

Electronically Filed

COMMONWEALTH OF KENTUCKY
FAYETTE CIRCUIT COURT
FOURTH DIVISION
CIVIL ACTION NO. 20-CI-00332

HAYNES PROPERTIES, LLC,
MITCH AND SCOTT HAYNES DBA
ALVIN HAYNES & SONS AND
S&GF MANAGEMENT, LLC
ON BEHALF OF THEMSELVES AND ALL
OTHERS SIMILARLY SITUATED

PLAINTIFFS

v.

**FINAL STATUS REPORT FROM BTGCA/DISSOLUTION
COMMITTEE ON FISCAL YEAR ENDING 9/30/2023**

BURLEY TOBACCO GROWERS COOPERATIVE
ASSOCIATION

DEFENDANT

** ** ** ** **

The Burley Tobacco Growers Cooperative Association (“BTGCA”), by counsel, and its Dissolution Committee makes this Final Status Report on its finances and winding-up activities conducted during its October 1, 2022 – September 30, 2023 fiscal year.

1. Liquidation of all of the assets of BTGCA was completed during this fiscal year.
2. Prior to September 30, 2023, all bank accounts of BTGCA were closed and funds were transferred out of its name: (a) the Traditional Bank fully-insured Partial Distribution account balance of \$1,438,273.78 was transferred into the Angeion Qualified Settlement Trust Account; (b) the Traditional Bank fully-insured Burley and Dark Tobacco account (not an asset of BTGCA for purposes of the Class Action Settlement) was divided in accordance with Court Order, and

\$347,289.13 was distributed to Burley and Dark Tobacco Producer Association, Inc.¹ and \$863,404.55 was transferred into the McBrayer IOLTA Client Trust Account pending transfer to Angeion for distribution to the 1,881 Class Members who claimed their shares thereof, and payment of approved fees and expenses of Class counsel; and (c) \$29,873.67 was transferred from Wells Fargo Bank into the Sturgill Turner IOLTA account, to be held pending further Orders of this Court. Four MetLife dividend checks totaling \$712.40 were deposited in the Sturgill Turner IOLTA account on September 29, 2023, bringing this account balance to \$30,586.05. This IOLTA account will be used for payment of professional fees to conclude this case and the filing of tax returns.

3. Articles of Dissolution were filed with the Kentucky Secretary of State April 7, 2023.

4. A Legal Notice to unknown creditors was published in the Lexington-Herald Leader on October 29, 2023 in accordance with KRS 271B.14-070 (copy attached as **Exhibit A**).

5. Federal and state corporate income tax returns for BTGCA for its fiscal year ending September 30, 2022 have been filed with the taxing authorities. No tax was owed to either the Internal Revenue Service or Kentucky after application of net loss carryover. Copies of those tax returns were furnished to Class Counsel, counsel for Named Plaintiffs, and members of the Dissolution Committee (as well as to Chambers).

6. Financial statements (unaudited) for BTGCA's fiscal year ending September 30, 2023 were provided by its regular CPA, Chuck Hord, and copies were distributed to Class Counsel,

¹ Counsel for BTGCA has received a copy of the August 19, 2023 IRS letter determination of exemption under Section 501(c)(6) obtained by Burley and Dark Tobacco Producer Association, Inc., validating that it is a proper agricultural-related exempt non-profit organization eligible to receive the grant specified from BTGCA by prior vote of its Board of Directors and allowed by the Class Action Settlement as modified and approved by the Court's Amended Opinion and Order dated July 28, 2021 and later Orders.

counsel for Named Plaintiffs, the Dissolution Committee, and a true copy is being provided with this final Status Report as attached **Exhibit B**.

7. General Ledgers showing all past financial transaction reports for 2020-2022 fiscal years were provided to Class Counsel, counsel for Named Plaintiffs and to Chambers several weeks ago, and all counsel have discussed same. We have not seen any excessive compensation to or conflict of interest transactions with BTGCA insiders (former directors, officers, or Dissolution Committee members).

