

Lusky & Associates, P.C.
4925 Greenville Ave., Ste.715
Dallas, TX 75206
972-386-3900

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE:

Paul's Auto Centers, Ltd.
Debtor.

CASE NO. 17-34657
Chapter 11

AMENDED AGREED MOTION TO SELL COLLATERAL

The Motion of Paul's Auto Centers, Ltd. ("Paul's") to Sell Collateral would respectfully show:

This Amendment adds the Exhibit omitted from the Original Motion.

1. Paul's is primarily in the business of renting used cars.
2. As a part of its business, however, it occasionally sells excess inventory.

These sales are usually of vehicles in the \$2,000 to \$5,000 range. They are not expensive or exotic vehicles.

3. The best time of the year to sell this excess inventory is right after taxpayers begin getting their tax refunds – i.e. March through May.

4. All of Paul's rental inventory is collateral to one of two creditors – NextGear Capital, Inc. ("NGC") or Automotive Finance Corporation ("AFC"). They may hereinafter be collectively referred to as the "secured creditors."

5. Paul's, NGC and AFC have agreed that Paul's can sell its excess inventory under the following terms and conditions:

- a. The vehicles will be sold either at a recognized auction facility or by private sale by Paul's directly to consumer buyers for cash (no sales to wholesale dealers are authorized).
- b. The auction facilities used will be:

Adesa Auto Auction Dallas
3501 Lancaster Hutchins Rd.
Hutchins, TX 75141

Or

Insurance Auto Auctions, Inc.
301 Mars Rd.
Wilmer, TX 75172

However, the parties may agree, in writing, to other auction facilities.

- c. If a vehicle is sold by an auction facility, the check for the purchase price will be delivered directly by the auction facility to the secured creditor (NGC or AFC, as the case may be) and the secured creditor will deliver the title to the auction house or its designee.
- d.
 - i. If a vehicle is sold at retail by Paul's, the purchase price will not be less than 85% of the listed principal balance for the vehicle as set forth in the column of Exhibit A entitled "Principal Bal." attached hereto and incorporated herein. Any sale of a vehicle with a principal balance of less than \$1,000.00 shall be for not less than 85% of the published MMR value of the vehicle. Any sale of a vehicle for less than that amount will require consent of the secured creditor prior to concluding the sale. Prior consent may be in the form of an email.
 - ii. The proceeds of the sale will be converted to a cashier's check and delivered via Federal Express or other one (1) day delivery service within two (2) business days of each sale to the attorney for the secured creditors, Padfield & Stout, LLP located at 421 West Third Street, Suite 910, Fort Worth, TX 76102 for deposit into its IOLTA account. Debtor shall also deliver simultaneously with the sales proceeds, a copy of the executed Bill of Sale for each sold vehicle indicating the sales tax and registration fee associated with each sold vehicle and debtor shall collect such amounts from each buyer and remit same to Padfield & Stout, LLP. Within two (2) business days, Padfield & Stout, LLP will send to the debtor via

Federal Express or other one (1) day delivery service, a check for the tax and registration fees for the sale of the vehicle.

- e. The net proceeds of all sales made under this agreement will be applied to reduce the principal balance owed by Paul's to the respective creditor being paid.
- f. Debtor shall timely file all title transfer paperwork and fees associated with the sale of each such vehicle with the proper county tax accessor's office.

6. No notice or hearing need be had on this Motion need be given for the following reasons:

- a. The sales to take place are in the ordinary course of Paul's business;
- b. The only creditors affected by this Motion have agreed to it. As shown by the Schedules, the value of the collateral to be sold is far less than the debt securing it;
- c. The vehicles to be sold are excess inventory and not necessary for the continuation of the Paul's rental business.

WHEREFORE, PREMISES CONSIDERED, Paul's Auto Centers, Ltd. prays that the Court enter its order allowing it to sell excess inventory as above described and for such further relief as may be just and proper.

Respectfully Submitted,

LUSKY & ASSOCIATES, PC

/s/ Herman A. Lusky

Herman A. Lusky 12702000
4925 Greenville Ave., Ste.715
Dallas, TX 75206
Voice: 972-386-3900
Fax: 800-208-6389
Email: mail@lusky.com

AGREED:

PADFIELD & STOUT, L.L.P.

By: /s/ Alan B. Padfield
Alan B. Padfield
ATTORNEYS FOR NEXTGEAR
And AFC.

