

Marcus A. Helt (TX 24052187)
Evan R. Baker (TX 24073879)
GARDERE WYNNE SEWELL LLP
3000 Thanksgiving Tower
1601 Elm Street
Dallas, TX 75201-4761
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
mhelt@gardere.com
ebaker@gardere.com

**COUNSEL FOR DEBTORS AND
DEBTORS-IN-POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re: § **Chapter 11**
§
COLOR STAR GROWERS OF § **Case No. 13-42959**
COLORADO, INC., VAST, INC., and §
COLOR STAR, LLC, § **(Jointly Administered)**
§
Debtors. §

DEBTORS' MOTION FOR RULE 2004 EXAMINATION OF REGIONS BANK

NO HEARING WILL BE CONDUCTED ON THIS MOTION UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AND SERVED UPON THE PARTY FILING THIS PLEADING WITHIN FOURTEEN (14) DAYS FROM THE DATE OF SERVICE UNLESS THE COURT SHORTENS OR EXTENDS THE TIME FOR FILING SUCH OBJECTION. IF NO OBJECTION IS TIMELY SERVED AND FILED, THIS APPLICATION SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT. IF AN OBJECTION IS FILED AND SERVED IN A TIMELY MANNER, THE COURT WILL THEREAFTER SET A HEARING. IF YOU FAIL TO APPEAR AT ANY SCHEDULED HEARING, YOUR OBJECTION MAY BE STRICKEN. THE COURT RESERVES THE RIGHT TO SET A HEARING ON ANY MATTER.

Color Star Growers of Colorado, Inc., a Colorado corporation (“**Color Star**”), Vast, Inc., a Texas corporation (“**Vast**”), and Color Star, LLC (“**CSLLC**,” collectively with Color Star and Vast, the “**Debtors**”), debtors and debtors-in-possession in the above-captioned cases, hereby file their *Motion for Rule 2004 Examination of Regions Bank* (the “**Motion**”), and in support of the Motion, the Debtors would respectfully show this Court as follows:

I.
EXECUTIVE SUMMARY

1. At a hearing on March 26, 2014, this Court extended the “challenge period” under the existing cash-collateral orders to thirty (30) days after the production of documents by Regions Bank. The Court suggested that documents be requested by the Debtors through a “2004 Motion.” This is that 2004 Motion, which asks this Court to order Regions Bank to (a) produce the documents requested on the attached **Exhibit A** and (b) make available a representative(s) for a 2004 examination on the documents and all aspects of the lending relationship (from start to finish) between Regions Bank and the Debtors

II.
JURISDICTION AND VENUE

2. The Court has jurisdiction over these matters pursuant to 28 U.S.C. §§ 1334 and 157. This matter concerns the administration of the bankruptcy estates; accordingly, the matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The predicate for the relief requested herein is Federal Rule of Bankruptcy Procedure (the “**Bankruptcy Rules**”) 2004 and Local Rule of Bankruptcy Procedure 2004.

III. BACKGROUND

4. On December 15, 2013 (the “**Petition Date**”), the Debtors each filed a voluntary chapter 11 petition under the Bankruptcy Code creating the Debtors’ estates (the “**Estates**”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to operate their respective businesses and to manage their respective financial affairs as debtors in possession.

5. On January 4, 2014, the Debtors filed their *Motion for Order Authorizing (a) Sale(s) of Substantially All of the Estates’ Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests and (b) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale(s)* [Docket No. 72] (the “**Sales Motion**”) requesting Court authorization to sell substantially all of the Debtors’ assets to the highest and/or best offer bidder of the Debtors’ assets at the auction authorized by the Bid Procedures Order. Two days later, the Debtors held an auction of substantially all of their tangible assets at the Debtors’ counsel’s office.

6. On January 14, 2014, the Court entered three orders approving the sale of substantially all of the Debtors’ assets to three (3) winning bidders (the “**Purchasers**”). See Docket Nos. 95, 96, and 98 (collectively, the “**Sale Order**”). That same day, the Debtors closed a sale of substantially all of their assets to the Purchasers in three (3) different sales.

7. That same day, the United States Trustee appointed an Official Committee of Unsecured Creditors (the “**Committee**”). See Docket Nos. 97 and 105.