8. A separate motion has been filed for Court approval to pay pending invoices for professional fees from (a) Sturgill Turner for its legal services in the months of August, September and October 2023, (b) Chuck Hord, CPA (monthly accounting) and (c) Blue & Co., CPAs (tax return preparation and advice), from the BTGCA escrow now held in the Sturgill Turner IOLTA account.

9. After several discussions with Blue & Co., CPAs, counsel for BTGCA has not received any positive advice that federal tax laws applicable to BTGCA would permit it to pass through to Settlement Class Members, on either a per capita or prorated basis, a share of the anticipated unused net operating loss BTGCA will have on its books following the filing of its final federal income tax return for the fiscal year ending September 30, 2023. The records of BTGCA reflect that no past member on the books of BTGCA, nor any the Settlement Class Member has any historic cost or tax basis in the Cooperative, as members never paid dues. Any patronage dividends were fully distributed. "Basis" normally sets the limit to which pass-through losses may be used to offset personal taxable income. The vast majority of the 2,603 Settlement Class Members were never "patronage" members of the Cooperative who sold tobacco to BTGCA, and none of the 2015-19 Crop Years in which some members sold Burley tobacco to the

Cooperative on contract, after payment of all expenses, yielded a profit from which any patronage dividend was payable. BTGCA had no contracts and bought no members' tobacco in 2020, after this suit was filed. Most, if not all, of the net operating loss that has been carried forward originates from deductions generated by past settlement sums paid by BTGCA into the Qualified Settlement Fund Trust under the *Curtis Congleton* common fund settlement in the 2004-2014 litigation before Judge Pamela Goodwine in this Division. Distributions to past and present members in that case were not made on a patronage basis. Thus, the loss carry-forward did not arise from any "exempt Cooperative activity" that might afford an arguable basis to allocate a deduction to patronage members. Based upon conversations with the accountants, it could easily cost \$50,000 or more to assemble and analyze the necessary information for, and then have a tax lawyer or CPA write a request for a Private Letter Ruling, and that PLR process could take a year or longer. Depending on the response by the Internal Revenue Service, additional data analysis might need to re-analyze each Crop Year of Burley tobacco purchases from contracting members and subsequent costs of storage, insurance, security, fumigation and sale and shipping expenses and the resulting net sale price from each crop. In the end, if successful at all, this process most likely might only benefit several hundred former patronage members at best, not the entire 2,603 Settlement Class Members who would bear the entire expense. The Dissolution Committee and the Court have authority to abandon property or assets, which may be the recommendation for the unusable net operating loss. Counsel for BTGCA has not identified any eligible similar cooperatives with which to attempt any reverse mergers to enable such surviving entity to use BTGCA's remaining net operating loss either, and if that could be done, it would not benefit Settlement Class Members tax-wise.

10. BGTCA is named as a nominal Appellee in the Appeal filed by Objectors Roger Quarles, *et al.*, in the Kentucky Court of Appeals, seeking payment of the legal fee claim of W. H.

Graddy & Associates in the amount of slightly over \$99,000 out of the separate Fund now being held in escrow by the McBrayer law firm for the 1,881 claiming Class Members. This should not interfere with the desired Third and Final Distribution of the net assets of BTGCA now being held in the Angeion QSFT account. Undersigned counsel plans to take a minimum role, with Class Counsel to be the principal drafter of Appellees' Brief.

11. All BTGCA records are in the custody of Sturgill Turner law firm, with the bulk of the hard files stored at Vital Records Control in Lexington, Kentucky on a pre-paid basis. Destruction is contemplated after three (3) years, to see if any unanticipated creditor claim or tax notice is received. No tax will be due on the final income tax returns for BTGCA for its September 30, 2023 fiscal year end because of the net operating loss carryforward still available to offset taxable income.

12. A separate proposed Statutory Report of Dissolution Committee under KRS 272.325 has been drafted and will be presented to the full Dissolution Committee, and to the Court for approval and signature by the entire Committee. That report is to be filed with the Kentucky Secretary of State, the Kentucky Commissioner of Agriculture and the Dean of the College of Agriculture at the University of Kentucky. When that is done and the final tax returns are filed, the legal winding-up process be complete, and all functions of the Dissolution Committee will have been fulfilled.

