

Summary of Evidence pages to follow:

The Anderton family and their co-conspirators (a grand jury indicted lawyer and scum accountant) have evidenced a pattern of civil accounting fraud, tax-misreporting and multiple violations of the Tennessee Consumer Protection Act-- all in their unmitigated efforts to unduly enrich themselves in violation of state and federal law.

This evidence suggests that the patterns of "civil" abuses, in fact, are criminal in nature; And that a RICO- racketeering conspiracy is the hallmark of anything which involves Bill Anderton, Kevin Anderton, Scott Anderton, their wives and other adult family members (as a group) And David Johnson, the fraud-indicted lawyer and Nate Prager, the lying CPA with so many bankruptcies to his credit, honest people lose count.

These evidence pages show multiple accounting frauds and tax mis-reporting (pages 1-3) suggesting multiple accounting books.

Lies and deceptions, in violation of the TN Consumer Protection act (page 4 and 5)

Proof that the lying, grand jury-indicted lawyer, Johnson, was a co-conspirator in the operations of Anderton's ACMI companies-- even as he professed to 'just' be their "independent council".

(pages 6-13)

In total, Bill Anderton hides behind David Johnson, Nate Prager and his own sons, using them to lie and abuse vendors, agents and the law.

This vendor was solicited in 1995 by the Andertons to commit federal copyright violations, which-- had they been done-- would have given the Anderton scum something "on" the vendor. They are scum.

**Account Transactions**  
**Laser Radio Checking Acct.**  
**1/1/95 Through 12/31/95**

Num	Date	Payee	Account	Memo	Category	Amount
<b>Month Ending 1/31/95</b>						
	1/13/95	ACMI	Laser Radio Checking Acct.	MM #3080	commissions	1,000.00
	1/31/95	ACMI	Laser Radio Checking Acct.	MM #3164	commissions	1,000.00
Total Month Ending 1/31/95						2,000.00
<b>Month Ending 2/28/95</b>						
	2/16/95	ACMI	Laser Radio Checking Acct.	MM check 2586	commissions	1,000.00
Total Month Ending 2/28/95						1,000.00
<b>Month Ending 6/30/95</b>						
	6/12/95	ACMI	Laser Radio Checking Acct.	MM check 3613 and 14	commissions	5,805.37
Total Month Ending 6/30/95						5,805.37
<b>Month Ending 7/31/95</b>						
	7/17/95	ACMI	Laser Radio Checking Acct.	MM check 3718	commissions	454.93
	7/17/95	ACMI	Laser Radio Checking Acct.	indian recharges	commissions	134.00
Total Month Ending 7/31/95						588.93
<b>Month Ending 8/31/95</b>						
	8/14/95	ACMI	Laser Radio Checking Acct.	indian recharges	commissions	268.00
	8/14/95	ACMI	Laser Radio Checking Acct.	mm? Check 3821	commissions	128.70
	8/14/95	ACMI	Laser Radio Checking Acct.	mm? Check 3820	commissions	2,733.61
Total Month Ending 8/31/95						3,130.31
<b>Month Ending 9/30/95</b>						
	9/12/95	ACMI	Laser Radio Checking Acct.	printing expenses	Refund	2,684.00
	9/14/95	ACMI	Laser Radio Checking Acct.	MM	commissions	1,066.20
Total Month Ending 9/30/95						3,750.20
<b>Month Ending 10/31/95</b>						
1771	10/10/95	ACMI	Laser Radio Checking Acct.	invoces 1086 and 1087	Cards/PINS	(2,294.00)
	10/23/95	ACMI	Laser Radio Checking Acct.	MM	commissions	515.25
Total Month Ending 10/31/95						(1,778.75)
<b>Month Ending 11/30/95</b>						
	11/13/95	ACMI	Laser Radio Checking Acct.	MM	commissions	124.95
Total Month Ending 11/30/95						124.95
<b>Month Ending 12/31/95</b>						
	12/12/95	ACMI	Laser Radio Checking Acct.	39633	commissions	199.35
Total Month Ending 12/31/95						199.35
<b>GRAND TOTAL</b>						<b>14,820.36</b>

Was this done to show "merger partner" Conquest, inflated profits for 1995?

