

**JUDGMENT CREDITOR CADLES OF GRASSY MEADOWS II, L.L.C., AS
SUCCESSOR-IN-INTEREST TO JUDGMENT CREDITOR RESOLUTION TRUST
CORPORATION AS RECEIVER OF FIRST SAVINGS OF ARKANSAS, F.A.’S
APPLICATION FOR CHARGING ORDER**

Applicant **CADLES OF GRASSY MEADOWS II, L.L.C.** (“Cadles”), as successor-in-interest to Judgment Creditor Resolution Trust Corporation as Receiver of First Savings of Arkansas, F.A. in the judgment registered in this Court on November 10, 2010, under Case No. 2:10-ms-00112-NA (subsequently changed to Case No. 2:11-cv-00475), respectfully requests that the Court grant this Application for Charging Order (this “Application”) against the membership interest of Judgment Debtor Dean H. Maddox, individually, in Respondent Thirstbusters LLC, pursuant to FEDERAL RULE OF CIVIL PROCEDURE 64, FEDERAL RULE OF CIVIL PROCEDURE 69, and NEVADA REVISED STATUTES SECTION 86.401, and Cadles shows the Court the following:

JURISDICTION AND PARTIES

1. This Court has Jurisdiction over this matter because the judgment against Maddox was registered in this Court, giving it the same force and effect as a judgment of this Court. 28 U.S.C. § 1963 (2006).
2. Cadles is a West Virginia limited liability company with its principal place of business in Ohio.
3. Thirstbusters LLC (“Thirstbusters”) is a Nevada Limited Liability Company with its principal place of business in Nevada, and may be served with process through its registered agent, Incorp Services, Inc., at 2360 Corporate Circle, Suite 400, Henderson, Nevada 89074-7722, pursuant to Federal Rule of Civil Procedure 4(h)(1)(B).
4. Judgment Debtor Dean H. Maddox (“Maddox”) may be served with notice at 615 Peden Street, Houston, Texas 77006, pursuant to Federal Rule of Civil Procedure 4(e)(1).

SUPPORTING DOCUMENTS

5. This Application is supported by the Affidavit of Nick Davies (the “Davies Affidavit”), attached as Exhibit A and fully incorporated herein by reference, as well as the other Exhibits attached hereto.

OPERATIVE FACTS

6. Resolution Trust Corporation as Receiver of First Savings of Arkansas, F.A. (“RTC”), recovered a judgment (the “Judgment”) against Defendants Texas Moline, Ltd. and Dean H. Maddox, jointly and severally, in Cause No. H-92-1692, in the United States District Court for the Southern District of Texas, Houston Division, and the Judgment was duly registered in this Court on November 10, 2010.¹ The Judgment awarded RTC the principal sum of \$2,945,218.00, plus pre-judgment interest at eight percent (8%) from April 2, 1991 to the date of judgment, for a per diem accrual of \$645.53 on the \$2,945,218.00 sum, plus reasonable attorneys fees of \$4,000.00, plus additional fees in the event of appeal, plus judgment for all costs of Court, plus post-judgment interest on all sums at the rate of 3.38% per annum from the date of judgment until paid.² As of April 25, 2011, the total amount of principal due on the Judgment, with interest compounded annually pursuant to 28 UNITED STATES CODE SECTION 1961(b) (2006), is \$6,211,858.30, plus accrued interest as of that date in the amount of \$91,242.62, for a total of \$6,303,100.92, with interest accruing at 3.38% per annum.³

7. In June 1995, RTC assigned the Judgment to JDC Finance Company (“JDC”).⁴ JDC assigned the Judgment to Value Recovery Group, Inc. (“VRG”),⁵ VRG assigned the

¹ A certified copy of the registered Judgment is attached as Exhibit B, and incorporated by reference.

² See Exhibit B.

³ See Exhibit A at ¶ 8; the amount owed under the Judgment will change pending payment on a related garnishment matter filed with the Court under this cause number on July 16, 2010, at document number 47.

⁴ A true and correct copy of the RTC’s Assignment of Judgment to JDC is attached as Exhibit A-1, and incorporated by reference.

⁵ True and correct copies of the Assignment and Bill of Sale and Power of Attorney to VRG are attached as Exhibit A-2 and Exhibit A-3, respectively, and incorporated by reference.

Judgment to The Cadle Company (“Cadle”),⁶ and Cadle assigned the Judgment to Cadles,⁷ the current owner and holder of the Judgment.⁸ The Judgment remains in all things final, valid, subsisting and unsatisfied.⁹

8. Thirstbusters is a Nevada limited liability company engaged in carrying on business for profit, with its principal place of business in Nevada.¹⁰ Because Maddox and/or his d/b/a, The Maddox Interests, have a membership interest in Thirstbusters,¹¹ there are sums that are or will become due from Thirstbusters to Maddox. Thirstbusters should pay those sums directly to Cadles in order to pay the unsatisfied amount of the Judgment against Maddox.

9. After a diligent search, Cadles has not discovered assets of Maddox subject to execution sufficient to satisfy the Judgment.¹² Cadles is therefore entitled, pursuant to FEDERAL RULE OF CIVIL PROCEDURE 64 and NEVADA REVISED STATUTES SECTION 86.401, to have Maddox’s interest in Thirstbusters charged as set out above.

PRAYER

WHEREFORE, Cadles of Grassy Meadows II, L.L.C. requests that the Court grant this application and enter an order:

1. requiring Maddox to immediately produce copies of all agreements concerning his interest related to Thirstbusters, including a report of the amounts now due or that may become due and distributable to Maddox by virtue of his membership interest in Thirstbusters and copies of all regulations and articles of organization of Thirstbusters;
2. charging the interest of Maddox and/or his d/b/a, The Maddox Interests, in Thirstbusters in the manner set forth in this Application, in the amount of the unsatisfied Judgment attached as Exhibit B, together with interest, costs and attorneys’ fees as may be allowed;

⁶ A true and correct copy of the assignment to Cadle is attached as Exhibit A-4, and incorporated by reference.

⁷ A true and correct copy of the assignment to Cadles is attached as Exhibit A-5, and incorporated by reference.

⁸ See Exhibit A at ¶ 6.

⁹ See *id.* at ¶ 8.

¹⁰ Certified copies of the Articles of Organization and Annual List for Thirstbusters are attached as Exhibit C and incorporated by reference.

¹¹ See Exhibit A-6.

¹² See Exhibit A at ¶ 9.

3. requiring Thirstbusters to distribute all membership distributions, profits, cash, assets and other monies due or that shall become due to Maddox and/or his d/b/a, The Maddox Interests, directly to Cadles until the unsatisfied Judgment attached as **Exhibit B**, together with interest, costs and attorneys' fees as may be allowed, have been fully paid;
4. that Thirstbusters shall not distribute to any other person or entity any membership distributions, profits, cash, assets, or other monies due or that shall become due to Maddox and/or his d/b/a, The Maddox Interests;
5. charging all costs and attorneys' fees incurred by Cadles in drafting this Application and obtaining said order against Maddox; and
6. granting Cadles all other relief to which Cadles may be justly entitled.

Respectfully submitted,

ADAMS LAW GROUP, LTD.

IT IS SO ORDERED.



PHILIP M. PRO
U.S. DISTRICT JUDGE

Dated: June 28, 2011.