13. Undersigned counsel suggests it would be appropriate for the Court to consider some payment of modest compensation to the Dissolution Committee for their unpaid services during 2022-23, as they have continued to receive a number of emails and telephone calls from their counsel during the past year and have had some telephone discussions. In particular, Al Pedigo and Penny Greathouse as Co-Liquidating Officers have expended a good deal of time in

travel, telephone and email correspondence to conduct banking activities at Traditional Bank and Wells Fargo Bank in Tennessee, respectively, in fulfillment of various Orders of the Court, to transfer funds when authorized by the Court to Class Counsel, Angeion, Burley & Dark Tobacco Producer Association, Inc. and McBrayer, and to review monthly financial reports from Chuck Hord, CPA. Mr. Pedigo also reviewed and signed the 2020-21 and 2021-22 tax returns, not an insignificant responsibility.

WHEREFORE, BTGCA and its Dissolution Committee pray the Court to accept this as their final report on 2022-2023 fiscal year winding-up activities.

Dated: October 31, 2023.

Respectfully Submitted,

/s/ Kevin G. Henry
Kevin G. Henry, Esq. (KBA Bar #31255)
Sturgill, Turner, Barker & Moloney, PLLC
333 West Vine Street, Suite 1500
Lexington, KY 40507
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*Counsel for Defendant, Burley Tobacco Growers
Cooperative Association and BTGCA Dissolution
Committee Members, Al Pedigo, Donald Mitchell
and Eddie Warren*

Have seen:

/s/ Robert E. Maclin, III
Robert E. Maclin, III, Esq. (KBA Bar # 43025)
McBrayer PLLC
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Email: remaclin@mcbrayerfirm.com
*Counsel for Named Plaintiffs, Haynes Properties,
LLC, Mitch and Scott Haynes dba Alvin Haynes &
Sons and S&GF Management, LLC and BTGCA
Dissolution Committee Members, Penny
Greathouse, Mitch Haynes and Scott Haynes*

CERTIFICATE OF SERVICE

I hereby certify that on October 31, 2023, the foregoing document was electronically filed with the Clerk of this Court using the e-filing system and served electronically by the Clerk of this Court upon the following:

Katherine K. Yunker, Esq.
Jason R. Hollon, Esq.
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jhollon@mcbrayerfirm.com
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*Counsel for Objectors, Roger Quarles,
W. Gary Wilson, Ian Horn, Richard Horn
Campbell Graddy, David Lloyd and
Objector Roger Quarles*

Jeremy S. Rogers, Esq.
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Jeremy.rogers@dinsmore.com
*Counsel for Defendant Burley Tobacco
Growers Cooperative Association*

/s/ Kevin G. Henry
*Counsel for Defendant, Burley Tobacco
Growers Cooperative Association and BTGCA
Dissolution Committee Members, Al Pedigo,
Donald Mitchell and Eddie Warren*

Courtesy Copies via email to:

Hon. Julie Muth Goodman
c/o Joseph Guthrie (josephguthrie@kycourts.net)

All Dissolution Committee Members

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Beaufort Gazette
 Belleville News-Democrat
 Bellingham Herald
 Bradenton Herald
 Centre Daily Times
 Charlotte Observer
 Columbus Ledger-Enquirer
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The Herald - Rock Hill
 Herald Sun - Durham
 Idaho Statesman
 Island Packet
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 The State - Columbia
 Sun Herald - Biloxi

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 The News Tribune Tacoma
 The Telegraph - Macon
 San Luis Obispo Tribune
 Tri-City Herald
 Wichita Eagle

AFFIDAVIT OF PUBLICATION

Account #	Order Number	Identification	Order PO	Amount	Cols	Depth
134072	484205	Print Legal Ad-IPL01457310 - IPL0145731		\$177.01	1	22 L

Attention: Kevin Henry
 Sturgill Turner Barker & Moloney, PLLC
 333 W. Vine Street Suite 1500
 Suite 1500
 Lexington, KY 40507
 speniston@sturgillturner.com