8. After the Debtors sold all of their assets, the Debtors’ professionals have been focusing on concluding these bankruptcy cases and investigating any potential causes of actions the Debtors may have against their pre-petition lenders, among others.

9. Subsequent to the entry of the Sale Order and appointment of the Committee, this Court entered its *Fourth Interim Order Granting Emergency Motion for Interim and Final Orders Authorizing the Use of Cash Collateral and Scheduling Final Hearing* [Docket No. 181] (the “**Cash Collateral Order**”). The Cash Collateral Order authorized the Debtors to use Regions Bank’s and MCG Capital Corporation’s (“**MCG**” and collectively with Regions Bank, the “**Lenders**”) cash collateral up to, and through, March 31, 2014.

10. The Cash Collateral Order also established a deadline for the Debtors to bring a challenge against the Lenders (the “**Challenge Deadline**”). Specifically, the Cash Collateral Order provided:

The Debtors, on behalf of themselves and as representative of their respective bankruptcy estates, shall have until April 17, 2014¹ to file and serve on any of the Pre-Petition Lenders as applicable any challenge to: (i) the amount of their indebtedness; (ii) whether the indebtedness is subject to any defenses, counterclaims, offset; (iii) the validity or enforceability of the Pre-Petition Lenders' respective loan documents; or (iv) the validity, priority, perfection and/or extent of any of the Pre-Petition Lenders' liens and security interests in the Debtors' assets or the Cash Collateral.

See Cash Collateral Order at ¶ L.

11. On March 26, 2014, this Court held a hearing (the “**Hearing**”) on, among other things, the Committee’s *Motion of Official Committee of Unsecured Creditors to Extend Deadline for Asserting Potential Challenge to Pre-Petition Lenders’ Claims* [Docket No. 215] (the “**Extension Motion**”). An order on the Extension Motion has not yet been entered; however, at the Hearing, the Court ruled that the Debtors’ Challenge Deadline could be extended by the Debtors filing of a Rule 2004 motion seeking documents from Regions Bank.

¹ Both Lenders have agreed to extend the Challenge Deadline to April 30, 2014.

12. Accordingly, pursuant to this Court's ruling at the Hearing, the Debtors file this Motion to seek authority to examine documents from Regions Bank and potentially a representative of Regions Bank.

**IV.
RELIEF REQUESTED**

13. Pursuant to Bankruptcy Rule 2004, the Debtors respectfully request that the Court enter an order: (a) directing Regions Bank to produce the documents on the attached **Exhibit A** on or before fourteen (14) days following entry of an order approving this Motion (to the extent not already produced); and (b) authorizing the Debtors to examine a representative of Regions Bank concerning the documents on the attached **Exhibit A** any time prior to the expiration of the Challenge Deadline unless further extended by Regions Bank.

14. Pursuant to L.B.R. 2004-1(a)(2), on April 9, 2014, counsel for the Debtors conferred with counsel for Regions Bank, and Regions Bank's counsel stated that he was not in a position to agree to the relief requested at this time.

**V.
ARGUMENTS AND AUTHORITIES**

15. Bankruptcy Rule 2004 provides the Court authority to order an examination of any entity if such examination relates "to the acts, conduct, or property or to the liabilities and financial condition of the debtor, or to any matter which may affect the administration of the debtors' estate ... [and to] any other matter relevant to the case or to the formulation of a plan." FED. R. BANKR. P. 2004(b).

16. "The purpose of a Rule 2004 examination is to assist a party in interest in determining the nature and extent of the bankruptcy estate, revealing assets, examining transactions and assessing whether wrongdoing has occurred." *In re Recoton Corp.*, 307 B.R. 751, 755 (Bankr. S.D.N.Y. 2004); *In re Ionosphere Clubs, Inc.*, 156 B.R. 414, 432 (S.D.N.Y.