PAYER'S name, street address, city, state, and ZIP code		1 Rents	OMB No. 1545-0115  <b>1995</b>  Form 1099-MISC	<b>Miscellaneous Income</b>
ACMI 5425 E. Barnes Rd. Suite 1 Memphis, TN 38113		\$		
		2 Royalties		
PAYER'S Federal identification number		3 Other income	<b>State Copy</b>  <b>11,194.99</b>	
62-1521030	RECIPIENT'S identification number	\$		
830301656	4 Federal income tax withheld	\$		
RECIPIENT'S name, street address (including apt. no.), city, state, and ZIP code		5 Fishing boat proceeds		
LASER RADIO		\$		
P.O. BOX 1013		6 Medical and health care payments		
		7 Nonemployee compensation		
		\$ 11194.99		
		8 Substitute payments in lieu of dividends or interest		
		9 Payer made direct sales of \$5,000 or more of consumer products to a buyer (recipient) for resale <input type="checkbox"/>		
		10 Crop insurance proceeds		
		11 State income tax withheld		

3/10/98

Page 1

Account Transactions  
Laser Radio Checking Acct.  
1/1/96 Through 12/31/96

Num	Date	Payee	Account	Memo	Category	Amount
<b>Month Ending 1/31/96</b>						
	1/18/96	ACMI	Laser Radio Checking Acct.	40170	commissions	201.30
Total Month Ending 1/31/96						201.30
<b>Month Ending 4/30/96</b>						
	4/8/96	ACMI	Laser Radio Checking Acct.	1745	commissions	59.40
Total Month Ending 4/30/96						59.40
<b>Month Ending 5/31/96</b>						
	5/7/96	ACMI	Laser Radio Checking Acct.	42230	commissions	68.25
Total Month Ending 5/31/96						68.25
<b>Month Ending 6/30/96</b>						
	6/13/96	ACMI	Laser Radio Checking Acct.	42648	commissions	34.20
	6/18/96	ACMI	Laser Radio Checking Acct.	check 772	commissions	35.40
Total Month Ending 6/30/96						69.60
<b>Month Ending 7/31/96</b>						
	7/5/96	ACMI	Laser Radio Checking Acct.	check 42993	commissions	81.60
Total Month Ending 7/31/96						81.60
<b>Month Ending 8/31/96</b>						
	8/16/96	ACMI	Laser Radio Checking Acct.	check 43332	commissions	31.20
Total Month Ending 8/31/96						31.20
<b>Month Ending 10/31/96</b>						
	10/11/96	ACMI	Laser Radio Checking Acct.	check 4074	commissions	60.45
Total Month Ending 10/31/96						60.45
<b>Month Ending 12/31/96</b>						
	12/9/96	ACMI	Laser Radio Checking Acct.	check 4938	commissions	71.70
	12/10/96	ACMI	Laser Radio Checking Acct.	check 4532	commissions	33.75
Total Month Ending 12/31/96						105.45
<b>GRAND TOTAL</b>						<b>677.25</b>

Was this done to show "merger partner" Conquest inflated expenses in 1996-- so that Conquest would unload the "ACMI assets" (assets sold to Conquest by PIN, 1995 and purchased by Limit, LLC 1997)?

VOID  CORRECTED

PAYER'S name, street address, city, state, and ZIP code CONQUEST TEL. SVC. CORP. 5500 FRANTZ ROAD SUITE 125 DUBLIN, OH 43017		1 Rents \$	OMB No. 1545-0115 <b>1996</b> Form 1099-MISC	Miscellaneous Income
PAYER'S Federal identification number 31-1266356		2 Royalties \$		
RECIPIENT'S Identification number 830301656		3 Other Income \$		
RECIPIENT'S name, street address (including apt. no.), city, state, and ZIP code LASER RADIO P.O. BOX 1013 LARAMIE, WY 82070		4 Federal income tax withheld \$	5 Fishing boat proceeds \$	State Copy <b>1275.15</b>
Account number (optional)		6 Medical and health care payments \$	7 Nonemployee compensation 1275.15	
		8 Substitute payments in lieu of dividends or interest \$	9 Payer made direct sales of \$5,000 or more of consumer products to a buyer (recipient) for resale <input type="checkbox"/>	
		10 Crop insurance proceeds \$	11 State income tax withheld \$	
		12 State/Payer's state number		