Notice to creditors of Burley Tobacco Growers Cooperative Association (Lexington, KY)

Articles of Dissolution for the Cooperative were filed on April 7, 2023, as part of a Class Action Settlement approved by Fayette Circuit Court, 4th Division, in Case No. 20-CI-0332. Creditor should promptly mail a sworn proof of claim stating full legal name and mailing address, the amount, basis, and documentation for claim, and include a current W-9 for the claimant to: Burley Cooperative, c/o Lana McGinnis, Sturgill Turner, 333 W. Vine St., Suite 1500, Lexington, KY 40507. A claim against the Cooperative will be barred unless a proceeding to enforce the claim is commenced within two (2) years after date of this notice.
 IPL0145731
 Oct 29 2023

STATE OF)
 KENTUCKY) AFFIDAVIT
 COUNTY OF FAYETTE)

I, Crystal Trunick makes oath that the advertisement, was published in the Lexington Herald- Leader, a newspaper in Fayette County, State and County aforesaid, in the issue(s) of

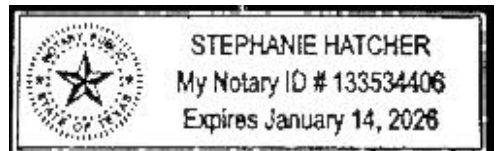
1 insertion(s) published on:
 10/29/23

Legal Clerk

Sworn to and subscribed before me this 30th day of October in the year of 2023

Stephanie Hatcher

Notary Public in and for the state of Texas, residing in Dallas County



Extra charge for lost or duplicate affidavits.
 Legal document please do not destroy!



Burley Tobacco Growers Coop Assoc

Balance Sheet Summary

As of September 30, 2023

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	0.00
Accounts Receivable	0.00
Other Current Assets	0.00
Total Current Assets	\$0.00
Fixed Assets	0.00
Other Assets	0.00
TOTAL ASSETS	\$0.00
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	0.00
Credit Cards	0.00
Other Current Liabilities	0.00
Total Current Liabilities	\$0.00
Long-Term Liabilities	0.00
Total Liabilities	\$0.00
Equity	0.00
TOTAL LIABILITIES AND EQUITY	\$0.00

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Burley Tobacco Growers Coop Assoc

Profit and Loss

October 2022 - September 2023

	TOTAL
Income	
4015 Miscellaneous	4,778.09
4020 Interest Income Wells Fargo	
4029 Dividend Income	15,294.58
Total 4020 Interest Income Wells Fargo	15,294.58
Total Income	\$20,072.67
GROSS PROFIT	\$20,072.67
Expenses	
02 - Employee Benefits	-53,706.92
6006 Employee Benefits (deleted)	
Life Insurance	-5,177.80
Total 6006 Employee Benefits (deleted)	-5,177.80
6020 06 - Professional Services	
Accounting	5,282.23
Legal Fees	40,591.94
Total 6020 06 - Professional Services	45,874.17
A101 Tobacco Costs	
Bank Charges	1,097.35
Total A101 Tobacco Costs	1,097.35
Equipment Lease	371.00
Total Expenses	\$ -11,542.20
NET OPERATING INCOME	\$31,614.87
Other Expenses	
Class Action Settlement	1,674,680.04
Reconciliation Discrepancies-1	0.00
Total Other Expenses	\$1,674,680.04
NET OTHER INCOME	\$ -1,674,680.04
NET INCOME	\$ -1,643,065.17

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Burley Tobacco Growers Coop Assoc

Transaction Report

October 2022 - September 2023

DATE	TRANSACTION TYPE	NUM	ADJ	NAME	MEMO/DESCRIPTION	ACCOUNT	SPLIT	AMOUNT	BALANCE
02 - Employee Benefits									
10/12/2022	Journal Entry	43	No		Zero Out recorded liability McKinney	02 - Employee Benefits	-Split-	-53,706.92	-53,706.92
Total for 02 - Employee Benefits								\$ -53,706.92	
TOTAL								\$ -53,706.92	