By: /s/ Assly Sayyar
Assly Sayyar, attorney-in-charge
Nevada Bar No. 9178

8681 W. Sahara Ave., Suite 280
Las Vegas, Nevada 89117
Tel: 702-838-7200
Fax: 702-838-3636
assly@adamslawnevada.com

**ATTORNEYS FOR PLAINTIFF
CADLES OF GRASSY MEADOWS II, L.L.C.**

BELL NUNNALLY & MARTIN LLP

By: /s/ Jeffrey S. Lowenstein
Jeffrey S. Lowenstein, associate counsel
Texas Bar No. 24007574
Ross A. Williams, associate counsel
Texas Bar No. 24066296

3232 McKinney Ave., Suite 1400
Dallas, Texas 75204-2429
Tel: 214-740-1400
Fax 214-740-1499
jeffl@bellnunnally.com
rossw@bellnunnally.com

**ASSOCIATE COUNSEL FOR PLAINTIFF
CADLES OF GRASSY MEADOWS II, L.L.C.**

CERTIFICATE OF INTERESTED PARTIES

There are no known interested parties other than those participating in this Application.

/s/ Assly Sayyar
Assly Sayyar

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing was served on the 1st day of June, 2011, as follows:

VIA CMRRR #7160 3901 9849 2439 5033

Timothy J. Henderson
Attorney at Law
6300 West Loop South, Suite 280
Bellaire, Texas 77401

VIA CMRRR #7160 3901 9849 2439 2162

Thirstbusters LLC
c/o its registered agent, Incorp Services, Inc.
2360 Corporate Circle, Suite 400
Henderson, Nevada 89074-7722

VIA CMRRR #7160 3901 9849 2439 5057

Steven D. Grossman
Sheiness, Scott, Grossman & Cohn LLP
1001 McKinney, Suite 1400
Houston, Texas 77002

VIA CMRRR #7160 3901 9849 2439 5064

Michael Mushkin
Mushkin & Associates
4475 S. Pecos Rd.
Las Vegas, Nevada 89121

/s/ Ross A. Williams
Ross A. Williams

AFFIDAVIT OF NICK DAVIES

STATE OF OHIO

§
§
§

COUNTY OF TRUMBULL

BEFORE ME, the undersigned authority, on this day personally appeared the undersigned affiant, who, being by me duly sworn, states on oath that:

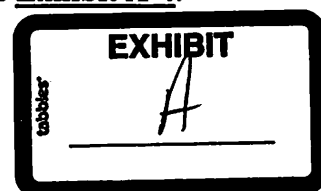
1. “My name is Nick Davies. I am of sound mind and am competent to testify to the matters contained in this Affidavit. I am over the age of 21 years and have never been convicted of a felony or of any crime of moral turpitude. Every statement made in this is made on my personal knowledge and is true and correct.

2. “I am an Account Officer for Cadles of Grassy Meadows II, L.L.C. (“Cadles”).

3. “On June 1, 1995, Resolution Trust Corporation as Receiver of First Savings of Arkansas, F.A. (“RTC”) assigned all of its right, title and interest in the judgment in Cause No. H-92-1692, *Resolution Trust Corporation as Receiver of First Savings of Arkansas, F.A. v. Texas Moline, Ltd. and Dean H. Maddox, jointly and severally*, entered in the United States District Court for the Southern District of Texas, Houston Division, on November 19, 1993 (the “Judgment”), to JDC Finance Company (“JDC”). A true and correct copy of the RTC’s Assignment of Judgment to JDC Finance Company is attached hereto as **Exhibit A-1**.

4. “On September 8, 1998, JDC assigned all of its right, title and interest in the Judgment to Value Recovery Group, Inc. (“VRG”). True and correct copies of the Assignment and Bill of Sale and Power of Attorney executed by JDC are attached hereto as **Exhibits A-2 and A-3**, respectively.

5. “On July 26, 2001, VRG assigned all of its right, title and interest in the Judgment to The Cadle Company (“Cadle”). A true, correct, and certified copy of the Corrected Assignment of Judgment executed by VRG is attached hereto as **Exhibit A-4**.



6. “On August 4, 2008, Cadle assigned all of its right, title and interest in the Judgment to Cadles. A true, correct, and certified copy of the Assignment of Judgment executed by Cadle is attached hereto as Exhibit A-5. Cadles is the current owner and holder of the Judgment.

7. “The Judgment was awarded against Texas Moline, Ltd. and Dean H. Maddox, jointly and severally, as follows: in the principal sum of \$2,945,218.00; plus pre-judgment interest at eight percent (8%) from April 2, 1991, to the date of judgment for a per diem accrual of \$645.53 on the \$2,945,218.00 sum; plus reasonable attorneys fees of \$4,000.00; plus additional fees in the event of appeal; plus all costs of Court; plus post-judgment interest on all sums at the rate of 3.38% per annum from the date of judgment until paid.

8. “The Judgment is final, valid, subsisting and unsatisfied. As of April 25, 2011, the total amount of principal due on the Judgment, with interest compounded annually pursuant to 28 UNITED STATES CODE SECTION 1961(b) (2006), is \$6,211,858.30, plus accrued interest as of that date in the amount of \$91,242.62, for a total of \$6,303,100.92, with interest accruing at 3.38% per annum. Cadles is the owner and holder of the Judgment.

9. “After a diligent search, Cadles has not discovered assets of Maddox subject to execution sufficient to satisfy the Judgment.

10. “A true and correct copy of excerpts from the Oral Deposition of Dean H. Maddox, which was taken on February 10, 2011, is attached as Exhibit A-6. Those excerpts reflect that The Maddox Interests is a d/b/a of Dean H. Maddox, individually, and that Dean H. Maddox and/or his d/b/a, “The Maddox Interests,” holds an interest in Thirstbusters LLC.”

FURTHER AFFIANT SAYETH NAUGHT.

Nick Davies
Nick Davies

SUBSCRIBED AND SWORN TO BEFORE ME on this the 5 day of May 2011, to certify which hand and official seal.

Amanda Reed
Notary Public in and for the State of Ohio

771899_1.DOC/8.830



Amanda Reed
Resident Mahoning County
Notary Public, State of Ohio
My Commission Expires: 09/28/2014

ASSIGNMENT OF JUDGMENT

STATE OF TEXAS §
 § KNOW ALL PERSONS BY THESE PRESENTS:
COUNTY OF DALLAS §

FOR VALUABLE CONSIDERATIONS, in hand paid, the receipt and adequacy of which are hereby acknowledged, Resolution Trust Corporation, as Receiver for First Savings of Arkansas, F.A. ("Assignor"), hereby sells, transfers, assigns and sets over to JDC Finance Company I, L.P. ("Assignee") all of Assignor's right, title and interest in and to the following Judgment, as described hereinbelow:

That certain Final Judgment signed November 16, 1993, in Civil Action No. H-92-1692 styled, "Resolution Trust Corporation As Receiver of *First Savings of Arkansas, F.A.*, Plaintiff, v. Texas Moline, Ltd. and Dean H. Maddox, jointly and severally, Defendants" then pending in the United States District Court for the Southern District of Texas, Houston Division, for the sum of \$2,945,218.00, plus pre-judgment interest as specified therein, attorney's fees and post-judgment interest at the rate of 3.38% per year. A copy of such Judgment is attached hereto as Exhibit "A" and incorporated herein by reference for all purposes;

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be executed at ^{Cook} Dallas County, ^{TX} Texas this 1 day of June 1995, but effective as of the 17 day of MARCH 1995.

RESOLUTION TRUST CORPORATION, in its capacity as receiver for First Savings of Arkansas, F.A.