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ACMI (r)

<roylist.c>

Royalty Payment Advice for month of August, 1997

08/05/1997

14:14:53

LASER RADIO  
P.O. BOX 1013  
209 GRAND AVENUE, #305  
LARAMIE, WY 82070

Date	Control#	Customer Name	Tran	PrdCd	Grp	Typ	Value	
<b>M7 : MARILYN MONROE #7 "N"</b>								
08/07/97	B0338228	PM CARDS - LUIS VIGDOR	New	228	M7	M7	-50.00	
08/07/97	B0339228	PM CARDS - LUIS VIGDOR	New	228	M7	M7	-50.00	
<b>M2 : MARILYN MONROE #2 "A"</b>								
08/07/97	B0328228	PM CARDS - LUIS VIGDOR	New	228	M2	M2	-50.00	
08/07/97	B0329228	PM CARDS - LUIS VIGDOR	New	228	M2	M2	-50.00	
<b>M3 : MARILYN MONROE #3 "R"</b>								
08/07/97	B0330228	PM CARDS - LUIS VIGDOR	New	228	M3	M3	-50.00	
<b>M4 : MARILYN MONROE #4 "I"</b>								
08/07/97	B0332228	PM CARDS - LUIS VIGDOR	New	228	M4	M4	-50.00	
08/07/97	B0333228	PM CARDS - LUIS VIGDOR	New	228	M4	M4	-50.00	
<b>M5 : MARILYN MONROE #5 "L"</b>								
08/07/97	B0334228	PM CARDS - LUIS VIGDOR	New	228	M5	M5	-50.00	
08/07/97	B0335228	PM CARDS - LUIS VIGDOR	New	228	M5	M5	-50.00	
<b>M6 : MARILYN MONROE #6 "Y"</b>								
08/07/97	B0336228	PM CARDS - LUIS VIGDOR	New	228	M6	M6	-50.00	
08/07/97	B0337228	PM CARDS - LUIS VIGDOR	New	228	M6	M6	-50.00	
08/11/97	B1229227	JEFF GRIFFIN	New	227	MM	MM	20.00	
08/18/97	B1280227	JEFF GRIFFIN	New	227	MM	MM	20.00	
08/18/97	B1287227	JEFF GRIFFIN	New	227	MM	MM	20.00	
08/18/97	B1294227	JEFF GRIFFIN	New	227	MM	MM	20.00	
TOTALS for Product Code 227							11 transaction(s)	220.00
08/07/97	B0326228	PM CARDS - LUIS VIGDOR	New	228	MM	MM	-50.00	
08/07/97	B0327228	PM CARDS - LUIS VIGDOR	New	228	MM	MM	-50.00	
08/08/97	B4845231	JEFF GRIFFIN	New	231	MM	MM	7.00	
<b>Totals for Card Type MM : MARILYN MONROE #1 "M"</b>								
							14 transaction(s)	127.00

**Retaliation fraud**

A month after I complained about not being paid a cent for the recharge of a single Marilyn phonocard (of 70,000 produced) ACMI retaliated with this fraudulent commission record: Showing the "return" of phonecards-- which were never bought, according to Luis Vigdor, the New York dealer who was "credited".

April 2, 1997

Limit LLC. announced today that it has entered into an agreement with ConQuest Telecommunication Services Corp. to purchase a substantial amount of the assets of what is known as "ACMI, a division of ConQuest". Limit LLC. shareholders are essentially the same parties that originally founded ACMI and will continue to use the ACMI name. Limit LLC will continue operations as normal in its facilities in Memphis, TN, where they have been located since 1992.

Integral to the agreement between Limit LLC. and ConQuest is the plan for ACMI to market the products and services of ConQuest in an aggressive Agent-Vendor relationship once again.