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Burley Tobacco Growers Coop Assoc

Transaction Report

October 2022 - September 2023

DATE	TRANSACTION TYPE	NUM	ADJ	NAME	MEMO/DESCRIPTION	ACCOUNT	SPLIT	AMOUNT	BALANCE
Employee Benefits (deleted)									
Life Insurance									
10/11/2022	Journal Entry	44	No		Brighthouse Cash Out Policy	Employee Benefits (deleted):Life Insurance	-Split-	-5,177.80	-5,177.80
Total for Life Insurance								\$ -5,177.80	
Total for Employee Benefits (deleted)								\$ -5,177.80	
TOTAL								\$ -5,177.80	

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Burley Tobacco Growers Coop Assoc

Transaction Report

October 2022 - September 2023

DATE	TRANSACTION TYPE	NUM	ADJ	NAME	MEMO/DESCRIPTION	ACCOUNT	SPLIT	AMOUNT	BALANCE
Class Action Settlement									
10/11/2022	Journal Entry	44	No		Brighthouse Cash Out Policy	Class Action Settlement	-Split-	105,604.39	105,604.39
12/27/2022	Journal Entry	55	No		Annuity Deposit to Traditional Bank	Class Action Settlement	-Split-	1,464,202.00	1,569,806.39
02/20/2023	Bill	02 20 2023	No	Burley and Dark Tobacco Producer Association, Inc.	Court Ordered Grant to Non-Profit	Class Action Settlement	2000 Accounts Payable	75,000.00	1,644,806.39
09/29/2023	Journal Entry	71	No		Transfer AC 405757594 to STBM Escrow	Class Action Settlement	-Split-	23,541.63	1,668,348.02
09/29/2023	Journal Entry	69	No		Transfer AC 4122092695 TO STBM Escrow	Class Action Settlement	-Split-	6,332.02	1,674,680.04
Total for Class Action Settlement								\$1,674,680.04	
TOTAL								\$1,674,680.04	

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Burley Tobacco Growers Coop Assoc

Profit and Loss Comparison

October 2022 - September 2023

	TOTAL	
	OCT 2022 - SEP 2023	OCT 2021 - SEP 2022 (PY)
Income		
4015 Miscellaneous	4,778.09	2,905.82
4020 Interest Income Wells Fargo		24,067.55
4029 Dividend Income	15,294.58	33,681.25
Total 4020 Interest Income Wells Fargo	15,294.58	57,748.80
Project Revenue		34,882.51
Rent		1,665.00
Sales		0.00
Tobacco Crop Sales		3,434,078.60
Total Income	\$20,072.67	\$3,531,280.73
Cost of Goods Sold		
Cost of Tobacco Sold		3,383,167.56
5015 Transportation		45,361.20
Total Cost of Tobacco Sold		3,428,528.76
Other Cost of Sales		
5003 Bank Charges		574.31
5011 Insurance on Tobacco		22,812.82
Total Other Cost of Sales		23,387.13
Total Cost of Goods Sold	\$0.00	\$3,451,915.89
GROSS PROFIT	\$20,072.67	\$79,364.84
Expenses		
01 - Payroll- Net		15,144.90
6001.2 7010 - Gross payroll		51,460.35
6001.3 7020 - Payroll taxes - FICA		23,291.56
Total 01 - Payroll- Net		89,896.81
02 - Employee Benefits	-53,706.92	
401(k) Company Contribution		1,281.73
Insurance		7,083.89
Current Employees		414.66
Dental Insurance		121.24
Health Insurance		41.88
Total Current Employees		577.78
Former Employees		1,885.65
Health Insurance		1,181.03
Total Former Employees		3,066.68
Total Insurance		10,728.35
Total 02 - Employee Benefits	-53,706.92	12,010.08