1993). The scope of a Rule 2004 examination is very broad. *In re Kipp*, 86 B.R. 490, 491 (Bankr. W.D. Tex. 1988); *see also In re Enron Corp. Sec. Litig.*, 2004 WL 613091 at *3 (S.D. Tex. March 16, 2004); *In re Edic*, 2005 WL 6443541 *1 (Bankr. N.D. Tex. Oct. 7, 2005) (“Rule 2004 is very broad in scope”). Any third party that has a relationship with a debtor may be subject to a Rule 2004 examination. *See, e.g., In re Ionosphere Clubs, Inc.*, 156 B.R. at 432; *In re Recoton Corp.*, 307 B.R. at 755; *In re Cousins Barricades & Metal Prods., Inc.*, 2000 WL 245860 at *3 (E.D. La., March 2, 2000).

17. A party must generally meet a threshold standard of “good cause” before he or she will be permitted to conduct an examination under Rule 2004. *In re Countrywide Home Loans, Inc.*, 384 B.R. 373, 393 (Bankr. W.D. Pa. 2008). The “good cause” standard takes into account a balancing test that weighs the examining party’s need for the information against the cost or burden of disclosure on the target of the examination. *Id.*

18. As briefly discussed above, the Debtors are investigating any challenge they may have, as it relates to the Lenders, to: (i) the amount of their indebtedness; (ii) whether the indebtedness is subject to any defenses, counterclaims, offset; (iii) the validity or enforceability of the Pre-Petition Lenders' respective loan documents; or (iv) the validity, priority, perfection and/or extent of any of the Pre-Petition Lenders' liens and security interests in the Debtors' assets or the Cash Collateral. As a part of that investigation, the Debtors need access to loan-specific documents from Regions Bank to determine if any such causes of action exist. The testimony and documents sought from Regions Bank may be integral in ascertaining the Debtors’ claims and causes of action prior to the filing of these bankruptcy cases. The information sought in this Motion is targeted, specific, and focused, and it will not present a burden or intrusion on Regions Bank’s business affairs. As a result, good cause exists to grant this Motion.

WHEREFORE, the Debtors respectfully request that the Court enter an order (a) directing Regions Bank to produce the documents on the attached **Exhibit A** on or before fourteen (14) days following entry of an order approving this Motion; (b) authorizing, but not directing, the Debtors to examine a representative of Regions Bank concerning the subject matters on the attached **Exhibit A** any time prior to the expiration of the Challenge Deadline unless further extended by Regions Bank; and (c) granting such other and further relief as the Court deems justified.

DATED: April 9, 2014

Respectfully submitted by:

/s/ Marcus A. Helt

Marcus A. Helt (TX 24052187)

Evan R. Baker (TX 24073879)

GARDERE WYNNE SEWELL LLP

3000 Thanksgiving Tower

1601 Elm Street

Dallas, TX 75201-4761

Telephone: (214) 999-3000

Facsimile: (214) 999-4667

mhelt@gardere.com

ebaker@gardere.com

**COUNSEL FOR DEBTORS
AND DEBTORS-IN-POSSESSION**

CERTIFICATE OF CONFERENCE

Pursuant to Local Bankruptcy Rule 2004(a)(2), on April 9, 2014, the undersigned conferred with George Barber, Regions Bank's counsel, regarding the Debtors' request for a "2004 examination" of Regions Bank. Mr. Barber stated that he was not in a position to agree to the relief requested at this time.

/s/ Marcus A. Helt

Marcus A. Helt

EXHIBIT A

DOCUMENT REQUESTS

Marcus A. Helt (TX 24052187)
Evan R. Baker (TX 24073879)
GARDERE WYNNE SEWELL LLP
3000 Thanksgiving Tower
1601 Elm Street
Dallas, TX 75201-4761
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
mhelt@gardere.com
ebaker@gardere.com

**COUNSEL FOR DEBTORS AND
DEBTORS-IN-POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:	§	
	§	Chapter 11
	§	
COLOR STAR GROWERS OF COLORADO, INC., VAST, INC., and COLOR STAR, LLC,	§	Case No. 13-42959
	§	
	§	(Jointly Administered)
	§	
Debtors.	§	

**DEBTORS' FIRST REQUEST FOR PRODUCTION
OF DOCUMENTS AND TANGIBLE THINGS TO REGIONS BANK**

TO: Regions Bank
c/o George Barber
Kane Russell Coleman & Logan, PC
1601 Elm Street
Suite 3700
Dallas, Texas 75201

