

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
EL PASO DIVISION

In re §
EPTMS, INC., § Case No. 17-31729-HCM-11
Debtor. §

**EMERGENCY MOTION FOR INTERIM APPROVAL
OF USE OF CASH COLLATERAL**

TO THE HONORABLE H. CHRISTOPHER MOTT, UNITED STATES BANKRUPTCY JUDGE:

Now comes EPTMS, INC., the Debtor-in-Possession in these proceedings, and through its counsel undersigned files this Emergency Motion for Interim Approval of Use of Cash Collateral, and would show:

1.

Petition date in these proceedings is October 25, 2017.

2.

EPTMS, INC. operates a group of twenty mattress stores in El Paso, Texas and in Albuquerque and Santa Fe, New Mexico. Debtor has cash equivalents (inventory, accounts receivable, and bank deposits) which it will need to use in order to pay its employees, utilities, and rent, and to stay in business and meet its ongoing recurring expenses.

3.

Debtor can afford to reorganize and present a confirmable Plan if given a reasonable time, within the contemplated statutory limits, to do so.

4.

The known liens of record upon cash collateral of the Debtor appear to be perfected by financing statements filed in Austin with the Texas Secretary of State, the earliest being two in

favor of RAPID CAPITAL ADVANCE (recording dates 12-04-14 and 05-04-15), one in favor of KABBAGE, INC. (recording date 3-22-17), and a later series of three in favor of PEARL DELTA FUNDING, LLC (recording dates 06-02-17, 10-06-17 and 10-10-17). Copies of the UCC search performed by Debtor's counsel, and the pertinent financing statements, are hereto attached as Exhibits "A" through "F."

5.

The UCC search is reminiscent of Bob Dylan's "Ballad of Frankie Lee and Judas Priest." Frankie "mutters underneath his breath" as the song ends, "nothing is revealed." All of the filings have been done by service companies, in "representative capacities." The service companies do not identify the secured party. To find out who was represented, one has to contact the service company. The service companies then respond that they have forwarded the inquiry to the (still unidentified) secured party, and that it is up to the secured party to provide the information identifying themselves and which financing statements pertain to them. *See* the examples hereto attached at Exhibit "G." To date, only KABBAGE, INC. has done that. Most of the information about the parties with interests in cash equivalents, in this Motion, has been furnished by the Debtor or by front-desk people at the creditors' principal addresses.

6.

It bears further mention that on or about October 20, 2017, PEARL DELTA FUNDING, LLC (hereinafter "PEARL DELTA") recorded a Confession of Judgment against EPTMS, INC. in the Supreme Court of the State of New York, County of Orange, on account of a missed payment, and immediately used the Confession of Judgment to serve a garnishment Subpoena and Restraining Notice upon a branch of BANK OF AMERICA in Utica, New York. A copy of the garnishment papers is hereto attached as Exhibit "H." On that date, EPTMS, INC. had approximately \$100,000 on deposit in Bank of America's branch in El Paso, Texas. New deposits have since come into the bank account at the rate of roughly \$15,000 each business day. The Confession of Judgment added to the "due amount" of \$287,896 an attorney's fee of \$71,974 (or 25%) for basically walking the confession to the courthouse.

7.

The automatic stay provisions in 11 U.S.C. § 362(a)(1), (2), (3), and (4) now prevent the completion of the remaining steps of the garnishment by PEARL DELTA, as the garnishment is (i) a continuation of a judicial action, (ii) enforcement of the confession of judgment, (iii) an act to obtain possession or control of property of the estate, and (iv) an act to create and enforce a lien against property of the estate. The Debtor surmises that the purpose of the garnishment proceeding may have been to freeze the account for PEARL DELTA so that RAPID CAPITAL ADVANCE could not extract payment from it. The automatic stay appears to thwart that strategy, if it was intended.

8.