CERTIFICATE OF SERVICE

I certify that on the date filed, a true and correct copy of above and foregoing was served upon Trustee, the United States Trustee, all parties requesting notice by ECF Notification System .

/s/ Herman A. Lusky



Receivable Detail Report

EXHIBIT A

Floor Date	Days	Last Paid	VS	Vehicle Description	Clr	VIN	Stk #	TS	Due	Disb	Source	Original Amt.	Principal Bal.	One Day Bal	Fee	Interest	Collateral Protection	Other	Total
Rental Inventory Detail for Paul's Auto Sales and Car Rentals (77136)																			
01/07/16	782	02/21/18	STK	2010 Dodge Jour	Bla	274703	132	FR	02/27/18	S	ADESA Dallas	\$8,570.00	\$.00	\$.00	\$40.00	\$94.43	\$.00	\$180.00	\$314.43

Floor Date	Days	Last Paid	VS	Vehicle Description	Clr	VIN	Stk #	TS	Due	Disb	Source	Original Amt.	Principal Bal.	One Day Bal	Fee	Interest	Collateral Protection	Other	Total
01/07/16	782	02/21/18	RAV	2009 SATU AURA	Whi	193030	134	FR	02/27/18	S	ADESA Dallas	\$7,540.00	\$0.00	\$0.00	\$40.00	\$83.40	\$0.00	\$180.00	\$303.40
01/04/16	785	02/21/18	STK	2014 Jeep Patr	Whi	652349	135	FR	02/27/18	S	Manheim Dallas-Fort Worth (DFWA)	\$10,455.00	\$0.00	\$0.00	\$40.00	\$60.76	\$0.00	\$180.00	\$280.76
01/07/16	782	11/14/17	RAV	2010 Ford Esca	Unk	C90505	136	FR	12/15/17	S	Manheim Dallas-Fort Worth (DFWA)	\$6,790.00	\$3,890.19	\$0.00	\$40.00	\$79.73	\$0.00	\$180.00	\$4,189.92
01/06/16	783	11/14/17	RAV	2010 Chev Equi	Gra	263197	137	FR	12/15/17	S	Alliance Auto Auction of Dallas	\$9,850.00	\$5,643.37	\$0.00	\$40.00	\$114.48	\$0.00	\$180.00	\$5,977.85
01/06/16	783	11/14/17	RAV	2009 Hyun Sant	Gra	240063	138	FR	12/15/17	S	Alliance Auto Auction of Dallas	\$9,500.00	\$5,442.85	\$0.00	\$40.00	\$110.51	\$0.00	\$180.00	\$5,773.36
01/06/16	783	01/22/18	RAV	2012 Chev Impa	Unk	180872	139	FR	01/16/18	S	Manheim Dallas (DALA)	\$7,555.00	\$1,068.46	\$0.00	\$40.00	\$66.39	\$0.00	\$180.00	\$1,354.85
01/11/16	778	11/14/17	RAV	2011 Chry 200	Whi	547445	140	FR	12/15/17	S	Houston Auto Auction, Inc. (TX)	\$6,780.00	\$3,884.47	\$0.00	\$40.00	\$79.60	\$0.00	\$180.00	\$4,184.07
01/11/16	778	11/14/17	RAV	2012 Ford Fusi	Bla	441766	141	FR	12/15/17	S	Manheim Dallas-Fort Worth (DFWA)	\$9,415.00	\$5,394.14	\$0.00	\$40.00	\$109.55	\$0.00	\$180.00	\$5,723.69
01/13/16	776	11/14/17	RAV	2009 Hyun Sant	Bla	276210	142	FR	12/15/17	S	Alliance Auto Auction of Dallas	\$7,285.00	\$4,173.81	\$0.00	\$40.00	\$85.35	\$0.00	\$180.00	\$4,479.16
01/13/16	776	11/14/17	STK	2005 Acur TL	Sil	022393	143	FR	12/15/17	S	Alliance Auto Auction of Dallas	\$5,950.00	\$3,408.93	\$0.00	\$40.00	\$70.19	\$0.00	\$180.00	\$3,699.12
01/19/16	770	11/14/17	RAV	2007 Niss Mura	Gra	519337	144	FR	12/15/17	S	Manheim Texas Hobby (THAA)	\$9,105.00	\$5,350.29	\$0.00	\$60.00	\$109.01	\$0.00	\$270.00	\$5,789.30