Pursuant to FEDERAL RULE OF BANKRUPTCY PROCEDURE 2004(c) and 7034 and the *Order Extending Deadline for Asserting Potential Challenge to Pre-Petition Lenders' Claims*, Color Star Growers of Colorado, Inc., a Colorado corporation ("**Color Star**"), Vast, Inc., a Texas corporation ("**Vast**"), and Color Star, LLC ("**CSLLC**," collectively with Color Star and Vast, the "**Debtors**"), debtors and debtors-in-possession in the above-captioned cases, serve this their *First*

Request for Production of Documents and Tangible Things to Regions Bank. Responses to these requests are due within thirty (30) calendar days of service of this request in the offices of Gardere Wynne Sewell LLP (attention: Marcus A. Helt), 3000 Thanksgiving Tower, 1601 Elm Street, Dallas, Texas 75201, or at such other location as may be agreed in writing by counsel for the parties.

DATED: April 9, 2014

Respectfully submitted by:

/s/ Marcus A. Helt

Marcus A. Helt (TX 24052187)

Evan R. Baker (TX 24073879)

GARDERE WYNNE SEWELL LLP

3000 Thanksgiving Tower

1601 Elm Street

Dallas, TX 75201-4761

Telephone: (214) 999-3000

Facsimile: (214) 999-4667

mhelt@gardere.com

ebaker@gardere.com

**COUNSEL FOR DEBTORS AND
DEBTORS-IN-POSSESSION**

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served on all counsel of record via email as indicated below on April 9, 2014:

Regions Bank
c/o George Barber
Kane Russell Coleman & Logan, PC
1601 Elm Street
Suite 3700
Dallas, Texas 75201

/s/ Evan R. Baker

Evan R. Baker

DEFINITIONS AND INSTRUCTIONS

1. Unless otherwise indicated, the use in the requests of the name of any party, person or business organization shall specifically include all agents, employees, shareholders, owners, officers, directors, joint venturers, representatives, general partners, limited partners, predecessors, successors, attorneys, divisions, subsidiaries, parent corporations, affiliates and all other persons acting or purporting to act through, on behalf of, at the direction of, or under the control of the subject party, person or business organization.

2. For purposes of interpreting or construing the scope of the requests, all terms shall be given their most expansive and inclusive interpretation unless otherwise specifically limited by the language of an individual request. This includes, without limitation, the following:

- a. Construing “and” as well as “or” in the disjunctive or conjunctive as necessary to make the request more inclusive;
- b. Construing the singular form of the word to include the plural and the plural form to include the singular;
- c. Construing the masculine to include the feminine and vice versa; and
- d. Construing the term “including” to mean including, but not limited to.

3. The term “person” includes natural persons, groups of natural persons acting in a collegial capacity (e.g., a committee or council), corporations, partnerships, associations, joint ventures, and any other incorporated or unincorporated business, governmental, public, social or legal entity. A reference to any person shall include, when applicable, its subsidiaries, controlled persons, controlling persons, shareholders, officers, directors, employees, agents, or other persons acting or purporting to act on its behalf.

4. “Document” includes without limitation the original and all copies, including non-identical copy (whether different from the original because of notes made on or attached to

such copy or otherwise) or all papers, books, accounts, graphs, charts, photographs, electronic or videotape recordings, data, and other data compilations (including electronic data) from which information can be obtained; all notes handwritten or otherwise, memoranda, analyses, reports, studies, forecasts, work papers and minutes of meetings and all other writings, however denominated. Documents located on premises other than your premises and non-privileged documents possessed by your agents, representatives or attorneys, but in your possession, custody and control, are specifically included.

5. The term “communication,” or any variant thereof, means any contact between two or more persons by which any information or knowledge is transmitted or conveyed between two or more persons and shall include, without limitation, written contact by means such as letters, memoranda, telegrams, telecopies, telexes, e-mails, or any other document, and any oral contact, such as face-to-face meetings or telephone conversations and any writing, documents, or notes reflecting such communications.

