



IN THE DISTRICT COURT OF OKLAHOMA COUNTY  
STATE OF OKLAHOMA

SEP - 7 2023

RICK WARREN  
COURT CLERK

Oklahoma Department of Securities	)
<i>ex rel.</i> Melanie Hall, Administrator,	)
	)
Plaintiff,	)
v.	)
	)
Premier Global Corporation, et al.	)
	)
Defendants.	)

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Case No. CJ-2022-5066  
Judge Don Andrews

**MOTION AND/OR APPLICATION TO AUTHORIZE AND PERMIT  
THE SALE OF THE DIVERSILIFE INSURANCE POLICY**

Defendant Richard Dean (“Mr. Dean”), individually and on behalf of Settlements of Texas, and Eric L. Johnson (the “Receiver”) in his capacity as Receiver for Premier Global Corporation f/k/a Premier Construction Services, Inc. PF-2, LLC, PF-3, LLC, PF-4, LLC, PF-5, LLC, PF-6, LLC, PF-7, LLC, Premier Factoring Group, LLC, KCI Business Services, LLC, DDI Advisory Group, LLC, Steven J. Parish, and Richard Dale Dean, apply to this court for an order to authorize and permit the sale of a life insurance policy issued by Transamerica Life Insurance Company ending in numbers 1764 (“Diversi Policy”) owned by Diversi Policy, LLC. In support of this Motion, Mr. Dean and the Receiver state as follows:

1. The receivership estate includes certain interests of Premier Global Corporation and/or Steven J. Parrish (collectively “Premier”) in limited liability companies which hold life insurance policies (“Life Settlement Interests”).

2. One such Life Settlement Interest is held by a limited liability company known as Diversi Policy, LLC (“Diversi LLC”), which holds the Diversi Policy in which Premier and Settlements of Texas has an interest. The Diversi Policy was issued in 2001 and has a death benefit

of \$7,600,000. The insured individuals under the policy are 88 and 89 years old. The benefits are payable upon the last to die under the policy.

3. The operating agreement for Diversi LLC provides that North Arlington 2, LLC, acting through Josh Zabrocki, would act as the initial manager for Diversi LLC, with AAA Management and Benefits, LLC,<sup>1</sup> a Texas limited liability company, to proceed as manager thereafter. The managers of Diversi LLC were also authorized to appoint an administrator or administer the business of the company. Under the Diversi LLC Operating Agreement, the manager is authorized to “take all actions necessary to effectuate the business and purpose of the LLC”. Operating Agreement, at paragraph 1.7. This provision authorizes the manager to act on behalf of the limited liability company, including the sale of the Diversi Policy.

4. On July 27, 2023, Diversi LLC received an offer to purchase the Diversi Policy from Montage Financial Group, Inc. (“Offer”). The Offer was to purchase the Diversi Policy for \$3,450,000. This would generate the following revenue and/or distributions to the members of the Diversi LLC:

- Premier, which holds a 56.25% interest, would receive \$1,940,625 (the “PGC Estate Share”);
- North Arlington 2, LLC, which holds a 21.67%, would receive \$747,615
- Keven Hassfurther, who holds an 18.75% interest, would receive \$646,875
- Settlements of Texas, which holds a 3.33%, would receive \$114,885

5. All members, of Diversi LLC have agreed the Offer is a good offer and should be accepted by Diversi LLC. Asset Servicing Group, LLC, who has been engaged by the Receiver to advise him with respect to his interest in the life insurance policies, has advised the Receiver that this is a good offer as well.

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<sup>1</sup> AAA Management and Benefits, LLC is a company affiliated with Dickie Dean.

6. The Receiver represents that Premier paid \$1,687,500 for its 56.25% interest in the Diversi Policy. Certain individuals have also claimed that a portion of Premier Global Corporation's interest in Diversi LLC was sold to them. Monte Ysidro asserts an interest based on a payment of \$250,000 to Premier Global Corporation. Ryan Trowbridge claims an interest based on payments he alleges total \$78,500. The Receiver is working to verify Mr. Trowbridge's interest. The Receiver has received confirmation that Mr. Ysidro paid \$250,000 for his interest through his company Stearman Field Bar & Grill by cancelled check dated January 20, 2020. The Receiver seeks authority to distribute these funds, along with their proportionate share of the amount Premier's gain on its \$1,687,500 investment, to Mr. Ysidro and/or Field Bar & Grill promptly upon receipt of the proceeds from the sale of the Diversi Policy, and to Mr. Trowbridge upon the Receiver confirming the receipt of funds from Mr. Trowbridge to purchase his interest.

7. While there remains some possible issue with how one of the members, Settlements of Texas, may use its share of the proceeds from the sale of the Diversi Policy, that issue can be resolved separate and apart from the sale and should not hold up a sale that all members support. Settlements of Texas will hold its share of funds in trust, pending agreement with the Receiver on how those funds shall be used, or pending further order of the Court.

8. The original manager, North Arlington 2, LLC, who presented the offer to Diversi LLC, has agreed to complete the sale transaction for Diversi LLC, including the distribution of proceeds pursuant to the terms of the Diversi LLC operating agreement (the "Transaction").

9. Because time is of the essence with respect to acceptance of this offer, Mr. Dean and the Receiver seek an order of the court authorizing and directing the Receiver and Mr. Dean to proceed with the sale.

### **RELIEF REQUESTED**

The Receiver and Mr. Dean request the Court provide the following relief:

- a. Authorize the Receiver and Mr. Dean to approve or vote the receivership estates' interest and Settlements of Texas interest in Diversi LLC in favor of the Transaction;
- b. Authorize the Receiver to transfer \$250,000 plus a proportionate share of the gain of the PGC Estate Share from the Transaction to Monte Ysidro and/or Stearman Field Bar & Grill for his/its contribution to Premier Global Corporation for the Diversi LLC interest;
- c. Authorize the Receiver to hold \$78,500 plus a proportionate share of the gain of the PGC Estate Share from the Transaction in escrow pending confirmation of Ryan Trowbridge's interest in Premier Global Corporation's membership interest in Diversi LLC, and to distribute such funds at such time as the Receiver confirms to his satisfaction the original receipt of the funds from Mr. Trowbridge;
- d. Authorize the Receiver to transfer the remaining Premier share to the receiver's accounts for the benefit of the receivership estate; and
- e. Such other and further relief as the Court deems just and proper.

WHEREFORE, the Receiver, in his capacity as Receiver, and Mr. Dean, individually and on behalf of Settlements of Texas, respectfully request that the Court enter an Order authorizing and permitting them to vote their membership interests and take such further actions as necessary to accept the Offer to purchase the Diversi Policy interests and to immediately complete the sale thereof with all proceeds to be distributed in accordance with the terms of the operating agreement of Diversi LLC.

Dated this 7<sup>th</sup> day of September 2023.

Respectfully submitted,

By: /s/ Hilary Allen

Hilary Allen OK #16979

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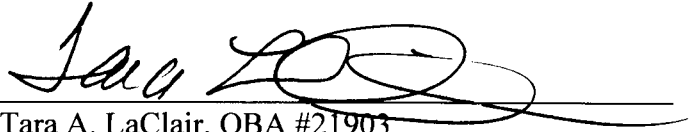
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**ATTORNEYS FOR DEFENDANTS RICHARD  
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LLC**

**CERTIFICATE OF SERVICE**

This certifies that on this 7<sup>th</sup> day of September 2023, a true and correct copy of the above and foregoing was delivered to:

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A handwritten signature in black ink, appearing to read "Tara A. LaClair", with a long horizontal line extending to the right from the end of the signature.

Tara A. LaClair