,  KONOPKA, THOMAS &amp; WEISS, P.A.  505 South Flagler Drive, Suite 600  West Palm Beach, Florida 33401  561-355-6991  lmrachek@mrachek-law.com</p>
<p>Jill Iantoni  2101 Magnolia Lane  Highland Park, IL 60035  jilliantoni@gmail.com</p>	<p>Counter Defendant  Pankauski Law Firm PLLC  120 South Olive Avenue  7th Floor  West Palm Beach, FL 33401</p>
<p>Lisa Sue Friedstein</p>	<p>Dennis McNamara</p>

<p>2142 Churchill Lane Highland Park, IL 60035 lisa.friedstein@gmail.com lisa@friedsteins.com</p>	<p>Executive Vice President and General Counsel Oppenheimer &amp; Co. Inc. Corporate Headquarters 125 Broad Street New York, NY 10004 800-221-5588 Dennis.mcnamara@opco.com info@opco.com</p>
<p>Dennis G. Bedley Chairman of the Board, Director and Chief Executive Officer Legacy Bank of Florida Glades Twin Plaza 2300 Glades Road Suite 120 West – Executive Office Boca Raton, FL 33431 info@legacybankfl.com DBedley@LegacyBankFL.com</p>	<p>Hunt Worth, Esq. President Oppenheimer Trust Company of Delaware 405 Silverside Road Wilmington, DE 19809 302-792-3500 hunt.worth@opco.com</p>
<p>James Dimon Chairman of the Board and Chief Executive Officer JP Morgan Chase &amp; CO. 270 Park Ave. New York, NY 10017-2070 Jamie.dimon@jpmchase.com</p>	<p>Neil Wolfson President &amp; Chief Executive Officer Wilmington Trust Company 1100 North Market Street Wilmington, DE 19890-0001 nwolfson@wilmingtontrust.com</p>
<p>William McCabe Oppenheimer &amp; Co., Inc. 85 Broad St Fl 25 New York, NY 10004 William.McCabe@opco.com</p>	<p>STP Enterprises, Inc. 303 East Wacker Drive Suite 210 Chicago IL 60601-5210 psimon@stpcorp.com</p>
<p>Charles D. Rubin Managing Partner Gutter Chaves Josepher Rubin Forman Fleisher Miller PA Boca Corporate Center 2101 NW Corporate Blvd., Suite 107 Boca Raton, FL 33431-7343 crubin@floridatx.com</p>	<p>Ralph S. Janvey Krage &amp; Janvey, L.L.P. Federal Court Appointed Receiver Stanford Financial Group 2100 Ross Ave, Dallas, TX 75201 rjanvey@kjllp.com</p>
<p>Kimberly Moran Tescher &amp; Spallina, P.A. Wells Fargo Plaza 925 South Federal Hwy Suite 500 Boca Raton, Florida 33432 kmoran@tescherspallina.com</p>	<p>Lindsay Baxley aka Lindsay Giles Life Insurance Concepts 950 Peninsula Corporate Circle Suite 3010 Boca Raton, FL 33487 lindsay@lifeinsuranceconcepts.com</p>

<p>Gerald R. Lewin  CBIZ MHM, LLC  1675 N Military Trail  Fifth Floor  Boca Raton, FL 33486</p>	<p>CBIZ MHM, LLC  General Counsel  6480 Rockside Woods Blvd. South  Suite 330  Cleveland, OH 44131  ATTN: General Counsel  generalcounsel@cbiz.com  (216)447-9000</p>
<p>Albert Gortz, Esq.  Proskauer Rose LLP  One Boca Place  2255 Glades Road  Suite 421 Atrium  Boca Raton, FL 33431-7360  agortz@proskauer.com</p>	<p>Heritage Union Life Insurance Company  A member of WiltonRe Group of Companies  187 Danbury Road  Wilton, CT 06897  estroup@wiltonre.com</p>
<p>Estate of Simon Bernstein  Brian M O'Connell Pa  515 N Flagler Drive  West Palm Beach, FL 33401  boconnell@ciklinlubitz.com</p>	<p>Counter Defendant  Steven Lessne, Esq.  Gray Robinson, PA  225 NE Mizner Blvd #500  Boca Raton, FL 33432  steven.lessne@gray-robinson.com</p>
<p>Byrd F. "Biff" Marshall, Jr.  President &amp; Managing Director  Gray Robinson, PA  225 NE Mizner Blvd #500  Boca Raton, FL 33432  biff.marshall@gray-robinson.com</p>	<p>Steven A. Lessne, Esq.  Gunster, Yoakley &amp; Stewart, P.A.  777 South Flagler Drive, Suite 500 East  West Palm Beach, FL 33401  Telephone: (561) 650-0545  Facsimile: (561) 655-5677  E-Mail Designations:  slessne@gunster.com  jhoppel@gunster.com  eservice@gunster.com</p>
<p>T&amp;S Registered Agents, LLC  Wells Fargo Plaza  925 South Federal Hwy Suite 500  Boca Raton, Florida 33432  dtescher@tescherspallina.com</p>	<p>David Lanciotti  Executive VP and General Counsel  LaSalle National Trust NA  CHICAGO TITLE LAND TRUST COMPANY, as  Successor  10 South LaSalle Street  Suite 2750  Chicago, IL 60603  David.Lanciotti@ctt.com</p>
<p>Joseph M. Leccese  Chairman  Proskauer Rose LLP  Eleven Times Square</p>	<p>Brian Moynihan  Chairman of the Board and Chief Executive Officer  100 N Tryon St #170, Charlotte, NC 28202  Phone:(980) 335-3561</p>

New York, NY 10036 jleccese@proskauer.com	
ADR & MEDIATIONS SERVICES, LLC Diana Lewis 2765 Tecumseh Drive West Palm Beach, FL 33409 (561) 758-3017 Telephone Email: dzlewis@aol.com (Fla. Bar No. 351350)	

