UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 1, 2005

Alico, Inc.

Florida	0-261	59-0906081
(State of other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

P.O. Box 338, La Belle, FL	33975
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (863) 675-2966

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

¨ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

¨ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

¨ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

¨ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 3.01 NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE OR STANDARD; TRANSFER OF LISTING.

On April 1, 2005, the Company received a letter from the Listing Qualifications Department of the Nasdaq Stock Market indicating that the Nasdaq Staff has determined that the Company is not in compliance with the independent director requirements for continued listing set forth in Marketplace Rules 4350(C)(1)(Independent Majority for Boards of Directors), 4350(C)(3)(Independence of Compensation Committee), 4350(C)(4)(A)(Independence of Nominating Committee) and 4350(d)(2)(Independence of Audit Committee), and that unless appealed and their determination reversed, its securities will be delisted from the Nasdaq Stock Market. A copy of this letter is attached as an Exhibit to this Current Report on Form 8-K. The foregoing deficiencies resulted when five of the Company's Independent Directors resigned from the Company's Board, as previously announced by the Company on February 1, 2005. On April 7, 2005, the Company filed a notice of appeal and requested a hearing before a Nasdaq Listing Qualifications Panel to review the Staff's determination. The appeal will stay delisting of the Company's securities pending the Panel's decision. However, the Company has elected three new independent directors to its Board, as detailed in Item 5.02 below, and as a result believe it is now in full compliance with these rules and hopes that, as a result of such compliance, the hearing will become moot. There can be no assurance that the Staff will determine that the delisting notice has become moot or that the Nasdaq Panel will grant the Company's appeal, if in fact, the hearing is held.

The Company has issued a press release relating to the above-referenced letter from Nasdaq, a copy of which is attached as an Exhibit to this Current Report on Form 8-K.

ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

The Company has promoted its controller Patrick W. Murphy to the position of Chief Financial Officer. Mr. Murphy, age 41, has served as the Company' controller since 2002. Prior to that, Mr. Murphy served as the controller for the Citrus Division of A. Duda & Sons, Inc. (1999-2002), as Alico's controller (1992-1999) and in the Company's accounting department since 1992. The Board of Directors appointed Mr. Murphy to his new position on April 4, 2005, upon the recommendation of Craig Simmons, the departing Chief Financial Officer, Bernie Lester, the recently retired Chief Executive Officer, and the strong endorsement of John Alexander, the Company's current Chief Executive Officer. Mr. Murphy will take over the duties of Chief Financial Officer effective as of April 15, 2005.

On April 4, 2005, the Company's Directors elected Doctor Gordon Walker, Chairman of the Department of Strategy and Entrepreneurship at the Cox School of Business, Southern Methodist University, to the Board of Directors of Alico as an Independent Director. Dr. Walker, age 60, has an M.B.A. and a Ph.D. from The Wharton School at the University of Pennsylvania. He received his undergraduate degree from Yale University. He joined the faculty at Southern Methodist University in 1997. Prior to his position at Southern Methodist University he was an Adjunct Associate Professor at Yale University and prior to that he served as an Associate Professor at the Wharton School and as an Associate and Assistant Professor at the Sloan School, Massachusetts Institute of Technology.

Also on April 4, 2005, the Company accepted the resignation of Mr. J. D. Alexander as a director of the Company. Mr. J.D. Alexander had previously announced his intention to resign from the Company's Board once an additional Independent Director were elected to the Board. Mr. J. D. Alexander has stated that, in light of his new responsibilities as President and CEO of Atlantic Blue Trust, Inc. ("ABT"), the Company's largest stockholder, he felt it was in the best interests of both, the Company and ABT to separate the managements of the two companies and that he concentrate his efforts at ABT.

On April 6, 2005, the Company appointed Messrs.. Charles Palmer and Phillip S. Dingle to the Board of Directors, both of whom will also serve as an Independent Directors.

Mr. Palmer, age 63, has a long and distinguished career in the venture capital field and is currently President and Chief Executive Officer of North American Company, LLLP, a diversified holding company headquartered in Broward County, Florida which participates in speciality acquisition funds through North American Funds and real estate development through Sea Ranch Properties, Inc.