6. Production of Electronic and Magnetic Data:

- a. The Debtors hereby specifically request production of electronic or magnetic data responsive to these requests in the form in which it is kept in the ordinary course of business and that is reasonably readable by and compatible with computers running the Windows operating systems and Microsoft Office software. Specifically, any documents existing in Microsoft Word, Microsoft Excel, Microsoft Power Point, WordPerfect, PDF, or TIF formats shall be produced in those formats. E-mail maintained in Microsoft Outlook shall be produced in the form of a PST file. E-mail maintained in Lotus Notes shall be produced in the form of a NSF file. All documents produced in electronic or digital format shall be produced with all metadata intact.
- b. To the extent that electronic or magnetic data responsive to these requests exists, which cannot be produced in the format in which it is kept in the ordinary course of business and as set forth in 6.a. above, you are instructed to produce it in its native format, along with all metadata, and to convert the items into a format reasonably compatible with and readable by computers running the Windows operating systems and Microsoft

Office software. Specifically, image files of such documents should be produced in PDF or TIF format; text data should be produced in ASCII format; any field-based data should be produced in an ASCII delimited text format, identifying the delimiters. You are requested to identify each such document that was converted, the file format from which it was converted, and the programs needed to access the file in its native format.

- c. In the event that the electronic and magnetic data responsive to these requests cannot be converted into formats as described above, you are instructed to make the hard drives containing such information and documents responsive to these requests available for inspection and review by the Debtors and their attorneys, agents and designees.

7. “Account” means a financial account including, without limitation, a checking account, deposit account, savings account, investment account, brokerage account, money market account, and/or certificate of deposit.

8. “Bank of the West” means Bank of the West and/or any equity holder, member, manager, partner, director, officer, employee or agent of Bank of the West, whether past or present.

9. “Bankruptcy Case” means Case No. 13-42959, *In re Color Star Growers of Colorado, Inc., et al*, pending before the United States Bankruptcy Court for the Eastern District of Texas, Sherman Division.

10. “Barrier” means Barrier Advisors n/k/a NexBank Securities, Inc. a/k/a NexBank Capital Advisors and/or any equity holder, member, manager, partner, director, officer, employee or agent of Barrier Advisors, whether past or present.

11. “Color Star” means Color Star Growers of Colorado, Inc.

12. “Craig” means Colby Craig.

13. “CSLLC” means Color Star, LLC.

14. “Debtors” means Color Star, CSLLC, and Vast.

15. “Deloitte” means Deloitte LLP and/or any affiliate, subsidiary, parent of Deloitte, whether past or present.

16. “EKS&H” means EKS&H LLLP and/or any equity holder, member, manager, partner, director, officer, employee or agent of EKS&H, whether past or present.

17. “ESI” shall have the meaning ascribed to it in the Orders.

18. “Kingsriter” means Barrett Kingsriter.

19. “Loan” means any origination or extension of credit, including all modifications, amendments, and renewals thereof from Regions Bank, Comerica Bank, or MCG to the Debtors between November 2012 and November 2013.

20. “Loan File” means all documents relating to a Loan including, without limitation: origination or extension of a loan or credit; any modification, amendment, renewal or restatement of a loan or extension of credit; any forbearance, workout or extension agreements relating to a loan or extension of credit; commitments to extend credit or loans; the administration, servicing or monitoring of a loan or extension of credit; credit reviews and analysis; underwriting relating to a loan or extension of credit; balance sheets, valuations and appraisals; pro formas, financial projections, security or liens associated with a loan or extension of credit; any borrowing-base certificate, and any default notices.

21. “MCG” means MCG Capital Corporation and Solutions Capital I, L.P.

22. “Orders” means the three orders entered in the Bankruptcy Case on January 14, 2014 approving the *Motion for Order Authorizing (a) Sale(s) of Substantially All of the Estates’ Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests and (b) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale(s)* [Docket No. 72].

23. “Regions Bank” means Regions Bank, as administrative agent acting for and on behalf of Regions Bank and Comerica Bank.

24. “Vast” means Vast, Inc.