01/19/16	770	11/14/17	STK	2009 Dodg Jour	Red	143083	145	FR	12/15/17	S	Manheim Texas Hobby (THAA)	\$6,479.00	\$3,807.20	\$0.00	\$60.00	\$78.42	\$0.00	\$270.00	\$4,215.62
01/19/16	770	11/14/17	RAV	2012 Ford Fusi	Unk	152326	146	FR	12/15/17	S	Manheim Texas Hobby (THAA)	\$8,815.00	\$5,179.87	\$0.00	\$60.00	\$105.63	\$0.00	\$270.00	\$5,615.50
01/19/16	770	11/14/17	RAV	2012 Ford Fusi	Unk	261796	147	FR	12/15/17	S	Manheim Dallas (DALA)	\$8,025.00	\$4,715.68	\$0.00	\$60.00	\$96.43	\$0.00	\$270.00	\$5,142.11
01/20/16	769	11/14/17	RAV	2008 Hond Pilo	Gra	008733	148	FR	12/15/17	S	Manheim Texas Hobby (THAA)	\$8,305.00	\$4,880.18	\$0.00	\$60.00	\$99.69	\$0.00	\$270.00	\$5,309.87
01/25/16	764	11/14/17	RAV	2009 Dodg Jour	Sil	198900	149	FR	12/15/17	S	Manheim Texas Hobby (THAA)	\$8,305.00	\$4,880.18	\$0.00	\$60.00	\$99.69	\$0.00	\$270.00	\$5,309.87
01/25/16	764	11/14/17	RAV	2009 Chev Mali	Sil	183495	150	FR	12/15/17	S	Manheim Texas Hobby (THAA)	\$5,805.00	\$3,411.14	\$0.00	\$60.00	\$70.57	\$0.00	\$270.00	\$3,811.71
01/25/16	764	02/23/18	RAV	2011 Chev Mali	Bla	327556	151	FR	02/15/18	S	Manheim Texas Hobby (THAA)	\$8,355.00	\$1,945.93	\$0.00	\$60.00	\$98.06	\$0.00	\$270.00	\$2,373.99
01/25/16	764	11/14/17	RAV	2008 Dodg Dura	Blu	114768	152	FR	12/15/17	S	Manheim Texas Hobby (THAA)	\$5,555.00	\$3,264.24	\$0.00	\$60.00	\$67.65	\$0.00	\$270.00	\$3,661.89
01/25/16	764	11/14/17	STK	2011 Mazd CX-7	Bla	382083	153	FR	12/15/17	S	Manheim Texas Hobby (THAA)	\$9,065.00	\$5,326.76	\$0.00	\$60.00	\$108.55	\$0.00	\$270.00	\$5,765.31
02/04/16	754	11/14/17	RAV	2008 Buic Encl	Whi	129878	154	FR	12/15/17	S	Alliance Auto Auction of Dallas	\$9,300.00	\$5,464.88	\$0.00	\$60.00	\$111.29	\$0.00	\$270.00	\$5,906.17
02/10/16	748	11/14/17	RAV	2009 GMC Acad	Gre	175385	155	FR	12/15/17	S	Alliance Auto Auction of Dallas	\$8,600.00	\$5,053.55	\$0.00	\$60.00	\$103.12	\$0.00	\$270.00	\$5,486.67
06/15/16	622	11/14/17	RAV	2003 Linc Town	Sil	695237	156	FR	12/15/17	S	Alliance Auto Auction of Dallas	\$6,428.00	\$4,179.79	\$0.00	\$80.00	\$85.84	\$0.00	\$270.00	\$4,615.63
06/15/16	622	11/14/17	RAV	2006 Merc Mont	Mar	613586	157	FR	12/15/17	S	Alliance Auto Auction of Dallas	\$5,428.00	\$3,529.55	\$0.00	\$80.00	\$72.95	\$0.00	\$270.00	\$3,952.50
06/22/16	615	11/14/17	RAV	2008 Merc Mari	Red	J51892	158	FR	12/15/17	S	Alliance Auto Auction of Dallas	\$6,350.00	\$4,234.95	\$0.00	\$80.00	\$86.93	\$0.00	\$270.00	\$4,671.88
06/22/16	615	11/14/17	RAV	2005 Dodg Ram	Gra	203325	159	FR	12/15/17	S	Alliance Auto Auction of Dallas	\$8,250.00	\$5,502.09	\$0.00	\$80.00	\$112.06	\$0.00	\$270.00	\$5,964.15

