

Christopher Moser
Chapter 11 Trustee of Babcock Quarter Horses, Inc.
2001 Bryan Street Suite 1800
Dallas, Texas 75201

Re: Babcock Quarter Horses, Inc.

Mr. Moser,

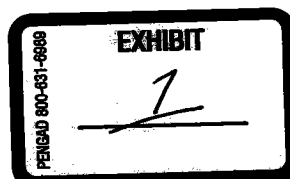
Please accept this letter as a formal offer to purchase assets from the above bankruptcy estate of the above named debtor.

I am the President of Fellowship of Christian Upreach Services, Inc., an Oklahoma not for profit, corporation. (Hereinafter referred to as FOCUS). I represent that FOCUS has the requisite corporate power to execute and deliver this letter and to consummate the transactions contemplated by this letter. Further, the execution and delivery by me as President of FOCUS has been authorized by all necessary corporate action on the part of FOCUS.

FOCUS hereby offers you, as Trustee for Babcock Quarter Horse, Inc. the sum total of \$325,000, for the following assets of the estate:

A. Horses:

1. \$225,000 for 203 horses, more or less, of various ages, as best described on Exhibit A attached hereto and incorporated herein by reference, subject to the following exceptions and conditions:
 - a. all frozen semen and embryos identified on the inventory attached hereto as Exhibit B and incorporated herein by reference, are not included in the assets to be purchased;
 - b. transfer of ownership in and to the stallions Smart Chic Olena, Cowboy Smarts, and Trashedeous and all rights attendant thereto, which expressly includes the right to sign any and all documents required or requested to be executed by the American Quarter Horse Association in connection with breeding rights in such stallions including any document listed on Exhibit C attached hereto, will not be conveyed and is expressly retained by Trustee until such date and



time as the Trustee provides written confirmation that he has resolved to his sole satisfaction all matters pertaining to the sale or transfer of the frozen semen and/or frozen embryos identified on Exhibit B. Upon the Trustee satisfaction, title to Smart Chic Olena, Cowboy Smarts, and Trashedeous shall immediately be transferred by the Trustee to FOCUS. The parties agree that pending written confirmation from the Trustee that all such matters have been resolved, FOCUS (i) agrees to cooperate with the Trustee in all matters pertaining thereto, and (ii) shall have the use of the stallions for future breeding purposes.

B. Equipment: \$100,000 for the following equipment:

2. All of the office furnishings and fixtures located at the Babcock Quarter Horse, Inc., offices at 1346 Prairie Grove Road, to include desks, computers, paintings, chairs, tables, awards, memorabilia, and all other tangible items currently at that location.
3. All of the laboratory equipment (but excluding any frozen semen or frozen embryos or containers holding same) located at the breeding lab of Babcock Quarter Horses, Inc., at 1346 Prairie Grove Road, Valley View Texas.
4. The 4310 John Deere tractor
5. The 3010 Kubota tractor
6. Chrisman Navigator fork lift
7. All miscellaneous hand tools to currently located at the shop at 1346 Prairie Grove Road, Valley View Texas to include wrenches, screwdrivers, tool chests, generators, grinders, drills, weed eaters, air compressor etc.
8. All pasture feeders located at 1346 Prairie Grove Road, Valley View Texas or 594 CR 131 Gainesville Texas.
9. Miller welding machine and trailer located at 1346 Prairie Grove Road, Valley View, Texas.
10. The following trailers:
 - a. Two shavings trailers
 - b. 3 small flatbed trailers
 - c. Chapparal 45 trailer
 - d. Cattle trailer
 - e. 3 manure spreaders
 - f. Featherlite Show horse trailer-4 horse
 - g. Featherlite 20 ft livestock trailer
11. 10 saddles and all bridals
12. All horse blankets owned by Babcock Quarter Horses, located at either of the Babcock Ranch locations.
13. The rights to the Babcock Ranch brand
14. The rights to the Babcock Ranch website
15. Various farm implements to include box blades, chisel, and disc.

