

STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE

IN THE COURT OF COMMON PLEAS
THIRTEENTH JUDICIAL CIRCUIT

Frank George Rogers, individually and
derivatively as a member and on behalf of
Exodus Aircraft, LLC,

Case No. 2025-CP-23-04210

Plaintiffs,

v.

AFFIDAVIT OF FRANK G. ROGERS

Joshua Brett Kimbrell, Liliya Shcherba
Robertson Kimbrell, Exodus Airways, LLC,
Thomas Blake Whitaker,

Defendants.

Personally appeared before me, Frank George Rogers, who after first being duly sworn,
deposes and states as follows:

1. My name is Frank G. Rogers (Rogers). I am a citizen and resident of Greenville County, South Carolina. I am above the age of eighteen (18), of sound mind, and I submit this affidavit based upon my personal knowledge.

2. I am the Plaintiff in the above-referenced action and I own fifty percent of the units of Exodus Aircraft, LLC (Exodus Aircraft) which is a Delaware limited liability company. I purchased fifty percent of Exodus Aircraft on October 25, 2022 pursuant to a Membership Interest Purchase Agreement (Attachment A). Joshua B. Kimbrell (Kimbrell) owns fifty percent of Exodus Aircraft and is the Managing Member of Exodus Aircraft with all the rights, obligations and fiduciary duties associated with being the Manager.

3. Exodus Aircraft is a private airplane charter company. Its only airplane is an Embraer EMB-145EP fixed wing thirty passenger multiengine jet registered in the name of Exodus Aircraft and authorized by the FAA (Attachment B) to engage in private airplane chartering services.

4. Exodus Aircraft began chartering services of the Embraer airplane to private individuals and companies. Kimbrell, as the Manager Member managed and operated the airplane chartering services. Exodus Aircraft was financed through capital contributions from Rogers, financing agreements with revolving letters of credit and raising capital from accredited investors. Kimbrell, as Managing Member, exercised authority over all bank accounts for Exodus Aircraft.

5. Kimbrell engaged in multiple schemes to divert funds away from Exodus Aircraft into his personal bank account or companies owned by him.

6. On April 30, 2024 Kimbrell incorporated Exodus Airways, LLC (Airways) a South Carolina limited liability company (attachment C) owned by Kimbrell and eventually his wife Liliya Shcherba Robertson Kimbrell (Liliya) with each having a fifty percent ownership share. The name is strikingly similar Exodus Aircraft. Liliya is not a member of Exodus Aircraft.

7. Kimbrell opened a bank account at Pinnacle Bank in the name of Airways in at least October of 2024 for the purpose of diverting funds from Aircraft airplane charter contracts.

8. Thomas Blake Whitaker (Whitaker) was a loan officer at Pinnacle Bank, at least between April 2024 to May of 2025, and assisted Kimbrell in diverting Aircraft finds to

Airways by allowing deposits or wire transfers to be deposited into **Airways** bank account.

9. The scheme defrauding Exodus Aircraft by using the similarly named **Airways** was conducted by Kimbrell and Whitaker as follows: Invoices were sent to individuals or companies for the chartered services of Exodus Aircraft's airplane. The invoices or agreements contained the Exodus Aircraft name but utilize the bank routing and wiring instructions for the **Airways** bank account. Kimbrell would either provide the individual or company bank and routing instructions for **Airways** and the money would be wired to **Airways** bank account or he would instruct the individual or company to write a check in the name of "Exodus Air". By instructing the individual or corporation to leave the "Craft or Ways" from the payor section of the check or wire, he was able to deposit the funds into the **Airways** account. Whitaker, as the loan officer, would allow the deposits or wire transfers to be deposited into **Airways** bank account even though he knew the incoming money was intended for Exodus Aircraft. The amount of funds diverted pursuant to this scheme was 1,152,675.68 (Attachment D are the Exodus Aircraft Invoices and **Airways** bank records showing the deposits).

10. In or around May or June of 2025, Whitaker was no longer employed with Pinnacle Bank thus losing Whitaker's assistance in diverting the funds. At least upon June 30, 2025 Kimbrell, in effort to continue to divert funds, changed the payment method of Exodus Aircraft invoices to be paid to **Airways** (Attachment E showing Aircraft invoice to be paid to **Airways** bank account).

11. In addition to the diversion of Exodus Aircraft funds through the sham Airways company, Kimbrell engaged in unauthorized expenditures of corporate funds to pay his own campaign expenses, the unauthorized use of Roger's credit cards, unauthorized use of Exodus Aircraft expenditures to pay Kimbrell's credit cards, the diversion of Exodus Aircraft's corporate funds into paypal accounts held by Liliya, and obtaining corporate loans using fake invoices and receivables.

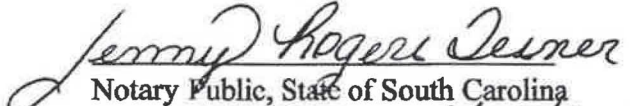
12. Kimbrell's fraudulent acts of stealing over two million dollars in Exodus Aircraft funds has provided for the unjust enrichment of Kimbrell and caused significant financial harm to Rogers and Exodus Aircraft. In addition, Kimbrell's fraudulent acts have caused irreparable harm to Exodus Aircraft's reputation as an airline charter company.

13. **FURTHER AFFLIANT SAYETH NAUGHT.**



Frank George Rogers

SWORN AND SUBSCRIBED TO BEFORE
ME THIS 10th day of July, 2025.


Notary Public, State of South Carolina
My Commission Expires: 4/25/2024