Mr. Palmer has served in that capacity since 1972. Mr. Palmer acts as Chief Executive Officer of each of these Companies and holds the same position with North American Business Development Companies, L.L.C., a business entity that manages each of the specialty acquisition funds. He is also chairman of each of the businesses held in such funds which currently include: J&B Meats Corp. (a meat processor); Culinary Standards Corporation (frozen food manufacturer); Polymer Design Corporation (a liquid-resin parts manufacturer); Actown Electrocoil, Inc (manufacturer of custom electromagnetic devices); and PCT Interconnect (a quick-turn printed circuit board manufacturer. Mr. Palmer has served on numerous boards including the boards of Sun Trust Bank of South Florida, NA a subsidiary of SunTrust Banks, Inc. (STI), the Board of the Performing Arts Center Authority of Broward County, the Broward County Community Foundation and the John D. and Catherine T. MacArthur Foundation. He holds an MBA from North Western University and a BS degree from Georgetown University.

Mr. Dingle, age 43, was the immediate past Chairman and Chief Executive Officer (2001- 2004) of Plan Vista Solutions, Inc. (formerly HealthPlan Services Corporation, a New York Stock Exchange company) headquartered in Tampa, Florida until its recent merger with ProxyMed, Inc. (PILL). Before assuming the positions of Chairman and Chief Executive Officer of HealthPlan Services, Mr. Dingle served as its President and Chief Executive Officer (2000-2001), as its Chief Financial Officer (1999-2000) and as its Chief Counsel (1996-1998). Mr. Dingle holds an LLM in Taxation from New York University, a J.D. from the University of Florida and a B.A. in Business Administration and Accounting from the University of Notre Dame.

With the election of these new directors, the Company has reinstated its Audit Committee. The newly elected directors will be serving on the Board's various committees as follows: the Audit Committee will consist of Dr. Walker, Mr. Dingle and Greg Mutz (Committee Chairman and the Committee's designated Financial Expert); the Compensation Committee will consist of Dr. Walker and Mr. Mutz (Committee Chairman); and the Nominating Committee will consist of Dr. Walker, Mr. Baxter Troutman, and Mr. Mutz (Committee Chairman). There are no family or business relationships between Dr. Walker, Mr. Palmer or Mr. Dingle and any of the Company's other directors.

The Board expects to add at least two more independent directors by the end April, which will provide a clear reassurance of Alico's commitment to having a majority of independent directors and its compliance with applicable regulations relating to board and committee composition. Mr. John Alexander stated that once a full complement of directors is seated, the committee appointments will be reviewed by the full Board. He also noted that the Nominating Committee would have acted sooner to begin the process of electing replacement directors, but wanted to wait to give stockholders an opportunity to propose prospective nominees. In accordance with the previously announced policy of the Nominating Committee, the period for stockholders to provide information on prospective nominees expired March 31, 2005.

The Company has issued a press release relating to the foregoing, a copy of which is attached as an Exhibit to this Current Report on Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

The following exhibits are included with this Report:

Exhibit 99.1-	Letter from the Nasdaq Stock Market, Listing Qualifications Department to the Company, dated April 1, 2005.
Exhibit 99.2	Press release issued by the Company on April 7, 2005 announcing receipt of Nasdaq letter re: delisting.
Exhibit 99.3	Press release issued by the Company on April 7, 2005 announcing the appointment of Patrick Murphy as the Company's new Chief Financial Officer and the appointment of Dr. Gordon Walker, Mr. Charles Palmer and Mr. Phillip S. Dingle to the Company's Board of Directors.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALICO, INC.
(Registrant)

Date: April 7, 2005

By: /s/ John R Alexander
John R Alexander
President and Chief Executive Officer

Exhibit 99.1

NASDAQ

THE NASDAQ STOCK MARKET
LISTING QUALIFICATIONS DEPARTMENT
3500 BLACKWELL ROAD
ROCKVILLE, MD 20850

Douglas D. McKenney, CFA
Director
Listing Qualifications
The Nasdaq Stock Market, Inc
(301) 978-8011

By Facsimile and Overnight Mail

April 1, 2005

Mr. L. Craig Simmons
Chief Financial Officer
Alico, Inc.
P.O. Box 338
La Belle, FL 33975

Re: Alico, Inc. (the "Company" or "Alico")
Nasdaq Symbol: ALCO

Dear Mr. Simmons:

In a Form 8-K dated February 1, 2005, the Company announced that five of its independent directors, Richard C. Ackcrt, William L. Barton, Larry A. Carter, Stephen M. Mulready, and Thomas E. Oakley (the "Independent Directors")[1] had submitted a joint letter of resignation (the "Resignation Letter") and had also declined to stand for reelection as directors at the annual shareholders meeting. The Independent Directors also constituted all of the members of the Company's audit, compensation and nomination committees. On February 8, Staff notified the Company that as a result of these resignations it did not comply with the independent director, compensation committee, nomination committee or audit committee requirements for continued inclusion set forth in Marketplace Rules 4350(c)(l)[2], 4350(c)(3)[3], 4350(c)(4)(A)[4] and 4350(d)(2)[5] (the "Rules") respectively. Staff requested that the Company provide a specific plan and timetable to achieve compliance with the Rules and also provide additional information regarding the events leading up to the resignations.