SERVICE LIST

Pamela Beth Simon 950 N. Michigan Avenue  Apartment 2603 Chicago, IL 60611 psimon@stpcorp.com	Alan B. Rose, Esq. Page, Mrachek, Fitzgerald & Rose, P.A. 505 South Flagler Drive, Suite 600 West Palm Beach, Florida 33401 (561) 355-6991 arose@pm-law.com and arose@mrachek-law.com mchandler@mrachek-law.com	John J. Pankauski, Esq. Pankauski Law Firm PLLC 120 South Olive Avenue 7th Floor West Palm Beach, FL 33401 (561) 514-0900 courtfilings@pankauskilawfirm.com john@pankauskilawfirm.com
Robert L. Spallina, Esq., Tescher & Spallina, P.A. Boca Village Corporate Center I 4855 Technology Way Suite 720 Boca Raton, FL 33431 rspallina@tescherspallina.com kmoran@tescherspallina.com ddustin@tescherspallina.com	Lisa Friedstein 2142 Churchill Lane Highland Park, IL 60035 Lisa@friedsteins.com lisa.friedstein@gmail.com lisa@friedsteins.com	Irwin J. Block, Esq. The Law Office of Irwin J. Block PL 700 South Federal Highway Suite 200 Boca Raton, Florida 33432 ijb@ijblegal.com martin@kolawyers.com
Mark R. Manceri, Esq., and Mark R. Manceri, P.A., 2929 East Commercial Boulevard Suite 702 Fort Lauderdale, FL 33308 mrmlaw@comcast.net mrmlaw1@gmail.com	Donald Tescher, Esq., Tescher & Spallina, P.A. Boca Village Corporate Center I 4855 Technology Way Suite 720 Boca Raton, FL 33431 dtescher@tescherspallina.com dtescher@tescherspallina.com ddustin@tescherspallina.com kmoran@tescherspallina.com	Jill Iantoni 2101 Magnolia Lane Highland Park, IL 60035 jilliantoni@gmail.com

<p>Peter Feaman, Esquire  Peter M. Feaman, P.A.  3615 Boynton Beach Blvd.  Boynton Beach, FL 33436  pfeaman@feamanlaw.com  service@feamanlaw.com  mkoskey@feamanlaw.com</p>	<p>Kimberly Moran  kmoran@tescherspallina.com</p>	<p>Julia Iantoni, a Minor  c/o Guy and Jill Iantoni,  Her Parents and Natural Guardians  210 I Magnolia Lane  Highland Park, IL 60035  jilliantoni@gmail.com</p>
<p>Carley &amp; Max Friedstein,  Minors  c/o Jeffrey and Lisa Friedstein  Parents and Natural Guardians  2142 Churchill Lane  Highland Park, IL 6003  Lisa@friedsteins.com  lisa.friedstein@gmail.com</p>	<p>Lindsay Baxley  aka Lindsay Giles  lindsay@lifeinsuranceconcepts.com</p>	

EXHIBIT 1

Exhibit 73 - Initial June 20, 2012 Feaman Demands on behalf of Stansbury against TED  
BERNSTEIN, NOT Simon Bernstein.



The Law Offices  
of  
**PETER M. FEAMAN, P.A.**  
Strategic Counselor. Proven Advocate.™

Main Office:  
3615 Boynton Beach Blvd.  
Boynton Beach, FL 33436



Branch Office:  
7900 Glades Road  
Boca Raton, FL 33434

Peter M. Feaman, Esq.  
Nancy E. Guffey, Esq.  
Of Counsel

Telephone: (561) 734-5552  
Facsimile: (561) 734-5554  
pfeaman@feamanlaw.com

June 20, 2012

Via Certified Mail, Return Receipt Requested

**PERSONAL and CONFIDENTIAL**

Mr. Ted Bernstein, President  
LIC Holdings, Inc.  
950 Peninsula Corp Circle  
Suite 3010  
Boca Raton, FL 33487

**Re: William (Bill) Stansbury**

Dear Mr. Bernstein:

The undersigned represents William (Bill) Stansbury and we are writing this letter on his behalf. Mr. Stansbury received your proposed letter agreement reflecting LIC Holdings' proposal to indemnify its shareholders concerning policies sold under the Cambridge Financing Program. As a result of your proposal, Mr. Stansbury has reviewed with me in detail his dealings with you and your companies over the past 4 to 5 years.

After reviewing the facts with Mr. Stansbury, some of which will be summarized below, I was shocked that he had not consulted legal counsel until now. Be that as it may, and based upon the facts presented to us, we believe you have engaged in fraud, civil theft, breaches of fiduciary duties, and breach of contract, just to name a few. The purpose of this letter is to a). respond to your indemnity proposal and b). request that you pass this letter on to your counsel immediately in the off-chance that these very serious matters can be resolved prior to the filing of legal action. The issues can be summarized as follows:

1. The first issue concerns you and your company's failure to pay salary compensation to Mr. Stansbury. Mr. Stansbury has been making inquiries concerning this for the past 5 months, but to no avail. Mr. Stansbury's claim for unpaid salary arises from three categories:

EXHIBIT

a. Failure to pay salary based on net retained commissions.

i. Based upon reports prepared by your company for the period of 2007 through 2011, LIC Holdings, Inc. and/or Arbitrage International Holdings, n/k/a Arbitrage International Management, LLC, received \$35,384,246.00 in net retained commissions. According to Mr. Stansbury's salary arrangement, he is entitled to 15% of those net retained commissions, which amounts to \$5,307,636.90. During this time period, Mr. Stansbury's salary compensation was \$2,844,910.00. The shortfall in salary owed to Mr. Stansbury is \$2,462,726.90.

ii. There is salary compensation owed to Mr. Stansbury as a result of bridge loans in 2008. You received a \$2,000,000.00 settlement in 2010 resulting from the resolution of a lawsuit involving Global Secured Capital. Mr. Stansbury is entitled to 15% of those funds, which is \$300,000.00.

iii. In addition, you received \$507,891.00 in commissions in connection with the Biviano matter. Mr. Stansbury is entitled to 15% of those funds, which is \$76,183.65.

iv. In April of 2012, you received three commissions totaling approximately \$200,000.00 in the Levine, Wiss and Berley matters. Mr. Stansbury has been requesting payment of this for weeks, again to no avail. Mr. Stansbury is due salary compensation for these items in the amount of \$30,000.00.

Therefore, Mr. Stansbury's total claim for salary arising out of net retained commissions is approximately \$2,868,910.55.