ACMI has applied for Trademark registration on both Direct to Infinity Marketing (DTI) and Virtual Personal Assistant (VPA). DTI has been characterized as the marketing plan of the 21<sup>st</sup> century; VPA, a product commonly referred to as "Wildfire", was featured by Peter Jennings on ABC's World News Tonight on April 1<sup>st</sup>. *Not available, according to multiple ACMI agents.*

ACMI Consultants can look forward to a record year in growth and success at ACMI.

**Date: Mon, 26 Oct 1998**

## **EQUALNET SIGNS DEFINITIVE AGREEMENT TO PURCHASE THE ASSETS OF ACMI**

Business Editors

HOUSTON--(BUSINESS WIRE)--Oct. 26, 1998--Equalnet Communications Corp. (Nasdaq:ENET) has signed a definitive agreement to acquire substantially all of the assets of Limit LLC d/b/a ACMI for 2.5 million shares of Equalnet common stock and the assumption of approximately \$1 million of liabilities. ← what liabilities? The purchase price is subject to adjustment based upon future performance. Completion of the transaction is subject to various conditions, including the approval of the board of directors of Equalnet. LEC, ACI & ACMI?

ACMI's network marketing force comprises approximately 2,500 active independent agents who market a full range of telecommunications and travel products and services. ACMI, based in Memphis, Tenn., has been in the telecommunications business since 1992. It has reported gross revenues for the 9 month period ending Sept. 30, 1998 of \$1.1 million and member's equity of \$.043 million. ACMI is one of the premier independent providers of promotional prepaid calling cards with its corporate clients including many Fortune 500 corporations.

"Network marketing has been a very effective method for selling in the telecommunications industry and will be an important component of Equalnet's future growth plans. The quality and experience of the

↓  
1993

DECEMBER 1995

PAYROLL, COMMISSIONS AND GENERAL	\$133,397.53
DANNIE ANDERTON PARTIAL LOAN REPAYMENT	\$91,000.00
DANNIE ANDERTON PAYMENT ON FURNITURE PURCHASE	\$7,500.00
WILLIAM ANDERTON BACK SALARY	\$85,000.00
AGI, INC. REPAYMENT OF LOAN	\$270,000.00
KEVIN PIROLO BACK SALARY	\$84,000.00
KENNETH W ANDERTON LOAN REPAY AND ACCRUED SALARY	\$183,500.00

\$854,397.53

JANUARY 1996

PAYROLL, COMMISSIONS AND GENERAL	\$45,602.47
WILLIAM ANDERTON DISTRIBUTION	\$140,000.00
SCOTT ANDERTON DISTRIBUTION	\$140,000.00
KEVIN ANDERTON DISTRIBUTION	\$140,000.00
WAYNE ANDERTON DISTRIBUTION	\$140,000.00
KEVIN PIROLO DISTRIBUTION	\$140,000.00

\$745,602.47

\$1,600,000.00

The 1.6 million was disbursed as shown on Exhibit A attached hereto. Exhibit A was compiled by Mr. Praeger.

5) Is there any documentation on the sale and transfer on the money or documentation from the debtor under any of its names as to the money was used for?

Response: See Exhibit A.

6) Who were the owners and/or officers or directors in Conquest? Were any of them involved in the debtor company under any of its names?

Response: Conquest had in excess of 500 shareholders, the identity of whom are not known, but none of whom had any interests in PIN, Inc.

7) ~~Who were the owners and/or officers of Limit LLC at the time Limit bought ACMI from Conquest?~~

Response: Owners of Limit LLC: Nathan I. Praeger 5%, Wayne Anderton 13%, Wolf River Investments Inc., 2%, and the balance equally owned between Kevin Anderton, Scott Anderton, Kevin Pirolo and Notredan LLC. These individuals had no connection with Conquest. However, PIN, Inc. was owned 1/6 each by Kevin Anderton, Wayne Anderton, Scott Anderton, Kevin Pirolo and Notredan LLC. → Dannie Anderton, wife of ACMI founder, Bill Anderton

David Johnson  
"Indep. Council"

## TN Consumer Protection Act

(pertaining to violations of this state law by ACMI officers and others)

47-18-104 (deceptive acts)

(3) Causing likelihood of confusion or misunderstanding as the affiliation, connection or association with, or certification, by another.