25. Unless otherwise specified the relevant time period for these requests is August 1, 2012 through the present.

REQUESTS FOR PRODUCTION AND TANGIBLE THINGS

Please produce any and all records and tangible things as described below:

1. Loan File for each Loan or extension of credit to the Debtors from Regions Bank.
2. Loan File for the Loan between the Debtors and MCG.
3. Financial statements, including but not limited to balance sheets, ledgers, profit and loss statements, income statements, expense reports, whether internally or externally generated, pertaining or purporting to pertain to the Debtors.
4. All Documents, including but not limited to, email and Communications that Regions Bank obtained from the Debtors between January 1, 2012, to September 1, 2013.
5. Regions Bank's personnel file for Craig including, but not limited to, any employment agreements, severance agreements, and correspondence related to Craig's termination from Regions Bank.
6. All Documents from Craig's Regions Bank-owned computer related, in any way, to the Debtors.
7. All Documents received by Regions Bank from Craig related to the Debtors, the Loan, assets of the Debtors, or the Bankruptcy Case.
8. All Documents received by Regions Bank from Comerica Bank related to the Debtors, the Loan, assets of the Debtors, or the Bankruptcy Case.
9. Any and all copies of Craig's diary(s), journals, and/or daily notes regarding the Debtors.
10. All Communications between Regions Bank, on the one hand, and the Debtors, on the other hand, related to the Debtors' Loan File including, but not limited to, communications between and among any or all of the following persons:
 - a) Lynn Johnston;
 - b) Colby Craig;
 - c) Michael Hood;
 - d) Herb Verbeek;
 - e) Kenney Verbeek;
 - f) Englebrecht "Brett" Verbeek;
 - g) Elizabeth Verbeek;
 - h) Barrett Kingsriter;
 - i) Bogdan Baciu;
 - j) Harold Kessler;
 - k) Harrison Price;
 - l) Brian Aguiar;
 - m) Brock Hostetter; and

- n) Jack Ormberget.
11. All internal Communications related to the Debtors' Loan File including, but not limited to, communications between and among:
- a) Lynn Johnston;
 - b) Colby Craig;
 - c) Michael Hood;
 - d) Brad Campbell;
 - e) Lamar Clark;
 - f) BrianENZler;
 - g) Robert "Bob" Marcotte;
 - h) Herb Verbeek;
 - i) Kenney Verbeek;
 - j) Englebrecht "Brett" Verbeek;
 - k) Barrett Kingsriter;
 - l) Bogdan Baciu;
 - m) Harold Kessler;
 - n) Harrison Price;
 - o) Brian Aguiar;
 - p) Brock Hostetter; and
 - q) Jack Ormberget.
12. All Documents, including but not limited to, Communications exchanged between and among Regions Bank, on the one hand, and Debtors, on the other hand, between January 1, 2012, and September 1, 2013.
13. All Documents, including but not limited to, Communications exchanged between and among Regions Bank, on the one hand, and MCG, on the other hand, that pertain to the Debtors and/or the Loan.
14. All Communications between and among Regions Bank, on the one hand, and Deloitte, on the other hand, related to the Debtors' Loan File from January 1, 2012, to September 1, 2013.
15. All Communications between and among Regions Bank, on the one hand, and Deloitte, on the other hand, related to the collection of Documents called for by the Orders. This request includes, but is not limited to, contracts, agreements understandings and related Communications regarding the negotiation of the foregoing; Communications concerning the processing, retrieval and access to Preserved Records and ESI (as those terms are used in the Order); Communications regarding requests for access to the Responsive Materials and ESI (as those terms are used in the Orders) from any third parties, including Debtors.
16. All Documents, including but not limited to, Communications exchanged between and among Regions Bank, on the one hand, and any third party, on the other hand, between January 1, 2012, to September 1, 2013, the pertain to Debtors and/or the Loan.