The liability for payment of this salary is not limited to LIC Holdings, Inc. or Arbitrage International Management, LLC. This liability also flows to you individually as a result of your breaches of your fiduciary duty owed to Mr. Stansbury and utter failure to abide by corporate governance standards, which conduct is more particularly described below.

b. Mr. Stansbury is also due unpaid salary based on 15% of all renewal commissions since 2008. Mr. Stansbury's salary claim for renewal commissions cannot as yet be determined with specificity due to the fact that you and your office have been opening mail directed to Mr. Stansbury and negotiating checks made payable to him by falsifying his endorsement and depositing those checks into accounts which only you control. This conduct constitutes civil theft and breach of fiduciary duty. We believe this claim amounts to hundreds of thousands of dollars.

c. Salary compensation for 2008. Mr. Stansbury has recently learned that you and Mr. Simon Bernstein received \$8,982,124.00 in salary in 2008. By contrast, Mr. Stansbury received \$420,018.00, paid to him in January 2008, based on policies sold in 2007. He received zero (no salary compensation) for his 2008 production. It is obvious that you and Simon treated your corporations as personal ATM machines, while completely ignoring your fiduciary

responsibilities to your employee and minority shareholder, Mr. Stansbury. It further appears that after the exorbitant salaries were paid to you, you then loaned the money back to the corporation at an interest rate significantly above market rates in order to meet the cash flow needs of the various entities, again, clearly disregarding your corporate governance responsibilities.

2. Indemnification issues.

Mr. Stansbury has been served with three lawsuits from Phoenix Insurance Company and one from Mr. Wright seeking indemnification as a result of agent misconduct which was in no way attributable to the conduct of Mr. Stansbury. Although all of these matters have been settled, because he was the qualifying agent of record for other policies, he could be the subject of future litigation for refunds of commissions paid. All of these commissions were paid over to you or your companies.

The Indemnification Agreement which you sent to Mr. Stansbury is completely insufficient. You have a duty as a matter of law to indemnify Mr. Stansbury. Your offer of future indemnity is contingent upon "all" commissions that have been received by LIC's present or past shareholders be turned over to LIC. This is nothing short of extortion. Further, your second paragraph states that LIC is "presently insolvent" and has a "negative net worth." You then conclude with the sentence that with the indemnification agreement in place, LIC "may" have sufficient funds to meet its current obligations. Therefore, a simple indemnification from LIC Holdings to Mr. Stansbury is insufficient. Any such indemnification would have to be personally guaranteed by you and Mr. Simon Bernstein.

3. Unauthorized interception of U.S. Mail.

I have been given the understanding that your office has been opening mail directed to Mr. Stansbury personally. This is a federal offense and also constitutes a breach of the fiduciary duty you owe to Mr. Stansbury as an employee and minority shareholder.

There has been no accounting to Mr. Stansbury for any of the checks which may have been sent to him personally on which his signature has been forged, the checks cashed and placed out of the reach of Mr. Stansbury. In 2012, Mr. Stansbury has been receiving checks from Phoenix Life Insurance Company and TransAmerica Life Insurance Company. Mr. Stansbury has been holding these checks. They have now been remitted to the undersigned as attorney for Mr. Stansbury. This office is holding these funds in a separate interest-bearing trust account pending the resolution of this matter.

With regard to all of the other insurance companies for whom Mr. Stansbury is listed as the qualifying agent, he has now informed those companies that all future renewal commissions paid to him personally be sent to Mr. Stansbury at his home address. These funds will then be remitted to the undersigned counsel of record for Mr. Stansbury. We will place these funds in a separate interest-bearing trust account as well. Any attempts by you to contact these insurance

companies will be considered a tortious interference of his business relationship and such activity will be added as a claim in any future legal proceedings.

4. Shareholder status.

Mr. Stansbury has been a 10% shareholder of LIC Holdings, Inc., pursuant to the terms of a Shareholders Agreement. On behalf of Mr. Stansbury, demand is hereby made, pursuant to Florida Statute 607.1602, for inspection of the corporate records including the following:

I. Minutes of the Board of Directors meetings from January 1, 2008 to the present.

II. Minutes of Shareholders' meetings from January 1, 2008 to the present.

III. Records of any actions taken by the Shareholders and/or the Board of Directors without a meeting, from January 1, 2008 to the present.

IV. Accounting and financial records of LIC Holdings, Inc., Arbitrage International Management, LLC, formerly known as Arbitrage International Holdings, LLC, and all other subsidiary or affiliated companies under your control, including, without limitation, income tax returns, general ledgers, balance sheets, profit and loss statements, stock books, bank statements, loan agreements or guarantees, and any other financial books and records from January 1, 2008 to the present.

Mr. Stansbury is seeking to inspect these records in good faith and for the purpose of determining if misappropriation of corporate assets for improper purposes has previously taken or is presently taking place.

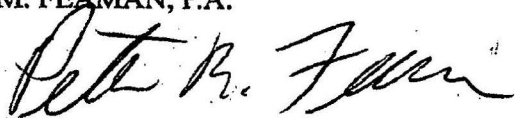
I have been made aware of a letter dated December 22, 2011 in which Mr. Stansbury purportedly "ceded" his shares of stock in LIC Holdings, Inc. back to the company. This letter was obtained under false pretenses and is not recognized by Mr. Stansbury as validly conveying his ownership interest in LIC Holdings, Inc.

Please have your legal counsel contact us within ten (10) days. Should we fail to receive a response within that time, Mr. Stansbury will take legal action to protect his rights and interests.

Very truly yours,

PETER M. FEAMAN, P.A.

By:

  
Peter M. Feaman

PMF/mk

cc: William Stansbury

cc: Riggs (e-mail)

EXHIBIT 2

Wilmington Trust in a statement dated Aug. 31, 2012



# Relationship Summary

088949-000 TT/SIMON L BERNSTEIN IRREV TR

As of August 31, 2012

### CONTACTS

Private Client Advisor:

CARECE M. RUFE

302-651-8248

crufe@wilmingtontrust.com

### CORPORATE HEADQUARTERS

Rodney Square North

1100 North Market Street

Wilmington DE 19890-0001

877-836-9206

www.wilmingtontrust.com

### IMPORTANT INFORMATION

On July 1, 2012, Wilmington Trust converted to a new trust and investment management system. This statement is produced from our new system which reflects information in a slightly different format. Please note that year to date fields will include cumulative data with a start date of July 1, 2012, but will not include data or totals from the first six months of 2012. If you have any questions, please contact your relationship team.

For clients invested in the Wilmington Trust Common Trust Funds, audited financial reports are prepared annually for the funds and are available to you at no charge. If you would like to receive copies of these reports, please contact your Relationship Manager. Wilmington Trust receives an administration fee from the common trust funds equal to 0.10% annually of the market value of the common trust funds held in client accounts.