I shall provide 20% of the purchase price at the time of there being an agreement in principal, pending approval of the US Bankruptcy Court. I shall pay the balance of the offer in certified funds, within 2 days after the approval of the US Bankruptcy Court of this sale and entry of the Order (defined below) and the receipt of the appropriate bills of sale.

I am accepting all of these assets, "as is" "where is" and "with all faults", without any express or implied warranty of any type. The transfer and conveyance of ownership in the Horses shall be made upon execution of (i) a bill of sale which shall identify the Horses to the best of the Trustee's ability based on the information provided by Debtor and, where possible, confirmed through the records of the AQHA, and (ii) where applicable, delivery of the Certificate of Registration, transfer form, breeder's certificate or other instrument for purposes of facilitating the registration and/or transfer of record ownership with the AQHA. FOCUS acknowledges that it will be FOCUS's obligation to forward all such Certificates of Registration, transfer forms, certificates or other documentation, along with payment of any required fees, to the AQHA for purposes of registering and/or transferring record ownership with the AQHA. The transfer and conveyance of the Equipment shall be made upon execution of a bill of sale and shall be subject to any and all existing liens or other encumbrances.

Upon reaching an agreement in principal, FOCUS will take immediate control and possession of all of the purchase assets and be responsible for their care and maintenance. If for whatever reason, the US Bankruptcy Court does not approve the sale of these assets, my deposit will be refunded, and the bankruptcy estate will be billed \$12 a day per horse for their care and maintenance ("Administrative Claim"); this time will run from the signing of the agreement in principal until such time that the Court would not approve the offer and you as Trustee would retake possession of the assets. If the US Bankruptcy Court approves the sale, I agree to waive the Administrative Claim. There will be no charge by FOCUS to the bankruptcy estate for storage on the items of personalty, if the Court would fail to approve the sale.

Please let me call your attention to the following

1. The John Deere tractor was purchased by BQH 4 years ago for \$6,000 and it now has a PTO which does not work. There may be a security interest in this tractor to Sanger Bank.
2. The Kubota Tractor was purchased 6 years ago for \$6,000 and no longer will operate in 4 wheel drive. The Sanger Bank may have a security interest in this tractor.

3. The various trailers, with the exception of the 4 horse Featherlite, may be secured at Liberty Bankers Life Insurance. The 4 Horse Featherlite is secured at Sanger Bank.
4. The Chrisman fork lift is secured at Sanger Bank. It was purchased over 4 years ago used.
5. The Miller welding machine and trailer was purchased for \$1,650 6 years ago and may be security at Liberty Bankers Life.
6. The hand tools and farm implements may be secured at Liberty Bankers Life Insurance.

The equipment FOCUS is attempting to purchase has been heavily used and has little or no value. I am willing to pay for the same out of convenience of not having to go and immediately replace with new.

FOCUS acknowledges that acceptance of the offer contained in this letter and the closing of the purchase and sale of assets as set forth above are subject to approval by the Bankruptcy Court in the matter styled, *In re Babcock Quarter Horses, Inc.*, Case No. 09-42232-11, pending in the United States Bankruptcy Court for the Eastern District of Texas, Sherman Division, and the entry of an order signed by the Bankruptcy Court approving the sale which is approved as to substance and form by counsel for the Trustee ("Order").

I believe this offers provides the estate the opportunity to liquidate the bulk of the assets of the estate in a most economical way. I will look forward to hearing from you in the immediate future.

James Bond

A handwritten signature in black ink that reads "James Bond". The signature is stylized with large, sweeping loops and a long horizontal flourish at the bottom.