The designated account into which EPTMS, INC. is supposed to deposit its incoming funds, under the RAPID CAPITAL ADVANCE, and the KABBAGE, INC., and the PEARL DELTA FUNDING, LLC loan/account recovery agreements, is the same BANK OF AMERICA account (#-4919). EPTMS, INC. informed both KABBAGE INC. and PEARL DELTA FUNDING, LLC that its operating account had to remain the BANK OF AMERICA account specified in RAPID CAPITAL ADVANCE's documents. PEARL DELTA FUNDING, LLC and KABBAGE, INC. did not object to this arrangement and proceeded to loan to the Debtor. PEARL DELTA FUNDING, LLC and KABBAGE, INC. were also upon notice of RAPID CAPITAL ADVANCE's UCC filings.

9.

Perhaps the reason PEARL DELTA and KABBAGE, INC. were not worried about the shared use of the bank account, is that EPTMS, INC. has consistently had gross annual sales of \$9 to \$11 million for the past 5 years.

10.

The Debtor employs 60 persons. Most are sales personnel. Others are delivery truck drivers, warehousemen, and office personnel. All of them are expecting regular paychecks on November 1, 2017. The cost of an average payroll is approximately \$80,000.00.

11.

The Debtor also has to pay rent on October 1, 2017 for each of its stores, plus utilities and other operating expenses in the regular course (taxes, insurance, freight, etc.).

12.

It will be necessary for the Debtor to use the money in its Bank of America account, in order to stay in business and reorganize its financial affairs.

13.

If the employees are not paid, they will not come to work. If the rent is not paid, the landlords will lock out EPTMS, INC. This case will become an extremely inefficient liquidation, due to the absence of employees, high costs of trying to gather and salvage any of the bulky inventory that can be freed from landlords' liens, and the virtual impossibility of creating any showings under retail conditions.

14.

The November 1st rents will be post-petition rents. The November 1st payroll will cover pre-petition wages from October 16th to 24th and post-petition wages from October 25th to 31st. The doctrine of necessity should justify the payment of the nine pre-petition days' wages. 11 U.S.C. § 105. Those wages would be priority claims if not paid, and if the Debtor is allowed to reorganize there should be sufficient assets in excess of what is owed to secured creditors, to pay them.

15.

There is an interim operating budget hereto attached as Exhibit "I." The interim budget is in two parts. Of the Debtor's 20 store locations, 10 have been less profitable than the 10 others. The Debtor plans to phase out the 10 less profitable locations by selling off the on-the-floor inventory therein at discounted prices. Four of the ten leases will end on their own terms by year-end 2017, and the floor inventory therein will be moved into the other six sell-off locations. There will be no new cost-of-goods expense for those sales, and those stores' operation over the

3-4 months should be very profitable. The other budget is for the 10 stores the Debtor intends to keep open. Those 10 locations have positive cash flow, when not burdened with the expenses of the 10 weaker locations, for rent, utilities, and staffing.

16.

The available cash equivalents which the Debtor has on hand as of October 27, 2017 are as follows:

| | |
|------------------------------------------------------------|-------------------------------------------|
| Inventory on hand | \$898,000.00 (at cost) |
| Accounts receivable | \$ 71,000.00 |
| Incoming credit card payments | \$ 26,676.00 (increases daily) |
| Cash in Bank of America | \$183,668.00 as of 10-27-17 |
| Other cash on hand | \$ 523.00 |
| Layaway payments to come due (not counted in inventory) | \$883,472.00 (less 50% for cost of goods) |

17.

The respective debts of EPTMS to RAPID CAPITAL ADVANCE, KABBAGE, INC., and PEARL DELTA are approximately \$500,000, \$65,000, and \$287,000 (exclusive of attorney fees).

18.