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SIMON L BERNSTEIN  
7020 LIONS HEAD LANE  
BOCA RATON FL 33496-5931



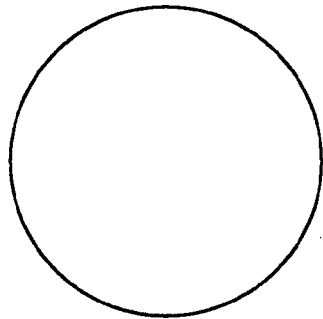
**Market Value Summary**







**088949-000 TT/SIMON L BERNSTEIN IRREV TR**

*As of August 31, 2012*

**ASSET ALLOCATION**

**CURRENT RELATIONSHIP MARKET VALUE: \$2,829,962**



	Equity	0%
	Fixed Income	0%
	Inflation Hedges	0%
	Hedged Strategies	0%
	Cash & Currency	
	Other Assets	100%

	MARKET VALUE (M/V) As of 7/31/2012	NET CONTRIBUTIONS (WITHDRAWALS)	MARKET VALUE (M/V) CHANGE	MARKET VALUE (M/V) As of 8/31/2012
<b>TOTAL PRINCIPAL</b>	\$2,842,462	\$0	\$0	\$2,842,462
<b>TOTAL INCOME</b>	(\$12,500)	\$0	\$0	(\$12,500)
<b>TOTAL</b>	\$2,829,962	\$0	\$0	\$2,829,962

Net contribution/withdrawal figures include fees. Market value figures include accruals.





WILMINGTON TRUST

### Income Summary

088949-000 TT/SIMON L BERNSTEIN IRREV TR

As of August 31, 2012

Page 2 of 7

	From 7/31/2012 through 8/31/2012		Calendar Year to Date	
	TAXABLE	TAX EXEMPT	TAXABLE	TAX EXEMPT
TOTAL PRINCIPAL	\$0	\$0	\$0	\$0
TOTAL INCOME	\$0	\$0	\$0	\$0
TOTAL	\$0	\$0	\$0	\$0

### Realized Gain/(Loss) Summary

	From 7/31/2012 through 8/31/2012		Calendar Year to Date	
	SHORT TERM	LONG TERM	SHORT TERM	LONG TERM
TOTAL PRINCIPAL	\$0	\$0	\$0	\$0
TOTAL	\$0	\$0	\$0	\$0

Realized gain/(loss) figures do not include currency gain/(loss).





# Summary of Investments

088949-000 TT/SIMON L BERNSTEIN IRREVTR

As of August 31, 2012

Page 3 of 7

INVESTMENT CATEGORY	MARKET VALUE (M/V) As of 7/31/2012	% OF M/V	MARKET VALUE (M/V) As of 8/31/2012	% OF M/V
<b>PRINCIPAL PORTFOLIO(S)</b>				
<b>Cash &amp; Currency</b>				
Uninvested Cash	(\$729.06)	(0.03)	(\$729.06)	(0.03)
<b>TOTAL Cash &amp; Currency</b>	<b>(729.06)</b>	<b>(0.03)</b>	<b>(729.06)</b>	<b>(0.03)</b>
<b>Other Assets</b>				
Privately Held Partnerships	2,843,190.72	100.03	2,843,190.72	100.03
<b>TOTAL Other Assets</b>	<b>2,843,190.72</b>	<b>100.03</b>	<b>2,843,190.72</b>	<b>100.03</b>
<b>TOTAL PRINCIPAL PORTFOLIO(S)</b>	<b>2,842,461.66</b>	<b>100.00</b>	<b>2,842,461.66</b>	<b>100.00</b>
<b>INCOME PORTFOLIO(S)</b>				
<b>Cash &amp; Currency</b>				
Uninvested Cash	(12,500.00)	100.00	(12,500.00)	100.00
<b>TOTAL Cash &amp; Currency</b>	<b>(12,500.00)</b>	<b>100.00</b>	<b>(12,500.00)</b>	<b>100.00</b>
<b>TOTAL INCOME PORTFOLIO(S)</b>	<b>(12,500.00)</b>	<b>100.00</b>	<b>(12,500.00)</b>	<b>100.00</b>
<b>GRAND TOTAL(S)</b>	<b>2,829,961.66</b>		<b>2,829,961.66</b>	





WILMINGTON  
TRUST

## Summary of Activity

088949-000 TT/SIMON L BERNSTEIN IRREV TR

August 1, 2012 through August 31, 2012

Page 4 of 7

	AMOUNT
<b>PRINCIPAL</b>	
OPENING CASH & CASH MANAGEMENT BALANCES:	(\$729.06)
<b>RECEIPTS</b>	
No activity during this period	
<b>DISBURSEMENTS</b>	
No activity during this period	
<b>CLOSING CASH &amp; CASH MANAGEMENT BALANCES:</b>	<b>(729.06)</b>
<b>INCOME</b>	
OPENING CASH & CASH MANAGEMENT BALANCES:	(12,500.00)
<b>RECEIPTS</b>	
No activity during this period	
<b>DISBURSEMENTS</b>	
No activity during this period	
<b>CLOSING CASH &amp; CASH MANAGEMENT BALANCES:</b>	<b>(12,500.00)</b>