President
FOCUS

Exhibit A

[See attached]

Neck Band	Horse Name	Job / Classification	Age	Location
	<u>OWNER-BQH, INC.</u>			
	2007 Boot Scootin Dry x SCO Colt	3 Year Olds	3	PD Mare Motel 1
	2007 JB Doll x BFN #1 Colt	3 Year Olds	3	PD Mare Motel 1
	2007 Leanna Nic/EP Filly	3 Year Olds	3	OFF FARM
	2007 One Smart Chicy #3 x EP Colt	3 Year Olds	3	PD Round Barn
	2007 Ritachic #5 x Trashadeous Filly	3 Year Olds	3	PD Show Barn
	2007 Rubyote #6 x EP Filly	3 Year Olds	3	OFF FARM
	2007 Sheza Slicknic x SCO Colt	3 Year Olds	3	PD Round Barn
	2007 Smart Athena Royal x SCO Filly	3 Year Olds	3	PD Lower Barn 2
	2007 Smart Hickory Chic #2 x Trash Colt	3 Year Olds	3	PD Lower Barn 2
	2007 Sweet Elan x CS Filly	3 Year Olds	3	PD Mare Motel 1
	2007 This Chics Mine x BFN Colt	3 Year Olds	3	PD Mare Motel 1
	2008 CC Chic Olena/MDP colt	2 Year Old	2	PD Lower Barn 2
	2010 April Olena X MDP Colt	Foal	0	BD Mare Motel 1
	2010 Chics Oh Rosa X MDP Filly	Foal	0	BD Pasture Denton Rd - Wet
	2010 Chics Peppy Renee X MDP Filly	Foal	0	BD Pasture (Far East)
	2010 Christina O Lena X SCO Colt	Foal	0	BD Pasture 1
	2010 Clarks Elan X MDP Filly	Foal	0	BD Mare Motel 2
	2010 Collena Nicolena X Trash Colt	Foal	0	BD Pasture Denton Rd - Wet
	2010 Collena Remilena X Trash Filly	Foal	0	BD Mare Motel 1

	2010 CS Anna Liza X MDP Filly	Foal	0	BD Pasture Denton Rd - Wet
	2010 CS Equalizer Light X MDP Filly	Foal	0	BD Pasture 1
	2010 Curiosity Nic X Trash Filly	Foal	0	BD Mare Motel 1
	2010 Dual Peps Nu Star X SCO Filly	Foal	0	BD Mare Motel 2
	2010 Elans Got A Chic X MDP Filly	Foal	0	BD Pasture Denton Rd - Wet
	2010 Elans Smartee X MDP Filly	Foal	0	BD Mare Motel 2
	2010 Hixie Chic X SCO Colt	Foal	0	BD Pasture Denton Rd - Wet
	2010 Leanna Nic X Trash Filly	Foal	0	BD Pasture 1
	2010 Lenas Black Witch X MDP Colt	Foal	0	BD Pasture (Far East)
	2010 Miss Kali Marquita X MDP Colt	Foal	0	BD Mare Motel 2
	2010 Miss N Patriots X MDP Colt	Foal	0	BD Mare Motel 2
	2010 Miss Quicknicci X MDP Filly	Foal	0	BD Pasture Denton Rd - Wet
	2010 Ms Frosty Nic X MDP Filly	Foal	0	BD Pasture Denton Rd - Wet
	2010 Ontila Badger X EP Colt	Foal	0	BD Big Lot
	2010 Playboys Sugar Baby X SCO Colt	Foal	0	BD Pasture 1
	2010 Reminics Joy X Trash Filly	Foal	0	BD Pasture Denton Rd - Wet
	2010 Ritachic X MDP Filly	Foal	0	BD Pasture Denton Rd - Wet
	2010 Roosters Lil Anna X SCO Colt	Foal	0	BD Mare Motel 2
	2010 Short And Sixey X SCO Colt	Foal	0	BD Mare Motel 1
	2010 Smokee Chic Olena X MDP Filly	Foal	0	BD Pasture (Far East)
	2010 Starlite Lena Babe X SCO Filly	Foal	0	BD Big Lot