Floor Date	Days	Last Paid	VS	Vehicle Description	Clr	VIN	Stk #	TS	Due	Disb	Source	Original Amt.	Principal Bal.	One Day Bal	Fee	Interest	Collateral Protection	Other	Total
10/26/16	489	11/14/17	RAV	2009 Volv XC90	Bro	501517	160	FR	12/15/17	S	Alliance Auto Auction of Dallas	\$8,123.00	\$5,994.76	\$0.00	\$80.00	\$121.83	\$0.00	\$270.00	\$6,466.59
11/03/16	481	11/14/17	RAV	2006 Ford F150	Blu	A96725	161	FR	12/15/17	S	Manheim Dallas (DALA)	\$8,805.00	\$6,498.08	\$0.00	\$80.00	\$131.81	\$0.00	\$270.00	\$6,979.89
11/16/16	468	11/14/17	RAV	2007 Chry Aspe	Cre	525430	162	FR	12/15/17	S	Alliance Auto Auction of Dallas	\$7,105.00	\$5,377.94	\$0.00	\$80.00	\$109.60	\$0.00	\$270.00	\$5,837.54
12/02/16	452	11/14/17	RAV	2007 FORD EXPE	Unk	A81881	163	FR	12/15/17	S	Manheim Dallas-Fort Worth (DFWA)	\$7,305.00	\$5,529.31	\$0.00	\$80.00	\$112.60	\$0.00	\$270.00	\$5,991.91
12/02/16	452	11/14/17	RAV	2010 JEEP COMP	Sil	649957	164	FR	12/15/17	S	Manheim Dallas-Fort Worth (DFWA)	\$5,605.00	\$4,242.55	\$0.00	\$80.00	\$87.10	\$0.00	\$270.00	\$4,679.65
12/02/16	452	11/14/17	STK	2006 Niss Mura	Blu	421641	165	FR	12/15/17	S	Manheim Dallas-Fort Worth (DFWA)	\$5,705.00	\$4,318.25	\$0.00	\$80.00	\$88.59	\$0.00	\$270.00	\$4,756.84
12/20/16	434	11/14/17	RAV	2008 CHRY ASPE	Whi	131449	166	FR	12/15/17	S	Manheim Dallas (DALA)	\$8,175.00	\$6,346.51	\$0.00	\$80.00	\$128.81	\$0.00	\$270.00	\$6,825.32
12/20/16	434	11/14/17	RAV	2005 DODG RAM1	Blu	547545	167	FR	12/15/17	S	Manheim Dallas (DALA)	\$7,825.00	\$6,074.79	\$0.00	\$80.00	\$123.42	\$0.00	\$270.00	\$6,548.21
12/28/16	426	11/14/17	RAV	2007 TOYO SEQU	Gra	293955	169	FR	12/15/17	S	Manheim Dallas (DALA)	\$8,375.00	\$6,501.76	\$0.00	\$80.00	\$131.88	\$0.00	\$270.00	\$6,983.64
12/28/16	426	11/14/17	RAV	2007 Niss Mura	Sil	666961	170	FR	12/15/17	S	Manheim Dallas (DALA)	\$7,475.00	\$5,803.07	\$0.00	\$80.00	\$118.04	\$0.00	\$270.00	\$6,271.11
01/03/17	420	11/14/17	RAV	2005 Chev Silv	Tan	375675	171	FR	12/15/17	S	Manheim Dallas (DALA)	\$9,075.00	\$7,045.20	\$0.00	\$80.00	\$142.67	\$0.00	\$270.00	\$7,537.87
01/04/17	419	11/14/17	RAV	2003 LAND RANG	Bla	127538	172	FR	12/15/17	S	Manheim Dallas (DALA)	\$8,605.00	\$6,680.31	\$0.00	\$80.00	\$135.42	\$0.00	\$270.00	\$7,165.73
01/04/17	419	11/14/17	STK	2012 CHRY TOWN	Whi	305940	173	FR	12/15/17	S	Manheim Dallas (DALA)	\$7,605.00	\$5,903.99	\$0.00	\$80.00	\$120.05	\$0.00	\$270.00	\$6,374.04
01/04/17	419	11/14/17	RAV	2008 Chev Silv	Whi	320671	174	FR	12/15/17	S	Manheim Dallas (DALA)	\$8,805.00	\$6,835.59	\$0.00	\$80.00	\$138.51	\$0.00	\$270.00	\$7,324.10
01/04/17	419	11/14/17	RAV	2003 JEEP LIB	Whi	550702	176	FR	12/15/17	S	Manheim Dallas (DALA)	\$5,280.00	\$4,099.02	\$0.00	\$80.00	\$84.24	\$0.00	\$270.00	\$4,533.26
01/04/17	419	11/14/17	RAV	2011 CHEV MALI	Bla	318886	178	FR	12/15/17	S	Manheim Dallas (DALA)	\$6,480.00	\$5,030.61	\$0.00	\$80.00	\$102.71	\$0.00	\$270.00	\$5,483.32
01/04/17	419	11/14/17	STK	2007 Chev Subu	Whi	303653	179	FR	12/15/17	S	Manheim Dallas (DALA)	\$9,335.00	\$7,247.04	\$0.00	\$80.00	\$146.65	\$0.00	\$270.00	\$7,743.69
01/11/17	412	11/14/17	STK	2004 Dodg Ram	Blu	605400	182	FR	12/15/17	S	Manheim Dallas (DALA)	\$7,475.00	\$5,803.07	\$0.00	\$80.00	\$118.04	\$0.00	\$270.00	\$6,271.11
01/11/17	412	11/14/17	STK	2006 HUMM H3	Red	201999	183	FR	12/15/17	S	Manheim Dallas (DALA)	\$8,975.00	\$6,967.56	\$0.00	\$80.00	\$141.13	\$0.00	\$270.00	\$7,458.69
