



Signed and Filed: September 18, 2015

1 Jeffrey A. Davis (SBN 103299)
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DENNIS MONTALI
U.S. Bankruptcy Judge

6 Attorneys for Debtor in Possession
7 Los Gatos Hotel Corporation

8
9 UNITED STATES BANKRUPTCY COURT
10 NORTHERN DISTRICT OF CALIFORNIA
11 SAN JOSE DIVISION

12 In re
13 LOS GATOS HOTEL CORPORATION,
14 Debtor in Possession.

Case No. 10-63135-DM
Chapter 11

**ORDER CONFIRMING DEBTOR'S PLAN
OF REORGANIZATION (DATED
SEPTEMBER 16, 2015)**

Confirmation Hearing:

Date: September 16, 2015
Time: 9:30 a.m.
Courtroom: 22
235 Pine Street, 19th Floor
San Francisco, CA 94104
Judge: Dennis Montali

21 The hearing on confirmation of the Plan of Reorganization (Dated September 16, 2015) (the
22 "Plan") [Dkt. 576] filed by debtor and debtor in possession Los Gatos Hotel Corporation (the
23 "Debtor") was held before the Honorable Dennis Montali, United States Bankruptcy Judge, on
24 September 16, 2015, at 9:30 a.m. (the "Confirmation Hearing"). Jeffrey A. Davis appeared on behalf
25 of the Debtor; Michael St. James appeared on behalf of the Ogilvies; Alan M. Feld and Michael M.
26 Lauter appeared on behalf of noteholder GCCFC 2006-GG7 Los Gatos Lodging Limited
27 Partnership; and Shining Hsu appeared on behalf of the Office of the United States Trustee. Also

1 present were Jeff Curran, the president of the Debtor, and Eric Horodas, the president of IHA Hotel
2 Management Company, LLC d/b/a Greystone Hotels (the “Purchaser”).

3 The Court having considered the record in the Debtor’s case, including: (a) the Plan and the
4 exhibits thereto [Dkts. 576, 576-1, 576-2, 576-3, 576-4]; (b) the Notice of Satisfaction of Closing
5 Conditions [Dkt. 563]; (c) the Notice of Redline of Non-Material Revisions to Debtor’s Plan of
6 Reorganization [Dkt. 564]; (d) the Notice of Hearing on Confirmation of the Plan [Dkt. 566]; (e) the
7 Certificate of Service of the Notice of Satisfaction of Closing Conditions and Notice of Redline
8 Setting Forth Non-Material Revisions to Debtor’s Plan of Reorganization [Dkt. 565]; (f) the
9 Certificate of Service of the Plan (as modified by Dkt. 564), the exhibits thereto, the Notice of
10 Hearing on Confirmation of the Plan and the Order Setting (1) Hearing on Confirmation of Debtor’s
11 Plan of Reorganization (Dated July 31, 2015); and (2) Deadline To File Objections to Confirmation
12 of Debtor’s Plan [Dkt. 567]; (g) the Memorandum in Support of Confirmation of the Plan [Dkt.
13 568]; (h) the Declaration of Eric Horodas in Support of Memorandum in Support of Confirmation of
14 the Plan, and the exhibits thereto [Dkt. 569]; (i) the Declaration of Jeff Curran in Support of
15 Memorandum in Support of Confirmation of the Plan, and the exhibit thereto [Dkt. 570]; (j) the
16 Noteholder’s Limited Objection to Debtor’s Plan of Reorganization (Dated July 31, 2015) [Dkt. 572]
17 (the “Noteholder Objection”); (k) the Debtor’s Response to the Noteholder Objection [Dkt. 573] and
18 (l) the arguments of counsel, testimony and other evidence offered at the Confirmation Hearing,

19 IT IS HEREBY ORDERED THAT:

20 A. The Plan is confirmed pursuant to Bankruptcy Code section 1129. The Noteholder
21 Objection is resolved in the manner stated on the record at the Confirmation Hearing. As of the
22 Effective Date of the Plan, the terms of the Plan and all exhibits thereto shall be effective and
23 binding on all parties that received notice of the Confirmation Hearing. Capitalized terms used but
24 not defined herein shall have the meanings ascribed to them in the Plan.