By: *Roy J. Lollar Jr.*
Name: ROY J. LOLLAR JR.
Attorney-In-Fact



ILLINOIS

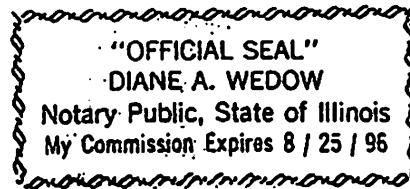
STATE OF ~~MISSOURI~~ §
COOK §
COUNTY OF ~~JACKSON~~ §

This instrument was acknowledged before me on the 2nd day of JUNE, 1995, by Roy S. Lohrke Jr as attorney-in-fact of Resolution Trust Corporation, in its capacity as Receiver for First Savings of Arkansas, F.A., for the consideration therein expressed.

SUBSCRIBED AND SWORN TO before me on the 2nd day of JUNE, 1995.

Diane A. Wedow
Notary Public in and for the State of Texas

SDGITRAM167245.1



10/1/98

ASSIGNMENT AND BILL OF SALE

Pursuant to that certain Asset Purchase and Sale Agreement, dated as of September 8, 1998, made and entered into by and between JDC FINANCE COMPANY II, L.P. ("JDC"), a Delaware limited partnership, and VALUE RECOVERY GROUP, INC. ("VRG") which provides for the transfer to VRG, all of JDC's rights, title and interest, if any, in and to "the assets listed on Exhibit A attached hereto" (the "Assets") and VRG hereby agrees to accept the Assets from JDC.

JDC executed a Power of Attorney on September 8, 1998, providing VRG with the authority to execute an Assignment and Bill of Sale to transfer the Assets.

NOW THEREFORE KNOW ALL MEN BY THESE PRESENTS, that JDC, for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, and intending to be legally bound, has bargained and sold, and by these presents, does hereby grant, bargain, sell, convey, transfer, assign, and deliver to VRG, its successors and permitted assigns, each of the Assets, "as is", without representation or warranty as to ownership, title, collectability, or any other matter.

TO HAVE AND TO HOLD the Assets unto VRG, its successors and permitted assigns, to and for its and their own proper use and benefit forever.

VRG shall have the right to collect or receive any monies due under the Assets, and any part thereof, or to release or discharge said Assets. VRG, by accepting this Assignment and Bill of Sale, does hereby hold JDC harmless from all costs incurred in the collection of the Assets.

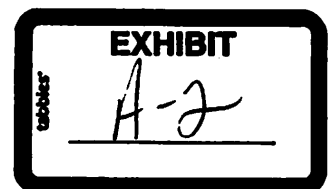
This Assignment and Bill of Sale shall be governed by and construed in accordance with the laws of the State of Ohio, without giving effect to principles thereof relating to conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly executed this Assignment and Bill of Sale, or has caused this Assignment and Bill of Sale to be executed on its behalf, as of 8/1/98, 1998.

JDC FINANCE COMPANY II, L.P.

By: Value Recovery Group, Inc.
Attorney-in-Fact

BY: [Signature]
Barry H. Fromm, President



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JCD SYSTEM UNASSIGNED WITH FILES
 KANSAS CITY OFFICE

FIN NO: 7370

LIBREA	TYPE	FILE	ACCTING	ASSETNAME	BALANCE	BOXNO
45-699	D	Y	9450004	MADDIX, DEAN H	2,945,218.00	N
45-699	D	Y	9450020	HEARY MICHAEL L	982,500.00	N
45-699	D	Y	9450021	WILSON CHARLES J	982,500.00	N
46-699	J	Y	9460025	BOLDEN, JAMES L	3,592.07	N
46-699	J	Y	9460160	JERIMIAH'S RESTAURANT, INC.	1,155,262.08	N
46-699	J	Y	9460087	NEULAND, JOHN R	20,436.86	N
					
FIN 7370 TOTAL:					6,089,509.01	

POOL 8

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, JDC Finance Company II, L.P., a Delaware limited partnership ("**Seller**"), hereby constitutes and appoints Value Recovery Group, Inc. ("**Buyer**"), its true and lawful attorney and agent, with power and authority to do the following with respect to those certain judgments, deficiencies, charge-offs and small-balance assets (the "**Assets**") described in Exhibit "A" attached to that certain Asset Purchase and Sale Agreement, dated as of September 8, 1998, between Seller, as seller, and Buyer, as buyer:

(i) Execute any and all documents and instruments necessary to transfer, convey and deliver to Buyer all the Seller's right, title, interest and possession of the Assets and the Asset Documents, and all of Seller's interest in any property, whether real or personal, securing the Assets;

(ii) Endorse Seller's name on checks, drafts, money orders or other evidence of payment made by any obligors or any other persons on any of the Assets and received by Seller or Buyer after the date hereof;

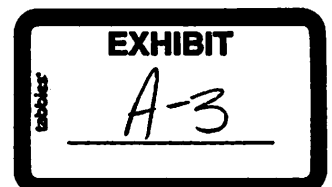
(iii) Endorse and sign Seller's name on assignments, continuation statements and other documents to be filed or recorded as public records with respect to the Assets;

(iv) Enforce, to the extent of its interest in the Assets, the provisions of any insurance policy that names Seller as insured, loss payee or lienholder;

Seller hereby ratifies and confirms all that Buyer as such attorney and agent shall do or cause to be done within the lawful scope hereof; provided, however, that such ratification and confirmation of the power granted to Buyer herein shall not create any obligation or impose any liability on Seller.

By acceptance hereof Buyer agrees to indemnify and hold harmless Seller, its officers, directors, agents, employees and representatives from and against any and all liabilities, claims, expenses, damages or losses, including without limitation reasonable fees of legal counsel, and related disbursements incurred by Seller and arising out of any actions by Buyer in the name of Seller. Upon notice and request by Seller, Buyer agrees to defend Seller or cause Seller to be defended in any legal action, suit, or proceeding arising out of any actions by Buyer in the name of Seller.

This Power of Attorney is coupled with an interest and may not be revoked unless Buyer exceeds the scope of the authority granted hereunder in the name of Seller and is non-transferable and non-assignable by Buyer.



IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of the 8th day of September, 1998.

SELLER:

JDC FINANCE COMPANY II, L.P.,
a Delaware limited partnership

By: Prentiss/FMRC Joint Venture II, a Texas
general partnership, its General Partner