01/11/17	412	11/14/17	RAV	2008 LINC NAVI	Whi	J04280	184	FR	12/15/17	S	Manheim Dallas (DALA)	\$9,885.00	\$7,674.02	\$0.00	\$80.00	\$155.13	\$0.00	\$270.00	\$8,179.15
01/18/17	405	11/14/17	RAV	2004 Ford F150	Bla	A47788	186	FR	12/15/17	S	Manheim Dallas (DALA)	\$6,030.00	\$4,801.30	\$0.00	\$80.00	\$98.18	\$0.00	\$270.00	\$5,249.48
01/18/17	405	11/14/17	RAV	2008 Dodg Ram	Ora	575672	187	FR	12/15/17	S	Manheim Dallas (DALA)	\$6,930.00	\$5,517.92	\$0.00	\$80.00	\$112.37	\$0.00	\$270.00	\$5,980.29
01/18/17	405	11/14/17	RAV	2005 Chev Silv	Gol	227980	188	FR	12/15/17	S	Manheim Dallas (DALA)	\$6,830.00	\$5,438.29	\$0.00	\$80.00	\$110.80	\$0.00	\$270.00	\$5,899.09
01/18/17	405	11/14/17	RAV	2007 Hyun Sant	Gra	072075	189	FR	12/15/17	S	Manheim Dallas (DALA)	\$6,130.00	\$4,880.93	\$0.00	\$80.00	\$99.75	\$0.00	\$270.00	\$5,330.68
01/20/17	403	11/14/17	RAV	2006 Niss Mura	Blu	421958	190	FR	12/15/17	S	Manheim Dallas-Fort Worth (DFWA)	\$5,408.00	\$4,306.05	\$0.00	\$80.00	\$88.35	\$0.00	\$270.00	\$4,744.40
01/25/17	398	11/14/17	RAV	2007 Chev Subu	Gol	128477	191	FR	12/15/17	S	Manheim Dallas (DALA)	\$7,855.00	\$6,254.43	\$0.00	\$80.00	\$126.98	\$0.00	\$270.00	\$6,731.41
02/01/17	391	11/14/17	RAV	2008 FORD EXPE	Whi	A74438	192	FR	12/15/17	S	Manheim Dallas (DALA)	\$7,230.00	\$5,756.78	\$0.00	\$80.00	\$117.12	\$0.00	\$270.00	\$6,223.90
02/01/17	391	11/14/17	STK	2006 CHEV TAHO	Blu	103370	193	FR	12/15/17	S	Manheim Dallas (DALA)	\$6,430.00	\$5,119.79	\$0.00	\$80.00	\$104.47	\$0.00	\$270.00	\$5,574.26
02/08/17	384	11/14/17	STK	2008 GMC ACAD	Whi	248470	194	FR	12/15/17	S	Manheim Dallas (DALA)	\$6,980.00	\$5,557.72	\$0.00	\$80.00	\$113.18	\$0.00	\$270.00	\$6,020.90
02/08/17	384	11/14/17	RAV	2007 MERC MOUN	Gol	J11214	195	FR	12/15/17	S	Manheim Dallas (DALA)	\$5,580.00	\$4,443.01	\$0.00	\$80.00	\$91.07	\$0.00	\$270.00	\$4,884.08
02/08/17	384	11/14/17	RAV	2002 HOND CR-V	Whi	010879	196	FR	12/15/17	S	Manheim Dallas (DALA)	\$4,740.00	\$3,774.16	\$0.00	\$80.00	\$77.80	\$0.00	\$270.00	\$4,201.96
02/08/17	384	11/14/17	RAV	2006 INFI G35	Blu	714187	197	FR	12/15/17	S	Manheim Dallas (DALA)	\$5,280.00	\$4,204.12	\$0.00	\$80.00	\$86.32	\$0.00	\$270.00	\$4,640.44
02/08/17	384	11/14/17	RAV	2005 Niss Maxi	Gra	868692	198	FR	12/15/17	S	Manheim Dallas (DALA)	\$5,140.00	\$4,092.65	\$0.00	\$80.00	\$84.11	\$0.00	\$270.00	\$4,526.76
02/15/17	377	11/14/17	RAV	2002 Chev Tahoe	Sil	240424	199	FR	12/15/17	S	Manheim Dallas (DALA)	\$7,755.00	\$6,174.82	\$0.00	\$80.00	\$125.40	\$0.00	\$270.00	\$6,650.22
02/22/17	370	11/14/17	STK	2004 Dodg Ram	Red	251174	200	FR	12/15/17	S	Manheim Dallas (DALA)	\$7,755.00	\$6,333.15	\$0.00	\$80.00	\$128.55	\$0.00	\$270.00	\$6,811.70
03/01/17	363	11/14/17	RAV	2005 Chev Tahoe	Whi	210392	201	FR	12/15/17	S	Manheim Dallas (DALA)	\$6,930.00	\$5,659.40	\$0.00	\$80.00	\$115.18	\$0.00	\$270.00	\$6,124.58
03/01/17	363	11/14/17	RAV	2002 Cadi Esca	Unk	327471	202	FR	12/15/17	S	Manheim Dallas (DALA)	\$7,130.00	\$5,822.73	\$0.00	\$80.00	\$118.42	\$0.00	\$270.00	\$6,291.15
05/08/17	295	11/14/17	RAV	2006 Cadi DTS	Gol	109125	203	FR	12/15/17	B	Manheim Dallas (DALA)	\$7,000.00	\$6,013.48	\$0.00	\$80.00	\$122.21	\$0.00	\$270.00	\$6,485.69
09/06/17	174	11/14/17	STK	2011 CHEV AVEO	Unk	158651	209	FR	12/15/17	B	Manheim Dallas (DALA)	\$2,425.00	\$2,305.27	\$0.00	\$80.00	\$48.69	\$0.00	\$270.00	\$2,703.96