25 B. The Agreement of Purchase and Sale dated as of July 14, 2015 by and between the
26 Debtor and the Purchaser and the amendments thereto (collectively, the “PSA”), and the transactions
27 contemplated therein are hereby approved in all respects. The Debtor is authorized to perform its
28 obligations under the PSA, to execute and deliver any documents reasonably required, and to take

1 such steps as are necessary, reasonable or convenient to effect the closing of the sale of the Property
2 (as defined in the PSA), including the real property described on Exhibit A hereto. The Debtor is
3 authorized to transfer the Property to Purchaser or its designee, International Hotel Associates No.
4 11 LLC, on the Closing Date pursuant to the PSA.

5 C. Notwithstanding Section IV.C.2 of the Plan, the Debtor shall reserve from the
6 proceeds of the sale an amount no less than \$5,603,957.62 on account of the Disputed portion of the
7 Class 2 Claim, in the manner set forth in Section VI.C.1 of the Plan.

8 D. In the event of any inconsistencies between the terms of the Plan and this Order, this
9 Order shall control.

10 **** END OF ORDER ****

11 APPROVED AS TO FORM:
12 SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

13 By: /s/ Michae M. Lauter
14 Alan M. Feld
15 Michael M. Lauter
Attorneys for GCCFC 2006-GG7 Los Gatos Lodging Limited Partnership

16 ST. JAMES LAW, P.C.

17
18 By: /s/ Michael St. James
19 Michael St. James
Counsel for the Ogilvies

20 OFFICE OF THE U.S. TRUSTEE

21
22 By: NO OBJECTION
23 Shining Hsu
Attorney for the U.S. Trustee

EXHIBIT A
LEGAL DESCRIPTION

Parcel 1 as shown on that certain Parcel Map recorded May 9, 2000 in Book 727 of Maps, page 44,
Santa Clara County Records

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COURT SERVICE LIST

(Pursuant to local ECF guidelines, the following list does not include persons who are registered to receive a notice of electronic filing from the Court, except the U.S. Trustee's Office.)

Ace Hardware
15300 Los Gatos Blvd.
Los Gatos, CA 95032-2512

Inflection Point Research
102B Wikiup Drive
Santa Rosa, CA 95403

All About Parking, Inc.
1139 San Carlos Ave., Ste. 311
San Carlos, CA 94070-2450

IRS
P.O. Box 7346
Philadelphia PA 19101-7346

Alli Palms
1475 Saratoga Avenue, Ste. 250
San Jose, CA 95129

Jensen Landscape Service Inc.
1983 Concourse Drive
San Jose, CA 95131-1708

Astellas Pharma USA, Inc.
1 Astellas Way
Northbrook, IL 60062

Juan Jose Vasquez
c/o Hotel Los Gatos
1475 Saratoga Ave., Ste. 250
San Jose, CA 95129

Arrowhead
Attn: Account Services
375 Paramount Drive
Raynham, MA 02767-5154

LPMD Architects
1288 Kifer Road, #206
Sunnyvale, CA 94086-5328

AT&T Mobility
P.O. Box 6463
Carol Stream, IL 60197-6463

Lotus Love Beauty
P.O. Box 3881
San Diego, CA 92163-1881

Bay Colony II
1475 Saratoga Ave., Ste. 250
San Jose, CA 95129

Master Plumbing & Sewer Inc.
P.O. Box 939
Mountain View, CA 94042-0939

Belden Consulting Engineers
Attn: Cindy Brian, Acct. Admin
5860 W. Las Positas Blvd., Ste. 15
Pleasanton, CA 94588

Moorpark Hotel
1475 Saratoga Ave., Ste. 250
San Jose, CA 95129-4952

Blue Ribbon Supply Co.
Tannor Partners Credit Fund, LP
Attn: Robert Tannor
150 Grand Street, Suite 401
White Plains, NY 10601

Norl Inc.
3255 Scott Blvd., Ste. 7-101
Santa Clara, CA 95054-3023

Michael M. Lauter
Sheppard, Mullin, Richter & Hampton
Four Embarcadero Center
Seventeenth Floor
San Francisco, CA 94111

Office of the U.S. Trustee/SJ
U.S. Federal Building
John S. Wesolowski
Shining Hsu
280 S. First St., #268
San Jose, CA 95113-3004