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1 These five directors represent all of the independent directors as identified by the Company in its Definitive Proxy dated January 21, 2005.

2 Marketplace Rule 4350(c)(l) requires each issuer to maintain a majority of the board of directors comprised of independent directors.

3 Marketplace Rule 4350(c)(3) requires that compensation of the chief executive officer and all other officers of the company must be determined, or recommended to the Board for determination, either by a majority of independent directors or a compensation committee comprised solely of independent directors.

4 Marketplace Rule 4350(c)(4)(A) requires that director nominees must either be selected, or recommended for the Board's selection, either by a majority of independent directors or a nominations committee comprised solely of independent directors.

5 Marketplace Rule 4350(d)(2) provides, in part, that an issuer have an audit committee composed of at least three independent directors.

On February 23, the Company provided the requested information and submitted a plan of compliance (the "Compliance Plan"). For the reasons discussed below, Staff has determined that the Compliance Plan does not adequately address these concerns and that the Company should be delisted.

Background

According to the Company's Form 10-K for the fiscal year ended August 31, 2004, in August 2004 Atlantic Blue Trust, Inc. ("ABT"), a privately owned entity and the Company's largest shareholder owning approximately 48% of Alico stock, requested that the Company consider restructuring. John R. Alexander, Alico's Chairman and recently appointed Chief Executive Officer was, until March 21, 2005, the Chairman, President and Chief Executive Officer of ABT.[6] While ABT did not propose any specific terms of a transaction, it discussed with the Company's Board the advisability of combining certain of ABT's assets with Alico's business in exchange for shares of Alico common stock in an effort to both lower costs and improve joint operations, with Alico remaining a public company. The Company established a Special Committee comprised of the Independent Directors (the "Special Committee") to analyze a possible restructuring. The Company's Form 10-K also stated that directors affiliated with ABT or employed by Alico would not participate in the evaluation of a possible restructuring.

According to the Resignation Letter, the Special Committee became concerned that ABT had asked the Company to consider a restructuring transaction, in substantial part, to advance its own interests to the possible detriment of the non-ABT stockholders of the Company. In particular, the Special Committee became concerned by ABT's insistence, early in the process, on the payment of a special dividend by the Company structured in a manner that would have the effect of further increasing the ABT owners' shareholdings in the Company in connection with any proposed transaction. Moreover, the Resignation Letter stated that the Special Committee became concerned that certain events, " ... reflected a disregard by [John R. Alexander] and ABT for the principles of good corporate governance and independent professional management of the Company, which we believed previously existed."

On February 1, 2005, the same day the Independent Directors resigned, the Company publicly announced that ABT had withdrawn its restructuring request. In addition, in light of the resignations of the Independent Directors, the annual meeting of stockholders, previously scheduled for February 11, 2005, was postponed until such date as a new slate of directors could be proposed.

The Company's Plan of Compliance

According to the Compliance Plan, immediately following the Independent Director resignations, the four remaining Directors[7] determined that Baxter Troutman, a current Alico

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[6] According to the Company's March 22, 2005 Form 8-K, John R. Alexander resigned as Chairman and CEO and from the Board of ABT, and John D. Alexander (the son of John R. Alexander) was named as the new Chairman and CEO of ABT.

[7] John R. Alexander, John D. Alexander, Baxter Troutman and Bernard Lester, then Alico's President and CEO, who subsequently retired on February 28, 2005.

director, qualified as independent under Marketplace Rule 4200(A)(15) for purposes of a majority independent board and for serving on the Company's Nominating and Compensation Committees, but not for serving on the Audit Committee. Subsequently, on February 21, 2005, the Board elected Greg Mutz and Lee Caswell[8] to serve as Board members. The Company states that Mutz had been an independent member of ABT's board, a position he resigned immediately prior to his election to the Alico Board. The Board also appointed Messers Mutz and Troutman as the only members of the Company's Nominating and Compensation Committees. However, as discussed in footnote 10 below, Staff questions Mr. Troutman's independence. The Company also indicated that it has retained the services of an executive search firm, C.W. Sweet, Incorporated, to assist in seeking qualified candidates to serve as independent directors and audit committee members.[9] Finally, at its next annual meeting, to be "scheduled on or around June 15, 2005," the Company will present the new slate of directors for approval by its shareholders. At that time, the Company expects that it will be in compliance with the majority independent director and audit committee requirements.