Floor Date	Last Days Rcdt	Num Rd	Fund Yr	Model	Cl	VIN	Miles	Stock Num	Due Date	Ts	Auction	Veh Src	Pd	Pt	Floored Amount	Principal Due	Fees Due	Interest Due	Other Due	Total Due	
18-AUG-15	924		14	SPARK	BLA	488419	16496	1	15-DEC-17	R	PAUL'S AUTO	CENT	Y	Y	NA	10,000.00	0.00	100.00	53.56	396.00	549.56
Vehicle Comments: .																					
18-AUG-15	924		14	SPARK	SIL	485029	16496	2	15-DEC-17	R	PAUL'S AUTO	CENT	Y	Y	NA	10,000.00	2,250.00	100.00	66.28	396.00	2,812.28
Vehicle Comments: .																					
18-AUG-15	924		14	SPARK	BLU	483170	13901	3	15-DEC-17	R	PAUL'S AUTO	CENT	Y	Y	NA	10,000.00	3,500.00	100.00	73.35	396.00	4,069.35
Vehicle Comments: .																					
18-AUG-15	924		14	SPARK	RED	485276	16942	4	15-DEC-17	R	PAUL'S AUTO	CENT	Y	Y	NA	10,000.00	3,500.00	100.00	73.35	396.00	4,069.35
Vehicle Comments: .																					
Credit Limit \$200,000 NAP% 100 Default Terms: MONTHS 1 Rate 2.75 Depreciation Fixed Fee 20																					
Floor Date	Last Days Rcdt	Num Rd	Fund Yr	Model	Cl	VIN	Miles	Stock Num	Due Date	Ts	Auction	Veh Src	Pd	Pt	Floored Amount	Principal Due	Fees Due	Interest Due	Other Due	Total Due	
16-JUN-16	621			05 ENVOY XL	WHI	149248	145747	11	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,909.36	2,345.68	100.00	49.16	297.00	2,791.84	
16-JUN-16	621			07 ENVOY	BRO	188490	161869	12	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,909.36	2,345.68	100.00	49.16	297.00	2,791.84	
16-JUN-16	621		S	10 FORESTER	RED	802951	187455	13	15-DEC-17	P	NEXTGEAR CAPITAL	Y	Y	NA	3,909.36	554.68	100.00	21.55	297.00	973.23	
Title Comments: TR 11/15/2017																					
13-JUL-16	594		10	IMPALA	WHI	163945	100493	18	15-DEC-17	R	PAUL'S AUTO	CENT	Y	Y	NA	3,800.00	2,280.00	80.00	47.78	297.00	2,704.78
Vehicle Comments: .																					
17-AUG-16	559			08 SORENTO	BLA	857045	160000	20	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,716.75	2,415.87	100.00	50.63	297.00	2,863.50	
Title Comments: TX 130185311																					
17-AUG-16	559		10	IMPALA	SIL	151101	150000	21	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,716.75	2,415.87	100.00	50.63	297.00	2,863.50	