Burley Tobacco Growers Coop Assoc

Profit and Loss Comparison

October 2022 - September 2023

	TOTAL	
	OCT 2022 - SEP 2023	OCT 2021 - SEP 2022 (PY)
03 - Directors Fees & Travel		
dissolution committee		18,517.50
Travel		2,158.42
Total 03 - Directors Fees & Travel		20,675.92
08 - Insurance		
6008 Workers Compensation		-475.97
6030 Directors & Officers		15,018.32
6031 Property & Liability		9,033.56
Total 08 - Insurance		23,575.91
6006 Employee Benefits (deleted)		
Life Insurance	-5,177.80	-31,140.00
Total 6006 Employee Benefits (deleted)	-5,177.80	-31,140.00
6015 05 - Travel		
6017 Meals		47.04
Total 6015 05 - Travel		47.04
6020 06 - Professional Services		700.00
Accounting	5,282.23	13,432.44
Contract Labor		547.50
Information Technology		5,637.43
Legal Fees	40,591.94	62,862.27
6020.23 Sturgill, T, B & M		0.00
Lawsuit Settlement		42,364.45
Total Legal Fees	40,591.94	105,226.72
Total 6020 06 - Professional Services	45,874.17	125,544.09
6035 09 - Utilities		
6035.4 Telephone		7,530.28
Total 6035 09 - Utilities		7,530.28
6045 11 - Office Supplies		1,163.43
6055.1 13 - Building Maintenance		
Maintenance & Repairs		275.00
Total 6055.1 13 - Building Maintenance		275.00
6065 15 - Donations		250.00
6065.1 Charitable Contributions		250.00
6065.2 Gifts		109.18
Total 6065 15 - Donations		609.18
6070 16 - Taxes		-128,973.00
6420 Handling Charges Current Crops (deleted)		
6421 Equipment Rental/Supplies		801.11
Total 6420 Handling Charges Current Crops (deleted)		801.11

Burley Tobacco Growers Coop Assoc

Profit and Loss Comparison

October 2022 - September 2023

	TOTAL	
	OCT 2022 - SEP 2023	OCT 2021 - SEP 2022 (PY)
6640 Professional Fees (deleted)		
6650 Accounting		2,129.73
Payroll Processing Fee		1,304.45
Total 6640 Professional Fees (deleted)		3,434.18
6710 Maintenance, Service & Repairs (deleted)		
6735 Equipment Repairs		197.66
Total 6710 Maintenance, Service & Repairs (deleted)		197.66
6935 Directors travel		25.00
6940 Utilities (deleted)		
Telephone Expense		0.00
Total 6940 Utilities (deleted)		0.00
A101 Tobacco Costs		
Bank Charges	1,097.35	1,220.11
Insurance on Tobacco		29,479.22
Transportation		38,139.20
Total A101 Tobacco Costs	1,097.35	68,838.53
A102 Hemp Project		-2,094.03
Dues & Subscriptions		1,141.73
Equipment Lease	371.00	7,692.16
Foreign Income Tax		0.00
rent Expense		
office rent		5,650.64
Total rent Expense		5,650.64
Sales Commission.1		132,081.70
Total Expenses	\$ -11,542.20	\$338,983.42
NET OPERATING INCOME	\$31,614.87	\$ -259,618.58
Other Income		
4031 Unrealized Gain/Loss Wells Farg		35,165.70
4070 Gain/Loss on Assest Disposal		-48,041.60
cash back		77.38
Total Other Income	\$0.00	\$ -12,798.52
Other Expenses		
Class Action Settlement	1,674,680.04	28,672,112.81
Class Action Settlement Legal		997,172.50
Class Action Settlement, non ta		42,571.45
Total Class Action Settlement Legal		1,039,743.95
Total Class Action Settlement	1,674,680.04	29,711,856.76
Loss on Write off of inventory		-90,880.70

Burley Tobacco Growers Coop Assoc

Profit and Loss Comparison

October 2022 - September 2023

	TOTAL	
	OCT 2022 - SEP 2023	OCT 2021 - SEP 2022 (PY)
Reconciliation Discrepancies-1	0.00	
Total Other Expenses	\$1,674,680.04	\$29,620,976.06
NET OTHER INCOME	\$ -1,674,680.04	\$ -29,633,774.58
NET INCOME	\$ -1,643,065.17	\$ -29,893,393.16

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