1	Alan Pinn 1475 Saratoga Avenue, Suite 250 San Jose, CA 95129	PBC, Inc. 1475 Saratoga Ave., Ste. 250 San Jose, CA 95129
3	All Guard Systems, Inc. 23194 Kidder Street Hayward, CA 94545-1629	Palo Alto Egg Company Inc. P.O. Box 327 Newark, CA 94560-0327
5	Almaden Partners 1475 Saratoga Avenue, Ste. 250 San Jose, CA 95129	Pfeiffer Ranch Investors I 1475 Saratoga Ave., Ste. 250 San Jose, CA 95129
7	Amerigas P.O. Box 7155 Pasadena, CA 91109-7155	Quick Badge & Sign Inc. P.O. Box 468 Gresham, OR 97030-0101
9	AT&T Inc. c/o James Grudus, Esq. One AT&T Way, Room 3A218 Bedminster, NJ 07921	Los Gatos Fitness, Inc. 285 E. Main St. Los Gatos, CA 95030-6106
11	Barefoot & Pregnant Inc. P.O. Box 338 Corte Madera, CA 94976-0338	Maple Grove 1475 Saratoga Ave., Ste. 250 San Jose, CA 95129
13	Being True P.O. Box 9323 Highland, IN 46322-9323	Michael St. James, Esq. St. James Law, P.C. 155 Montgomery St., Ste. 1004 San Francisco, CA 94104
15	Bella Villagio Apt. Homes 1475 Saratoga Ave., Ste. 250 San Jose, CA 95129	Muzak-Northern California P.O. Box 71070 Charlotte, NC 28272-1070
17	Blue Ribbon Supply Co. P.O. Box 2867 South San Francisco, CA 94083-2867	Paychex 1740 Technology Drive, Suite 200 San Jose, CA 95110
19	Alan M. Feld, Esq. Sheppard, Mullin, Richter & Hampton 333 S. Hope Street, 43rd Floor Los Angeles, CA 90071-1422	Officemax Incorporated 75 Remittance Dr., #2698 Chicago, IL 60675-1001
21	Robert Stein, Esq. Coblentz Patch Duffy & Bass LLP One Ferry Building, Suite 200 San Francisco, CA 94111-4213	PBP, LP 1475 Saratoga Ave., Ste. 250 San Jose, CA 95129
23	All Things Printed 250 E. Hamilton Avenue, Suite A Campbell, CA 95008-0231	Pear Ave Investors 1475 Saratoga Ave., Ste. 250 San Jose, CA 95129
25	Audrey Baker Lubin Olson & Niewiadomski LLP 600 Montgomery St., 14th Fl. San Francisco, CA 94111	Pfeiffer Ranch Investors II 1475 Saratoga Ave., Ste. 250 San Jose, CA 95129

1	Arrowhead P.O. Box 856158 Louisville, KY 40285-6158	Expedia Travel/Hotels.com 10190 Covington Cross Dr. Las Vegas, NV 89144
3	AT&T Long Distance P.O. Box 5017 Carol Stream, IL 60197-5017	Marlin Leasing P.O. Box 13604 Philadelphia, PA 19101-3604
5	Bay Area Parent Dominion Enterprises 150 Granby St. Attn: Joseph Doherty Norfolk, VA 23510	Mindy's Cosmetics, Inc. dba Sony Dakar 605 Eighth Street San Fernando, CA 91340-1400
8	Belanima 1344 N. Hillview Dr. Milpitas, CA 95035-3326	Naturopathica Holistic Health Red Horse Plaza 74 Montauk Hwy. Unit 23 E. Hampton, NY 11937-3268
10	Bhagwaan Asre Limousine 344 S. Baywood Ave. San Jose, CA 95128	Folio Hospitality Management 210 E. Main Street Los Gatos, CA 95032
12	Blue Shield of CA Life & Health P.O. Box 25208 Santa Ana, CA 92799-5208	OSAS Inc. 12466 Cavallo San Diego, CA 92130
14	Board of Equalization P.O. Box 942879 0.00 I Sacramento, CA 94279-0001	PG&E P.O. Box 997300 Sacramento, CA 95899-7300
16	Brayton Gosselin-Petty Cash Custodian c/o Hotel Los Gatos 210 E. Main St. Los Gatos, CA 95030-6107	Peninsula Builders 334 Santana Row, Ste. 225 San Jose, CA 95128-2019
18	Bypass Trust FBO Issue of DJ Ogilvie Leslie Ogilvie c/o David Ogilvie P.O. Box 905 Los Gatos, CA 95031	Purple Onion Catering 26 E. Main Street Los Gatos, CA 95030-6941
22	California Hotel & Lodging Assn. 1127 11th St., Ste. 300 Sacramento, CA 95814-3809	Rina's Hotel & Spa Collections Tannor Partners Credit Fund, LP Attn: Robert Tannor 150 Grand Street, Suite 401 White Plains, NY 10601
24	Cintas Corporation #630 P.O. Box 29059 Phoenix, AZ 85038	Residential Partners 1475 Saratoga Ave., Ste. 250 San Jose, CA 95129
26	Commercial Energy of Calif. 7677 Oakport St., Ste. 525 Oakland, CA 94621	San Jose Mercury News 750 Ridder Park Drive San Jose, CA 95190-0001