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Floor Date	Last Days Rcdt	Num Rd	Fund Yr	Model	Cl	VIN	Miles	Stock Num	Due Date	Ts	Auction	Veh Src	Pd	Pt	Floored Amount	Principal Due	Fees Due	Interest Due	Other Due	Total Due
Title Comments:		TX 130185309																		
27-SEP-16	518			07 VUE	WHI	875979	130780	22	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,630.40	2,450.52	80.00	51.35	297.00	2,878.87
Title Comments:		TX 07020142659085132																		
27-SEP-16	518			08 EQUINOX	WHI	048630	165390	23	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,630.40	2,450.52	80.00	51.35	297.00	2,878.87
Title Comments:		TX 07020142659085322																		
27-OCT-16	488			08 LIBERTY	SIL	134046	144511	24	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,543.92	2,480.72	80.00	51.98	297.00	2,909.70
Title Comments:		TX07000142682124123																		
27-OCT-16	488			07 TRAILBLAZE	BLA	162910	124660	26	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,539.61	2,477.73	80.00	51.92	297.00	2,906.65
Title Comments:		TX07000142682124015																		
27-OCT-16	488			07 TRAILBLAZE	MAR	159911	134091	27	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,539.61	2,477.73	80.00	51.92	297.00	2,906.65
Title Comments:		TX07000142682123907																		
Credit Limit		\$200,000		NAP% 100		Default Terms:		MONTHS 1		Rate 2.75		Depreciation		Fixed Fee 20						
Floor Date	Last Days Rcdt	Num Rd	Fund Yr	Model	Cl	VIN	Miles	Stock Num	Due Date	Ts	Auction	Veh Src	Pd	Pt	Floored Amount	Principal Due	Fees Due	Interest Due	Other Due	Total Due
23-NOV-16	461			08 IMPALA	RED	377834	112125	28	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,445.86	2,498.21	100.00	52.36	297.00	2,947.57
23-NOV-16	461			10 IMPALA	BLA	242403	110552	29	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,445.86	2,498.21	100.00	52.36	297.00	2,947.57
23-NOV-16	461			05 TRAILBLAZE	BLA	190571	102129	30	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,445.86	2,498.21	100.00	52.36	297.00	2,947.57
20-DEC-16	434			09 VUE	GRA	610843	112000	31	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,361.75	2,521.35	100.00	52.83	297.00	2,971.18
Title Comments:		TX 07010142738081459																		
11-JAN-17	412			08 IMPALA	WHI	151223	104896	34	15-DEC-17	R	MANHEIM DALLAS	Y	Y	RG	6,130.00	4,597.50	80.00	96.36	297.00	5,070.86
Title Comments:		TX 132751288																		
11-JAN-17	412			02 EXPEDITION	WHI	A21752	120361	35	15-DEC-17	R	MANHEIM DALLAS	Y	Y	RG	4,090.00	3,067.50	80.00	64.29	297.00	3,508.79