	2010 Sugars Hickory X SCO Colt	Foal	0	BD Pasture (Far East)
	2010 WSR Cassies Cat X SCO Filly	Foal	0	BD Mare Motel 2
	Boonacre	Performance Horse	3	PD Show Barn
	Captain Nice	Stallion	15	BD Show Barn 2
	Chic In The Trash	3 Year Olds	3	PD Round Barn
	Chics Doc Olona	3 Year Olds	3	PD Lower Barn 2
	Chics Leavem Smoke	Performance Horse	8	PD Show Barn
	Chicsplaywithsmoke	2 Year Old	2	PD Mare Motel 1
	Cowboy Smarts	Stallion	12	BD Show Barn 1
	Doc Boomernic	Performance Horse	15	BD Show Barn 2
	<u>Leitachic-25% ownership</u>	Stallion	9	PD Round Barn
	Lucky Little Lena	Stallion	25	BD Show Barn 2
	Smart Chic Olona	Stallion	25	BD Show Barn 1
	Trashadeous	Stallion	23	BD Show Barn 1
	Trashed Out Chic	3 Year Olds	3	PD Show Barn
B1	2007 TravsDoxNSocks/SCO 07 Filly	Broodmare	3	BD JAMES BOND PASTURE
B2	Peppys Lena Girl	Broodmare	18	BD Pasture (Far East)
B20	CS Anna Liza	Broodmare	8	BD Pasture Denton Rd - Wet
B21	Elans Got A Chic	Broodmare	4	BD Pasture Denton Rd - Wet
B22	2007 Dixie Holly Doc x SCO	Broodmare	3	BD Show Barn 1
B24	Smokee Chic Olona	Broodmare	4	BD Pasture (Far East)

B25	CS Equalizer Light	Broodmare	9	BD Pasture 3
B26	Miss N Patriots	Broodmare	13	BD Mare Motel 2
B30	Rubyote	Broodmare	21	BD Pasture 3
B34	Short And Sixey	Broodmare	15	BD Pasture 6
B43	Clarks Elan	Broodmare	9	BD Mare Motel 2
B45	Elans Hollywood Chic	Broodmare	3	BD Pasture Denton Rd - Dry
B48	Collena Remilena	Broodmare	8	BD Mare Motel 2
B5	Miss Quickinicki	Broodmare	8	BD Pasture Denton Rd - Wet
B50	Chics Classy Chic	Broodmare	6	BD Pasture (Far East)
B51	2007 Missy Niccy x Trash Filly	Broodmare	3	BD JAMES BOND PASTURE
B53	Chics Peppy Renee	Broodmare	9	BD Pasture (Far East)
B55	Chic From Texas	Broodmare	5	BD Show Barn 1
B56	A Smart Dezin	Broodmare	6	BD Mare Motel 1
B57	Christina O Lena	Broodmare	13	BD Mare Motel 2
B58	Playboys Sugar Baby	Broodmare	21	BD Mare Motel 2
B59	2008 Kermies Starlight/SCO Filly	Broodmare	2	BD Small Dry Lot (East)
B6	April Olena	Broodmare	5	BD Pasture 6
B9	2007 Collena Nicolena x Trash Filly	Broodmare	3	BD Pasture Denton Rd - Dry
CS44	2007 Diddy Boppin Dually x Trash Filly	Broodmare	3	BD Mare Motel 1
CS46	Playtimes Over	Broodmare	12	BD Mare Motel 1
CS48	Collena Nicolena	Broodmare	10	BD Pasture Denton Rd - Wet