By: Prentiss Properties JDC, Inc., a
Delaware corporation, its General
Partner

By: Bruce Nozick
Name: Bruce Nozick
Title: Designated Representative

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CGC 9/7/98

PPLID	Name	Receivership	Current Best Value	PPLID	Name	Receivership	Current Best Value
23245	HART, LLOYD	MIDWEST FEDERAL SAVINGS BANK	43,000.00	23286	HART, W.	MIDWEST FEDERAL SAVINGS BANK	7,287.00
23247	HAWKINS, SARAH	MADISON GUARANTY S&L	2,422.00	23288	HAWKIN HOUSE	MINNEAPOLIS CORPORATE	7,000.00
23248	HAYS, WILLIAM J. (CFO PCS)	CROSS ROADS S&L ASSN F.A.	11,248.00	23279	HEATH, W.	MIDWEST FEDERAL SAVINGS BANK	8,800.00
23271	HEATHCOCK, C.	MIDWEST FEDERAL SAVINGS BANK	2,704.00	23272	HENDERSON, BARBARA	COMMUNITY FEDERAL S&L ASSN	5,786.00
23273	HENDRICKSON, V.	MIDWEST FEDERAL SAVINGS BANK	3,551.00	23274	HENDRIX, TROY	MIDWEST FEDERAL SAVINGS BANK	8,140.00
23275	HENSON, JOEY	MIDWEST FEDERAL SAVINGS BANK	3,136.00	23276	HILL, REBEKAH	MIDWEST FEDERAL SAVINGS BANK	340.00
23277	HOOGES, FORREST H.	COMMUNITY SAVINGS AND LOAN	4,343.00	23278	HOLLEY, JOE & JUDY	PEOPLES FED SVGS ASSOC	7,000.00
23279	HORDA, RONALD	MIDWEST FEDERAL SAVINGS BANK	461.00	23280	HORNESBROOK, PETER	MADISON GUARANTY S&L	30,728.00
23281	HOLE, LINDA	MIDWEST FEDERAL SAVINGS BANK	4,007.00	23282	HOUTS, W WALLACE	MIDWEST SAV ASSN-MINNEAPOLIS	989,727.00
23283	HOVERSTEN, GARFIELD O	MIDWEST SAV ASSN-MINNEAPOLIS	17,020.00	23284	HUTCHESON, S. L.	PEOPLES MORTGAGE SAVINGS	23,410.00
23285	I N INVESTMENTS	SUPERIOR FEDERAL SAVINGS	28,800.00	23286	I N INVESTMENTS	SUPERIOR FEDERAL SAVINGS	17,204.00
23287	BRUEGAS	MIDWEST FEDERAL SAVINGS BANK	1,841.00	23288	JAMES THERESA L	HOME PSA OF KANSAS CITY	11,131.00
23289	JAMES, A CONTRALASS	MINNEAPOLIS CORPORATE	2,048.00	23289	JARRET, ALICHA	COMMUNITY FEDERAL S&L ASSN	6,184.00
23291	JENKINS, WALLACE	MIDWEST FEDERAL SAVINGS BANK	1,237.00	23292	JEROMYS RESTAURANT, INC.	FIRST SAVINGS OF ARKANSAS	1,195,202.00
23293	JEWELL LEROY LORI JR	FUTURE FED SAVINGS BANK	918.00	23294	JOHNSON HAROLD	MINNEAPOLIS CORPORATE	2,567.00
23295	JOHNSON, CAROL	COMMUNITY FEDERAL S&L ASSN	30,292.00	23296	JOHNSON, EDWIN	MIDWEST FEDERAL SAVINGS BANK	670.00
23297	JOHNSON, PATRICK	COMMUNITY FEDERAL S&L ASSN	816.00	23299	JOHNSON, ROBERT G.	MIDWEST FEDERAL SAVINGS BANK	740.00
23299	JONES DEBORAH J	FAR WEST PSB	10,714.00	23300	JONES, JR., RALPH	STATE FED S&L ASSN	20,786.00
23301	JONES, WILLIAM M	BROOKH ARROW S&L	204.00	23302	JORGENSEN, J.	MIDWEST FEDERAL SAVINGS BANK	1,842.00
23303	JUBARA, JULIE	MIDWEST FEDERAL SAVINGS BANK	457.00	23304	KARR	MIDWEST FEDERAL SAVINGS BANK	4,084.00
23305	KARRON, ABRAHAM	MIDWEST FEDERAL SAVINGS BANK	1,340.00	23306	KASSEN, LOUIS	COMMUNITY SAVINGS AND LOAN	4,173.00
23307	KASTEN, DAVID	COMMUNITY FEDERAL S&L ASSN	6,577.00	23308	KEEPSAEGLE, JOE	MIDWEST FEDERAL SAVINGS BANK	838.00
23309	KELLER, BRENDA	MIDWEST FEDERAL SAVINGS BANK	2,773.00	23310	KING, ERIC	MIDWEST FEDERAL SAVINGS BANK	1,684.00
23311	KERZAI	MIDWEST FEDERAL SAVINGS BANK	28,362.00	23312	KIRK, JOE	MIDWEST FEDERAL SAVINGS BANK	4,800.00
23313	KLASTERBAK, K.	MIDWEST FEDERAL SAVINGS BANK	4,580.00	23314	KLEINBACH, MARY	COMMUNITY FEDERAL S&L ASSN	2,623.00
23315	KNAFF	MINNEAPOLIS CORPORATE	5,600.00	23316	KNOHR, ROBERT	MIDWEST FEDERAL SAVINGS BANK	20,086.00
23317	KNUTSON, JONATHAN	MIDWEST FEDERAL SAVINGS BANK	3,589.00	23318	KOCHILL, TODD	CONTINENTAL FS&LA	488.00
23319	KOHLER ERNEST	FIRST FED S & L- TOLEDO, OH	677.00	23320	KOLDEN, WILLIAM	DURAND FEDERAL S & L ASSOC.	531.00
23321	KOLTER THOMAS	MINNEAPOLIS CORPORATE	51,083.00	23322	KOPP, ROSEMARY	MIDWEST FEDERAL SAVINGS BANK	4,471.00
23323	KOPPEL, JOSEPH	AMERICAN FEDERAL SAVINGS	109.00	23324	KRAFT	MIDWEST FEDERAL SAVINGS BANK	2,294.00
23325	KUCHERA, KEVIN	MIDWEST FEDERAL SAVINGS BANK	3,240.00	23326	KUSHINSKI SCOTT PROPERTY DAMAG	MIDWEST SAV ASSN-MINNEAPOLIS	191.00
23327	KVASHNIOFF MARYLS M	FAR WEST PSB	2,258.00	23328	LACY, JEFFREY	MIDWEST FEDERAL SAVINGS BANK	4,911.00
23329	LADOITE MARY SPARKS	CHISHOLM FED SAVINGS & LOAN	10,503.00	23330	LAUCER	MIDWEST FEDERAL SAVINGS BANK	2,801.00
23331	LAFRENIERE, MICHAEL	MIDWEST FEDERAL SAVINGS BANK	9,504.00	23332	LAMORA, KEITH	DURAND FEDERAL S & L ASSOC.	391.00
23333	LANE	MINNEAPOLIS CORPORATE	16,480.00	23334	LASS JAMES A	MINNEAPOLIS CORPORATE	4,263.00
23335	LAWRENCE, JOSEPH	MIDWEST FEDERAL SAVINGS BANK	7,694.00	23336	LEE, CAN CHU	FAR WEST PSB	50,721.00
23337	LEE, RALPH	FIRST FED S & L- TOLEDO, OH	7,032.00	23338	LEFEBVRE, JOSEPH	FIRST OF KANSAS SAVINGS	250.00
23339	LELACHEUR, DONALD	FIRST PS & LA	60,000.00	23340	LENEY, RUSSEL O. & BARBARA L	OLYMPIC FEDERAL SAVINGS	18,000.00
23341	LICK MORTON	RED RIVER FEDERAL S&L ASSN	7,300.00	23342	LIZARD, STEVEN	MIDWEST FEDERAL SAVINGS BANK	4,400.00
23343	LILJENBERG, FRED, JR.	DURAND FEDERAL S & L ASSOC.	10,000.00	23344	LINDSTROM, JOHN	DURAND FEDERAL S & L ASSOC.	10,000.00
23345	LITTLEHIST, SHEILA	MIDWEST FEDERAL SAVINGS BANK	4,232.00	23346	LOUIE, ROMERO	FIRST PS & LA OF SEMINOLE	330.00
23347	LOWE LOAN	MINNEAPOLIS CORPORATE	301.00	23348	LOWE LOAN PDCS	SUMMIT FIRST	301.00
23349	LUEDER, BOBBY	PLATTE VALLEY SAVINGS	5,800.00	23350	LUTZ, KATH	COMMUNITY FEDERAL S&L ASSN	2,313.00
23351	MADDOX, RONNE	RED RIVER FEDERAL S&L ASSN	927.00	23352	MADDOX WILLIS MITZI	CONTINENTAL FS&LA	12,200.00
23353	MADDOX, DEAN H	FIRST SAVINGS OF ARKANSAS	2,943,218.00	23354	MAES E JOSEPH	CONTINENTAL FS&LA	488.00
23355	MAJARIAN, GARD	MIDWEST FEDERAL SAVINGS BANK	41,008.00	23356	MALCOLM-OLSON, BOBBI	HOME PSA OF KANSAS CITY	3,500.00
23357	MALEY, ROO	FIRST OF KANSAS SAVINGS	4,343.00	23358	MANAGEMENT, INC.	OCCIDENTAL NEBRASKA SAVINGS BANK	209,185.00
23359	MANSUR, DONALD	DURAND FEDERAL S & L ASSOC.	2,105.00	23360	MARNEAU, ROBERTMARIAD	GREAT AMERICAN FEDERAL S&L	15,462.00
23361	MARUSTALLER, GARY	BENJAMIN FRANKLIN FS&LA	59,483.00	23362	MARTER	MIDWEST FEDERAL SAVINGS BANK	11,508.00
23363	MARTH JOHN EDWIN	COMMUNITY FEDERAL S&L ASSN	400.00	23364	MARTIN, MICHAEL	MIDWEST FEDERAL SAVINGS BANK	3,404.00
23365	MARTYCK, RICHARD	MIDWEST FEDERAL SAVINGS BANK	3,841.00	23366	MASON LARRY DEBRA	CONTINENTAL FS&LA	11,200.00
23367	MATHEWS, L MUELLEN	MINNEAPOLIS CORPORATE	2,629.00	23368	MAYBERRY, KENTRALS	FAMILY SAVINGS BANK	10,448.00