*ie, Conquest Communications, 1995-97 & Equalnet, 1998-2000*  
(particularly as "ACMI" has never existed; And in 1999, how the "ACMI Acquisition Corp" was held to exist...when, in fact, it was not voted on by ENET shareholders)

(9) Advertising goods-- with intent not to sell them as advertised

*(Based on complaints by ACMI agents)*

(14) Causing confusion or misunderstanding with respect to the authority of a salesperson, representative or agent to negotiate the final terms of a consumer transaction. *(ie storefront, "ACMI president")*

(ACMI has always used shill "officers" to negotiate contract terms-- but only the board of directors of "ACMI" holding companies, in fact, have that authority. Also used by ACMI: Non-existent officers of non-existent companies, to sign contracts (ie ACMI Acquisition Corp)

(27) Engaging in any other act or practice which is deceptive to the consumer or to any other person.

**THIS IS ALL THEY DO: LIE, EXAGGERATE, DECEIVE!!!**

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Nothing in this document is an attempt by John Guthrie or Laser Radio to collect from the bankrupt PIN, Inc



APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

RECEIVED  
STATE OF TENNESSEE

ADVANTAGE COMMUNICATIONS MARKETING, INC.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is ADVANTAGE COMMUNICATIONS MARKET., INC.

ACMI (NV)

becomes

ACI (TN)

Why?

If different, the name under which the certificate of authority is to be obtained is \_\_\_\_\_

ANDERTON COMMUNICATIONS INC.

2. The state or country under whose law it is incorporated is Nevada

3. The date of its incorporation is Feb. 4, 1993 (must be month, day, and year), and the period of duration, if other than perpetual, is \_\_\_\_\_

4. The complete street address (including zip code) of its principal office is \_\_\_\_\_

5425 East Raines Rd., Ste. 1, Memphis TN 38115

Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is \_\_\_\_\_

c/o C T Corporation System, 530 Gay St., Knoxville TN 37902 County of Knox

Street City/State County Zip Code

The name of its registered agent at that office is C T Corporation System

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

Scott Anderton, Pres. 5425 East Raines Rd., Ste. 1, Memphis TN 38115

Kevin Anderton, Vice Pres/Secy 5425 East Raines Rd., Ste. 1, Memphis TN 38115

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

Scott Anderton, Pres. 5425 East Raines Rd., Ste. 1, Memphis TN 38115

Kevin Anderton, Vice Pres/Secy 5425 East Raines Rd., Ste. 1 Memphis TN 38115

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is \_\_\_\_\_, 19\_\_\_\_ (date), \_\_\_\_\_ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than one (1) month prior to the date the application is successfully filed in Tennessee.]

October 5, 1994

Signature Date

President

Signer's Capacity

ANDERTON COMMUNICATIONS, INC.

Name of Corporation

Scott Anderton  
Signature

Scott Anderton

Name (typed or printed)

JOHNSON, GRUSIN, KEE & SURPRISE, P.C.  
AN ASSOCIATION OF ATTORNEYS AT LAW

①

DAVID J. JOHNSON  
MARTIN A. GRUSIN  
JAMES H. KEE\*  
JAMES W. SURPRISE  
ROBERT A. CORRINGTON\*

\*SEPARATE PRACTICES

780 RIDGE LAKE BLVD., SUITE 202  
MEMPHIS, TENNESSEE 38120  
TELEPHONE (901) 682-3450  
FAX (901) 682-3580

OF COUNSEL  
CARL N. STOKES

December 16, 1997

see next page

Via Facsimile  
307/742-5136

Mr. John Guthrie

Re: ACMI

Dear Mr. Guthrie:

Out of your fax messages to me and ACMI which libel, threaten, harass, intimidate and inaccurately portray the true facts of your relationship with ACMI (and mine, inasmuch as I am not a director or owner of ACMI and certainly not the brains behind the organization) one thing seems clear -- you are not in a position to provide a copy of the documentation requested in Carla Anderton's letter to you dated July 30, 1997, a copy of which is attached. However, if you are now able to provide the documentation, please send it to me, and I will have it reviewed and respond relative to ACMI's position in this matter.

