

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA  
Miami Division**

CASE NO. 04-60573-CIV-MORENO/STRAUSS

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

MUTUAL BENEFITS CORP., *et al*,

Defendants.

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**TRUSTEE’S APRIL 2022 STATUS REPORT REGARDING WIND DOWN**

Barry Mukamal, as Trustee (“Trustee”) of the Mutual Benefits Keep Policy Trust (“Trust”), submits this Status Report in accordance with the Court’s *Report and Recommendation on Motion by Acheron Capital, Ltd. for Order Directing (A) the Wind Down and End of the Mutual Benefits Keep Policy Trust and (B) Disbursement of Certain Assets to the Non-Acheron Related Investors in Keep Policies (“Acheron’s Wind Down Motion”) (DE 2593) and on Trustee’s Amended Motion to Authorize the Initiation of Trust Wind Down and Termination (“Trustee’s Amended Wind Down Motion”) (DE 2640) [D.E. 2723]*, and the Court’s *Order Adopting Magistrate Judge’s Report and Recommendation and Denying Acheron’s Wind Down Motion and Granting the Trustee’s Amended Motion to Authorize Initiation of Trust Wind Down and Termination [D.E. 2825]* (collectively, the “Wind Down Order”).

Attached hereto as Exhibit “A” is an updated report of the information provided to the Court in accordance with the Wind Down Order since the Trustee’s last Status Report was filed on March 16, 2022 [D.E. 3104]. In addition, as directed by the Court in its *Order of Instructions for November 19, 2021 Status Conference [D.E. 3010]*, the report also includes as Exhibit “B”

historical information for categories 3a-3f of the report from June 2020 through the month of the report.

### **Progress on Wind Down Steps**

The Trustee advises of the following steps taken in furtherance of the wind down of the Trust since the last Status Report:

- On March 16, 2022, the Court conducted a hearing on the Trustee’s *Motion to Approve Procedures for Sale of Policies in Connection with Trust Termination* (“Sale Procedures Motion”) [D.E. 3065].
- On April 9, 2022, the Court issued a Report and Recommendation that the Sale Procedures Motion be granted, with minor modifications.<sup>1</sup>
- Several potential “stalking horse” bidders have completed the documentation necessary to obtain access to the data room to conduct due diligence, and have been in the process of conducting due diligence. The Trustee has provided a template Asset Purchase Agreement (consistent with the Court’s Report and Recommendation) to qualified potential stalking horse bidders.
- The Trustee has determined that it is appropriate to extend his deadline for submission of “stalking horse” offers an additional two weeks to **April 29, 2022** for prospective stalking horse bidders to submit their bid, with an executed Asset Purchase Agreement, and will

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<sup>1</sup> The modifications were that (1) the Trustee may not condition Acheron’s access to the data room or Acheron’s participation in the auction on Acheron waiving any claims against the Trustee or the right to appeal; and (2) the Asset Purchase Agreement with prospective “stalking horse” buyers shall provide that the closing of any sale shall occur seven (7) days after the entry of a Sale Approval Order, or if the Sale Approval Order is stayed prior to closing, seven (7) days after any such stay is lifted. Both modifications have already been addressed.

advise the Court by a Notice of Filing, consistent with the Report and Recommendation, when “stalking horse” offers have been selected by the Trustee.

- The Trustee continues to work with Wilmington Trust to implement the Securities Intermediary Agreement. Approximately 50% of the Policies in the Trust have now been transferred to the Securities Intermediary. Work to complete the transfers of the policies to the Securities Intermediary remains ongoing because: (a) some of the carriers have been uncooperative or slow thus far in complying with the Trustee’s directions and this Court’s Orders; and (b) the information provided by the Trust’s servicer, Litai Assets, has in several instances been lacking, such as misidentified carrier names and erroneous carrier contact information.
- The Trustee continues to work on resolving Litai’s refusal to access the industry-standard document delivery system utilized by Wilmington Trust, and continues to reserve all rights and remedies for any failure or refusal by Litai to perform the services required of it under the Servicing Agreement.
- The Trustee has continued to receive and respond to inquiries through the MBKPT investor portal, email, or phone from Keep Policy Investors. The communications during the past month generally have involved requested for updates on the status of the sale and queries about payment of annual premiums.