Staff's Concerns

The Company's Board is currently comprised of five directors. Only one of these directors, (two, if Mr. Troutman is deemed independent)[10] may be considered independent pursuant to Nasdaq's rules. Therefore, nearly 60 days after the Independent Directors resigned, the Company continues to lack a majority independent board. Moreover, the Company has yet to constitute an audit committee. Staff believes that the audit committee's primary function of overseeing the accounting and financial reporting processes of the Company is a vital component of good corporate governance. A fully independent audit committee is required by Section 301 of the Sarbanes-Oxley Act of 2002 as well as being mandated by Rule 10A-3 under the Securities Exchange Act of 1934 and Nasdaq's continued listing requirements. However, according to its Compliance Plan, the Company does not expect to evidence compliance with these requirements until its next annual meeting, scheduled to occur on or around June 15, 2005. Staff also notes that the Company's Chief Financial Officer has announced his resignation, effective on April 15, 2005. Given this resignation and the nonexistent audit committee, Staff has significant concerns regarding the Company's internal controls over financial reporting.

It is important to note that Nasdaq's new corporate governance rules were intended, in large part, to shift the balance of power at listed issuers away from management, by empowering

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8 Mr. Caswell, according to the Company, is John R. Alexander's son-in-law, and therefore would not be considered an independent director under Rule 4200(a)(15)(C).

9 However, Staff notes that the Company did not announce such engagement until March 11, 2005, or three weeks later.

10 Staff is concerned by the Company's recent determination that Mr. Troutman can be considered independent. Staff notes that even though Mr. Troutman has been a director of the Company since July 2004, the Company has not previously identified him as an independent director. Staff also notes that Mr. Troutman is John R. Alexander's nephew and that until March 21, 2005 he too was a director of ABT. Staff is further concerned that Mr. Troutman's role as a director of ABT was not disclosed in Alico's Definitive Proxy dated January 21, 2005, for the now cancelled February 11, 2005 meeting, or in the Company's Compliance Plan dated February 23, 2005. As such, while Mr. Troutman may meet Nasdaq's "bright line" tests for independence, given the circumstances surrounding the resignation of the Independent Directors, as well as the familial and ABT relationship, Staff questions the ability for the Company's board to reasonably determine, as required by Rule 4200(a)(15), that Mr, Troutman does not have any relationship that would interfere with his exercise of independent judgment. Moreover, the independence determination was made by a board comprised solely of non-independent directors and one which included Mr. Troutman.

independent directors. This was to be accomplished largely by strengthening the existing requirement for an independent audit committee and adding new requirements for a majority of independent directors and an independent process for nominating new directors and setting executive compensation. Today, the Company fails to comply with any of these requirements including Nasdaq's Compensation and Nomination Committee requirements as set forth in Marketplace Rules 4350(c)(3) and 4350(c)(4)(A), respectively.

Further, in view of the totality of the circumstances discussed above, Staff believes the Company's failure to comply with Nasdaq's corporate governance requirements raises public interest concerns pursuant to Marketplace Rules 4300,[11] 4330(a)(3)[12].

In that regard, and as the SEC has clearly stated, Nasdaq's primary responsibility is to protect the interests of prospective investors.[13] Under these circumstances, to allow the continued listing of the Company would fundamentally contravene the legislative intent behind the adoption of Sarbanes-Oxley and Nasdaq's own goals in adopting a comprehensive set of new corporate governance listing standards.

In view of the foregoing, Staff has determined that Alico remains noncompliant with Nasdaq's corporate governance requirements for majority independent directors, compensation committee, nomination committee and audit committee pursuant to Marketplace Rules 4350(c)(l), 4350(c)(3)₃ 4350(c)(4)(A) and 4350(d)(2), respectively and that such circumstances raise public interest concerns under Marketplace Rules 4300, 4330(a)(3) which serve as an additional basis for delisting. Accordingly the Company's securities will be delisted from The Nasdaq Stock Market at the opening of business on April 12, 2005.

