



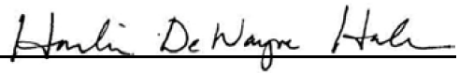
CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed January 4, 2018


United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

CASE NO. 17-34657-11

PAUL'S AUTO CENTERS, LTD.

DEBTOR

INTERIM CASH COLLATERAL ORDER

On December 27, 2017, came on to be heard Paul's Auto Centers, Ltd.'s ("Paul's") *Motion for Authority to Use of Cash Collateral*. The Court, finding the motion to be well taken and that the parties have agreed, it is therefore

ORDERED that Paul's has leave to use the Cash Collateral of Next Gear Capital, Inc. ("NextGear") and Automotive Finance Corporation ("AFC"), as follows:

1. This order shall be an interim order and shall govern the acts of the parties until the Court rules on a final order following a Final Hearing on Debtor's Cash Collateral Motion to be set in late January, 2018 via future Notice of Hearing.
2. This order shall not constitute a final decision relating to the validity, priority or extent of any lien or the existence or amount of any claim against the estate or to assert any interest pursuant to or governed by 11 USC § 552. The right of each party to either assert or contest such issues is preserved;
3. For purposes of this order, however, Next Gear shall have a first priority lien on certain property of the estate, which includes but is not limited to:
 - a. All vehicles listed on Exhibit A attached hereto ("NextGear Vehicles");
 - b. All vehicles owned by Paul's, not claimed by AFC;
 - c. All chattel paper, accounts, agreements leases, rental contracts derived from Paul's use of the NextGear Vehicles; and
 - d. The proceeds of all of the foregoing ("NextGear Collateral").

NextGear does not asset a first priority lien at this time on AFC Collateral.

4. For purposes of this order, however, AFC shall have a first priority lien on certain property of the estate, which includes but is not limited to:
 - a. All vehicles listed on Exhibit B attached hereto ("AFC Vehicles");
 - b. All vehicles owned by Paul's, not claimed by NextGear;
 - c. All chattel paper, accounts, agreements leases, rental contracts derived from Paul's use of the AFC Vehicles; and
 - d. The proceeds of all of the foregoing ("AFC Collateral").

AFC does not asset a first priority lien at this time on NextGear Collateral.

5. To the extent cash collateral is used under this Order, NextGear is granted a replacement lien on the property of the estate derived from or proceeds of NextGear Collateral. All parties in interest, including the Debtor, shall have until January 31, 2018 to object to or challenge the asserted lien of NextGear to the collateral described above. If no objection is timely filed, NextGear shall be found to hold the lien it claims.
6. To the extent cash collateral is used under this Order, AFC is granted a replacement lien on the property of the estate derived from or proceeds of AFC Collateral. All parties in interest, including the Debtor, shall have until January 31, 2018 to object to or challenge the asserted lien of AFC to the collateral described above. If no objection is timely filed, AFC shall be found to hold the lien it claims.
7. For purposes of this order, NextGear has asserted a first priority lien on, without limitation, all cash, checks, wire transfers, accounts, chattel paper and all receivables arising from the sale or rental of any NextGear Vehicle and Next Gear shall have a first priority lien on all cash, checks, wire transfers, accounts, and all receivables now owned or hereinafter acquired by Paul's (collectively the "Next Gear Cash Collateral"). All parties in interest, including the Debtor, shall have until January 31, 2018 to object to or challenge Next Gear's liens. If no objection is timely filed, NextGear shall be found to hold the lien it claims in the NextGear Collateral.
8. For purposes of this order, AFC has asserted a first priority lien on, without limitation, all cash, checks, wire transfers, accounts, chattel paper and all

receivables arising from the sale or rental of any AFC Vehicles and AFC shall have a first priority lien on all cash, checks, wire transfers, accounts, and all receivables now owned or hereinafter acquired by Paul's (collectively the "AFC Cash Collateral"). All parties in interest, including the Debtor, shall have until January 31, 2018 to object to or challenge AFC's liens. If no objection is timely filed, AFC shall be found to hold the lien it claims in the AFC Collateral.

9. Within 24 hours of request by AFC and/or NextGear, Paul's shall submit to and fully cooperate with an audit of all vehicles, which audit shall include a physical inspection of vehicles in the control or possession of Paul's and an inspection of all records relating to all vehicles, including but not limited to all agreements, DMV mandated records and rental agreements which arise from or are proceeds of vehicles.
10. Beginning no later January 12, 2018, Paul's shall begin making monthly payments to Next Gear against the principal balance reflected in the Next Gear Exhibit C, attached hereto. Said monthly payments shall be \$9,250.00 each and shall be made in certified funds delivered to the offices of Padfield & Stout, LLP, at 421 W. Third Street, Suite 910, Fort Worth, Texas 76102 on or before the 12th day of each month when due.
11. Beginning no later January 12, 2018, Paul's shall begin making monthly payments to AFC against the principal balance reflected in the AFC Exhibit D, attached hereto. Said monthly payments shall be \$4,750.00 each and shall be made in certified funds delivered to the offices of Padfield & Stout, LLP, at 421

