

Current Capitalization Table

	Shares	% Ownership		Shares	% Ownership
Common Holders			Series B Investors		
Mark Gorski	20,977	1.78%	Ross Investments (Thom Weisel)	90,909	7.73%
Tina Barnes-Budd	2,756	0.23%	John Bucksbaum	90,909	7.73%
Anthony Joseph	766	0.07%	Nebris Corp. (Ward Woods)	90,909	7.73%
Dan Osipow	2,756	0.23%	Richard Cashin	45,455	3.86%
Subtotal Common Holders	27,255	2.32%	Geoffrey R. Hoguet	27,273	2.32%
Series A Investors			Mariner Realty LLC (Mars/Ken Barnett)	45,454	3.86%
Ross Investments, Inc.	211,474	17.98%	Richard Grogan	27,273	2.32%
Joseph V. Vittoria	95,249	8.10%	Erika Schiller (Harvey Schiller)	18,182	1.55%
The Fellows Living Trust (Boyd Fellows)	47,625	4.05%	David (Tiger) Williams	18,182	1.55%
Terry G. Lee	23,813	2.02%	Subtotal Class B	454,546	38.64%
Sunterra Corporation	47,625	4.05%	Option Pool		
Harman Investments (R. Chambers)	47,625	4.05%	Granted	142,514	12.11%
Allen S. Furst	20,977	1.78%	Reserved	33,957	2.89%
Lynn M. Lee	23,812	2.02%	Subtotal Option Pool	176,471	15.00%
Subtotal Series A Investors	518,200	44.05%			