28

1	Creative Plant Design, Inc. 1030 Commercial St., Ste. 109 San Jose, CA 95112-1436	Shoes for Crews, LLC File Lockbox 51151 Los Angeles, CA 90074-0001
3	Delta Dental of California P.O. Box 1803 Alpharetta, GA 30023-0303	Smith Travel Research 735 E. Main Street Hendersonville, TN 37075-2754
5	Dio Deka 210 E. Main Street Los Gatos, CA 95030-6107	Spa Finder, Inc. Attn: Emma Ramirez 257 Park Avenue South New York, NY 10010-7304
7	Donna T. Parkinson Parkinson Phinney 400 Capital Mall, 11th Floor Sacramento, CA 95814	The Maynard Group, Inc. 3949 Research Park Ct., #160 Soquel, CA 95073-2094
9	Bunches 14-1/2 N. Santa Cruz Los Gatos, CA 95030-5917	Thyssenkrupp Elevator Inc. 9280 Crestwyn Hills Drive Memphis, TN 38125
11	CA Employment Dev. Dept. Bankruptcy Group MIC 928 P.O. Box 826880 Sacramento, CA 94280-0001	Thyssenkrupp Elevator Inc. P.O. Box 933013 Atlanta, GA 32293-3023
14	Cartridge World 379 Jacklin Rd. Milpitas, CA 95035-3225	Uline 2200 S. Lakeside Drive Waukegan, IL 60085-8311
16	Cintas Fire Protection Cintas FAS Lockbox 636525 P.O. Box 636525 Cincinnati, OH 45263-6525	Verizon California P.O. Box 920041 Dallas, TX 75392-0041
18	Classic Wines P.O. Box 51512 Los Angeles, CA 90051	RW Smith & Co. P.O. Box 51847 Los Angeles, CA 90051-6147
20	Corovan 450 Charcot Ave. San Jose, CA 95131	San Jose Water 110 W. Taylor St. San Jose, CA 95110-2131
22	David R. Pinn 1475 Saratoga Ave., Ste. 250 San Jose, CA 95129	Signature Travel 4640 Admiralty Way #306 Marina Del Rey, CA 90292
24	Dennis B. Arnold, Esq. Daniel B. Denny, Esq. Gibson Dunn & Crutcher, LLP 333 S. Grand Ave., 46th Floor Los Angeles, CA 90071-1504	Grosvenor America One California Street, Suite 2500 San Francisco, CA 94111
27	Dolphin Capital P. O. Box. 56 1720A Crete Street Moberly, MO 65270	Tara Spa Therapy, Inc. P.O. Box 222639 Carmel, CA 93922-2639