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**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that a true and correct copy of the foregoing was served on April 15, 2022 on counsel for all the parties by using the CM/ECF system. I certify that all participants in the case are registered CM/ECF users and that service will be accomplished by the CM/ECF system.

s/ David L. Rosendorf  
David L. Rosendorf

**Mutual Benefits Keep Policy Trust**

**As of April 1, 2022 <sup>[1]</sup>**

3a The amount of Overpayment Balance account <sup>[2]</sup> 279,476

3b Amount of funds currently available to pay expenses  
 Overpayment Balance - Cash 279,476  
 Trust Additional Admin Fee Fund - Cash <sup>[3]</sup> 896,355  
 Total Funds Currently Available to Pay Expenses 1,175,830

3c The most recent total amount of monthly operating expenses paid <sup>[4]</sup> 258,059

3d Estimated average run-rate of monthly Trust operating expenses

	April 2022	May 2022
Operating Expenses	33,000	33,000
Enhanced Oversight	14,000	14,000
Subtotal	47,000	47,000
Litigation	57,600	57,600
Estimated Average Monthly Run-Rate	<u>104,600</u>	<u>104,600</u>

3e Total amount of money owed to Trustee and other professionals <sup>[5]</sup> 782,221

3f Estimated minimum number of policy interests needed to rationalize costs for those interests 150 - 300

The current number of policies and policy interests the Trust is servicing:			
<b>Current # of policies the Trust is servicing</b>			939
Total Face Value	<b>MBC Victims</b>	<b>Acheron</b>	<b>Total</b>
HIV	50,023,478	55,922,910	105,946,388
Non-HIV	23,723,194	60,392,912	84,116,106
Total	<u>73,746,672</u>	<u>116,315,822</u>	<u>190,062,494</u>
%	38.80%	61.20%	
<b>Current number of policy interests the Trust is servicing</b>			
	<b>MBC Victims</b>	<b>Acheron</b>	<b>Total</b>
	1,901	702	2,603

**Mutual Benefits Keep Policy Trust**

**As of April 1, 2022** <sup>[1]</sup>

Notes:

- 1) Provided pursuant to the Court's Report and Recommendation dated July 27, 2020 (ECF #2723) affirmed and adopted by the Court November 16, 2020 (ECF #2825).
- 2) During the month of March, the Trust advanced approximately \$158,016 in contingency loans and recovered approximately \$129,821 contingency loans receivable. As of March 31, 2022 the Trust had a Contingency Loan Receivable balance of \$474,524 per Litai Assets, LLC ("Litai"). Consistent with the Trust's ongoing operations, the Trust anticipates collecting most, if not all, of this balance upon the sale of policy interests and policies.
- 3) Represents funds collected from the \$400 Additional Administrative Fee per policy interest totaling \$1,051,600 deposited into a separate account established for the purpose of holding such funds on February 8, 2022.
- 4) Includes retainer replenishment to Trust's consultant for portfolio sale, Longevity Asset Advisors LLC ("Longevity"). This amount, along with the initial retainer previously paid to Longevity, represent advances of sale commissions which will be reimbursed to the Trust out of the Gross Sale Proceeds realized from the auction of the Trust's policy portfolio.
- 5) Professional fees presented in the current report include fees incurred for the reporting period as well as the cumulative fees holdback. As of January 1, 2022 such professional fee holdbacks were increased from 20% to 40%. Cumulative holdbacks total approximately \$616,500 as of this filing.