**Investment Detail**
**088949-000 TT/SIMON L BERNSTEIN IRREV TR**
*As of August 31, 2012*

Page 5 of 7

<u>QUANTITY</u> <u>DESCRIPTION</u>	<u>MARKET VALUE (M/V)</u> <u>MARKET UNIT PRICE</u>	<u>%M/V</u>	<u>FEDERAL TAX COST</u> <u>AVERAGE UNIT COST</u>	<u>UNREALIZED</u> <u>GAIN/(LOSS)</u>	<u>ACCRUED</u> <u>INCOME</u>	<u>ESTIMATED</u> <u>ANNUAL INCOME</u>	<u>YIELD (%)</u> <u>YTM (%)</u>
<b>PRINCIPAL PORTFOLIO(S)</b>							
Cash & Currency (729.0600) CASH	(\$729.06) 1.0000	(0.03)	(\$729.06) 1.00	\$0.00	\$0.00	\$0.00	0.00
<b>TOTAL Cash &amp; Currency</b>	<b>(729.06)</b>	<b>(0.03)</b>	<b>(729.06)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Other Assets</b>							
BERNSTEIN FAMILY INVESTMENTS, LLLP (49.5% INTEREST) CUSIP 99W764AB3	2,843,190.72	100.03	1,915,456.39	927,734.33	0.00	0.00	0.00
<b>TOTAL Other Assets</b>	<b>2,843,190.72</b>	<b>100.03</b>	<b>1,915,456.39</b>	<b>927,734.33</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>TOTAL PRINCIPAL PORTFOLIO(S)</b>	<b>2,842,461.66</b>	<b>100.00</b>	<b>1,914,727.33</b>	<b>927,734.33</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>INCOME PORTFOLIO(S)</b>							
Cash & Currency (12,500.0000) CASH	(12,500.00) 1.0000	100.00	(12,500.00) 1.00	0.00	0.00	0.00	0.00
<b>TOTAL Cash &amp; Currency</b>	<b>(12,500.00)</b>	<b>100.00</b>	<b>(12,500.00)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>TOTAL INCOME PORTFOLIO(S)</b>	<b>(12,500.00)</b>	<b>100.00</b>	<b>(12,500.00)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>GRAND TOTAL(S)</b>	<b>2,829,961.66</b>		<b>1,902,227.33</b>	<b>927,734.33</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>





WILMINGTON  
TRUST

## Activity Detail

088949-000 TT/SIMON L BERNSTEIN IRREV TR

August 1, 2012 through August 31, 2012

Page 6 of 7

DATE	TYPE	QUANTITY DESCRIPTION	AMOUNT
<b>PRINCIPAL</b>			
		<b>OPENING CASH &amp; CASH MANAGEMENT BALANCES:</b>	<b>(\$729.06)</b>
		Cash balances are invested on a daily basis.	
		No activity during this period	
		<b>CLOSING CASH &amp; CASH MANAGEMENT BALANCES:</b>	<b>(729.06)</b>
<b>INCOME</b>			
		<b>OPENING CASH &amp; CASH MANAGEMENT BALANCES:</b>	<b>(12,500.00)</b>
		Cash balances are invested on a daily basis.	
		No activity during this period	
		<b>CLOSING CASH &amp; CASH MANAGEMENT BALANCES:</b>	<b>(12,500.00)</b>



## Other Information

088949-000 TT/SIMON L BERNSTEIN IRREV TR

*As of August 31, 2012*

Page 7 of 7

The market value and estimated income information contained in this statement reflect market quotations at the close of your statement period and may not reflect current values. This statement should not be used to prepare tax documents. Information for tax reporting purposes will be reflected in your annual Wilmington Trust Tax Information Letter. Please contact your relationship manager if you have any questions.

The Estimated Annual Income (EAI) has been provided for comparison purposes only. EAI may be based on historical information for equities and commingled vehicles such as funds and private placements.

You have 180 days from your receipt of this report to notify Wilmington Trust in writing of your objection to or disapproval of any item set forth in this report. If you do not deliver a written objection or disapproval to Wilmington Trust within the time period stated above, the matters contained in this report shall be deemed to be approved by you and you will be prevented from later asserting any objection or disapproval.

If you do make an objection or disapproval of any item set forth in this report your claim will be limited to the applicable state statute of limitations and will begin to run on the date that you received this report. A claim may be precluded earlier by adjudication, release, consent, limitation or otherwise. We suggest that you consult with your attorney concerning limitation periods that may affect your rights to bring a claim.



EXHIBIT 3

Email From Former Curator Ben Brown of Sept. 2014 to Eliot Bernstein

## Eliot Ivan Bernstein

---

**From:** Ben Brown <bbrown@matbrolaw.com>  
**Sent:** Friday, September 19, 2014 11:35 AM  
**To:** Eliot Ivan Bernstein  
**Cc:** Linda McDaniel; Ben Brown  
**Subject:** RE: Eliot Bernstein request for information.  
**Attachments:** FW: Bernstein - bank account statements (4.02 MB)

Hi Eliot-

We are getting all of the account statements that we have together to send to you. Please note we do not have any statements for your mother or either of the trusts; all we have are statements for accounts that your father held individually. Also, please see the attached e-mail from 7/16 that attached some of the account statements. We also believe that there were additional account statements in the T&S documents provided to you; however, we will include those statements again in the set we are going to send you (we will try to send the set in a series of pdf's).

We have not received the tax returns from the IRS yet. As soon as we do, we will send them to you and to Brian.

Regards,

Ben

Benjamin P. Brown, Esq.  
625 North Flagler Drive  
Suite 401  
West Palm Beach, FL 33401  
(561) 651-4004

---

**From:** Eliot Ivan Bernstein [<mailto:iviewit@gmail.com>]

**Sent:** Friday, September 19, 2014 11:08 AM

**To:** Ben Brown

**Cc:** Andrew Dietz @ Rock-It Cargo USA, Inc.; CANDICE BERNSTEIN; Caroline Prochotska Rogers Esq.; Eliot I. Bernstein; Marc R. Garber Esq.; Marc R. Garber Esq. @ Flaster Greenberg P.C.; Marc R. Garber Esq. @ Flaster Greenberg P.C.; Michele M. Mulrooney ~ Partner @ Venable LLP

**Subject:** Eliot Bernstein request for information.

Ben, nice seeing you at Court and per the hearing I am requesting that you send me all the information you stated before Judge Colin you would send me regarding the accounting backup information, including but not limited to, all account statements you have for any accounts on the accounting and especially the JP Morgan account histories for

Shirley and Simon and the IRS certified copies you ordered and any other germane issue that provides back up to your accounting submitted and your amended accounting submitted.

Thanks,

Eliot

Eliot I. Bernstein  
Inventor  
Iviewit Holdings, Inc. – DL  
2753 N.W. 34th St.  
Boca Raton, Florida 33434-3459  
(561) 245.8588 (o)  
(561) 886.7628 (c)  
(561) 245-8644 (f)  
[iviewit@iviewit.tv](mailto:iviewit@iviewit.tv)  
<http://www.iviewit.tv>

---

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EXHIBIT 4

**Peter Feaman letter to PR O'Connell on Ted Wasting Assets, Removal, No Accountings,  
Missing property Aug. 2014**

The Law Offices  
of  
**PETER M. FEAMAN, P.A.**  
Strategic Counselors. Proven Advocates.™

Peter M. Feaman, Esq.  
Nancy E. Guffey, Esq.  
Jeffrey T. Royer, Esq.



