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ATLANTIC BLUE TRUST INC  
Form SC 13D/A  
October 15, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)  
(Amendment No. 2) (1)

ALICO, INC.

-----  
(Name of Issuer)

Common Stock, par value \$1.00 per share

-----  
(Title of Class of Securities)

016230 10-4

-----  
(CUSIP Number)

John R. Alexander  
Atlantic Blue Trust, Inc.  
122 East Tillman Avenue  
Lake Wales, Florida 33853  
Telephone: (863) 679-9595

-----  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

Copy to:  
Charles W. Mulaney, Jr., Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
333 West Wacker Drive  
Chicago, Illinois 60606  
Telephone: (312) 407-0700

October 11, 2004

-----  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are sent.

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(Continued on following pages)  
(Page 1 of 4 Pages)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
ATLANTIC BLUE TRUST, INC. (I.R.S. IDENTIFICATION NO. 57-1149984)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
FL

|  |   |   |
|--|---|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING | 7 | SOLE VOTING POWER<br>0                        |
|  | 8 | SHARED VOTING POWER<br>3,493,777 (See Item 5) |

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PERSON WITH 9 SOLE DISPOSITIVE POWER 0

10 SHARED DISPOSITIVE POWER 3,493,777 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,493,777 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | \_ |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 48.0% (See Item 5)

14 TYPE OF REPORTING PERSON CO

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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) ALICO HOLDING, LLC (I.R.S. IDENTIFICATION NO. 47-0906752)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | X | (b) | \_ |

3 SEC USE ONLY

4 SOURCE OF FUNDS 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | \_ |

6 CITIZENSHIP OR PLACE OF ORGANIZATION NV

NUMBER OF SHARES BENEFICIALLY 7 SOLE VOTING POWER 0

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|   |    |  |
|---|----|--|
| OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 8  | SHARED VOTING POWER<br>3,493,777 (See Item 5)  |
| -----   |    |  |
|   | 9  | SOLE DISPOSITIVE POWER<br>0  |
| -----   |    |  |
|   | 10 | SHARED DISPOSITIVE POWER<br>3,493,777 (See Item 5)   |
| -----   |    |  |
| 11  |    | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>3,493,777 (See Item 5)                           |
| -----   |    |  |
| 12  |    | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN<br>SHARES <span style="float: right;"> _  </span> |
| -----   |    |  |
| 13  |    | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>48.0% (See Item 5)   |
| -----   |    |  |
| 14  |    | TYPE OF REPORTING PERSON<br>OO   |
| -----   |    |  |

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This Amendment No. 2 (this "Amendment No. 2") amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission on March 2, 2004, by Atlantic Blue Trust, Inc., a Florida corporation, and Alico Holding, LLC, a Nevada limited liability company, as such original filing was amended and supplemented by Amendment No. 1 filed on August 26, 2004 (as amended, the "Schedule 13D"). Except as indicated in this Amendment No. 2, all other information set forth in the Schedule 13D remains unchanged and capitalized terms used herein which are not defined herein have the meanings set forth in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following paragraph at the end of Item 4:

On October 11, 2004, John R. Alexander, Chairman and Chief Executive Officer of ABT sent a letter to Larry Carter, Chairman of the Special Committee of the Board of Directors of the Issuer. A copy of the letter is attached hereto as exhibit 99.3 and incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following item at the end of Item 7:

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- 99.3 Letter to Larry Carter, Chairman of the Special Committee of the Board of Directors of Atlantic Blue Trust, Inc., dated October 11, 2004.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 14, 2004

ATLANTIC BLUE TRUST, INC.

By: /s/ John R. Alexander

-----  
Name: John R. Alexander  
Title: President

ALICO HOLDING, LLC

By: /s/ John R. Alexander

-----  
Name: John R. Alexander  
Title: Manager