W. Third Street, Suite 910, Fort Worth, Texas 76102 on or before the 12th day of each month when due.

12. Paul's shall provide to Next Gear and AFC and/or the United States Trustee within seven days of request sent to Paul's counsel by email to herman@lusky.com, all documentation, description and explanation on any line item monthly expenditure authorized by this order.
13. Paul's shall make no payment against any prepetition debt without Court order.
14. Paul's shall not undertake or initiate any sale of AFC or NextGear Collateral without prior disclosure to and consent from counsel for AFC and NextGear. Paul's shall deposit all of the proceeds of postpetition vehicle rentals into its Debtor-in-Possession Account ("DIP Account"). Debtor shall provide a weekly report every Wednesday to counsel for AFC and NextGear itemized by each vehicle rented during the prior week, including the rental amount and term, and the total amount deposited into the DIP Account for the prior week activity (prior Monday through Sunday before the Wednesday report), each AFC Vehicle and NG Vehicle out for maintenance, repair or service ("collectively "Work") including where, what dates out and Work performed for each. All rental revenues shall be deposited into the DIP Account at least twice a week.
15. In the event Debtor desires to liquidate any AFC Vehicle or NextGear Vehicle through a sale, Debtor shall notify counsel for AFC & NextGear of the desired vehicle to be sold, the desired sales price and purchaser by e-mail request. If the proposed, desired sale is approved by e-mail notice to Debtor for the sales price, the sales proceeds comprising the full sales price approved shall be delivered to

- the office of Padfield & Stout, LLP in certified funds at 421 W. Third Street, Ste. 910, Fort Worth, TX 76102, payable to Padfield & Stout, LLP IOLTA. Within 5 days of receipt of the sales proceeds, the original certificate of title held by AFC or NextGear shall be delivered to Debtor in order to consummate the sale.
16. Paul's is granted leave to pay its postpetition debts as reflected in Exhibit E, *Paul's Monthly Budget* but only to the extent that Paul's retains sufficient funds to pay AFC and NextGear the monthly adequate protection payment set forth herein and only to the extent that Paul's has complied with any request pursuant to this order.
17. IT IS FURTHER ORDERED that any and all issues related to funds presently or previously held in any bank account owned by Paul's as of the filing of the above-captioned case or thereafter, shall be reserved for consideration and treatment in a final cash collateral order. Paul's debtor-in-possession account ("DIP Account"), established at BBVA Compass Bank, is subject to the requirements of 11 U.S.C. § 363(c) and this Agreed Order. Paul's must provide weekly reports reflecting all transactions in the DIP Account on or before noon, Dallas time, each and every Monday, delivering same to counsel for NextGear and AFC, Alan Padfield, via e-mail at abp@padfieldstout.com.
18. IT IS FURTHER ORDERED that for any NextGear Vehicles and AFC Vehicles not out for rental, maintenance, repair or service shall remain on Paul's lot located at 508 E. Ennis Avenue, Ennis, TX 75119.

19. IT IS FURTHER ORDERED, that Paul's shall notify NextGear and AFC and their counsel via e-mail at abp@padfieldstout.com if Paul's closes its place of business for more than three (3) consecutive business days.
20. IT IS FURTHER ORDERED that other than as set forth herein Paul's shall not acquire, purchase, or obtain any additional motor vehicle inventory.
21. IT IS FURTHER ORDERED that no post-petition, secured Debtor-in-possession financing shall be sought or obtained by Paul's with respect to NextGear's collateral and AFC's collateral.

*** END OF ORDER ***

AGREED IN FORM AND SUBSTANCE:

PADFIELD & STOUT, L.L.P. <u>/s/ Alan B. Padfield</u> Alan B. Padfield Bar Card [Tex.] 00784712 E-Mail: abp@padfieldstout.com John E. Johnson, of counsel Bar Card [Tex.] 24025457 E-Mail: jjohnson@padfieldstout.com 421 W. Third Street, Ste. 910 Fort Worth, Texas 76102 Telephone: 817 338 1616 Fax: 817 338 1610 ATTORNEYS FOR NEXTGEAR AND AFC	LUSKY & ASSOCIATES, PC  Herman A. Lusky E-Mail: herman@lusky.com 4925 Greenville Ave., Ste. 715 Dallas, TX 75206 Telephone: 972 386 3900 Fax: 800 208 6389 ATTORNEY FOR DEBTOR, PAUL'S
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EXHIBIT A
NEXTGEAR VEHICLES