## Mutual Benefits Keep Policy Trust

## Historical Trust Cash and Expenditures as of 04 2022

	As of 06/01/20	As of 07/01/20	As of 08/01/20	As of 09/01/20	As of 10/01/20	As of 11/01/20	As of 12/01/20	As of 01/01/21
<b>3a. The amount of Overpayment Balance account</b>	5,476,160	5,335,769	4,837,029	4,475,430	4,155,655	3,820,628	3,688,719	3,508,601
<b>3b. Amount of funds currently available to pay expenses</b>								
Cash / Money Market Accounts	900,020	863,916	383,842	881,352	767,966	664,369	663,109	482,991
Fixed Income Investments	4,576,140	4,471,853	4,453,187	3,594,078	3,387,689	3,156,259	3,025,610	3,025,610
Trust Additional Admin Fee Fund - Cash	-	-	-	-	-	-	-	-
<i>Total Funds Currently Available to Pay Expenses</i>	5,476,160	5,335,769	4,837,029	4,475,430	4,155,655	3,820,628	3,688,719	3,508,601
<b>3c. The most recent total amount of monthly operating expenses</b>	179,223	303,825	325,110	292,028	259,814	353,203	373,369	320,255
<b>3d. Estimated average run-rate of monthly Trust operating expenses</b> [1]								
Operating Expenses	72,385	72,385	72,385	72,385	72,385	72,385	67,400	67,400
Enhanced Oversight	29,167	29,167	29,167	29,167	29,167	29,167	29,000	29,000
Investor Subsidy [2]	29,816	29,816	29,816	29,816	29,816	29,816	51,800	51,400
Acheron Subsidy [3]	-	-	-	-	-	-	-	-
<i>Subtotal</i>	131,368	131,368	131,368	131,368	131,368	131,368	148,200	147,800
Litigation	97,500	97,500	97,500	97,500	97,500	97,500	97,500	97,500
Litai Extension Fee for 2020 Only [4]	125,000	125,000	125,000	125,000	125,000	125,000	125,000	-
<i>Estimated Average Monthly Run-Rate</i>	353,868	353,868	353,868	353,868	353,868	353,868	370,700	245,300
<b>3e. Total amount of money owed to Trustee and other professionals</b> [5]	305,939	203,417	287,598	241,162	174,445	248,369	133,851	141,434

## Notes:

- 1) Reflects the estimate for the current month of the monthly status reports filed with the Court. The July - November 2020 amounts are based on the June 2020 amounts as the Court did not require monthly status reports to commence until December 2020.
- 2) Effective May 2021, the Investor Subsidy for all Keep Policy Investors has been funded from the MBC Restitution Funds account.
- 3) The subsidy for Acheron policy interests was discontinued by August 2021.
- 4) This amount was not reflected on the prior Historical Trust Cash and Expenditures as of 11 2021 for the months of July to December 2020.
- 5) Effective with the September 2021 Status Report, this amount includes fees incurred for the reporting period as well as the cumulative 20% holdback from prior months. As of January 1, 2022 such professional fee holdbacks were increased from 20% to 40%.

## Mutual Benefits Keep Policy Trust

## Historical Trust Cash and Expenditures as of 04 2022

	As of 02/01/21	As of 03/01/21	As of 04/01/21	As of 05/01/21	As of 06/01/21	As of 07/01/21	As of 08/01/21	As of 09/01/21
<b>3a. The amount of Overpayment Balance account</b>	3,105,708	2,880,629	2,097,393	2,185,654	1,922,775	1,562,939	1,314,085	1,193,205
<b>3b. Amount of funds currently available to pay expenses</b>								
Cash / Money Market Accounts	412,509	1,224,620	993,494	1,282,847	1,420,745	1,061,654	813,460	1,193,205
Fixed Income Investments	2,693,199	1,656,009	1,103,899	902,807	502,030	501,285	500,625	-
Trust Additional Admin Fee Fund - Cash	-	-	-	-	-	-	-	-
<i>Total Funds Currently Available to Pay Expenses</i>	3,105,708	2,880,629	2,097,393	2,185,654	1,922,775	1,562,939	1,314,085	1,193,205
<b>3c. The most recent total amount of monthly operating expenses</b>	239,566	343,928	294,144	225,706	260,493	315,742	286,192	234,958
<b>3d. Estimated average run-rate of monthly Trust operating expenses</b> [1]								
Operating Expenses	67,400	67,400	67,400	67,400	67,400	167,400	47,400	47,400
Enhanced Oversight	29,000	29,000	29,000	29,000	29,000	29,000	29,000	29,000
Investor Subsidy [2]	50,500	49,200	18,000	-	-	-	-	-
Acheron Subsidy [3]	-	-	-	18,000	13,500	12,100	6,050	-
<i>Subtotal</i>	146,900	145,600	114,400	114,400	109,900	208,500	82,450	76,400
Litigation	97,500	97,500	48,750	48,750	97,500	95,000	125,000	165,000
Litai Extension Fee for 2020 Only [4]	-	-	-	-	-	-	-	-
<i>Estimated Average Monthly Run-Rate</i>	244,400	243,100	163,150	163,150	207,400	303,500	207,450	241,400
<b>3e. Total amount of money owed to Trustee and other professionals</b> [5]	236,578	265,403	205,064	168,355	216,814	267,127	232,953	412,987