DM26	Showtime Dually		Broodmare	17	BD Pasture Denton Rd - Wet
DM30	Curiosity Nic		Donor	12	BD Pasture (Far East)
DM47	Ontila Badger		Broodmare	22	BD Pasture (Far East)
FB10	2008 Ritachic/MDP Filly		2 Year Old	2	PD Lower Barn 2
FB11	2008 Mary Jo Hickory/MDP Colt		2 Year Old	2	PD Mare Motel 1
FB14	2008 Millie Merlot/MDP Filly		2 Year Old	2	PD Mare Motel 1
FB15	2008 Sugars Hickory/MDP Colt		2 Year Old	2	PD Past 6 (dry tank)
FB153	Ms Frosty Dual		Yearling	1	BD Northshore Pasture
FB155	2009 Mary Jo Hickory / MDP Colt		Yearling	1	BD Show Barn 2
FB156	Spotlight On Mister		Yearling	1	BD Show Barn 2
FB157	Dualin Babe		Yearling	1	PD Past 13 (south mare motel)
FB159	Misters Sweet Elan		Yearling	1	PD Past 13 (south mare motel)
FB16	2009 Travelin With Sass / MDP Filly		Yearling	1	BD Northshore Pasture
FB163	2009 Ritachic / MDP Colt		Yearling	1	BD Back Lot 6 (north trap)
FB165	Mister Luvsto Travel		Yearling	1	BD Back Lot 1
FB168	Dualin With Voodoo		Yearling	1	PD Past 13 (south mare motel)
FB169	2009 Chics Oh Rosa / MDP Colt		Yearling	1	PD Past 2 (north of entry)
FB170	2009 Luvs To Travel / MDP Filly #2		Yearling	1	BD Northshore Pasture
FB171	2008 Elans Smart Belle/MDP Filly		2 Year Old	2	PD Mare Motel 1
FB175	2008 Chic Spotlight/MDP Filly		2 Year Old	2	PD Mare Motel 1
FB178	2008 Young Destiny/MDP Colt		2 Year Old	2	PD Mare Motel 1

FB192	Classy Dual Chic	Yearling	1	BD Northshore Pasture
FB2	2009 Omnis Fancy Freckles / MDP Filly	Yearling	1	BD Show Barn 2
FB24	2008 Starlite Lena Babe/MDP Colt	2 Year Old	2	PD Lower Barn 2
FB29	2008 Rubyote/MDP Filly	2 Year Old	2	PD Lower Barn 2
FB3	2008 Chics Peppy Renee/MDP Filly	2 Year Old	2	PD Lower Barn 2
FB32	2008 Collena Nicolena/MDP Colt	2 Year Old	2	PD Lower Barn 2
FB33	2008 A Captive Heart/MDP Filly	2 Year Old	2	PD Mare Motel 1
FB34	2008 Peppys Lena Girl/MDP Filly	2 Year Old	2	PD Lower Barn 1
FB38	Dual Peps Playtime	Yearling	1	BD Show Barn 2
FB39	2009 Collenanic / MDP Colt	Yearling	1	BD Back Lot 6 (north trap)
FB4	2008 Ms Frosty Nic/MDP Colt	2 Year Old	2	PD Mare Motel 1
FB40	2009 Rubyote x MDP Colt	Yearling	1	BD Back Lot 6 (north trap)
FB41	Mister In Wranglers	Yearling	1	BD Show Barn 2
FB42	Mister Chics Renee	Yearling	1	BD Show Barn 2
FB43	A Short Dual	Yearling	1	BD Show Barn 2
FB44	Mister Spotty	Yearling	1	BD Mare Motel 1
FB45	2009 Ritachic / MDP Filly	Yearling	1	BD Show Barn 2
FB46	2008 Lil Chex Tucker/MDP Filly	2 Year Old	2	PD Lower Barn 1
FB47	2009 CS Equalizer Light / MDP Colt	Yearling	1	BD Back Lot 6 (north trap)
FB54	2008 Spotty Chic/ MDP Filly	2 Year Old	2	PD Mare Motel 1
FB55	2008 CS Anna Liza/MDP Colt	2 Year Old	2	PD Lower Barn 2