17. All Communications relating to the Debtors' Loan File between Regions Bank, on the one hand, and Barrier, on the other hand, including, but not limited to, Communications between and among the following individuals from January 1, 2012, to September 1, 2013:
 - a) Lynn Johnston;
 - b) Colby Craig;
 - c) Michael Hood;
 - d) Brad Campbell;
 - e) Lamar Clark;
 - f) Brian Enzler;
 - g) Barrett Kingsriter;
 - h) Bogdan Baci;
 - i) Harold Kessler; and
 - j) Harrison Price.
18. All Communications between Regions Bank, on the one hand, and Comerica Bank, on the other hand, regarding the Debtors and the Debtors' Loan File.
19. All Documents that reference, mention, or concern the physical inventory of the Debtors for June 2012.
20. All Communications between Regions Bank, on the one hand, and Jabez Group, LLC, on the other hand, regarding the Debtors and the Debtors' Loan File.
21. Any written reports and related drafts, field notes and other Documents preceding such written reports that reference, mention, or concern the physical inventory of the Debtors for June 2012.
22. All Communications between and among Regions Bank, on the one hand, and Debtors, on the other hand that reference, mention, or concern the physical inventory of the Debtors for June 2012.
23. All Communications between and among Regions Bank, on the one hand, and any third parties, on the other hand that reference, mention, or concern the physical inventory of the Debtors for June 2012.
24. All written reports and related drafts, field notes and other Documents preceding such written reports that reference, mention, or concern inventory of the Debtors for any period.
25. All Communications that reference, mention, or concern inventory of the Debtors for any period.
26. All Communications between Regions Bank, on the one hand, and Bank of the West, on the other hand, related to the Debtors' physical inventory count between September 2012 and December 2012 including communications between and among:

- a) Lynn Johnston;
- b) Colby Craig;
- c) Michael Hood;
- d) Diane Miller;
- e) Barrett Kingsriter;
- f) Bogdan Baciu;
- g) Harold Kessler;
- h) Harrison Price; and
- i) Michael Roman.

- 27. All Communications, including but not limited to, any engagement agreements, between and among Regions Bank, on the one hand, and the Jabez Group, on the other hand, relating to the Debtors.
- 28. All non-privileged communications between and among Regions Bank, on the one hand, and Winstead PC, on the other hand, related to the Debtors, the Loan, and/or the Debtors Loan File.
- 29. All non-privileged communications between and among Regions Bank, on the one hand, and Kane Russell Coleman & Logan, PC (“**KRCL**”), on the other hand, related to the Debtors, the Loan, and/or the Debtors’ Loan File including, but not limited to, any engagement agreement between Regions Bank and KRCL.
- 30. All Documents related to any defaults declared by Regions Bank on the Debtors’ Loan that form the basis for Regions Bank’s claim in the Bankruptcy Case.
- 31. All ESI, including e-mail, deleted e-mail and other electronic documents that fall within any request above.
- 32. All Documents describing the lending procedures and criteria used by Regions Bank in deciding whether to extend credit or call a loan.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:	§	
	§	Chapter 11
COLOR STAR GROWERS OF	§	
COLORADO, INC., VAST, INC., and	§	Case No. 13-42959
COLOR STAR, LLC,	§	
	§	(Jointly Administered)
Debtors.	§	

**ORDER GRANTING DEBTORS' MOTION
FOR RULE 2004 EXAMINATION OF REGIONS BANK**

Pending before the Court is the *Motion for Rule 2004 Examination of Regions Bank* [Docket No. 246] (the "**Motion**")¹ filed by Color Star Growers of Colorado, Inc., a Colorado corporation ("**Color Star**"), Vast, Inc., a Texas corporation ("**Vast**"), and Color Star, LLC, a Colorado limited liability company ("**CSLLC**," collectively with Color Star and Vast, the "**Debtors**"), debtors and debtors-in-possession in the above-captioned cases.

Having reviewed the Motion and all matters brought to the Court's attention at the hearing on the Motion and after due deliberation and consideration, the Court finds that notice was appropriate under the circumstances, and no further notice is necessary, and that cause exists to grant the relief requested in the Motion to the extent set forth below. Therefore, it is hereby

ORDERED that:

1. The Motion is granted to the extent provided herein.
2. Regions Bank is directed to produce the documents on the attached **Exhibit A** to the Motion on or before fourteen (14) days following entry of this Order approving the Motion (to the extent not already produced).

¹ Capitalized terms not otherwise defined herein have the definition ascribed in the Motion.

3. The Debtors are authorized to examine a representative(s) of Regions Bank concerning the documents on the Exhibit A attached to the Motion any time prior to the expiration of the Challenge Deadline (as defined in the Motion), unless further extended by Regions Bank.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

THE HONORABLE BRENDA T. RHOADES
CHIEF UNITED STATES BANKRUPTCY JUDGE