* * *

Marketplace Rule 4815(b) requires that the Company, as promptly as possible but no later than seven calendar days from the receipt of this letter, make a public announcement through the news media which discloses receipt of this letter and the Nasdaq rules upon which it is based.[14] The Company must provide a copy of this announcement to Nasdaq's StockWatch Department and Listing Qualifications Hearings Department (the "Hearings Department") at least 10 minutes prior to

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11 Marketplace Rule 4300 states that Nasdaq "will exercise broad discretionary authority over the initial and continued inclusion of securities in Nasdaq in order to maintain the quality and public confidence in its market. Under such broad discretion and in addition to its authority under Rule 4330(a), Nasdaq may deny initial inclusion or apply additional or more stringent criteria for the initial or continued inclusion of particular securities or suspend or terminate the inclusion of particular securities based on any event, condition, or circumstance which exists or occurs that makes initial or continued inclusion of the securities in Nasdaq inadvisable or unwarranted in the opinion of Nasdaq, even though the securities meet all enumerated criteria for initial or continued inclusion in Nasdaq."

12 Marketplace Rule 4330(a)(3) states that "Nasdaq may, in accordance with Rule 4800 Series, deny inclusion or apply additional or more stringent criteria for initial or continued inclusion of particular securities or suspend or terminate the inclusion of an otherwise qualified security if Nasdaq deems it necessary to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, or to protect investors and the public interest."

13 See, eg., In re Tassaway, Release 34-11291 (March 13, 1975).

14 The Company must ensure that the full text of the required announcement is disseminated publicly. The Company has not satisfied this requirement if the announcement is published as a headline only or if the news service determines not to publish the full text of the story.

its public dissemination.[15] For your convenience, we have enclosed a list of news services. In the event the Company does not make the required public announcement, Nasdaq will halt trading in its securities, even if the Company appeals Staff's determination to a Listing Qualifications Panel (the "Panel") as described below.

Please be advised that Marketplace Rule 4815(b) does not relieve the Company of its obligation to disclose Staff's determination under the federal securities laws. In that regard, Item 3.01 of Form 8-K requires disclosure of the receipt of a delisting notification within four business days.[16] Accordingly, the Company should consult with counsel regarding its disclosure and other obligations mandated by law.[17]

The Company may appeal Staff's determination to the Panel, pursuant to the procedures set forth in the Nasdaq Marketplace Rule 4800 Series. A hearing request will stay the delisting of the Company's securities pending the Panel's decision. Hearing requests should not contain arguments in support of the Company's position. The Company may request either an oral hearing or a hearing based solely on written submissions. The fee for an oral hearing is $5,000; the fee for a hearing based on written submissions is $4,000. Please note that the hearing fee is non-refundable and that the check must be made payable to "The Nasdaq Stock Market, Inc.". The request for a hearing and a copy of the check must be received by the Hearings Department no later than 4:00 p.m. Eastern Time on April 8, 2005. The request must be in writing and faxed, with a copy of the check, to (301) 978-8080, with the original request sent to:

Lanae Holbrook
Chief Counsel
Office of Listing Qualifications Hearings
The Nasdaq Stock Market, Inc.
9600 Blackwell Road, Fifth Floor
Rockville, MD 20850

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15 This notice should be provided to the attention of Nasdaq's StockWatch Department (telephone: 301/975-8500; facsimile: 301/978-8510), 9513 Key Wesi Avenue, Rockville, Maryland, 20850, and to Nasdaq's Hearings Department (telephone: 301/978-8071; facsimile: 301/978-8080), 9600 Blackwell Road, Fifth Floor, Rockville, Maryland 20850.

16 See, SEC Release No. 34-49424.

17 Nasdaq cannot render advice to the Company with respect to the format or content of the public announcement. The following is provided only as a guide that should be modified following consultation with securities counsel: the Company received a Nasdaq Staff Determination on (DATE OF RECEIPT OF STAFF DETERMINATION) indicating that the Company fails to comply with the (STOCKHOLDERS' EQUITY, MINIMUM BID PRICE, MARKET VALUE OF PUBLICLY HELD SHARES, FILING, etc.) requirement(s) for continued listing set forth in Marketplace Rule(s) __________, and dial its securities are, therefore, subject to delisting from (The Nasdaq National/SmallCap Market). The Company has requested a hearing before a Nasdaq Listing Qualifications Panel to review the Staff Determination. There can be no assurance the Panel will grant the Company's request for continued listing.