## Mutual Benefits Keep Policy Trust

## Historical Trust Cash and Expenditures as of 04 2022

	As of 10/01/21	As of 11/01/21	As of 12/01/21	As of 01/01/22	As of 02/01/22	As of 03/01/22	As of 04/01/22
<b>3a. The amount of Overpayment Balance account</b>	852,529	777,763	560,599	504,663	449,961	288,234	279,476
<b>3b. Amount of funds currently available to pay expenses</b>							
Cash / Money Market Accounts	852,529	777,763	560,599	504,663	449,961	288,234	279,476
Fixed Income Investments	-	-	-	-	-	-	-
Trust Additional Admin Fee Fund - Cash	-	-	-	-	-	1,051,624	896,355
<i>Total Funds Currently Available to Pay Expenses</i>	852,529	777,763	560,599	504,663	449,961	1,339,858	1,175,830
<b>3c. The most recent total amount of monthly operating expenses</b>	216,634	207,062	229,149	6,658	173,217	72,511	258,059
<b>3d. Estimated average run-rate of monthly Trust operating expenses</b> [1]							
Operating Expenses	47,400	47,400	47,400	41,300	41,300	196,550	33,000
Enhanced Oversight	29,000	29,000	29,000	17,400	17,400	17,400	14,000
Investor Subsidy [2]	-	-	-	-	-	-	-
Acheron Subsidy [3]	-	-	-	-	-	-	-
<i>Subtotal</i>	76,400	76,400	76,400	58,700	58,700	213,950	47,000
Litigation	125,000	165,000	125,000	72,000	72,000	72,000	57,600
Litai Extension Fee for 2020 Only [4]	-	-	-	-	-	-	-
<i>Estimated Average Monthly Run-Rate</i>	201,400	241,400	201,400	130,700	130,700	285,950	104,600
<b>3e. Total amount of money owed to Trustee and other professionals</b> [5]	496,642	585,709	503,921	514,571	583,644	614,389	782,221

## Mutual Benefits Keep Policy Trust

## Historical Policies and Interests as of 04 2022

	As of 06/01/20		As of 07/01/20		As of 08/01/20		As of 09/01/20	
<b>Number of Policies the Trust is Servicing</b>	1,334		1,329		1,327		1,319	
Face Value								
MBC Victims								
HIV	55,342,910		55,009,470		54,880,095		54,621,535	
Non-Hiv	34,869,728		34,795,054		34,718,088		34,152,523	
<b>Total MBC Victims Face Value</b>	<u>90,212,638</u>	33.45%	<u>89,804,524</u>	33.32%	<u>89,598,184</u>	33.30%	<u>88,774,058</u>	33.72%
Acheron								
HIV	79,900,526		80,081,430		79,767,441		79,343,431	
Non-Hiv	99,559,113		99,633,802		99,710,764		95,153,342	
<b>Total Acheron Face Value</b>	<u>179,459,639</u>	66.55%	<u>179,715,232</u>	66.68%	<u>179,478,205</u>	66.70%	<u>174,496,773</u>	66.28%
<b>Total Face Value</b>	<u><u>269,672,277</u></u>	100.00%	<u><u>269,519,755</u></u>	100.00%	<u><u>269,076,389</u></u>	100.00%	<u><u>263,270,831</u></u>	100.00%
<b>Number of Policy Interests the Trust is Servicing</b>								
Current								
MBC Victims	2,310		2,265		2,259		2,238	
Acheron	1,587		1,568		1,525		1,453	
<b>Total</b>	<u><u>3,897</u></u>		<u><u>3,833</u></u>		<u><u>3,784</u></u>		<u><u>3,691</u></u>	