[www.FeamanLaw.com](http://www.FeamanLaw.com)

3695 W. Boynton Beach Blvd.  
Suite 9  
Boynton Beach, FL 33436  
Telephone: 561-734-5552  
Facsimile: 561-734-5554

August 29, 2014

**PERSONAL and CONFIDENTIAL**  
[bocconnell@ciklinlubitz.com](mailto:bocconnell@ciklinlubitz.com)

Brian M. O'Connell, Esq.  
Ciklin Lubitz Martens & O'Connell  
515 N. Flagler Drive, 20<sup>th</sup> Floor  
West Palm Beach, FL 33401

**Re: Estate of Simon Bernstein**

Dear Brian:

Earlier this week the Order came in denying my client, William Stansbury's Motion to Remove Theodore Bernstein as Successor Trustee of the Simon Bernstein Trust based on lack of standing. The purpose of this letter is to urge you, in no uncertain terms, to pick up the baton in Mr. Stansbury's stead and file to remove Mr. Theodore Bernstein as Successor Trustee.

The grounds for his removal are set forth in some detail in his Motion, a copy of which I attach for your review. Mr. Stansbury is of the firm conviction that assets of the Trust have been and will continue to be wasted under the trusteeship of Ted Bernstein.

The grounds for removal are numerous and removal is urgently needed to preserve the Trust assets, some or all of which may be called upon to satisfy Mr. Stansbury's claim if and when it turns out that the assets of the Simon Bernstein probate estate are insufficient to satisfy his claim. No accounting has been provided since the passing of Shirley Bernstein with regard to the Shirley Bernstein Trust, and no accounting has been provided since the passing of Simon Bernstein in the Simon Bernstein Trust. We believe that assets of the Simon Bernstein Trust in addition to not having been accounted for are being wasted. In the absence of an accounting, one cannot know for sure. For example, the personal property at the residence of Simon Bernstein has never been accounted for.

There are probably tens of thousands of dollars of assets which, upon information and belief, have been converted or unaccounted for by the Successor Trustee. An insurance schedule prior to Mr. Bernstein's death scheduled certain personal property to be insured. Yet this property has never been accounted for, either by the Trust or in the inventory filed on behalf of the Estate.

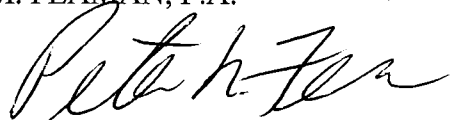
Brian O'Connell, Esq.  
August 29, 2014  
Page 2

Further, as set forth in Mr. Stansbury's motion, Mr. Theodore Bernstein is facially unqualified by the very terms of the Trust to be the Successor Trustee. As a result of the foregoing, Mr. Stansbury requests that the Estate file its own petition to remove Ted Bernstein as Successor Trustee to the Simon Bernstein Trust.

Very truly yours,

PETER M. FEAMAN, P.A.

By:

  
Peter M. Feaman

PMF/mk  
Enclosure

**EXHIBIT 5**

**Unsigned** Tax Statements for LIC only for years 2007 and 2008

Form **1120S**

**U.S. Income Tax Return for an S Corporation**

OMB No. 1545-0130

**2007**

Department of the Treasury  
Internal Revenue Service

▶ Do not file this form unless the corporation has filed or is  
attaching Form 2553 to elect to be an S corporation.  
**EXTENSION GRANTED TO 09/15/08**

For calendar year 2007, or tax year beginning

, and ending

<b>A</b> S election effective date 09/01/2006	Use the IRS label. Otherwise, print or type.	Name <b>LIC HOLDINGS INC</b>	<b>D</b> Employer identification number 20-5290314
<b>B</b> Business activity code number (see instructions) 524290		Number, street, and room or suite no. If a P.O. box, see instructions. <b>950 PENINSULA CORP. CIR., SUITE 3010</b>	<b>E</b> Date incorporated 09/01/2006
<b>C</b> Check if Sch. M-3 attached <input checked="" type="checkbox"/>		City or town, state, and ZIP code <b>BOCA RATON, FL 33487</b>	<b>F</b> Total assets (see instructions) \$ 10,509,513.

**G** Is the corporation electing to be an S corporation beginning with this tax year?  Yes  No If "Yes," attach Form 2553 if not already filed

**H** Check it: (1)  Final return (2)  Name change (3)  Address change (4)  Amended return (5)  S election termination or revocation

**I** Enter the number of shareholders in the corporation at end of the tax year **▶ 13**

**Caution:** Include only trade or business income and expenses on lines 1a through 21. See the instructions for more information.