Vehicle	VIN	Stk #
2010 Dodg Jour	274703	132
2009 SATU AJURA	193030	134
2014 Jeep Patr	652349	135
2010 Ford Esca	C90505	136
2010 Chev Equi	263197	137
2009 Hyun Sant	240063	138
2012 Chev Impa	180872	139
2011 Chry 200	547445	140
2012 Ford Fusi	441766	141
2009 Hyun Sant	276210	142
2005 Acur TL	022393	143
2007 Niss Mura	519337	144
2009 Dodg Jour	143083	145
2012 Ford Fusi	152326	146
2012 Ford Fusi	261796	147
2008 Hond Pilo	008733	148
2009 Dodg Jour	198900	149
2009 Chev Mali	183495	150
2011 Chev Mali	327556	151
2008 Dodg Dura	114768	152
2011 Mazd CX-7	382083	153
2008 Buic Encl	129878	154
2009 GMC Acad	175385	155
2003 Linc Town	695237	156
2006 Merc Mont	613586	157
2008 Merc Mari	J51892	158
2005 Dodg Ram	203325	159
2009 Volv XC90	501517	160
2006 Ford F150	A96725	161
2007 Chry Aspe	525430	162
2007 FORD EXPE	A81881	163
2010 JEEP COMP	649957	164
2006 Niss Mura	421641	165
2008 CHRY ASPE	131449	166
2005 DODG RAM1	547545	167
2007 TOYO SEQU	293955	169
2007 Niss Mura	666961	170
2005 Chev Silv	375675	171
2003 LAND RANG	127538	172
2012 CHRY TOWN	305940	173
2008 Chev Silv	320671	174
2003 JEEP LIB	550702	176
2009 Toyo Camr	083322	177
2011 CHEV MALI	318886	178
2007 Chev Subu	303653	179
2004 Dodg Ram	605400	182
2006 HUMM H3	201999	183
2008 LINC NAVI	J04280	184
2004 Ford F150	A47788	186
2008 Dodg Ram	575672	187
2005 Chev Silv	227980	188
2007 Hyun Sant	072075	189
2006 Niss Mura	421958	190
2007 Chev Subu	128477	191
2008 FORD EXPE	A74438	192
2006 CHEV TAHO	103370	193
2008 GMC ACAD	248470	194
2007 MERC MOU	J11214	195
2002 HOND CR-V	010879	196
2006 INFI G35	714187	197
2005 Niss Maxi	868692	198
2002 Chev Tahoe	240424	199
2004 Dodg Ram	251174	200
2005 Chev Tahoe	210392	201
2002 Cadi Esca	327471	202
2006 Cadi DTS	109125	203
2011 CHEV AVEO	158651	209

EXHIBIT B AFC VEHICLES

Stock #	VIN	Year	Model	Make
1	KL8CB6S92EC488419	2014	SPARK	CHEVROLET
2	KL8CB6S97EC485029	2014	SPARK	CHEVROLET
3	KL8CB6S99EC483170	2014	SPARK	CHEVROLET
4	KL8CB6S92EC485276	2014	SPARK	CHEVROLET
11	1GKES16S156149248	2005	ENVOY XL	GMC
12	1GKDS13S272188490	2007	ENVOY	GMC
13	JF2SH6BC7AH802951	2010	FORESTER	SUBARU
18	2G1WA5EK8A1163945	2010	IMPALA	CHEVROLET
20	KNDJD735X85857045	2008	SORENTO	KIA
21	2G1WA5EK6A1151101	2010	IMPALA	CHEVROLET
22	5GZCZ33D97S875979	2007	VUE	SATURN
23	2CNDL13F086048630	2008	EQUINOX	CHEVROLET
24	1J8GP28K58W134046	2008	LIBERTY	JEEP
26	1GNDS13S772162910	2007	TRAILBLAZER	CHEVROLET
27	1GNDS13S572159911	2007	TRAILBLAZER	CHEVROLET
28	2G1WT58K681377834	2008	IMPALA	CHEVROLET
29	2G1WA5EK6A1242403	2010	IMPALA	CHEVROLET
30	1GNDS13S152190571	2005	TRAILBLAZER	CHEVROLET
31	3GSCL33P79S610843	2009	VUE	SATURN
34	2G1WT58N489151223	2008	IMPALA	CHEVROLET
35	1FMRU15W22LA21752	2002	EXPEDITION	FORD
36	1G4HR54K92U215367	2002	LESABRE	BUICK
37	2G1WB5EK2A1211968	2010	IMPALA	CHEVROLET
39	KNDJD736375748756	2007	SORENTO	KIA
40	3MEHM0HA7AR635138	2010	MILAN	MERCURY
41	1GNEC13T01R178889	2001	TAHOE	CHEVROLET
42	1FMPU17L34LA60444	2004	EXPEDITION	FORD
43	4M2YU56176DJ00368	2006	MARINER	MERCURY
44	1GNDS13S322246649	2002	TRAILBLAZER	CHEVROLET
45	1GCEC14X74Z104190	2004	SILVERADO 1500	CHEVROLET
46	1GNEC13V64R270241	2004	TAHOE	CHEVROLET
47	WBAVB13526KX39183	2006	3-SERIES	BMW
48	1GKES16P336193082	2003	ENVOY XL	GMC
49	1FMEU17L0YLC31891	2000	EXPEDITION	FORD
50	1FMCU0DG7AKA68922	2010	ESCAPE	FORD
51	KNDJD735085838360	2008	SORENTO	KIA



Receivable Detail Report

EXHIBIT C

Region
Business
Exclude Default Dealers
Exclude Account Level Charges
Dealer Finance Type