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Title Comments:			TX 132751284													
18-JAN-17	405		02 LESABRE	BLU 215367	130477	36	15-DEC-17	R	MANHEIM DALLAS	Y Y RG	3,690.00	0.00	100.00	59.94	297.00	456.94
Title Comments:			TX 132616545													
23-JAN-17	400		10 IMPALA	GRA 211968	115246	37	15-DEC-17	R	NEXTGEAR CAPITAL	Y Y NA	3,257.18	2,524.31	100.00	52.90	297.00	2,974.21
Title Comments:			TX 132234814													
23-JAN-17	400		07 SORENTO	RED 748756	102651	39	15-DEC-17	R	NEXTGEAR CAPITAL	Y Y NA	3,257.18	634.06	100.00	52.90	297.00	1,083.96
Title Comments:			TX 132751287													
24-JAN-17	399		10 MILAN	SIL 635138	123728	40	15-DEC-17	R	NEXTGEAR CAPITAL	Y Y NA	3,257.18	2,524.31	100.00	52.91	297.00	2,974.22
Title Comments:			TX 132751291													
25-JAN-17	398		01 TAHOE	BLA 178889	190540	41	15-DEC-17	R	MANHEIM DALLAS	Y Y RG	4,990.00	3,867.25	100.00	81.04	297.00	4,345.29
Title Comments:			TX 132751289													
25-JAN-17	398		04 EXPEDITION	BLU A60444	155128	42	15-DEC-17	R	MANHEIM DALLAS	Y Y RG	5,190.00	4,022.25	100.00	84.29	297.00	4,503.54
Title Comments:			TX 132751286													
01-FEB-17	391		06 MARINER	GOL J00368	123734	43	15-DEC-17	R	MANHEIM DALLAS	Y Y RG	5,330.00	4,130.75	80.00	86.57	297.00	4,594.32
Title Comments:			TX 132751285													
01-FEB-17	391		02 TRAILBLAZE	MAR 246649	180669	44	15-DEC-17	R	MANHEIM DALLAS	Y Y RG	4,190.00	3,247.25	80.00	68.05	297.00	3,692.30
Title Comments:			TX 132751283													
15-FEB-17	377		04 SILVERADO	WHI 104190	143861	45	15-DEC-17	R	MANHEIM DALLAS	Y Y RG	5,430.00	4,208.25	80.00	88.19	297.00	4,673.44
Title Comments:			TX 133020232													
22-FEB-17	370		04 TAHOE	GRA 270241	169594	46	15-DEC-17	R	MANHEIM DALLAS	Y Y RG	6,030.00	4,824.00	100.00	101.10	297.00	5,322.10
Title Comments:			TX 133020233													
22-FEB-17	370		06 3-SERIES	BLA X39183	115356	47	15-DEC-17	R	MANHEIM DALLAS	Y Y RG	6,230.00	4,984.00	100.00	104.45	297.00	5,485.45

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Title Comments:		TX 133020231																		
01-MAR-17	363			03 ENVOY XL	WHI	193082	140066	48	15-DEC-17	R	MANHEIM DALLAS	Y	Y	RG	6,080.00	4,864.00	80.00	101.95	297.00	5,342.95
Title Comments:		TX133756578																		
01-MAR-17	363			00 EXPEDITION	WHI	C31891	176280	49	15-DEC-17	R	MANHEIM DALLAS	Y	Y	RG	4,640.00	3,712.00	80.00	77.79	297.00	4,166.79
Title Comments:		TX 133756610																		
03-MAR-17	361			10 ESCAPE	BLU	A68922	124767	50	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,205.34	2,564.30	80.00	53.74	297.00	2,995.04
Title Comments:		TX 133756611																		
03-MAR-17	361			08 SORENTO	BLU	838360	92326	51	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,205.34	2,564.30	80.00	53.74	297.00	2,995.04
Title Comments:		TX 133756608																		