The Company must send the enclosed *Hearing Fee Payment Form* with its payment to:

If by Regular Mail[18]		If by Courier/Overnight
The Nasdaq Stock Market, Inc. P.O. Box 7777-W9740 Philadelphia, PA 19175-9740	or	The Nasdaq Stock Market, Inc. W9740 C/O Mellon Bank, Rm 3490 701 Market Street Philadelphia, PA 19106

Please note that the delisting will be stayed only if the Hearings Department (the Rockville, MD location) receives the Company's hearing request on or before 4:00 p.m. Eastern Time on April 8, 2005.

If you would like additional information regarding the hearing process, please call the Hearings Department at (301) 978-8203.

Marketplace Rule 4890 prohibits communications relevant to the merits of a proceeding under the Marketplace Rule 4800 Series between the Company and the Hearings Department unless Staff is provided notice and an opportunity to participate. In that regard, Staff waived its right to participate in any oral communications between the Company and the Hearings Department. Should Staff determine to revoke such waiver, the Company will be immediately notified, and the requirements of Marketplace Rule 4890 will be strictly enforced.

If the Company does not appeal Staff's determination to the Panel, the Company's securities will not be immediately eligible to trade on the OTC Bulletin Board or in the "Pink Sheets." The securities may become eligible if a market maker makes application to register in and quote the security in accordance with SEC Rule 15c2-11, and such application (a "Form 211") is cleared.[19] Only a market maker, not the Company, may file a Form 211.

While the delisting announcement will be included on the "Daily List," which is posted and available to subscribers of www.Nasdaqtrader.com at approximately 2:00 p.m. on April 11, 2005, news of the delisting may not be deemed publicly disseminated until the Company makes an announcement through a Regulation FD compliant means of communication. Nasdaq strongly recommends that the Company issue a press release announcing the delisting.

If you have any questions, please contact Tom Choe, Senior Analyst, at (301) 978-8027.

Sincerely,

18 The P.O. Box address will not accept courier or overnight deliveries.

19 Pursuant to Marketplace Rules 6530 and 6540, a Form 211 cannot be cleared if the issuer is not current in its filing obligations.

News Services List

Dow Jones News Wire Spot
News
Harborside Financial Center
800 Plaza Two
Jersey City, NJ 07311-1199
(201) 938-5400
(201) 938-5600 FAX

Bloomberg Business News
Newsroom
P.O. Box 888
Princeton, NJ 08540-0888
(609) 750-4500
(609) 497-6577 FAX

PR Newswire
810 7th Avenue, 35th Floor
New York, NY 10019
(800) 832-5522
(800) 793-9313 FAX

Businesswire
40 E. 52nd Street
14th Floor
New York, NY 10022
(212) 752-9600
(212)752-9698 FAX

Reuters
Corporate News Desk
199 Waters Street, 10th Floor
New York, NY 10038
(212) 859-1600
(212) 859-1717 FAX

Hearing Fee Payment Form

Please complete this form legibly and submit it with your payment to the appropriate address below:

Issuer Name: ______________________________

Issuer Symbol: ______________________________

Issuer Address: ______________________________

____

Remitter Name: ______________________________
(if not the same as the Issuer)

Check enclosed in the amount of $ ____________ Check No. ______

Please attach your payment to this form and send to:

Regular Mail		Courier/Overnight
The Nasdaq Stock Market, Inc. P.O. Box 7777-W9740 Philadelphia, PA 19175-9740	or	The Nasdaq Stock Market, Inc. W9740 C/O Mellon Bank, Rm 3490 701 Market Street Philadelphia, PA 19106

Please note that the P.O. Box address **will not accept** courier or overnight deliveries.

LAS & Annual Payment Form

Please complete this form legibly and submit it with your payment to the appropriate address below:

Issuer Name: ______________________________

Issuer Symbol: ______________________________

Issuer Address: ______________________________

____

Remitter Name: ______________________________
(if not the same as the Issuer)

Check enclosed in the amount of $ ___________ Check No. ______

Invoice Detail:

Invoice #: _____________	Fee Type: _____________	Amount: _____________
Invoice #: _____________	Fee Type: _____________	Amount: _____________
Invoice #: _____________	Fee Type: _____________	Amount: _____________

Please attach your payment to this form and send to:

Regular Mail		Courier/Overnight
The Nasdaq Stock Market, Inc. P.O. Box 7777-W8130 Philadelphia, PA 19175-8130	or	The Nasdaq Stock Market, Inc. W8130 C/O Mellon Bank, Rm 3490 701 Market Street Philadelphia, PA 19106

Please note that the P.O. Box address **will not accept** courier or overnight deliveries.

