

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF INDIANA  
NEW ALBANY DIVISION

IN RE:	§	
	§	
EASTERN LIVESTOCK CO., LLC	§	Case No. 10-93904-BHL-11
	§	
Debtors.	§	Hon. Basil H. Lorch III

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**AGREED ENTRY**

On March 18, 2011, The First Bank and Trust Company (“First Bank”) filed its “Motion for Examination and Production of Documents Pursuant to Fed. R. Bankr. P. 2004” (the “First Bank 2004 Motion”) requesting issuance of a subpoena to require production of certain documents by Cactus Growers, Inc. (“Cactus”), Friona Industries, LP (“Friona”) and J & F Oklahoma Holdings, Inc. (“J&F”) together with each of their affiliated entities and subsidiaries (collectively, the “Three Major Feedlots”) (individually, a “Feedlot”).

Through their respective counsel, First Bank, the Trustee for the Thomas and Patsy Gibson Bankruptcy Estate, and the Three Major Feedlots have reached an agreement with respect to the production of documents pursuant to the First Bank 2004 Motion as set forth herein:

**Production By The Three Major Feedlots**

PHASE I: On or before April 22, 2011, the Three Major Feedlots shall each produce at least the following reports from their cattle tracking software. First, the Three Major Feedlots shall each produce one report that summarizes all cattle purchased from transactions with Eastern Livestock, Co., LLC or Thomas P. Gibson or Patsy M. Gibson (collectively, the “Gibson Entities”) or placed on feed with any Feedlot for, or in relation to, any of the Gibson Entities during the period from June 1, 2010 to December 31, 2010 (the “ELC Report”). Second, the Three Major Feedlots shall each produce a report summarizing all cattle purchased from any other person or entity and received by any Feedlot between September 23, 2010 and March 31, 2011 (the “Purchase Report”). Third, the Three Major Feedlots shall each produce a report summarizing all

cattle placed on feed with any feedlot by third parties during the time period September 23, 2010 to March 31, 2011 (rather than sold by customers) (the "Placement Report") as described below.

The ELC Report and the Purchase Report shall each include available information such as delivery date, lot number, in-weight, head count, sex, producer or seller, trucking information, and origin location to the extent such information is readily available from the computer reports in the ordinary course of business. The ELC Report shall include all price and sale-related information.

The Placement Report shall include available information such as delivery date, lot number, in-weight, head count, sex, trucking information and origin location to the extent such information is readily available from the computer reports in the ordinary course of business but shall not include names of customers. If necessary to protect customer confidentiality, customer identification information may be redacted. The Placement Report shall be limited to cattle shipped from the following states as recorded by each Feedlot's computer systems: Virginia, West Virginia, Georgia, Kentucky, Indiana, Illinois, Kansas, Mississippi, Alabama, Louisiana, Arkansas, Texas, or Oklahoma, or such other locations as may be agreed to by the Three Major Feedlots.

PHASE 2: On or before May 6, 2011, First Bank shall specify in writing specific lots of cattle described on the reports produced by the Three Major Feedlots, for which the Three Major Feedlots shall produce additional information specified below.

On or before May 20, 2011, for each of the lots identified by First Bank, the Three Major Feedlots shall produce all cattle source documents for the specified lots files to First Bank as such documents are kept in the usual course of business. The Three Major Feedlots shall have the option to produce complete lot files or portions thereof as is most efficient; provided however, that they shall not withhold any of the lot file contents describing shipment source or location. If copying and production of these portions of the lot files identified by First Bank would be unduly burdensome, then the Three Major Feedlots shall permit First Bank to inspect and copy such lot files as maintained in the ordinary course of business at mutually convenient times and places. If Movants request information from the Placement Reports as part of Phase 2, the Three Major Feedyards may produce records with customer identification information redacted, but Movants reserve the right to seek disclosure of the names that have been redacted.

To the extent lot files are produced First Bank agrees to pay reasonable copy costs.

PHASE 3: First Bank may notice depositions for corporate representatives of the Three Major Feedlots pursuant to Fed. R. Civ. P. Civ. 30(b)(6) on subjects arising out of usage or interpretation of the documents produced, and the Three Major Feedlots will provide such corporate representatives as are knowledgeable. Such examinations shall begin at mutually convenient times and places and be conducted pursuant to the Federal Rules of Civil Procedure.

Counsel for the Three Major Feedlots shall notify counsel for First Bank immediately of the receipt of such documents.

The Three Major Feedlots agree to conduct searches for additional persons or entities as may be identified by Movants as potential holders of cattle that may be subject to claims they have or may assert, and produce a report similar to the information contained in the Placement Report within seven (7) days after receipt of such request, segregated by individual request. The Three Major Feedlots will produce further discovery relating to entities identified in such report as in Phases 2 and 3, above.

Contemporaneously with the execution of this Agreed Entry, the parties hereto, through counsel have executed a Confidentiality Agreement. Production of the above documents is expressly subject to and conditioned on the terms of the Confidentiality Agreement.

#### **Production By First Bank**

First Bank will produce the following documents to counsel for the Three Major Feedlots on or before April 22, 2010:

1. Reference is made to the Affidavit of Ernest E. Copenhaver, Jr. ("Copenhaver Affidavit") dated January 6, 2011, attached in support of the "Objection To Motion For Relief From Stay Filed By Cattlemen's Feedlot, Ltd. filed by First Bank on January 6, 2011.
  - (a) First Bank will produce inspection reports and notes of inspections conducted by Mr. Copenhaver or others for First Bank from September 1, 2010 through December 31, 2010.
2. Inventory reports dated September 1, 2010 or later received by First Bank from Tommy Gibson or Eastern Livestock Co., LLC and any other borrowing base certificates or representation lists received by First Bank during such time period.

**AGREED:**

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