Not Selected
Paul's Auto Sales and Car Rentals(77136)
False
False
All

Market
Report Date
Requested By
Include Comments

Not Selected
WED, 12/13/2017 03:57:39 PM
Susan Smith
No

Customer Profile

Market Info & Account Profile

Name: Paul's Auto Sales and Car Rentals
Dealer Id: 77136
Address Line 1: 508 E Ennis Ave
Address Line 2:
City, State, ZIP: Ennis, TX 75119
Phone: (972)878-0906
Fax: (972)875-2199

Market: Dallas South (1119)
Market Phone: (682)704-0705
Finance Program: Core
Dealer Status: DL
Lot Audit: Complete
Unapplied Funds: \$.00
Reserved Funds: \$.00

Fee Type	Description	Amount Due	Date Incurred
Total Account Charges for Paul's Auto Sales and Car Rentals (77136)		\$.00	
		\$.00	

LOC Type	Approved Credit	Temp. Credit	Temp. Expiration	Total Credit:	Outstanding	Credit Available	Term Plan
Retail	\$20,000.00	\$15,000.00	01/14/2018	\$35,000.00	\$.00	\$.00	D60/30/30 -- F85/70/70 -- R4.5 -- C%10/20
Rental	\$480,000.00	\$.00		\$480,000.00	\$346,225.56	\$.00	D30 - F67/20 x23 - R0.25 - C%2.5 (24 months)
Total Line of Credit for Paul's Auto Sales and Car Rentals (77136)		\$15,000.00		\$515,000.00	\$346,225.56	\$.00	

Floor Date	Last Days Paid	Vehicle VS 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	706	11/14/17 STK 2010 Dodge Jour	Bla	274703	132 FR 12/15/17	S ADESA Dallas	\$8,570.00	\$4,910.00	\$.00	\$20.00	\$26.80	\$.00	\$.00	\$4,956.80

Floor Date	Last Days Paid	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	706 11/14/17	STK 2009 SATU AURA	Whi 193030	134 FR 12/15/17	S ADESA Dallas	\$7,540.00	\$4,319.89	\$0.00	\$20.00	\$23.59	\$0.00	\$0.00	\$4,363.48
01/04/16	709 11/14/17	STK 2014 Jeep Patr	Whi 652349	135 FR 12/15/17	S Manheim Dallas-Fort Worth (DFWA)	\$10,455.00	\$5,989.97	\$0.00	\$20.00	\$32.67	\$0.00	\$0.00	\$6,042.64
01/07/16	706 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	\$20.00	\$21.26	\$0.00	\$0.00	\$3,931.45
01/06/16	707 11/14/17	STK 2010 Chev Equi	Gra 263197	137 FR 12/15/17	S Alliance Auto Auction of Dallas	\$9,850.00	\$5,643.37	\$0.00	\$20.00	\$30.78	\$0.00	\$0.00	\$5,694.15
01/06/16	707 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	\$20.00	\$29.70	\$0.00	\$0.00	\$5,492.55
01/06/16	707 11/14/17	RAV 2012 Chev Impa	Unk 180872	139 FR 12/15/17	S Manheim Dallas (DALA)	\$7,555.00	\$4,328.49	\$0.00	\$20.00	\$23.64	\$0.00	\$0.00	\$4,372.13
01/11/16	702 11/14/17	STK 2011 Chry 200	Whi 547445	140 FR 12/15/17	S Houston Auto Auction, Inc. (TX)	\$6,780.00	\$3,884.47	\$0.00	\$20.00	\$21.22	\$0.00	\$0.00	\$3,925.69
01/11/16	702 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	\$20.00	\$29.43	\$0.00	\$0.00	\$5,443.57
01/13/16	700 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	\$20.00	\$22.79	\$0.00	\$0.00	\$4,216.60
01/13/16	700 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	\$20.00	\$18.64	\$0.00	\$0.00	\$3,447.57
01/19/16	694 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	\$20.00	\$29.19	\$0.00	\$0.00	\$5,399.48
01/19/16	694 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	\$20.00	\$20.80	\$0.00	\$0.00	\$3,848.00
01/19/16	694 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	\$20.00	\$28.27	\$0.00	\$0.00	\$5,228.14
01/19/16	694 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	\$20.00	\$25.74	\$0.00	\$0.00	\$4,761.42
01/20/16	693 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	\$20.00	\$26.64	\$0.00	\$0.00	\$4,926.82
01/25/16	688 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	\$20.00	\$26.64	\$0.00	\$0.00	\$4,926.82
01/25/16	688 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	\$20.00	\$18.65	\$0.00	\$0.00	\$3,449.79
01/25/16	688 11/14/17	RAV 2011 Chev Mali	Bla 327556	151 FR 12/15/17	S Manheim Texas Hobby (THAA)	\$8,355.00	\$4,909.58	\$0.00	\$20.00	\$26.80	\$0.00	\$0.00	\$4,956.38
01/25/16	688 11/14/17	STK 2008 Dodg Dura	Blu 114768	152 FR 12/15/17	S Manheim Texas Hobby (THAA)	\$5,555.00	\$3,264.24	\$0.00	\$20.00	\$17.85	\$0.00	\$0.00	\$3,302.09
01/25/16	688 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	\$20.00	\$29.06	\$0.00	\$0.00	\$5,375.82
02/04/16	678 11/14/17	STK 2008 Buic Encl	Whi 129878	154 FR 12/15/17	S Alliance Auto Auction of Dallas	\$9,300.00	\$5,464.88	\$0.00	\$20.00	\$29.81	\$0.00	\$0.00	\$5,514.69
02/10/16	672 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	\$20.00	\$27.58	\$0.00	\$0.00	\$5,101.13
06/15/16	546 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	\$20.00	\$22.82	\$0.00	\$0.00	\$4,222.61
06/15/16	546 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	\$20.00	\$19.29	\$0.00	\$0.00	\$3,568.84
06/22/16	539 11/14/17	RAV 2008 Merc Mani	Red J51892	158 FR 12/15/17	S Alliance Auto Auction of Dallas	\$6,350.00	\$4,234.95	\$0.00	\$20.00	\$23.12	\$0.00	\$0.00	\$4,278.07
06/22/16	539 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	\$20.00	\$30.02	\$0.00	\$0.00	\$5,552.11