I would also be happy to discuss this matter with "the largest law firm in Denver" or whomever else is representing you. Since you are represented, I would be precluded from discussing this matter directly with you. Given some of the things you have said about me in your faxes which are grossly inaccurate, it would be better to discuss the facts of this matter with someone else so that we handle this in a rational manner.

Very truly yours,



David J. Johnson

DJJ:jd

CC: Ms. Carla Anderton

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To: David McLaughlin,  
 Here is the "history.htm" web page, as it appeared  
 when I downloaded and saved it at 4:01am, December 3, 1997:

## Corporate Leadership

The ACMI Board of Directors is **Bill Anderton, Carla Anderton, David Johnson, Dedra Anderton, Kevin Anderton, Kevin Pirolo, Nate Prager, and Scott Anderton.** ACMI's overall business plan, financial position and overall company direction are monitored and reviewed by the Board of Directors. The day to day operations are run by each member of the ACMI executive team, Carla Anderton, Kevin Anderton, Kevin Pirolo and Scott Anderton.

**Bill Anderton** serves as Company Advisor for ACMI. Mr. Anderton, along with others, founded ACMI in 1993. He has served as company advisor since the inception of ACMI. Mr. Anderton, along with Art Williams, were two of the original members of A.L. Williams.

**David Johnson** is a graduate of the University of Wisconsin and received his law degree at Southern Methodist University. He has served as Assistant District Attorney in Dallas County, TX; Attorney for American Airlines in New York, New York; and is presently running his own private practice in Memphis, TN.

**Nate Prager** is a Certified Public Accountant and has a private practice in Memphis, TN. He also serves as Chief Operating Officer of Meucci Originals, a manufacture of custom billiard cues.

To Dave McLaughlin,  
 This is the "history.htm" web page, as it appeared on December 16, 1997  
 (20:01 hrs)

## Corporate Leadership

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JOHNSON, GRUSIN, KEE & SURPRISE, P.C.  
AN ASSOCIATION OF ATTORNEYS AT LAW

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OF COUNSEL:  
CARL N. STOKES

May 17, 1999

See next two pages

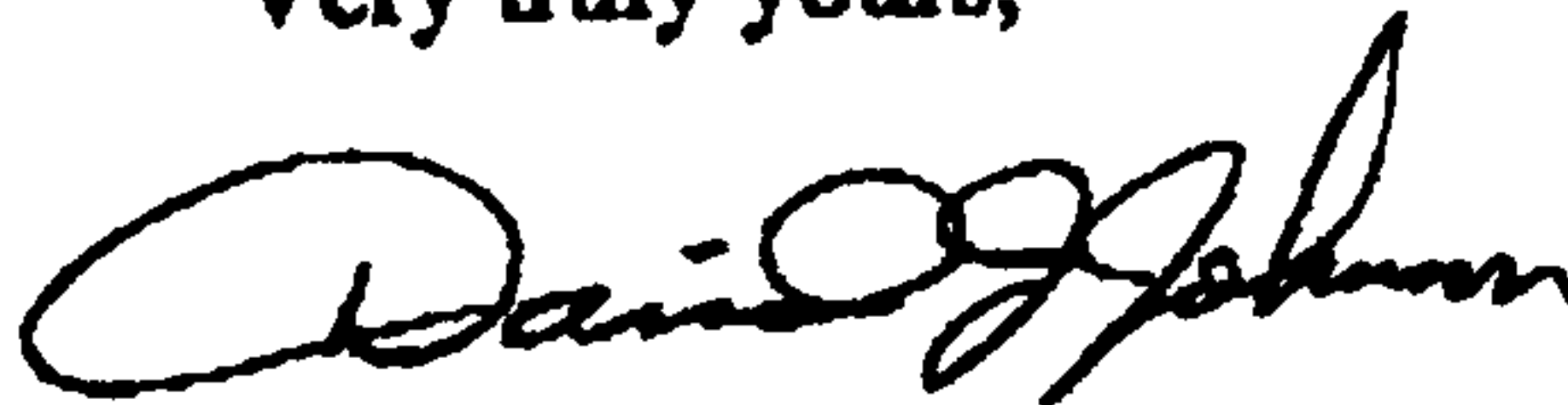
VIA FACSIMILE  
(307) 745-4170

Mr. John A. Guthrie  
President  
Laser Radio, Inc.