**CORRECTED
ASSIGNMENT OF JUDGMENT**

FOR VALUE RECEIVED, the undersigned, Value Recovery Group, Inc., (hereinafter the "Assignor"), hereby transfers, assigns and conveys without recourse unto THE CADLE COMPANY, an Ohio corporation located at 100 North Center Street, Newton Falls, Ohio 44444 (hereinafter the "Assignee"), all its right, title, interest, powers and options in, if any, in the Judgment rendered against Defendant(s) in Civil Action No. H-92-1692, Case No. 00-20192, in the United States District Court, for the Southern District of Texas, Houston Division, wherein Resolution Trust Corporation as Receiver of First Savings of Arkansas, F.A. was the Plaintiff and Texas Moline, Ltd. and Dean H. Maddox were the Defendants. Said Judgment was assigned from Resolution Trust Corporation, an instrumentality of the United States of America to JDC Finance Company II, L.P., a Delaware limited partnership by Assignment and Bill of Sale dated March 17, 1995. Said Judgment was further assigned from JDC Finance Company II, L.P. a Delaware limited partnership to Value Recovery Group, Inc. by Assignment and Bill of Sale dated September 8, 1998. lee

THIS CORRECTED ASSIGNMENT OF JUDGMENT REPLACES AND CORRECTS THE PREVIOUS ASSIGNMENT FILED ON MAY 7, 2002 WITH THE UNITED STATES DISTRICT COURT, SOUTHERN DISTRICT, HOUSTON DIVISION, TEXAS, REFLECTING THE CORRECT ASSIGNOR BEING VALUE RECOVERY GROUP, INC. AND NOT VALUE RECOVERY GROUP, L.P., A DELAWARE LIMITED PARTNERSHIP.

IN WITNESS WHEREOF, Assignor has executed this Assignment of Judgment as of June 07, 2002, but effective as of July 26, 2001.

Kathleen J. Bryner
Kathleen J. Bryner, Witness
Beth Gibbs
Beth Gibbs, Witness

VALUE RECOVERY GROUP, INC., BY THE CADLE COMPANY, ITS ATTORNEY IN FACT, William E. Shaulis BY POWER OF ATTORNEY, DATED JULY 26, 2001.

By: William E. Shaulis
William E. Shaulis
Its: Executive Vice President

STATE OF OHIO
COUNTY OF TRUMBULL

Before me, a Notary Public in and for said County and State, personally appeared William E. Shaulis who under penalty of perjury in violation of Section 2921.11 of the Revised Code represented to me to be said person and who signed the foregoing Instrument and acknowledged the same as his voluntary act and deed.

Executed this 7 day of June, 2002.

(Notarial Seal)

Kathryn T. Sabol
Kathryn T. Sabol, Notary Public

AFTER RECORDING RETURN TO:
THE CADLE COMPANY
100 North Center Street
Newton Falls, OH 44444-1321
(330) 872-0918
Dean H. Maddox
Our File No. WWB70002
C:\documents\WWB6-New.doc

RECORDERS MEMORANDUM
AT THE TIME OF RECORDATION, THIS INSTRUMENT WAS FOUND TO BE INADEQUATE FOR THE BEST PHOTOGRAPHIC REPRODUCTION BECAUSE OF ILLEGIBILITY, CARBON OR PHOTO COPY, DISCOLORED PAPER, ETC.

KATHRYN T. SABOL, NOTARY PUBLIC
STATE OF OHIO
MY COMMISSION EXPIRES MARCH 27, 2003

EXHIBIT
A-4

WWB7002
3225

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

United States District Court
Southern District of Texas
FILED

AUG 13 2008

Michael N. Milby
Clerk of Court


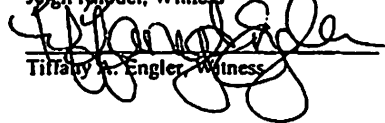
RESOLUTION TRUST CORPORATION AS §
RECEIVER OF FIRST SAVINGS OF §
ARKANSAS, F.A., §
Plaintiff, §
§
vs. §
TEXAS MOLINE, LTD. and DEAN H. §
MADDOX, Jointly and Severally, §
Defendants. §

C.A. NO. H-92-1692


ASSIGNMENT OF JUDGMENT

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged THE CADLE COMPANY, located at 100 North Center Street, Newton Falls, Ohio 44444 (hereinafter the "Assignor"), hereby transfers, assigns and conveys without recourse and without any representations or warranties, express or implied unto CADLES OF GRASSY MEADOWS II, L.L.C., a West Virginia limited liability company located at 100 North Center Street, Newton Falls, Ohio 44444 (hereinafter the "Assignee"), all of Assignor's right, title and interest, if any, in the Judgment rendered in C.A. NO. H-92-1692, filed on November 19, 1993, in the United States District Court, for the Southern District of Texas, Houston Division, wherein Resolution Trust Corporation as Receiver of First Savings of Arkansas, F.A., was the Plaintiff and Texas Moline, Ltd. and Dean H. Maddox, jointly and severally, were the defendants.

In witness whereof, the undersigned has hereunto set its hand by its duly authorized officer this 4th day of August, 2008.


Joseph Knodel, Witness

Tiffany A. Engler, Witness

THE CADLE COMPANY

By: 
William E. Shaulis
Its: Executive Vice President

STATE OF OHIO
COUNTY OF TRUMBULL

Before me, a Notary Public in and for said County and State, personally appeared William E. Shaulis who under penalty of perjury in violation of Section 2921.11 of the Revised Code represented to me to be said person and who signed the foregoing Instrument and acknowledged the same as his voluntary act and deed.