*The June 2021 Report also reflected estimated policy interests after the merger of Acheron-owned policy interests. This estimated post-merger amount was not separately reported on subsequent reports to the Court as the merging of the Acheron-owned interests had commenced and was ongoing when the monthly reporting to the Court commenced with the December 2020 report.*

## Mutual Benefits Keep Policy Trust

## Historical Policies and Interests as of 04 2022

	As of 10/01/20	As of 11/01/20	As of 12/01/20	As of 01/01/21
<b>Number of Policies the Trust is Servicing</b>	1,316	1,313	1,307	1,306
Face Value				
MBC Victims				
HIV	54,470,413	54,337,043	53,590,504	53,507,470
Non-Hiv	33,828,866	33,569,375	32,649,946	32,179,750
<i>Total MBC Victims Face Value</i>	<u>88,299,279</u> 33.91%	<u>87,906,418</u> 33.83%	<u>86,240,450</u> 33.29%	<u>85,687,220</u> 33.24%
Acheron				
HIV	79,394,557	79,417,930	79,394,129	79,412,325
Non-Hiv	92,677,052	92,532,216	93,451,663	92,671,866
<i>Total Acheron Face Value</i>	<u>172,071,608</u> 66.09%	<u>171,950,146</u> 66.17%	<u>172,845,792</u> 66.71%	<u>172,084,191</u> 66.76%
<i>Total Face Value</i>	<u><u>260,370,888</u></u> 100.00%	<u><u>259,856,564</u></u> 100.00%	<u><u>259,086,242</u></u> 100.00%	<u><u>257,771,411</u></u> 100.00%
<b>Number of Policy Interests the Trust is Servicing</b>				
Current				
MBC Victims	2,212	2,207	2,188	2,183
Acheron	1,414	1,350	1,279	1,260
<i>Total</i>	<u><u>3,626</u></u>	<u><u>3,557</u></u>	<u><u>3,467</u></u>	<u><u>3,443</u></u>

## Mutual Benefits Keep Policy Trust

## Historical Policies and Interests as of 04 2022

	As of 02/01/21	As of 03/01/21	As of 04/01/21	As of 05/01/21
<b>Number of Policies the Trust is Servicing</b>	1,304	1,294	1,289	1,254
Face Value				
MBC Victims				
HIV	53,504,016	53,400,402	52,986,094	52,726,399
Non-Hiv	32,064,940	29,436,321	28,866,985	28,788,985
<i>Total MBC Victims Face Value</i>	<u>85,568,956</u> 34.00%	<u>82,836,723</u> 34.72%	<u>81,853,079</u> 34.54%	<u>81,515,384</u> 34.76%
Acheron				
HIV	79,335,863	78,981,114	79,545,911	77,516,143
Non-Hiv	86,770,820	76,799,508	75,584,654	75,507,657
<i>Total Acheron Face Value</i>	<u>166,106,683</u> 66.00%	<u>155,780,622</u> 65.28%	<u>155,130,565</u> 65.46%	<u>153,023,800</u> 65.24%
<i>Total Face Value</i>	<u><u>251,675,639</u></u> 100.00%	<u><u>238,617,345</u></u> 100.00%	<u><u>236,983,644</u></u> 100.00%	<u><u>234,539,184</u></u> 100.00%
<b>Number of Policy Interests the Trust is Servicing</b>				
Current				
MBC Victims	2,175	2,138	2,089	2,083
Acheron	1,210	1,080	1,064	1,006
<i>Total</i>	<u><u>3,385</u></u>	<u><u>3,218</u></u>	<u><u>3,153</u></u>	<u><u>3,089</u></u>