FB6	2008 One Smart Chicky#1/MDP Filly	2 Year Old	2	PD Mare Motel 1
FB7	2008 Playtimes Over/MDP Colt	2 Year Old	2	PD Mare Motel 1
FB9	2008 Millie Merlot/MDP Colt	2 Year Old	2	PD Mare Motel 1
FO5	2009 Ontilla Badger / CS Colt	Yearling	1	BD Show Barn 2
FO7	2008 Touch Of Elan/CS Filly	2 Year Old	2	PD Mare Motel 1
FOF24	2008 Marians Chic Olena/Shining Freckle Filly	2 Year Old	2	PD Mare Motel 1
FOF32	2008 King Lorilyn/Doc Olena Twist Colt	2 Year Old	2	PD Mare Motel 1
FPK10	2009 Smart Harriet / PBC Colt	Yearling	1	PD Past 2 (north of entry)
FPK8	2008 Dual On/CAB Colt	2 Year Old	2	PD Show Barn
FR107	2008 Travs Ms Skeet/SCO Filly	2 Year Old	2	PD Mare Motel 1
FR108	2008 Miss N Patriots/ SCO Filly	2 Year Old	2	PD Lower Barn 1
FR109	2008 Peppys Lena Girl/SCO Filly	2 Year Old	2	PD Lower Barn 2
FR11	2009 Playin With Rubies / SCO Filly	Yearling	1	BD Northshore Pasture
FR154	Lectric Chic Olena	Yearling	1	PD Past 3 (north split tank)
FR156	2009 WSR Cassies Cat / SCO Filly	Yearling	1	BD Northshore Pasture
FR159	Smart Fancy Pants	Yearling	1	BD Show Barn 2
FR168	Smart Earlina	Yearling	1	PD Past 13 (south mare motel)
FR180	2009 CS Anna Liza / SCO Colt	Yearling	1	BD Back Lot 8 (big recip pen)
FR26	2009 Sugars Hickory / SCO Colt	Yearling	1	BD Show Barn 2
FR29	ThisChicsAPlayboyToo	Yearling	1	PD Past 3 (north split tank)
FR32	This Chics A Whizzin	Yearling	1	BD Mare Motel 1

FR33	2008 Miss Kali Marquita/SCO Colt	2 Year Old	2	PD Show Barn
FR37	2008 Millionnic#3/SCO Colt	2 Year Old	2	OFF FARM
FR40	2009 Sugars Hickory / SCO Filly	Yearling	1	BD Northshore Pasture
FR56	2009 Mary Jo Hickory / SCO Colt	Yearling	1	BD Show Barn 2
FR58	2008 Travelin With Sass/SCO Filly	2 Year Old	2	PD Lower Barn 2
FR60	2008 Luvs To Travel/SCO Filly	2 Year Old	2	PD Mare Motel 1
FR61	2008 Corchas Girl/SCO Colt	2 Year Old	2	PD Lower Barn 2
FR65	2008 Sugars Hickory/SCO Filly	2 Year Old	2	PD Lower Barn 2
FR66	Smart Chic Star	Yearling	1	BD Show Barn 2
FR68	2008 Mary Jo Hickory/SCO Colt	2 Year Old	2	PD Lower Barn 2
FR74	2008 Millie Merlot/SCO Filly	2 Year Old	2	PD Lower Barn 2
FR79	2008 SR Documentary/SCO Colt	2 Year Old	2	PD Mare Motel 1
FR82	Chic On The Rocks	Yearling	1	PD Past 3 (north split tank)
FR84	Chics Okie Cutie	Yearling	1	PD Past 13 (south mare motel)
FR9	2008 Peppy Rey Nic#1/SCO Filly	2 Year Old	2	PD Mare Motel 1
FW23	2009 Omnis Fancy Freckles / EP Colt	Yearling	1	BD Show Barn 2
FW29	Playboys Gettin Paid	Yearling	1	BD Show Barn 2
FW30	2009 Kimmies Starlight / EP Filly	Yearling	1	BD Northshore Pasture
FW34	2008 CS Anna Liza/EP Colt	2 Year Old	2	PD Mare Motel 1
FW37	2008 Corchas Girl/EP Colt	2 Year Old	2	PD Mare Motel 1
FW4	2009 Showtime Dually / EP Filly	Yearling	1	BD Back Lot 1