Exhibit 99.2

Alico, Inc. Announces Receipt and Appeal of Nasdaq Stock Market Staff Notice of Delisting as a Result of the Failure of the Company to Comply with Nasdaq Continued Listing Requirements Related to the Composition of its Board

La Belle, FL., April 7, 2005 — Alico, Inc., (NASDAQ: ALCO), announced today that on April 1, 2005, it received a letter from The Nasdaq Stock Market indicating that the Nasdaq Staff has determined that the Company is not in compliance with the independent director requirements for continued listing set forth in Marketplace Rules 4350(C)(1) (Independent Majority for Boards of Directors), 4350(C)(3) (Independence of Compensation Committee), 4350(C)(4)(A) (Independence of Nominating Committee), and 4350(d)(2) (Independence of Audit Committee), and that unless appealed and their determination reversed, its securities will be delisted from the Nasdaq Stock Market. The Company has filed a notice of appeal and requested a hearing before a Nasdaq Listing Qualifications Panel to review the Staff's determination. The appeal will stay delisting of the Company's securities pending the Panel's decision. However, as Alico also announced today, it has elected, as a result of its search commenced in February of 2005, three new independent directors and has reconstituted its audit, compensation and nominating committees. As a result, Alico believes it is now in full compliance with the foregoing rules, which the Company hopes will make the delisting notice moot. There can be no assurance that the Staff will determine that the delisting notice has become moot or that the Nasdaq Panel will grant the Company's appeal, if in fact, the hearing is held.

Delisting Release Caution Disclaimer

Some of the statements in this press release include statements about future expectations. Statements that are not historical facts are "forward-looking statements" for the purpose of the safe harbor provided by Section 21E of the Exchange Act and Section 27A of the Securities Act. These forward-looking statements, which include references to expected or hoped for results or actions with respect to the staff of the Nasdaq Stock Market or the Nasdaq heaing panel a re predictive in nature or depend upon or refer to future events or conditions which may not be achievable and, are subject to known, as well as, unknown risks and uncertainties that may cause actual results to differ materially from our expectations The Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of future events, new information or otherwise.

Exhibit 99.3

Alico, Inc. Announces Appointment of New Chief Financial Officer, Election of Three New Independent Directors, Reinstitution of Audit Committee, Reconfiguration of its Compensation Committee and the

Resignation of J.D. Alexander from the Board

La Belle, FL., April 7, 2005 — Alico, Inc., (NASDAQ: ALCO), announced today that, at a meeting of its Board of Directors held on April 4, 2005, it promoted its controller Patrick W. Murphy to the position of Chief Financial Officer. Mr. Murphy has served as Alico's controller since 2002 and previously served the Company first in its accounting department and then as its controller from 1992-1999. Mr. John Alexander, Alico's Chairman and CEO, endorsed Mr. Murphy's promotion to CFO, stating that "we are indeed fortunate to have someone who is both qualified and understands Alico and its business to step in and assume the responsibilities of our CFO upon Craig Simmons' departure on April 15, 2005." Mr. Simmons stated that he had worked with Mr. Murphy for many years and could "unequivocally attest to his enthusiasm, integrity and ability." Mr. Murphy indicated that he expected to fill the controller position shortly and was excited about assuming the position of CFO. He stated that he was confident that the transition from Mr. Simmons to him was progressing smoothly and would be seamless.

The Alico Board also announced today that, at board meetings held on April 4 and April 6, 2005, the Board of Directors elected three new independent directors. These directors are:

Professor Gordon Walker, Chairman of the Department of Strategy and Entrepreneurship of Southern Methodist University. Dr. Walker, age 60, has an MBA and a Ph.D. from The Wharton School at the University of Pennsylvania. He received his undergraduate degree from Yale University. Prior to joining the faculty at Southern Methodist University, Dr. Walker was an Adjunct Associate Professor at Yale University and prior to that he served as an Assistant Professor at the Sloan School, Massachusetts Institute of Technology;