1	Drainworks Plumbing Co. P.O. Box 41055 San Jose, CA 95160-1055	Timlox ASSA ABLOY Hospitality Inc. 631 International Parkway, Ste. 100 Richardson, TX 75081
2		
3	Bypass Trust FBO Issue of Christiansen Terrie Christiansen P.O. Box 2118 Los Gatos, CA 95031	Travelclick Inc. c/o Jessica Lawler Joie de Vivre Hospitality 530 Bush St., Ste. 501 San Francisco, CA 94108-3633
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6	CA Franchise Tax Board Attn: Special Procedures P.O. Box 2952 Sacramento, CA 95812-2952	Tng Worldwide 29683 WK Smith Dr. New Hudson, MI 48165-8551
7		
8	Cintas Corporation P.O. Box 349100 Sacramento, CA 95834-9100	Verizon Communications P.O. Box 920041 Dallas, TX 75392-0041
9		
10	Cintas First Aid & Safety Cintas PAS Lockbox 636525 P.O. Box 636525 Cincinnati, OH 45263-6525	Salt Unlimited 1665 Rogers Avenue San Jose, CA 95112-1126
11		
12	Comcast P.O. Box 34744 Seattle, WA 98124-1744	Secretary of the Treasury 14th and Pennsylvania Ave. NW Washington, DC 20220
13		
14	Courtesy Cleaner & Drape, Inc. 835 Leong Dr. Mountain View, CA 94043-2025	Direct TV-Total Media 1169 Chess Drive #F Foster City, CA 94404
15		
16	Delta Care USA P.O. Box 1803 Alpharetta, GA 30023-0303	SpaBooker, a Division of Spa Finder 257 Park Avenue South New York, NY 10010
17		
18	Digital Alchemy, LLC 5750 Stratum Drive Fort Worth, TX 76137-2757	Tea Forte 23 Bradford Street Concord, MA 01742-2971
19		
20	Dolphin Capital Corp. P.O. Box 644006 Cincinnati, OH 45264-0309	The Rubicon Group 101 Marietta St., Ste. 3525 Atlanta, GA 30303-2744
21		
22	Dreamtime Inc. 1115 Thompson Ave., Ste. 5 Santa Cruz, CA 95062-3253	Topaz Hotel Services, LLC 360 22nd Street, Ste. 300 Oakland, CA 94612-3102
23		
24	Ecolab Pest Elim. Div. Inc. P.O. Box 6007 Grand Forks, ND 58206-6007	True Cosmetics, LLC 2590 Kennedy Drive Sayreville, NJ 08872
25		
26	Eleven Wireless, Inc. 315 SW 11th Ave., Ste. 300 Portland, OR 97205	US Healthworks Medical Group San Jose Occupational Medical P.O. Box 50042 Los Angeles, CA 90074-0042
27		
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1	COMP-Connection, Inc. 7500 Arroyo Circle #110 Gilroy, CA 95020	Vision Service Plan P.O. Box 45210 San Francisco, CA 94145-5210
2		
3	FedEx P.O. Box 7221 Pasadena, CA 91109-7321	Waste Connections, Inc. Denise Bachmeyer 10001 Woodloch Forest Dr., Ste 400 The Woodlands, TX, 77380
4		
5	Greenleaf 1955 Jerrold Ave. San Francisco, CA 94124-1602	Western State Design Inc. 2331 Tripaldi Way Hayward, CA 94545
6		
7	HD Supply Facilities Maintenance P.O. Box 509058 San Diego, CA 92150-9058	Securities & Exchange Commission Jina Choi, Regional Director 44 Montgomery Street, Suite 2600 San Francisco, CA 94104
8		
9	Inn at Moorpark 1475 Saratoga Ave., Ste. 250 San Jose, CA 95129	Hotel Yield Services 184 Drakewood Place Novato, CA 94947
10		
11	IRS-Centralized Insolvency P. O. Box 21126 Philadelphia, PA 19114	Netflix, Inc. 100 Winchester Circle Los Gatos, CA 95032
12		
13	Kronos, LLC 19222 Monte Vista Drive Saratoga, CA 95070	Printwise Office Solutions 911 Bern Ct. #110 San Jose, CA 95112
14		
15	Edward Don & Company 2562 Paysphere Circle Chicago, IL 60674-0025	Belden Consulting Engineers 6670 Amador Plaza Rd, Ste 200 Dublin, CA 94568
16		
17	Employment Development Dept. Bankruptcy Unit MIC 92E P.O. Box 826880 Sacramento, CA 94280	The Posh Bakery File #31019 P.O. Box 600000 San Francisco, CA 94160-0001
18		
19	Eva Ogilvie P. O. Box 905 Los Gatos, CA 93031	American Hotel Register Co. 100 S. Milwaukee Ave. Vernon Hills, IL 60061-4305
20		
21	Franchise Tax Board P.O. Box 942867 Sacramento, CA 94267-0001	Town of Los Gatos Finance Department P.O. Box 697 Los Gatos, CA 95031-0697
22		
23	Guest-Tek Interactive Entertainment Dept. at 952235 Atlanta, GA 31192-0001	Watt Wire 220 Union Avenue Los Gatos, CA 95032-3903
24		
25	Hotelligence/TravelClick 300 N. Martingale, Ste. 500 Schaumburg, IL 60173	Zee Medical Service Co. 1721-A Junction Ave. P.O. Box 610878 San Jose, CA 95161
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In-Room West, Inc.
2495 Main St., Ste. 217
Buffalo, NY 14214-2154