Floor Date	Last Days Paid	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	413	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	\$20.00	\$32.69	\$0.00	\$0.00	\$6,047.45
11/03/16	405	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	\$20.00	\$35.43	\$0.00	\$0.00	\$6,553.51
11/16/16	392	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	\$20.00	\$29.34	\$0.00	\$0.00	\$5,427.28
12/02/16	376	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	\$20.00	\$30.17	\$0.00	\$0.00	\$5,579.48
12/02/16	376	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	\$20.00	\$23.17	\$0.00	\$0.00	\$4,285.72
12/02/16	376	11/14/17 RAV 2006 Niss Murra	Blu 421641	165	FR 12/15/17	S Manheim Dallas-Fort Worth (DFWA)	\$5,705.00	\$4,318.25	\$0.00	\$20.00	\$23.59	\$0.00	\$0.00	\$4,361.84
12/20/16	358	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	\$20.00	\$34.60	\$0.00	\$0.00	\$6,401.11
12/20/16	358	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	\$20.00	\$33.13	\$0.00	\$0.00	\$6,127.92
12/28/16	350	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	\$20.00	\$35.45	\$0.00	\$0.00	\$6,557.21
12/28/16	350	11/14/17 RAV 2007 Niss Murra	Sil 666961	170	FR 12/15/17	S Manheim Dallas (DALA)	\$7,475.00	\$5,803.07	\$0.00	\$20.00	\$31.65	\$0.00	\$0.00	\$5,854.72
01/03/17	344	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	\$20.00	\$38.41	\$0.00	\$0.00	\$7,103.61
01/04/17	343	11/14/17 RAV 2003 LAND RANG	Blk 127538	172	FR 12/15/17	S Manheim Dallas (DALA)	\$8,605.00	\$6,680.31	\$0.00	\$20.00	\$36.42	\$0.00	\$0.00	\$6,736.73
01/04/17	343	11/14/17 RAV 2012 CHRY TOWN	Whi 305940	173	FR 12/15/17	S Manheim Dallas (DALA)	\$7,605.00	\$5,903.99	\$0.00	\$20.00	\$32.20	\$0.00	\$0.00	\$5,956.19
01/04/17	343	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	\$20.00	\$37.27	\$0.00	\$0.00	\$6,892.86
01/04/17	343	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	\$20.00	\$22.39	\$0.00	\$0.00	\$4,141.41
01/04/17	343	11/14/17 RAV 2009 Toyo Camr	Tan 083322	177	FR 12/15/17	S Manheim Dallas (DALA)	\$6,080.00	\$4,720.09	\$0.00	\$20.00	\$25.77	\$0.00	\$0.00	\$4,765.86
01/04/17	343	11/14/17 RAV 2011 CHEV MALI	Blk 318886	178	FR 12/15/17	S Manheim Dallas (DALA)	\$6,480.00	\$5,030.61	\$0.00	\$20.00	\$27.45	\$0.00	\$0.00	\$5,078.06
01/04/17	343	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	\$20.00	\$39.50	\$0.00	\$0.00	\$7,306.54
01/11/17	336	11/14/17 RAV 2004 Dodg Ram	Blu 605400	182	FR 12/15/17	S Manheim Dallas (DALA)	\$7,475.00	\$5,803.07	\$0.00	\$20.00	\$31.65	\$0.00	\$0.00	\$5,854.72
01/11/17	336	11/14/17 STK 2008 HUMM H3	Red 201999	183	FR 12/15/17	S Manheim Dallas (DALA)	\$8,975.00	\$6,967.56	\$0.00	\$20.00	\$37.99	\$0.00	\$0.00	\$7,025.55
01/11/17	329	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	\$20.00	\$41.83	\$0.00	\$0.00	\$7,735.85
01/18/17	329	11/14/17 RAV 2004 Ford F150	Blk A47788	186	FR 12/15/17	S Manheim Dallas (DALA)	\$6,030.00	\$4,801.30	\$0.00	\$20.00	\$26.21	\$0.00	\$0.00	\$4,847.51
01/18/17	329	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	\$20.00	\$30.10	\$0.00	\$0.00	\$5,568.02
01/18/17	329	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	\$20.00	\$29.67	\$0.00	\$0.00	\$5,487.96
01/18/17	329	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	\$20.00	\$26.64	\$0.00	\$0.00	\$4,927.57
01/20/17	327	11/14/17 RAV 2006 Niss Murra	Blu 421958	190	FR 12/15/17	S Manheim Dallas-Fort Worth (DFWA)	\$5,408.00	\$4,306.05	\$0.00	\$20.00	\$23.51	\$0.00	\$0.00	\$4,349.56
01/25/17	322	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	\$20.00	\$34.11	\$0.00	\$0.00	\$6,308.54
02/01/17	315	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	\$20.00	\$31.40	\$0.00	\$0.00	\$5,808.18
02/01/17	315	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	\$20.00	\$27.93	\$0.00	\$0.00	\$5,167.72
02/08/17	308	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	\$20.00	\$30.32	\$0.00	\$0.00	\$5,608.04
02/08/17	308	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	\$20.00	\$24.26	\$0.00	\$0.00	\$4,487.27
02/08/17	308	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	\$20.00	\$20.62	\$0.00	\$0.00	\$3,814.78
02/08/17	308	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	\$20.00	\$22.96	\$0.00	\$0.00	\$4,247.08
02/08/17	308	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	\$20.00	\$22.35	\$0.00	\$0.00	\$4,135.00
02/15/17	301	11/14/17 RAV 2002 Chev Taho	Sil 240424	199	FR 12/15/17	S Manheim Dallas (DALA)	\$7,755.00	\$6,174.82	\$0.00	\$20.00	\$33.68	\$0.00	\$0.00	\$6,228.50
02/22/17	294	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	\$20.00	\$34.54	\$0.00	\$0.00	\$6,387.69
03/01/17	287	11/14/17 RAV 2005 Chev Taho	Whi 210392	201	FR 12/15/17	S Manheim Dallas (DALA)	\$6,930.00	\$5,659.40	\$0.00	\$20.00	\$30.88	\$0.00	\$0.00	\$5,710.28
03/01/17	287	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	\$20.00	\$31.76	\$0.00	\$0.00	\$5,874.49
05/08/17	219	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	\$20.00	\$32.80	\$0.00	\$0.00	\$6,066.28
09/06/17	98	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	\$20.00	\$12.63	\$0.00	\$0.00	\$2,337.90
Total Rental							\$493,516.00	\$346,225.56	\$0.00	\$1,340.00	\$1,889.27	\$0.00	\$0.00	\$349,454.83