Mr. Charles Palmer, who has a long and distinguished career in the venture capital field and is currently President and Chief Executive Officer of North American Company, LLLP, a diversified holding company headquartered in Broward County Florida which participates in speciality acquisition funds through North American Funds and real estate development through Sea Ranch Properties, Inc. Mr. Palmer, age 63, acts as Chief Executive Officer of each of these Companies and holds the same position with North American Business Development Companies, L.L.C., a business entity that manages each of

Director Release Caution Disclaimer

Some of the statements in this press release include statements about future expectations. Statements that are not historical facts are "forward-looking statements" for the purpose of the safe harbor provided by Section 21E of the Exchange Act and Section 27A of the Securities Act. These forward-looking statements, which include references to expected or hoped for results or actions with respect to the staff of the Nasdaq Stock Market or the Nasdaq heaing panel and the expectations of the Company with respect to finding new directors in addition to those announced today or the transition between our resigning and replacement CFO a re predictive in nature or depend upon or refer to future events or conditions which may not be achievable and, are subject to known, as well as, unknown risks and uncertainties that may cause actual results to differ materially from our expectations The Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of future events, new information or otherwise.

the specialty acquisition funds. He is also chairman of each of the businesses held in such funds which currently include: J&B Meats Corp. (a meat processor); Culinary Standards Corporation (frozen food manufacturer); Polymer Design Corporation (a liquid-resin parts manufacturer); Actown Electrocoil, Inc (manufacturer of custom electromagnetic devices); and PCT Interconnect (a quick-turn printed circuit board manufacturer). Mr. Palmer has served on numerous boards including the boards of SunTrust Bank of South Florida, NA a subsidiary of SunTrust Banks, Inc. (STI), the Board of the Performing Arts Center Authority of Broward County, and the Broward County Community Foundation. He holds an MBA from Northwestern University and a B.S. degree from Georgetown University.

Mr. Phillip S. Dingle, age 43, the immediate past Chairman and Chief Executive Officer of PlanVista Corporation (formerly HealthPlan Services Corporation, an NYSE company) headquartered in Tampa, Florida until its recent merger with ProxyMed, Inc. (PILL). Before assuming the position of Chief Executive Officer of HealthPlan Services, Mr. Dingle served as the Chief Financial Officer of that Company and as its Chief Counsel. Mr. Dingle holds an LLM in Taxation from New York University, a J.D. from the University of Florida and a B.A. in Business Administration and Accounting from the University of Notre Dame.

Mr. Gregory T. Mutz, Chairman of the Alico Nominating Committee, stated, “I am extremely pleased that we were able to attract individuals with the credentials, business experience and background of Gordon Walker, Charles Palmer and Phillip Dingle to the Alico Board. I look forward to the positive contributions and insights each will bring to Alico.”

Mr. John Alexander announced that Mr. J.D. Alexander had tendered his resignation as a director of the Company in accordance with his previously announced intentions. Mr. J.D. Alexander stated that as President and CEO of Atlantic Blue Trust, Inc., Alico’s largest stockholder, he remained committed to the success of Alico but felt that given his new responsibilities at ABT, and in the interests of separating the leadership of the two companies, it was in the best interest of both companies that he concentrate his efforts at ABT. The Board expressed its appreciation to Mr. J.D. Alexander for his service.

With the election of Dr. Walker, Mr. Palmer and Mr. Dingle, Alico has reinstated its Audit Committee which will consist of Mr. Mutz, Prof. Walker and Mr. Dingle. Mr. Mutz will serve as Chairman of the Audit Committee and as the Audit Committee Financial Expert. Mr. Palmer will serve on Alico’s Compensation Committee. Mr. Troutman has resigned from the Compensation Committee. The Board expects to add two more independent directors by the end of April. Chairman John Alexander reiterated Alico’s commitment to having a majority of independent directors and to being in compliance with all applicable regulations relating to board and committee composition. Mr. Alexander stated that once a full complement of directors is seated, the committee appointments will be reviewed and determined by the full Board. He also noted that the Nominating Committee would have acted sooner to recommend the election of replacement directors, but the Nominating Committee wanted to wait to give stockholders an opportunity to propose prospective nominees. In accordance with the previously announced policy of the Nominating Committee, the period for stockholders to provide information on prospective nominees expired March 31, 2005.

Mr. Mutz, Chairman of the Nominating Committee, noted that he was pleased that the Nominating Committee has been able to replace Alico’s independent directors with fully independent persons who are experienced, well qualified and will add valuable insight and judgment to both the Board and to Alico.

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