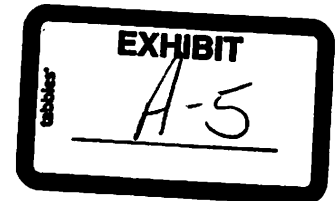
Executed this 4th day of August, 2008.

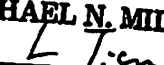

Amy A. Shaffer, Notary Public



Amy A. Shaffer
Resident Trumbull County
Notary Public, State of Ohio
My Commission Expires: 04/10/2013

PREPARED BY AND RETURN TO:
THE CADLE COMPANY
100 NORTH CENTER STREET
NEWTON FALLS, OH 44444-1321
(330) 872-4918, Attn: Gail London
Debtor: Dean H. Maddox
Our File No.: WWB70002



TRUE COPY I CERTIFY
ATTEST:
MICHAEL N. MILBY, CLERK
By: 
Deputy Clerk

DEAN H. MADDOX - FEBRUARY 10, 2011

Page 1

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IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

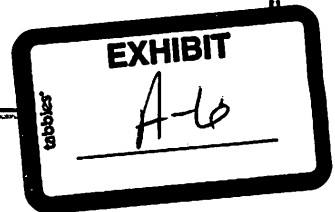
RESOLUTION TRUST CORPORATION AS
RECEIVER OF FIRST SAVINGS OF
ARKANSAS, F.A.,
Plaintiff,

VS. C.A. NO. H-92-1692
TEXAS MOLINE, LTD. and DEAN H.
MADDOX, Jointly and Severally,

Judgment Debtor.

ORAL DEPOSITION OF
DEAN H. MADDOX
FEBRUARY 10, 2011
VOLUME 1 OF 1

ORAL DEPOSITION of DEAN H. MADDOX, produced as
a witness at the instance of the Plaintiff, Cadles of
Grassy Meadows, II, L.L.C., and duly sworn, was taken in
the above-styled and numbered cause on February 10, 2011,
from 9:05 a.m. to 2:59 p.m., before Sandi LoCascio, CSR,
RPR in and for the State of Texas, by machine shorthand
method, at the offices of Timothy J. Henderson, 6300 West
Loop South, Suite 280, Bellaire, Texas 77401-2905,
pursuant to the Federal Rules of Civil Procedure and the
provisions as may be stated on the record or attached
hereto.



DEAN H. MADDOX - FEBRUARY 10, 2011

Page 13

1 A No.

2 Q Other than the Bank of America, Wells Fargo,
3 Compass Bank, or Capital One accounts, are there any other
4 bank accounts in your name?

5 A No.

6 Q Okay. And, by bank accounts, I mean checking
7 accounts, savings accounts, or a brokerage account.

8 A No.

9 Q The Maddox Interests, that is an unincorporated
10 name that you use to conduct business?

11 A Yes. I have for 30 years.

12 Q There's no -- it's not a corporation or limited
13 partnership or LLC; it's just a trade name that you use?

14 A It's a d/b/a.

15 Q A d/b/a.

16 Other than the accounts that we saw from
17 Whitney Bank for Maddox Interests, are there any other
18 bank accounts, savings accounts, or brokerage accounts in
19 the name Maddox Interests?

20 A No.

21 Q Have there been in the last five years?

22 A No.

23 Q We, being Cadles, garnished your Maddox
24 Interests account at Whitney Bank, correct?

25 A Yes, I'm aware of that.

DEAN H. MADDOX - FEBRUARY 10, 2011

Page 103

1 Q Does anyone drive that car, other than you?

2 A No.

3 Q The next page, 558, in Exhibit 4, looks like an
4 advance from you to Thirstbusters in --

5 A Same deal. If I -- you know, until -- let's
6 suppose Thirstbusters needed some money. I've got to call
7 the investors and say, you guys need to put \$10,000 in,
8 because it's got this or that and it has to pay. Well, I
9 can't wait for them to put that money in. So, I would
10 advance them, my investment banking fees, I would advance
11 that money to Thirstbusters, and then I get it back. You
12 will find somewhere a deposit of that coming back. If you
13 could match up checks and deposits here -- that's what my
14 controller does.

15 Q Right.

16 A She keeps track of all of that.

17 Q And, I don't think we covered Thirstbusters.
18 What is Thirstbusters?

19 A Just like Timbercoin Losee and Timbercoin
20 Gibson. It's a tavern with a restaurant and a bar. It
21 used to be called Thirstbusters -- it's in Las Vegas, same
22 deal. We've owned it for almost ten years, I think.

23 Q What's it called now?

24 A It's called Casino Val Verde.

25 Q What ownership interest do you have in

DEAN H. MADDOX - FEBRUARY 10, 2011

Page 104

1 Thirstbusters?

2 A Small, again. I'll answer that, specifically,
3 but it will be in that --

4 Q Four to five percent range?

5 A It's always like that, yes.

6 Q Is it -- strike that.

7 What distributions has Thirstbusters made
8 in the past few years?

9 A It's never made any.

10 Q Why?

11 A Never made any money.

12 Q Well, it had some revenue, it just didn't make
13 any profit?

14 A No profit. It never made any profit.

15 Q Why is that?

16 A Expenses are greater than the revenue.

17 Q There was a management entity for Thirstbusters?

18 A Thirstbusters Management, LLC

19 Q And, you previously owned that entity?

20 A Yes.

21 Q And, now Tuxedo owns that entity?

22 A Yes.

23 Q And, the management entity owned a percentage of
24 -- a small percentage of Thirstbusters, the one that
25 was --

DEAN H. MADDOX - FEBRUARY 10, 2011

Page 215

CHANGES AND SIGNATURE

	PAGE	LINE	CHANGE	REASON
1				
2				
3	6	13	MADDOX MIDDLE NAME IS Hamley, NOT Amy	
4	10	10	PLIEME IS MISSPELLED	
5	16	3	ITS SHOULD BE IT	
6	✓	✓	FUNCTIONS SHOULD BE FUNCTIONS	
7	✓	✓	NDS SHOULD BA PS	
8	17	23	WERE SHOULD BE WAS	
9	18	4	MANICING SHOULD BE INVESTMENT	
10	32	11	"FOR 400,000" SHOULD BE REMOVED	
11	35	24	ALEXANDER SHOULD BE ALLEN	
12	40	2	CUP SHOULD BE COUPLE	
13	60	19	CRFME SHOULD BE CREME	
14	71	10, 20, 22	✓ ✓ ✓ ✓	
15	72	1, 8, 12, 14, 15, 17	✓ ✓ ✓ ✓	
16	72	20	MANAGING SHOULD BE MADDOX	
17	73	4, 6, 7, 8, 10, 13, 15, 19, 20, 21, 23	CRFME SHOULD BE CREME	
18	74	17	✓ ✓ ✓ ✓	
19	95	7 & 20	✓ ✓ ✓ ✓	
20	95	20	INSERT THE WORD "KNOW"	
21	98	23	FATH SHOULD BE FAME	
22	102	21	INSERT A COMMA AFTER RIGHT REMOVE THE WORD AFTER	
23	106	21	BIRCH SHOULD BE BURCH	
24	107	18 & 20	CRFME SHOULD BE CREME	
25	108	1 & 7	✓ ✓ ✓ ✓	