FW40	2008 Smart Harriet/EP Colt	2 Year Old	2	PD Past 6 (dry tank)
FW43	2008 CS Equalizer Delight/EP Filly	2 Year Old	2	PD Mare Motel 1
FW45	2008 Omnis Fancy Freckles/EP Filly	2 Year Old	2	PD Mare Motel 1
FW6	2008 Ritachic/EP Filly	2 Year Old	2	PD Mare Motel 1
FY1	2009 Reminics Joy / Trash Filly	Yearling	1	BD Northshore Pasture
FY13	2009 Collena Nicolena / Trash Filly	Yearling	1	BD Northshore Pasture
FY14	Trashy Ms Lena	Yearling	1	BD Mare Motel 1
FY19	2008 Chexin/Trash Filly	2 Year Old	2	PD Mare Motel 1
FY20	2008 Collena Nicolena/Trash Colt	2 Year Old	2	PD Mare Motel 1
FY23	2008 Miss Quickinikki/Trash Filly	2 Year Old	2	PD Mare Motel 1
FY24	2008 Collena Remilena/Trash Colt	2 Year Old	2	PD Lower Barn 2
FY26	2009 Miss Quickinikki / Trash Colt	Yearling	1	BD Show Barn 2
FY27	2008 Diddy Boppin Dually/Trash Colt	2 Year Old	2	PD Lower Barn 2
FY3	Trashed At The Bar	Yearling	1	BD Back Lot 1
FY4	2009 Curiosity Nic / Trash Colt	Yearling	1	PD Past 2 (north of entry)
FY7	2009 Curiosity Nic / Trash Filly	Yearling	1	BD Northshore Pasture
LC10	2007 Peppys Lena Girl x MDP Filly	Broodmare	3	BD Show Barn 1
LC62	Wimpys Lil Fancy	Performance Horse	6	BD Show Barn 1
LC64	Sure Enough Whiz	Broodmare	13	BD Mare Motel 1
LC66	Dual Peps Nu Star	Broodmare	8	BD Mare Motel 2
RM34	014 Smart Harriet X MDP 11	Recipient	9	BD JAMES BOND PASTURE

RM39	013 WSR Cassies Cat / SCO 10	Recipient	7	BD Mare Motel 2
RM43	025 Ontila Badger / EP 10	Recipient	7	BD Big Lot
RM6	031 Curiosity Nic / Trash 10	Recipient	6	BD Mare Motel 1
RQ11	Chic Spotlight	Broodmare	6	BD Show Barn 1
RQ13	Elans Smartee	Broodmare	7	BD Mare Motel 2
T1	T1 Tease Mare Spayed	Recipient	10	BD Back Lot 3
TR14	Leanna Nic	Broodmare	7	BD Mare Motel 2
TR16	Reminics Joy	Broodmare	7	BD Pasture Denton Rd - Wet
TR17	2007 Miss Zany Dun ItxCS Filly	Broodmare	3	BD JAMES BOND PASTURE
TR18	Miss Kali Marquita	Broodmare	11	BD Mare Motel 2

Exhibit B

[See attached]

FROZEN SEMEN INVENTORY – AS OF 8/24/10

SMART CHIC OLENA:

BABCOCK RANCH	1601 STRAWS (200.125 DOSES)
SELECT BREEDERS	1847 STRAWS (794 DOSES) – MIX OF 8 STRAW DOSES AND 642 ICSI DOSES
TOTAL	3448 STRAWS (992.75 DOSES)

MISTER DUAL PEP:

BABCOCK RANCH	1968 STRAWS (246 DOSES)
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TRASHADEOUS:

BABCOCK RANCH	1689 STRAWS (211.125 DOSES)
SELECT BREEDERS	2064 STRAWS (258 DOSES)
TOTAL	3753 STRAWS (469.125 DOSES)

COWBOY SMARTS:

BABCOCK RANCH	1710 STRAWS (213.75 DOSES)
SELECT BREEDERS	652 STRAWS (81.5 DOSES)
TOTAL	2362 STRAWS (295.25 DOSES)

ROYAL BLUE QUIXOTE:

BABCOCK RANCH	1571 STRAWS (196.375 DOSES)
SELECT BREEDERS	328 STRAWS (41 DOSES)
TOTAL	1899 STRAWS (237.375 DOSES)

ELANS PLAYBOY:

BABCOCK RANCH	627 STRAWS (78.375 DOSES)
SELECT BREEDERS	1889 STRAWS (236.125 DOSES)
TOTAL	2516 STRAWS (314.5 DOSES)

LEITACHIC:

BABCOCK RANCH	419 STRAWS (52.375 DOSES)
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BUENO FRITZI NIC:

BABCOCK RANCH	124 STRAWS (15.5 DOSES)
SELECT BREEDERS	432 STRAWS (54 DOSES)
TOTAL	556 STRAWS (69.5 DOSES)

HB INSTANT CHOICE:

BABCOCK RANCH	12 SINGLE DOSE STRAWS (12 DOSES)
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FAIRLY SMART :

BABCOCK RANCH	52 STRAWS (6 DOSES)
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REMINIC:

BABCOCK RANCH	16 STRAWS (2 DOSES) – SLIDIN J
SELECT BREEDERS	163 STRAWS (116 DOSES) – MIX OF 8 STRAW DOSES AND LOW-DOSE STRAWS
TOTAL	179 STRAWS (118 DOSES)

PAID BY CHIC:

BABCOCK RANCH	44 STRAWS (5 DOSES)
	20 STRAWS – EPIDIDYMAL LOW DOSE (4 DOSES)
TOTAL	9 DOSES

PLAYBOYS MASTER (CHRIS CAGLE):

BABCOCK RANCH	24 STRAWS (3 DOSES)
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IMA SPIN DOCTOR (TERESA SPINDLER):

BABCOCK RANCH	8 STRAWS (1 DOSE)
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FROZEN EMBRYOS – AS OF 8/24/2010

CLARKS ELAN

SCO 2005

SCO 2008

DRY N PERFECT - DECEASED

SCO 2005

PLAYBOYS MERADA

SCO 2005

SCO 2008

CHICS OH ROSA

EP 2007

LIL CHEX TUCKER

SCO 2007

OMNIS FANCY FRECKLES - DECEASED

EP 2007

COLLENA REMILENA

TRASH 2007

SUGARS HICKORY

SCO 2008

RBQ 2008

MILLIONNIC

MDP 2008

SCO 2008

MARY JO HICKORY

SCO 2008

REMINICS GRACE – NOT OWNED BY JIM

SCO 2008

SHOWTIME DUALY

SCO 2008

STARLITE LENA BABE

SCO 2008

ELANS BAY WATCH

SCO 2008

SCO 2008

SCO 2008

SCO 2009

RUBYOTE

SCO 2008

BROOKSINIC

MDP 2008

LOIS MONTANA

SCO 2008

TRAVS DOX N SOCKS

SCO 2008

MILLIE MERLOT

RBQ 2008

LIL TENINA HICKORY

MDP 2008

SMART HARRIET

MDP 2008

PLAYGUNS SMOKIN – SOLD AT WHITESBORO SALE

SCO 2008

SCO 2008

NU NICE NEVADA

SCO 2009

COWGIRLS ARE SMART

MDP 2009

CURIOSITY NIC

TRASH 2009

SWEET ELAN

MDP 2009

WSR CASSIES CAT

MDP 2009

SCO 2009

ONTILA BADGER

SCO 2009

TOTAL = 37

Exhibit C

1. breeder's certificates;
2. stallion breeding reports;
3. genetic testing/DNA typing;
4. parentage verification;
5. genetic disorder testing;
6. semen collection/insemination certificates;
7. retained semen right permits;
8. enrollment of mares regarding embryo/oocyte transfers;
9. frozen embryo permits;
10. transfers of ownership;
11. registration documents;
12. registration applications;
13. duplicate registration certificates;
14. re-registration certificates;
15. affidavits on behalf of owner; and
16. correction of registration certificates.