Dear Mr. Guthrie:

This is to acknowledge receipt of telephone and E-mail messages of May 14, 1999 to which I will not respond. I am counsel to ACMI but not an officer, director or employee of ACMI and have no knowledge of the substance of the issues raised in your messages.

Very truly yours,



David J. Johnson

DJJ/pbk

cc: Nathan I. Prager

Evidence of Conspiracy?

In April, 1999-- two months after ACMI filed a "shut up" suppressive lawsuit against me (and lied to the court about my "violating the stay provision of the PIN bankruptcy") Kevin Anderton of ACMI's controlling family shut off \$8000 in pre-paid telephone card PINS belonging to Laser Radio. A series of "reasons" for the shut off, ended with "ACMI president" Nate Prager's assistant telling me that the PINS were shut off, "Because you sued us. I'm supposed to tell you to call Mr Johnson".

In this reply, David Johnson (knowing exactly what had happened, because he was still an owner of Limit, LLC dba ACMI) lied to me in order to stall for more time.

Some weeks later, a frightened-sounding woman working for ACMI sent me \$8000 worth of PINS-- but she feined ignorance of "What they told you. I'll see what I can do for you". *By August, 1999, she (and all Memphis employees) were without jobs*

LIMITED LIABILITY COMPANY ANNUAL REPORT  
STATE OF TENNESSEE  
SECRETARY OF STATE  
SUITE 1000, JAMES K. POLK BUILDING  
NASHVILLE, TN. 37243-0200

FOR OFFICE USE ONLY

1. FIVE - FIVE (5) REPORTS ARE THE BASIS OF THE LAW, WITH A MINIMUM FEE OF \$100.00 DOLLARS AND A MAXIMUM FEE OF \$500.00  
OF FISCAL YEAR ENDING MONTH 12 OF DATE OF

THIS REPORT IS DUE ON OR BEFORE 04/01/98

STATE OF TENNESSEE

FEDERAL EMPLOYER IDENTIFICATION #

STATE OR COUNTRY OF FORMATION

TENNESSEE

(SEE) ADD OR CHANGE MAILING ADDRESS

LIMIT, L.L.C.

5425 EAST RAINES RD  
SUITE 1  
MEMPHIS, TN 38119

MEMPHIS, TN 38119

0 08/30/1997 FOR PROFIT

A PHYSICAL ADDRESS INCLUDING CITY, STATE, ZIP CODE  
5425 EAST RAINES RD, SUITE 1, MEMPHIS, TN 38119

LIMIT

CITY

STATE

ZIP CODE + 4

•• BLOCK 4 MUST BE COMPLETED OR THE ANNUAL REPORT WILL BE RETURNED ••

WE AND OURSelves ADDRESS, INCLUDING ZIP CODE, OF ITS OFFICERS, BOARD MEMBERS, THE MANAGERS IF MEMBER MANAGED

NAME	BUSINESS ADDRESS	CITY STATE ZIP CODE
Scott Anderson	5425 East Raines Rd	Memphis TN 38119
Kevia Anderson	(Home)	" " "
Kevia Picabe	" "	" " "
William Anderson	" "	" " "
Kevin Payer	280 Ridge Lake Blvd Ste 202	Memphis TN 38119
Daniel T. Johnson	280 Ridge Lake Blvd Ste 202	Memphis TN 38119

BOARD MANAGED

THIS LLC PROTECTED FROM CREDITORS IN TENNESSEE

MEMBER MANAGED

NAME OF REGISTERED AGENT AS APPEARS ON OUR STATE OF TENNESSEE

1800E LANE BLVD, SUITE 200, MEMPHIS, TN 38119

DATE BELOW ANY CHANGES TO THE REGISTERED AGENT NAME AND/OR REGISTERED OFFICE

WE OR AGENT HAS FILED AN ADDITIONAL FILE FILING FOR REGISTERED FOR IT AGENT MADE TO THE EMPLOYING

2. CHANGE OF REGISTERED AGENT?

1. CHANGE OF REGISTERED AGENT

STREET CITY STATE ZIP CODE + 4 COUNTY

NO. OF MEMBERS AT THE DATE THIS FILED

[Signature]