PAGE	LINE	CHANGE
108	5	DROP THE WORD "GOT"
109	20	CAREG SHOULD BE CAREG
117	19+23	HEAR SHOULD BE HEARD
118	5	✓ ✓ ✓ ✓
122	24	DIVORCED SHOULD BE DIVORCES
137	14	REPLACE INADDDIBLE WITH PARTNERSHIP
143	21	PARTNERS SHOULD BE PARTNERSIPS
145	12, 15, 16, 24	CAREG SHOULD BE CAREG
146	4, 5, 17, 15, 17, 18, 21	✓ ✓ ✓ ✓
147	18	✓ ✓ ✓ ✓
150	13	ALLIANCE SHOULD BE LYONS
154	15	INSERT THE WORD "BE"
✓	16	ACTUALY SHOULD BE EQUALLY
156	15+17	CAREG SHOULD BE CAREG
158	6	✓ ✓ ✓ ✓
159	7+9	✓ ✓ ✓ ✓
163	25	REMOVE THE WORD "AND"
172	12	2000 SHOULD BE 2010
175	2	CAE'S SHOULD BE CAE AS
182	1	REMOVE THE WORD "THE"
183	15	MAJESTICISTS SHOULD BE ADVANCES
186	3	EXISTS SHOULD BE EXIST
192	9	"ARISE" SHOULD BE "ARISED"
202	18+19	CAREG SHOULD BE CAREG
210	17	✓ ✓ ✓ ✓

DEAN H. MADDOX - FEBRUARY 10, 2011

Page 216

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I, DEAN H. MADDOX, have read the foregoing deposition and hereby affix my signature that same is true and correct, except as noted above.

D. H. Maddox

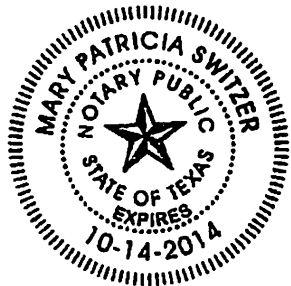
DEAN H. MADDOX

THE STATE OF TEXAS)

COUNTY OF HARRIS)

Before me, Mary Switzer, on this day personally appeared, DEAN H. MADDOX, known to me (or proved to me under oath or through _____) (description of identity card or other document) to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office the 21st day of March, 2011.



Mary Patricia Switzer

NOTARY PUBLIC IN AND FOR

THE STATE OF TEXAS

DEAN H. MADDOX - FEBRUARY 10, 2011

Page 217

1 IN THE UNITED STATES DISTRICT COURT
2 FOR THE SOUTHERN DISTRICT OF TEXAS
3 HOUSTON DIVISION

4 RESOLUTION TRUST CORPORATION AS
5 RECEIVER OF FIRST SAVINGS OF
6 ARKANSAS, F.A.,
7 Plaintiff,

8 VS. C.A. NO. H-92-1692
9 TEXAS MOLINE, LTD. and DEAN H.
10 MADDOX, Jointly and Severally,
11

Judgment Debtor.

12 REPORTER'S CERTIFICATE

FEBRUARY 10, 2011

DEAN H. MADDOX

13
14 I, Sandi LoCascio, Certified Shorthand
15 Reporter in and for the State of Texas, do hereby
16 certify that the facts as stated by me in the caption
17 hereto are true; that the above and foregoing answers
18 of the witness, DEAN H. MADDOX, to the interrogatories
19 as indicated were made to me by the said witness after
20 being first duly sworn/affirmed to testify to the
21 truth, and same were reduced to printing under my
22 direction; that the above and foregoing deposition as
23 set forth in printing is a full, true and correct
24 transcript of the proceedings had at the time of taking
25 said deposition.

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I further certify that I am neither attorney nor counsel for, nor related to or employed by any of the parties to the action in which this deposition is taken, and further that I am not a relative or employee of any attorney or counsel employed by the parties hereto, or financially interested in the action;

That the amount of time used by each party at the deposition is as follows:

- Mr. Jeffery S. Lowenstein - 4:42
- Mr. Timothy J. Henderson - 0:00
- Mr. Steven D. Grossman - 0:00

GIVEN under my hand and seal of office on this the 22 day of February, 2011.

Sandi LoCascio
Sandi LoCascio
Texas CSR No. 7101
Expiration Date: 12-31-11
AMY MASSEY & ASSOCIATES, INC.
Firm No. 404
6724 Kirk Lane
Burleson, Texas 76028
Phone: 817.447.6721
Fax: 817.447.6491

AO 451 (Rev. 01/09) Clerk's Certification of a Judgment to be Registered in Another District

UNITED STATES DISTRICT COURT

for the

2010 NOV 10 P 12:32-

Resolution Trust Corporation, As Receiver

Plaintiff

v.

Texas Moline, Ltd & Dean H. Maddox

Defendant

Civil Action No. H:92-cv-1692

CLERK'S CERTIFICATION OF A JUDGMENT TO BE REGISTERED IN ANOTHER DISTRICT

I certify that the attached judgment is a copy of a judgment entered by this court on (date) 11/19/1993

I also certify that, as appears from this court's records, no motion listed in Fed. R. App. P. 4(a)(4)(A) is pending before this court and that no appeal has been filed or, if one was filed, that it is no longer pending.

DAVID J. BRADLEY

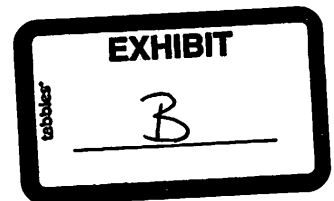
CLERK OF COURT

[Handwritten signature]

-Signature of Clerk or Deputy Clerk-

Date: 11/03/2010

2:10-ms-00112-NA



ORDERED, ADJUDGED AND DECREED, that RESOLUTION TRUST CORPORATION AS Receiver of First Savings of Arkansas, F.A. has and shall recover from Defendants TEXAS MOLINE, LTD. and DEAN H. MADDOX, jointly and severally, the total principal sum of \$2,945,218.00, along with pre-judgment interest at eight (8%) percent from April 2, 1991 to the date of judgment on the \$2,945,218.00 sum for a per diem accrual of \$645.53. Further, that Plaintiff recover reasonable attorney's fees in the amount of \$4,000.00; plus fees of \$5,000.00 in the event of an appeal to the United States Court of Appeals, \$3,000.00 if a writ of error is sought to the United States Supreme Court, and \$2,000.00 if a writ of error is granted; together with post-judgment interest on all said sums at the rate of 3.38 percent per annum and costs of court which are hereby taxed against the Defendants. RESOLUTION TRUST CORPORATION AS RECEIVER OF FIRST SAVINGS OF ARKANSAS, F.A. shall be entitled to all writs of execution necessary to enforce this judgment. All relief not expressly granted herein is denied.

This is a FINAL JUDGMENT.

SIGNED at Houston, Texas this 16th day of November, 1993.


UNITED STATES DISTRICT JUDGE

STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

April 25, 2011

Job Number: C20110421-1318

Reference Number: 00003089927-98

Expedite:

Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
LLC14927-2003-001	Articles of Organization	1 Pages/1 Copies
20100793634-85	Annual List	1 Pages/1 Copies

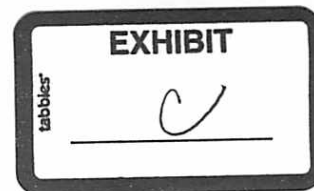


Respectfully,

ROSS MILLER
Secretary of State

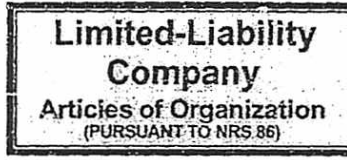
Certified By: Christine Rakow
Certificate Number: C20110421-1318
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138





DEAN HELLER
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 5708



Office Use Only:

FILED #
LWC 14927-03
OCT 01 2003

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Important: Read attached instructions before completing form.