Floor Date	Last Days Paid	VS	Vehicle Description	Clr VIN	Stk #	TS	Due	Disb Source	Original Amt.	Principal Bal.	One Day Bal	Fee	Interest	Collateral Protection	Other	Total
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Unit Count: 67

FLOOR PLAN RECEIVABLE DETAIL - RENTAL US POOL

SAPC
Requested By BURBANK, DAVID
Pool RENTAL US POOL
Currency USD Include PLN Y
AFC Unit AFC RENTAL/LEASING

Corporation AFC CORPORATE FRANCHISE
Division CENTRAL DIVISION
Region CORPORATE AND RENTAL REGION
Branch AFC RENTAL/LEASING

Dealer 486011 PAUL'S AUTO SALES & CAR RENTALS 508 EAST ENNIS AVENUE ENNIS TX 75119
Phone 972-875-3000 Fax 972-878-0906 Cell 214-552-0906 Email PAUL.HAMITER@YAHOO.COM
Credit Limit \$200,000 NAP% 100 Default Terms: MONTHS 1 Rate 2.75

Restricted Y Potential Loss N
Platinum N Assoc Acct N
Fixed Fee 20

Depreciation

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	442	07 VUE	WHI 875979	130780	22	15-DEC-17	R	NEXTGEAR CAPITAL	Y Y NA	3,630.40	2,450.52	40.00	13.37	0.00	2,503.89
Title Comments: TX 07020142659085132															
27-SEP-16	442	08 EQUINOX	WHI 048630	165390	23	15-DEC-17	R	NEXTGEAR CAPITAL	Y Y NA	3,630.40	2,450.52	40.00	13.37	0.00	2,503.89
Title Comments: TX 07020142659085322															
27-OCT-16	412	08 LIBERTY	SIL 134046	144511	24	15-DEC-17	R	NEXTGEAR CAPITAL	Y Y NA	3,543.92	2,480.72	40.00	13.54	0.00	2,534.46
Title Comments: TX07000142682124123															
27-OCT-16	412	07 TRAILBLAZE	BLA 162910	124660	26	15-DEC-17	R	NEXTGEAR CAPITAL	Y Y NA	3,539.61	2,477.73	40.00	13.52	0.00	2,531.25
Title Comments: TX07000142682124015															
27-OCT-16	412	07 TRAILBLAZE	MAR 159911	134091	27	15-DEC-17	R	NEXTGEAR CAPITAL	Y Y NA	3,539.61	2,477.73	40.00	13.52	0.00	2,531.25
Title Comments: TX07000142682123907															