DATE

3-30-98

PRINT NAME OF OWNER

TITLE OF OWNER

Chief Manager

THIS REPORT MUST BE DATED AND SIGNED

**LIMITED LIABILITY COMPANY ANNUAL REPORT  
STATE OF TENNESSEE  
SECRETARY OF STATE  
SUITE 1800, JAMES K. POLK BUILDING  
NASHVILLE, TN. 37243-0306**

30 2895

FOR OFFICE USE ONLY

FILING FEE - \$50.00 PER MEMBER ON THE DATE OF FILING, WITH A MINIMUM FEE OF \$300.00 DOLLARS AND A MAXIMUM FEE OF \$3000.00

IMMEDIATE FISCAL YEAR CLOSING MONTH: 12  
CORRECT MONTH IS \_\_\_\_\_

IF DIFFERENT,

THIS REPORT IS DUE ON OR BEFORE: 04/01/99

SECRETARY OF STATE CONTROL #: 0327786

FEDERAL EMPLOYER IDENTIFICATION #: \_\_\_\_\_

A.) NAME AND MAILING ADDRESS OF LIMITED LIABILITY COMPANY

(2B.) STATE OR COUNTRY OF FORMATION

LIMIT, L.L.C.

TENNESSEE

5425 EAST RAINES RD  
SUITE 1  
MEMPHIS, TN 38115

(2C.) ADD OR CHANGE MAILING ADDRESS:



D 03/24/1997 FOR PROFIT 217218

A. PRINCIPAL ADDRESS INCLUDING CITY, STATE, ZIP CODE:  
5425 EAST RAINES RD, SUITE 1, MEMPHIS, TN 38115

B. CHANGE OF PRINCIPAL ADDRESS:

STREET CITY STATE ZIP CODE + 4

**\*\* BLOCK 4 MUST BE COMPLETED OR THE ANNUAL REPORT WILL BE RETURNED \*\***

1. NAME AND BUSINESS ADDRESS, INCLUDING ZIP CODE, OF ITS GOVERNORS, IF BOARD MANAGED; THE MANAGERS, IF MEMBER MANAGED.  
(ATTACH ADDITIONAL SHEET IF NECESSARY.)

NAME	BUSINESS ADDRESS	CITY, STATE, ZIP CODE + 4
Kevin Anderton	5425 E Raines #1	Memphis 38115
Scott Anderton	Same	
Kevin Proctor	Same	
Nathan Proctor	Same	
K. Wayne Anderton	Same	
David J Johnson	780 Ridge Lake	Memphis 38120

BOARD MANAGED

MEMBER MANAGED

IS THIS LLC PROHIBITED FROM ENGAGING IN BUSINESS IN TENNESSEE?

A. NAME OF REGISTERED AGENT AS APPEARS ON SECRETARY OF STATE RECORDS:

DAVID J JOHNSON

B. REGISTERED ADDRESS AS APPEARS ON SECRETARY OF STATE RECORDS

780 RIDGE LAKE BLVD, SUITE 202, MEMPHIS, TN 38120

INDICATE BELOW ANY CHANGES TO THE REGISTERED AGENT NAME AND/OR REGISTERED OFFICE.

(BLOCK 5A AND/OR 5B.) THERE IS AN ADDITIONAL \$20.00 FILING FEE REQUIRED FOR CHANGES MADE TO THIS INFORMATION.

A. CHANGE OF REGISTERED AGENT:

B. CHANGE OF REGISTERED OFFICE:

STREET CITY STATE ZIP CODE + 4 COUNTY

NUMBER OF MEMBERS AT THE DATE OF THIS FILING: 6

SIGNATURE: *Nathan Proctor*

(9) DATE: 3/3/99

(7) TYPE/PRINT NAME OF SIGNER: NI Proctor President

(11) TITLE OF SIGNER

**\*\* THIS REPORT MUST BE DATED AND SIGNED \*\***