<b>Income</b>	<b>1 a</b> Gross receipts or sales <b>38,419,667.</b> <b>b</b> Less returns and allowances <b>c</b> Bal <b>▶</b>	<b>1c</b>	<b>38,419,667.</b>
	<b>2</b> Cost of goods sold (Schedule A, line 8)	<b>2</b>	
	<b>3</b> Gross profit. Subtract line 2 from line 1c	<b>3</b>	<b>38,419,667.</b>
	<b>4</b> Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)	<b>4</b>	<b>&lt;1,520.&gt;</b>
	<b>5</b> Other income (loss) (attach statement) <b>STATEMENT 1</b>	<b>5</b>	<b>58,945.</b>
	<b>6</b> Total income (loss). Add lines 3 through 5 <b>▶</b>	<b>6</b>	<b>38,477,092.</b>
<b>Deductions (See instructions for limitations)</b>	<b>7</b> Compensation of officers <b>STATEMENT 2</b>	<b>7</b>	<b>5,498,526.</b>
	<b>8</b> Salaries and wages (less employment credits)	<b>8</b>	<b>4,103,690.</b>
	<b>9</b> Repairs and maintenance	<b>9</b>	<b>20,041.</b>
	<b>10</b> Bad debts	<b>10</b>	
	<b>11</b> Rents	<b>11</b>	<b>201,637.</b>
	<b>12</b> Taxes and licenses <b>STATEMENT 3</b>	<b>12</b>	<b>167,695.</b>
	<b>13</b> Interest	<b>13</b>	<b>118,560.</b>
	<b>14</b> Depreciation not claimed on Schedule A or elsewhere on return (attach Form 4562)	<b>14</b>	<b>61,587.</b>
	<b>15</b> Depletion (Do not deduct oil and gas depletion.)	<b>15</b>	
	<b>16</b> Advertising	<b>16</b>	<b>106,971.</b>
	<b>17</b> Pension, profit-sharing, etc., plans	<b>17</b>	
	<b>18</b> Employee benefit programs	<b>18</b>	<b>20,350.</b>
	<b>19</b> Other deductions (attach statement) <b>STATEMENT 4</b>	<b>19</b>	<b>16,576,999.</b>
	<b>20</b> Total deductions. Add lines 7 through 19 <b>▶</b>	<b>20</b>	<b>26,876,056.</b>
	<b>21</b> Ordinary business income (loss). Subtract line 20 from line 6	<b>21</b>	<b>11,601,036.</b>
<b>Tax and Payments</b>	<b>22 a</b> Excess net passive income or LIFO recapture tax (see instructions)	<b>22a</b>	
	<b>b</b> Tax from Schedule D (Form 1120S)	<b>22b</b>	
	<b>c</b> Add lines 22a and 22b	<b>22c</b>	
	<b>23 a</b> 2007 estimated tax payments and 2006 overpayment credited to 2007	<b>23a</b>	
	<b>b</b> Tax deposited with Form 7004	<b>23b</b>	
	<b>c</b> Credit for federal tax paid on fuels (attach Form 4136)	<b>23c</b>	
	<b>d</b> Add lines 23a through 23c	<b>23d</b>	
<b>24</b> Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	<b>24</b>		
<b>25</b> Amount owed. If line 23d is smaller than the total of lines 22c and 24, enter amount owed	<b>25</b>		
<b>26</b> Overpayment. If line 23d is larger than the total of lines 22c and 24, enter amount overpaid	<b>26</b>		
<b>27</b> Enter amount from line 26 Credited to 2008 estimated tax <b>▶</b> Refunded <b>▶</b>	<b>27</b>		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign Here** **▶** \_\_\_\_\_ **▶** \_\_\_\_\_ **▶** \_\_\_\_\_  
Signature of officer Date Title

May the IRS discuss this return with the preparer shown below (see instr.?)  
 Yes  No

<b>Paid Preparer's Use Only</b>	Preparer's signature <b>▶</b>	Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN P00127193
	Firm's name (or yours if self-employed), address, and ZIP code <b>▶</b>	EIN		59-2147155
GOLDSTEIN LEWIN & CO. 1675 N. MILITARY TRAIL, FIFTH FLOOR BOCA RATON, FL 33486		Phone no. (561) 994-5050		

JWA For Privacy Act and Paperwork Reduction Act Notice, see separate instructions. Form **1120S** (2007)

FORM 1120S	OTHER INCOME	STATEMENT	1
DESCRIPTION		AMOUNT	
MISCELLANEOUS INCOME		58,945.	
TOTAL TO FORM 1120S, PAGE 1, LINE 5		58,945.	

FORM 1120S	COMPENSATION OF OFFICERS	STATEMENT	2	
NAME OF OFFICER	SOCIAL SECURITY NUMBER	TIME DEVOTED TO BUSINESS	PCT OF STOCK	AMOUNT OF COMPENSATION
SIMON BERNSTEIN	371-32-5211		33.00%	404,199.
TED BERNSTEIN	319-64-1912		45.00%	2,719,935.
WILLIAM STANSBURY	212-54-9407		10.00%	2,374,392.
TOTAL COMPENSATION OF OFFICERS				5,498,526.
LESS: COMPENSATION CLAIMED ELSEWHERE EMPLOYMENT CREDIT REDUCTION				
TOTAL TO FORM 1120S, PAGE 1, LINE 7				5,498,526.

FORM 1120S	TAXES AND LICENSES	STATEMENT	3
DESCRIPTION		AMOUNT	
TAXES- PAYROLL		164,314.	
TAXES- PROPERTY		750.	
LICENSES & PERMITS		2,165.	
LICENSES & PERMITS		466.	
TOTAL TO FORM 1120S, PAGE 1, LINE 12		167,695.	

FORM 1120S	OTHER DEDUCTIONS	STATEMENT	4
DESCRIPTION		AMOUNT	
ALARM & GUARD SERVICE		6,154.	
AMORTIZATION EXPENSE		559.	
AUTOMOBILE EXPENSE		18,152.	
BANK SERVICE CHARGES		3,316.	
COMMISSION EXPENSE		2,831,110.	

Department of the Treasury  
Internal Revenue Service (77)

▶ Do not file this form unless the corporation has filed or is  
attaching Form 2553 to elect to be an S corporation.  
**EXTENSION GRANTED TO 09/15/09**

For calendar year 2008 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

<b>A</b> S election effective date 09/01/2006	Use the IRS label. Otherwise, print or type.	Name <b>LIC HOLDINGS INC</b>	<b>D</b> Employer identification number 20-5290314
<b>B</b> Business activity code number (see instructions) 524290		Number, street, and room or suite no. If a P.O. box, see instructions. <b>950 PENINSULA CORP. CIR., SUITE 3010</b>	<b>E</b> Date incorporated 09/01/2006
<b>C</b> Check if Sch. M-3 attached <input checked="" type="checkbox"/>		City or town, state, and ZIP code <b>BOCA RATON, FL 33487</b>	<b>F</b> Total assets (see instructions) \$ 4,151,405.

**G** Is the corporation electing to be an S corporation beginning with this tax year?  Yes  No If "Yes," attach Form 2553 if not already filed

**H** Check if: (1)  Final return (2)  Name change (3)  Address change (4)  Amended return (5)  S election termination or revocation

**I** Enter the number of shareholders who were shareholders during any part of the tax year **13**

Caution: Include only trade or business income and expenses on lines 1a through 21. See the instructions for more information.