## Mutual Benefits Keep Policy Trust

## Historical Policies and Interests as of 04 2022

	As of 06/01/21	As of 07/01/21	As of 08/01/21	As of 09/01/21
<b>Number of Policies the Trust is Servicing</b>	1,065	982	982	974
Face Value				
MBC Victims				
HIV	52,131,891	51,992,253	51,992,253	51,633,015
Non-Hiv	28,187,699	27,339,789	27,399,789	26,661,997
<i>Total MBC Victims Face Value</i>	<u>80,319,590</u> 37.83%	<u>79,332,042</u> 39.26%	<u>79,392,042</u> 39.27%	<u>78,295,012</u> 39.86%
Acheron				
HIV	62,539,623	56,868,992	56,868,992	56,280,354
Non-Hiv	69,447,340	65,892,260	65,892,260	61,835,609
<i>Total Acheron Face Value</i>	<u>131,986,963</u> 62.17%	<u>122,761,252</u> 60.74%	<u>122,761,252</u> 60.73%	<u>118,115,963</u> 60.14%
<i>Total Face Value</i>	<u><u>212,306,553</u></u> 100.00%	<u><u>202,093,294</u></u> 100.00%	<u><u>202,153,294</u></u> 100.00%	<u><u>196,410,975</u></u> 100.00%
<b>Number of Policy Interests the Trust is Servicing</b>				
Current				
MBC Victims	2,055	2,024	2,024	1,990
Acheron	815	731	731	724
<i>Total</i>	<u><u>2,870</u></u>	<u><u>2,755</u></u>	<u><u>2,755</u></u>	<u><u>2,714</u></u>

## Mutual Benefits Keep Policy Trust

## Historical Policies and Interests as of 04 2022

	As of 10/01/21	As of 11/01/21	As of 12/01/21	As of 01/01/22
<b>Number of Policies the Trust is Servicing</b>	969	964	961	955
Face Value				
MBC Victims				
HIV	51,336,208	51,187,176	51,165,770	50,929,989
Non-Hiv	25,151,939	25,026,939	25,001,439	23,978,288
<i>Total MBC Victims Face Value</i>	<u>76,488,147</u> 39.61%	<u>76,214,115</u> 39.60%	<u>76,167,209</u> 39.59%	<u>74,908,277</u> 39.05%
Acheron				
HIV	56,519,441	56,152,441	56,151,841	56,028,725
Non-Hiv	60,095,667	60,095,667	60,075,572	60,894,318
<i>Total Acheron Face Value</i>	<u>116,615,108</u> 60.39%	<u>116,248,108</u> 60.40%	<u>116,227,413</u> 60.41%	<u>116,923,043</u> 60.95%
<i>Total Face Value</i>	<u><u>193,103,255</u></u> 100.00%	<u><u>192,462,223</u></u> 100.00%	<u><u>192,394,622</u></u> 100.00%	<u><u>191,831,320</u></u> 100.00%
<b>Number of Policy Interests the Trust is Servicing</b>				
Current				
MBC Victims	1,967	1,947	1,944	1,931
Acheron	721	718	717	712
<i>Total</i>	<u><u>2,688</u></u>	<u><u>2,665</u></u>	<u><u>2,661</u></u>	<u><u>2,643</u></u>

## Mutual Benefits Keep Policy Trust

## Historical Policies and Interests as of 04 2022

	As of 02/01/22		As of 03/01/22		As of 04/01/22	
<b>Number of Policies the Trust is Servicing</b>	951		949		939	
Face Value						
MBC Victims						
HIV	50,721,534		50,443,626		50,023,478	
Non-Hiv	23,825,714		23,821,087		23,723,194	
<i>Total MBC Victims Face Value</i>	<u>74,547,248</u>	38.93%	<u>74,264,713</u>	38.81%	<u>73,746,672</u>	38.80%
Acheron						
HIV	55,887,958		56,017,791		55,922,910	
Non-Hiv	61,051,297		61,051,519		60,392,912	
<i>Total Acheron Face Value</i>	<u>116,939,255</u>	61.07%	<u>117,069,310</u>	61.19%	<u>116,315,822</u>	61.20%
<i>Total Face Value</i>	<u><u>191,486,503</u></u>	100.00%	<u><u>191,334,023</u></u>	100.00%	<u><u>190,062,494</u></u>	100.00%
<b>Number of Policy Interests the Trust is Servicing</b>						
Current						
MBC Victims	1,922		1,906		1,901	
Acheron	707		706		702	
<i>Total</i>	<u><u>2,629</u></u>		<u><u>2,612</u></u>		<u><u>2,603</u></u>	