Credit Limit \$200,000 NAP% 100 Default Terms: MONTHS 1 Rate 2.75

Depreciation

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 07010142738081459															
23-NOV-16	385	08 IMPALA	RED 377834	112125	28	15-DEC-17	R	NEXTGEAR CAPITAL	Y Y NA	3,445.86	2,498.21	40.00	13.64	0.00	2,551.65
23-NOV-16	385	10 IMPALA	BLA 242403	110552	29	15-DEC-17	R	NEXTGEAR CAPITAL	Y Y NA	3,445.86	2,498.21	40.00	13.64	0.00	2,551.65
23-NOV-16	385	05 TRAILBLAZE	BLA 190571	102129	30	15-DEC-17	R	NEXTGEAR CAPITAL	Y Y NA	3,445.86	2,498.21	40.00	13.64	0.00	2,551.65
20-DEC-16	358	09 VUE	GRA 610843	112000	31	15-DEC-17	R	NEXTGEAR CAPITAL	Y Y NA	3,361.75	2,521.35	40.00	13.76	0.00	2,575.51
Title Comments: TX 07010142738081459															
11-JAN-17	336	08 IMPALA	WHI 151223	104896	34	15-DEC-17	R	MANHEIM DALLAS	Y Y RG	6,130.00	4,597.50	40.00	25.10	0.00	4,662.60
Title Comments: TX 132751288															
11-JAN-17	336	02 EXPEDITION	WHI A21752	120361	35	15-DEC-17	R	MANHEIM DALLAS	Y Y RG	4,090.00	3,067.50	40.00	16.75	0.00	3,124.25

FLOOR PLAN RECEIVABLE DETAIL - RENTAL US POOL

SAFC
Requested By BURBANK, DAVID
Pool RENTAL US POOL
Currency USD Include PLN Y
AFC Unit AFC RENTAL/LEASING

Dealer 486011 PAUL'S AUTO SALES & CAR RENTALS
Phone 972-875-3000 Fax 972-878-0906 Cell 214-552-0906 Email PAUL.HAMITER@YAHOO.COM
Credit Limit \$200,000 NAP% 100 Default Terms: MONTHS 1 Rate 2.75

Corporation AFC CORPORATE FRANCHISE
Division CENTRAL DIVISION
Region CORPORATE AND RENTAL REGION
Branch AFC RENTAL/LEASING

508 EAST ENNIS AVENUE ENNIS TX 75119
Restricted Y Potential Loss N
Platinum N Assoc Acct N

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:																				
18-JAN-17	329			02 LESABRE	BLU	215367	130477	36	15-DEC-17	R	MANHEIM DALLAS	Y	Y	RG	3,690.00	2,859.75	40.00	15.61	0.00	2,915.36
Title Comments:																				
23-JAN-17	324			10 IMPALA	GRA	211968	115246	37	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,257.18	2,524.31	40.00	13.78	0.00	2,578.09
Title Comments:																				
23-JAN-17	324			07 SORENTO	RED	748756	102651	39	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,257.18	2,524.31	40.00	13.78	0.00	2,578.09
Title Comments:																				
24-JAN-17	323			10 MILAN	STL	635138	123728	40	15-DEC-17	R	NEXTGEAR CAPITAL	Y	Y	NA	3,257.18	2,524.31	40.00	13.78	0.00	2,578.09
Title Comments:																				
25-JAN-17	322			01 TAHOE	BLA	178889	190540	41	15-DEC-17	R	MANHEIM DALLAS	Y	Y	RG	4,990.00	3,867.25	40.00	21.11	0.00	3,928.36
Title Comments:																				
25-JAN-17	322			04 EXPEDITION	BLU	A60444	155128	42	15-DEC-17	R	MANHEIM DALLAS	Y	Y	RG	5,190.00	4,022.25	40.00	21.96	0.00	4,084.21
Title Comments:																				
01-FEB-17	315			06 MARINER	GOL	J00368	123734	43	15-DEC-17	R	MANHEIM DALLAS	Y	Y	RG	5,330.00	4,130.75	40.00	22.55	0.00	4,193.29
Title Comments:																				
01-FEB-17	315			02 TRAILBLAZE	MAR	246649	180669	44	15-DEC-17	R	MANHEIM DALLAS	Y	Y	RG	4,190.00	3,247.25	40.00	17.73	0.00	3,304.98
Title Comments:																				
15-FEB-17	301			04 SILVERADO	WHI	104190	143861	45	15-DEC-17	R	MANHEIM DALLAS	Y	Y	RG	5,430.00	4,208.25	20.00	22.97	0.00	4,251.22
Title Comments:																				
22-FEB-17	294			04 TAHOE	GRA	270241	169594	46	15-DEC-17	R	MANHEIM DALLAS	Y	Y	RG	6,030.00	4,824.00	40.00	26.33	0.00	4,890.33
Title Comments:																				
22-FEB-17	294			06 3-SERIES	BLA	X39183	115356	47	15-DEC-17	R	MANHEIM DALLAS	Y	Y	RG	6,230.00	4,984.00	40.00	27.21	0.00	5,051.21