Jeff Curran
1475 Saratoga Ave., Ste. 250
San Jose, CA 95129

Lee Medical Service Co.
1721-A Junction Avenue
P.O. Box 610878
San Jose, CA 95161-0878

Eleven Wireless, Inc.
Dept. CH 19284
Palatine, IL 60055-0001

Equator Estates Coffees & Teas
115 Jordan Street
San Rafael, CA 94901-3919

EZ Yield.com, Inc.
501 W Church St. Ste 300
Orlando, FL 32805-2281

Graybar Electric Company, Inc.
File 57071
Los Angeles, CA 90074-0001

Healthworks Medical Group, PC
San Jose Occupational Medical
P.O. Box 50042
Los Angeles, CA 90074-0042

Grosvenor America
One California Street, Suite 2500
San Francisco, CA 94111

County of Santa Clara
Office of the Tax Collector
70 West Hedding St.
East Wing, 6th Fl.
San Jose, CA 95110

California Office of Tourism
Assessment Program
1809 S Street, Suite 101 - 182
Sacramento, CA 95811

World Web Technologies
#301, 1000-9 Ave. SW
Calgary, Alberta CN T2P 2Y6

California State Board of Equalization
Account Reference Group MIC 29
P.O. Box 942879
Sacramento, CA 94279-0001

Cure Spas, Inc.
22741 Pacific Coast Highway
Malibu, CA 90265

Pacific Gas & Electric Company
P.O. Box 997300
Sacramento, CA 95899

RL Berkowitz, MD
3803 South Bascom, Suite 100
Campbell, CA 95008

Sonic Wall
2001 Logic Drive
San Jose, CA 95124

The Posh Bakery
445 Nelo St.
Santa Clara, CA 95054

Six Card Solutions USA Corp.
700 Commerce Dr., Ste. 500
Oak Brook, IL 60523-8736

San Francisco Bay RWQCB (2) Office
Attn: Roger Papler
1515 Clay Street, Suite 1400
Oakland, CA 94612

West Valley Collection & Recycling'
c/o Parkinson Phinney
400 Capitol Mall, Ste. 2560
Sacramento, CA 95814

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San Jose, CA 95113

U.S Attorney
Civil Division
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San Francisco, CA 94102-3661

Merchant Billing Services
PO Box 11478
Marina del Rey, CA 90295

1 Booking.com
2 P.O. Box BP
3 Amsterdam
4 The Netherlands

Summit Hotels & Resorts
Preferred Hotel Group
311 South Wacker Drive
Suite 1900
Chicago, IL 60606

5 Leslie's Poolmart, Inc.
6 P.O. Box 501162
7 St. Louis, MO 63150-1162

8 The following were not served due to mail being returned as undeliverable:

9 (u) The Mercury News/The Bay Area News
10 Dept. 8217
11 Los Angeles, CA 90084-8217

(u) American Hotel Register Co.
16458 Collections Center Dr.
Chicago, IL 60693-0001

12 (u) All Things Printed
13 1420 S. Winchester Blvd.
14 San Jose, CA 95128

(u) Southern Wine & Spirits
Dept. 1915
P.O. Box 61000
San Francisco, CA 94161-0001

15 (u) tng Worldwide
16 23200 Haggerty Rd.
17 Farmington Hills, MI 48335

(u) U.S. Food Service, Inc.
File 30719
Box 6000
San Francisco, CA 94160-0001

18 (u) Cartridge World
19 80 Ranch Drive
20 Milpitas, CA 95035-5103

(u) Telekenex IXC
55 S. Market Street
San Jose, CA 95113-2324

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