Income	<b>1 a</b> Gross receipts or sales <b>39,421,306</b>	<b>b</b> Less returns and allowances	<b>c</b> Bal	<b>1c</b> 39,421,306.
	<b>2</b> Cost of goods sold (Schedule A, line 8)			<b>2</b>
	<b>3</b> Gross profit. Subtract line 2 from line 1c			<b>3</b> 39,421,306.
	<b>4</b> Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			<b>4</b>
	<b>5</b> Other income (loss) (attach statement) <b>STATEMENT 1</b>			<b>5</b> 150,154.
	<b>6</b> Total income (loss). Add lines 3 through 5			<b>6</b> 39,571,460.
Deductions (See instructions for limitations)	<b>7</b> Compensation of officers <b>STATEMENT 2</b>			<b>7</b> 9,402,142.
	<b>8</b> Salaries and wages (less employment credits)			<b>8</b> 5,391,007.
	<b>9</b> Repairs and maintenance			<b>9</b> 4,295.
	<b>10</b> Bad debts			<b>10</b>
	<b>11</b> Rents			<b>11</b> 350,691.
	<b>12</b> Taxes and licenses <b>STATEMENT 3</b>			<b>12</b> 505,672.
	<b>13</b> Interest			<b>13</b> 22,222.
	<b>14</b> Depreciation not claimed on Schedule A or elsewhere on return (attach Form 4562)			<b>14</b> 113,751.
	<b>15</b> Depletion (Do not deduct oil and gas depletion.)			<b>15</b>
	<b>16</b> Advertising			<b>16</b> 194,719.
	<b>17</b> Pension, profit-sharing, etc., plans			<b>17</b> 103,791.
	<b>18</b> Employee benefit programs			<b>18</b>
	<b>19</b> Other deductions (attach statement) <b>STATEMENT 4</b>			<b>19</b> 21,637,874.
	<b>20</b> Total deductions. Add lines 7 through 19			<b>20</b> 37,726,164.
	<b>21</b> Ordinary business income (loss). Subtract line 20 from line 6			<b>21</b> 1,845,296.

Tax and Payments	<b>22 a</b> Excess net passive income or LIFO recapture tax (see instructions)	<b>22a</b>		
	<b>b</b> Tax from Schedule D (Form 1120S)	<b>22b</b>		
	<b>c</b> Add lines 22a and 22b			<b>22c</b>
	<b>23 a</b> 2008 estimated tax payments and 2007 overpayment credited to 2008	<b>23a</b>		
	<b>b</b> Tax deposited with Form 7004	<b>23b</b>		
	<b>c</b> Credit for federal tax paid on fuels (attach Form 4136)	<b>23c</b>		
	<b>d</b> Add lines 23a through 23c			<b>23d</b>
	<b>24</b> Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>			<b>24</b>
	<b>25</b> Amount owed. If line 23d is smaller than the total of lines 22c and 24, enter amount owed			<b>25</b>
	<b>26</b> Overpayment. If line 23d is larger than the total of lines 22c and 24, enter amount overpaid			<b>26</b>
<b>27</b> Enter amount from line 26 Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			<b>27</b>	

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature of officer \_\_\_\_\_ Date \_\_\_\_\_ Title \_\_\_\_\_

May the IRS discuss this return with the preparer shown below (see instr.)?  Yes  No

**Paid Preparer's Use Only**

Preparer's signature \_\_\_\_\_ Date \_\_\_\_\_ Check if self-employed  Preparer's SSN or PTIN P00127193

Firm's name (or yours if self-employed), address, and ZIP code **GOLDSTEIN LEWIN & CO.**  
**1675 N. MILITARY TRAIL, FIFTH FLOOR**  
**BOCA RATON, FL 33486**

EIN **59-2147155**  
Phone no. **(561)994-5050**

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FORM 1120S	OTHER INCOME	STATEMENT	1
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DESCRIPTION	AMOUNT
MISCELLANEOUS INCOME	150,154.
TOTAL TO FORM 1120S, PAGE 1, LINE 5	150,154.

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FORM 1120S	COMPENSATION OF OFFICERS	STATEMENT	2
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NAME OF OFFICER	SOCIAL SECURITY NUMBER	TIME DEVOTED TO BUSINESS	PCT OF STOCK	AMOUNT OF COMPENSATION
SIMON BERNSTEIN	371-32-5211		33.00%	3,756,299.
TED BERNSTEIN	319-64-1912		45.00%	5,225,825.
WILLIAM STANSBURY	212-54-9407		10.00%	420,018.
TOTAL COMPENSATION OF OFFICERS				9,402,142.
LESS: COMPENSATION CLAIMED ELSEWHERE EMPLOYMENT CREDIT REDUCTION				-
TOTAL TO FORM 1120S, PAGE 1, LINE 7				9,402,142.

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FORM 1120S	TAXES AND LICENSES	STATEMENT	3
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DESCRIPTION	AMOUNT
TAXES - PAYROLL	498,819.
LICENSES & PERMITS	6,853.
TOTAL TO FORM 1120S, PAGE 1, LINE 12	505,672.

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FORM 1120S	OTHER DEDUCTIONS	STATEMENT	4
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DESCRIPTION	AMOUNT
ALARM & GUARD SERVICE	1,487.
AMORTIZATION EXPENSE	600.
AUTOMOBILE EXPENSE	53,167.
COMMISSION EXPENSE	4,469,172.
COMPUTER SUPPLIES & EXPENSE	91,204.
CONSULTING	302,540.
DUES & SUBSCRIPTIONS	50,591.



EDUCATION & TRAINING	162,085.
EQUIPMENT RENTAL	4,300.
FEES - SERVICE FEE	24,936.
FEES- ADMIN MANAGER	9,485.
FEES- APPLICATION	834,000.
FEES- CONTROL AGREEMENT	17,300.
FEES- LETTER OF CREDIT	650.
FEES- LOAN UTILIZATION	8,604,753.
FEES- LOAN UTILIZATION 2ND YEAR	1,038,954.
FEES- LOAN UTILIZATION 3RD YEAR	45,334.
FEES- LOAN UTILIZATION SUBSEQUE	155,387.
FEES- NOTE STRUCTURE	1,897,500.
FEES- PLACEMENT	763,318.
FEES- TRUSTEE	43,703.
FEES- WIRE TRANSFER	15,835.
FORFEITED DEPOSITS	878,111.
INSURANCE	273,689.
INTERNET FEES	34,617.
LEGAL & ACCOUNTING	594,873.
MEALS - IN HOUSE	108,779.
MEALS AND ENTERTAINMENT	16,211.
MEDICAL UNDERWRITING	335,873.
MOVING	100.
OFFICE EXPENSE & SUPPLIES	171,555.
PAYROLL FEE	6,804.
POSTAGE & DELIVERY	43,456.
PRINTING & REPRODUCTION	49,806.
RECRUITMENT	3,011.
TELEPHONE	88,795.
TRAVEL	424,575.
UTILITIES	21,318.
TOTAL TO FORM 1120S, PAGE 1, LINE 19	21,637,874.