FLOOR PLAN RECEIVABLE DETAIL - RENTAL US POOL

SAFC
Requested By BURBANK, DAVID
Pool RENTAL US POOL
Currency USD Include PLN Y
AFC Unit AFC RENTAL/LEASING

Dealer 486011 PAUL'S AUTO SALES & CAR RENTALS 508 EAST ENNIS AVENUE ENNIS TX 75119
Phone 972-875-3000 Fax 972-878-0906 Cell 214-552-0906 Email PAUL.HAMITER@YAHOO.COM
Credit Limit \$200,000 NAP% 100 Default Terms: MONTHS 1 Rate 2.75

Corporation AFC CORPORATE FRANCHISE
Division CENTRAL DIVISION
Region CORPORATE AND RENTAL REGION
Branch AFC RENTAL/LEASING

Restricted Y Potential Loss N
Platinum N Assoc Acct N
Fixed Fee 20

Depreciation

Floor	Date	Last Rcdt	Num	Rd Fund Yr	Model	Cl	VIN	Miles	Stock Num	Due Date	Auction	Veh	Src	Pd	Pt	Floored Amount	Principal Due	Fees Due	Interest Due	Other Due	Total Due
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Title Comments: TX 133020231

01-MAR-17 287 03 ENVOY XL WHI 193082 140066 48 15-DEC-17 R MANHEIM DALLAS Y Y RG 6,080.00 4,864.00 40.00 26.56 0.00 4,930.56
Title Comments: TX133756578

01-MAR-17 287 00 EXPEDITION WHI C31891 176280 49 15-DEC-17 R MANHEIM DALLAS Y Y RG 4,640.00 3,712.00 40.00 20.26 0.00 3,772.26
Title Comments: TX 133756610

03-MAR-17 285 10 ESCAPE BLU A68922 124767 50 15-DEC-17 R NEXTGEAR CAPITAL Y Y NA 3,205.34 2,564.30 40.00 14.00 0.00 2,618.30
Title Comments: TX 133756611

03-MAR-17 285 08 SORENTO BLU 838360 92326 51 15-DEC-17 R NEXTGEAR CAPITAL Y Y NA 3,205.34 2,564.30 40.00 14.00 0.00 2,618.30
Title Comments: TX 133756608

Credit Limit \$200,000 NAP% 100 Default Terms: MONTHS 1 Rate 2.75

Master Charges	15-NOV-2017 LOT CHECK EXPENSE	Due 15-DEC-2017	Last Paid	Charge Amt	95.00	Balance	95.00
Master Charges	17-NOV-2017 LOT CHECK EXPENSE	Due 15-JAN-2018	Last Paid	Charge Amt	95.00	Balance	95.00
Master Charges	20-NOV-2017 COURIER FEE	Due 15-JAN-2018	Last Paid	Charge Amt	12.75	Balance	12.75
Master Charges	20-NOV-2017 COURIER FEE	Due 15-NOV-2017	Last Paid	Charge Amt	12.75	Balance	12.75
Master Charges	30-NOV-2017 COURIER FEE	Due 15-JAN-2018	Last Paid	Charge Amt	12.75	Balance	12.75
Master Charges	04-DEC-2017 COURIER FEE	Due 15-JAN-2018	Last Paid	Charge Amt	12.75	Balance	12.75

Dlr Total: Avg Days: 428
36 172,747.07
Principal Amount: 111,588.01
Fees Amount: 1,400.00
Interest Amount: 609.13
Other Amount: 0.00
Sub Total: 113,597.14
Master Charges: 241.00
Total Amount: 113,838.14

EXHIBIT E

PAUL'S AUTO CENTERS, LTD.
CASE NO. 17-34657-HDH-11

MONTHLY BUDGET

Income	\$40,000.00	
SDA (\$1,000/week)		\$4,333.00
ADF (1/3)		\$11,889.00
NextGear (2/3)		\$23,778.00

Expenses

Advertising	\$400.00
Bldg. & Shop Maint.	\$700.00
Manager's Draw	\$6,000.00
Fuel	\$750.00
Insurance	\$800.00
Office	\$1,000.00
Outside Repairs, parts & Labor	\$5,000.00*
Rent	\$4,000.00
Towing & Transport	\$1,000.00
Utilities	\$1,000.00
Taxes (prop., TTL, Sales & VIT)	\$2,000.00
Secured Creditors/ Adeq. Prot	
Next Gear Capital	\$9,250.00
Automotive Finance	\$4,750.00
Small Dealers Assistance	\$2,000.00
Ally	\$1,006.29
Mantis Financial	\$454.00
Total Expenses	\$40,110.29

*Limited to \$1,700/month for AFC Vehicles and \$3,300/month for NextGear Vehicles