1. Name of Limited-Liability Company:	Thirstbusters LLC																																				
2. Resident Agent Name and Street Address: <small>(must be a Nevada address when process may be served)</small>	Thirstbusters Management LLC c/o Larry Morris																																				
	Name 2877 Paradise Rd. #1503 Las Vegas NEVADA 89109 Physical Street Address City State Zip Code																																				
	3807 Audubon St. Houston Texas 77006 Additional Mailing Address City State Zip Code																																				
3. Dissolution Date: <small>(OPTIONAL - see instructions)</small>	Latest date upon which the company is to dissolve (if existence is not perpetual): _____																																				
4. Management: <small>(check one)</small>	Company shall be managed by <input checked="" type="checkbox"/> Manager(s) OR _____ Members																																				
Names Addresses, of Manager(s) or Members: <small>(attach additional copies as necessary)</small>	<table border="0"> <tr> <td colspan="4">Larry Morris</td> </tr> <tr> <td>Name</td> <td>2877 Paradise Rd., #1503</td> <td>Las Vegas</td> <td>Nevada 89109</td> </tr> <tr> <td>Street Address</td> <td></td> <td>City</td> <td>State Zip Code</td> </tr> <tr> <td colspan="4">Dean H. Maddox</td> </tr> <tr> <td>Name</td> <td>3708 Audubon St.</td> <td>Houston</td> <td>Texas 77006</td> </tr> <tr> <td>Street Address</td> <td></td> <td>City</td> <td>State Zip Code</td> </tr> <tr> <td colspan="4"> </td> </tr> <tr> <td>Name</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Street Address</td> <td></td> <td>City</td> <td>State Zip Code</td> </tr> </table>	Larry Morris				Name	2877 Paradise Rd., #1503	Las Vegas	Nevada 89109	Street Address		City	State Zip Code	Dean H. Maddox				Name	3708 Audubon St.	Houston	Texas 77006	Street Address		City	State Zip Code					Name				Street Address		City	State Zip Code
Larry Morris																																					
Name	2877 Paradise Rd., #1503	Las Vegas	Nevada 89109																																		
Street Address		City	State Zip Code																																		
Dean H. Maddox																																					
Name	3708 Audubon St.	Houston	Texas 77006																																		
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Street Address		City	State Zip Code																																		
5. Other Matters: <small>(see instructions)</small>	Number of additional pages attached: _____																																				
6. Names, Addresses and Signatures of Organizer(s): <small>(attach additional pages if there are more than 2 organizers)</small>	<table border="0"> <tr> <td colspan="4">Larry Morris</td> </tr> <tr> <td>Name</td> <td>2877 Paradise Rd., #1503</td> <td>Las Vegas</td> <td>Nevada 89109</td> </tr> <tr> <td>Address</td> <td></td> <td>City</td> <td>State Zip Code</td> </tr> <tr> <td colspan="4">Dean H. Maddox</td> </tr> <tr> <td>Name</td> <td>3708 Audubon St.</td> <td>Houston</td> <td>Texas 77006</td> </tr> <tr> <td>Address</td> <td></td> <td>City</td> <td>State Zip Code</td> </tr> </table>	Larry Morris				Name	2877 Paradise Rd., #1503	Las Vegas	Nevada 89109	Address		City	State Zip Code	Dean H. Maddox				Name	3708 Audubon St.	Houston	Texas 77006	Address		City	State Zip Code												
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Address		City	State Zip Code																																		
7. Certificate of Acceptance of Appointment of Resident Agent:	<p>I hereby accept appointment as Resident Agent for the above named limited-liability company.</p> <p><i>Larry Morris</i> <i>D.H. Maddox</i> 9-14-03 Authorized Signature of R.A. or On Behalf of R.A. Company Date</p>																																				

09/23/2003 08:52A MLR398 FV04-000-22213

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form LLCART1999.01 Revised on 12/11/02

ANNUAL LIST OF MANAGERS OR MANAGING MEMBERS AND REGISTERED AGENT AND STATE BUSINESS LICENSE APPLICATION OF:

THIRSTBUSTERS LLC

FILE NUMBER
LLC14927-2003

NAME OF LIMITED-LIABILITY COMPANY

FOR THE FILING PERIOD OF 10/2010 TO 10/2011



110401

****YOU MAY FILE THIS FORM ONLINE AT www.nvsos.gov****

The entity's duly appointed registered agent in the State of Nevada upon whom process can be served is:

INCORP SERVICES, INC. (Commercial Registered Agent)
2360 CORPORATE CIRCLE STE 400
HENDERSON, NV 89074-7722 USA

A FORM TO CHANGE REGISTERED AGENT INFORMATION IS FOUND AT: www.nvsos.gov

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20100793634-85
	Filing Date and Time 10/21/2010 2:32 PM
	Entity Number LLC14927-2003

(This document was filed electronically.)
ABOVE SPACE IS FOR OFFICE USE ONLY

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

IMPORTANT: Read instructions before completing and returning this form.

- Print or type names and addresses, either residence or business, for all manager or managing members. A Manager, or if none, a Managing Member of the LLC must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**
- If there are additional managers or managing members, attach a list of them to this form.
- Annual list fee is \$125.00. A \$75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
- State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
- Make your check payable to the Secretary of State.
- Ordering Copies:** If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include annual list and business license fees will result in rejection of filing.

ANNUAL LIST FILING FEE: \$125.00 LATE PENALTY: \$75.00 BUSINESS LICENSE FEE: \$200.00 LATE PENALTY: \$100.00

Complete only if applicable		<u>Section 7(2) Exemption Codes</u>	
<input type="checkbox"/>	Pursuant to NRS, this corporation is exempt from the business license fee. Exemption code: <input type="text"/>	001 - Governmental Entity	
<input type="checkbox"/>	Month and year your State Business License expires: <input type="text"/> 20 <input type="text"/>	002 - 501(c) Nonprofit Entity	
		003 - Home-based Business	
		004 - Natural Person with 4 or less rental dwelling units	
		005 - Motion Picture Company	
		006 - NRS 680B.020 Insurance Co.	

NAME Thirstbusters Management LLC	(DOCUMENT WILL BE REJECTED IF TITLE NOT INDICATED)		
	<input checked="" type="checkbox"/> MANAGER	<input type="checkbox"/> MANAGING MEMBER	
ADDRESS 2360 Corporate Circle - Suite 400 , USA	CITY Henderson	STATE NV	ZIP CODE 89074-7722

NAME	(DOCUMENT WILL BE REJECTED IF TITLE NOT INDICATED)		
	<input type="checkbox"/> MANAGER	<input type="checkbox"/> MANAGING MEMBER	
ADDRESS	CITY	STATE	ZIP CODE

NAME	(DOCUMENT WILL BE REJECTED IF TITLE NOT INDICATED)		
	<input type="checkbox"/> MANAGER	<input type="checkbox"/> MANAGING MEMBER	
ADDRESS	CITY	STATE	ZIP CODE

NAME	(DOCUMENT WILL BE REJECTED IF TITLE NOT INDICATED)		
	<input type="checkbox"/> MANAGER	<input type="checkbox"/> MANAGING MEMBER	
ADDRESS	CITY	STATE	ZIP CODE

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of sections 6 to 18 of AB 146 of the 2009 session of the Nevada Legislature and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X Dean H Maddox
Signature of Manager or Managing Member

Title: Manager Date: 10/21/2010 2:31:49 PM