The foregoing assets are property of this estate because the Debtor has title, possession, and control, and/or an interest in them. 11 U.S.C. § 541. The garnishment by PEARL DELTA is incomplete, and the automatic stay prevents its completion. Upon satisfaction of the debts to RAPID CAPITAL ADVANCE, KABBAGE, INC., and PEARL DELTA, the assets would be lien-free for the Debtor. The Debtor in the normal course is also permitted full use of the BANK OF AMERICA deposits, provided payments to RAPID CAPITAL ADVANCE, and perhaps PEARL DELTA, are made. *Id.* KABBAGE, INC. moreover, appears to be a line-of-credit lender to EPTMS.

19.

The respective financing statements of RAPID CAPITAL ADVANCE, KABBAGE, INC., and PEARL DELTA all cover the same cash equivalents.

20.

In the normal course of business, EPTMS, INC. was making payments to RAPID CAPITAL ADVANCE, KABBAGE, INC., and PEARL DELTA in the following amounts and intervals:

| | | |
|-----------------------|-------------------------------|-------------|
| RAPID CAPITAL ADVANCE | Fridays | \$13,995.00 |
| KABBAGE, INC. | 18 th of the month | \$10,228.00 |
| PEARL DELTA | Every Wednesday | \$ 4,498.00 |
| | Every Thursday | \$ 4,498.00 |
| | Every Friday | \$ 4,498.00 |

21.

EPTMS, INC. can afford to continue payments as follows:

| | | |
|-----------------------|-----------------------------------------------------|-------------|
| RAPID CAPITAL ADVANCE | Fridays beginning Nov. 10 th | \$13,995.00 |
| KABBAGE, INC. | 18 th of the month beginning November | \$10,228.00 |
| PEARL DELTA | Each Friday beginning Nov. 20 th | \$ 5,000.00 |

Costly disruptions caused by PEARL DELTA's disabling of BANK OF AMERICA account #-4919 make an earlier resumption of payments problematic.

22.

As adequate protection measures for the use of cash collateral, EPTMS, INC. requests that the Court order interim relief as follows:

- a) That the Court order that the automatic stay applies to all creditors holding interests in the cash equivalents including BANK OF AMERICA account #-4919.
- b) That the Court award replacement liens to RAPID CAPITAL ADVANCE, to KABBAGE, INC. and to PEARL DELTA FUNDING, LLC in the order of priority that existed on petition date, October 25, 2017.
- c) That the Court measure the extent of the replacement liens according to the value of the collateral that existed on petition date, including the sums on deposit in BANK OF AMERICA in the accounts pertinent to each.
- d) That the Court order that EPTMS, INC. keep the inventory adequately insured against fire, theft, water damage, and other hazards.
- e) That the Court order EPTMS, INC. to make interim monthly adequate protection payments to RAPID CAPITAL ADVANCE, KABBAGE, INC., and PEARL DELTA FUNDING, LLC in amounts equal to one thirty-sixth of the extent of the cash equivalents that were on hand for each, as of petition date.
- f) That the Court order that EPTMS, INC. file Monthly Operating Reports according to the Guidelines for Debtors-in-Possession published by the United States Trustee's Office, and furnish email access information to RAPID CAPITAL ADVANCE, KABBAGE, INC., and PEARL DELTA FUNDING, LLC so that they can review such Operating Reports.

- g) That the Court order that the Debtor-in-Possession may close the BANK OF AMERICA account and transfer all funds therein, as well as all funds that subsequently would otherwise come into that account, to a Debtor-in-Possession account in El Paso, Texas and another in Albuquerque, New Mexico, subject to the replacement liens described in paragraph (c), above.
- h) That the Court order that the Debtor may use the cash equivalents only in the ordinary course of business and according to the proposed monthly budget hereto attached as Exhibit "I," allowing for a variation of up to 15% for each line item, or for a variation of up to 15% for all items combined if individual line items exceed 15% of the estimate.
- i) That the Court order that the cash collateral be maintained at the aggregate level on hand for each creditor as of petition date, less amounts paid to that creditor from sales and operations and under the requested interim order.
- j) That the Court order that RAPID CAPITAL ADVANCE, KABBAGE, INC., and PEARL DELTA FUNDING, LLC shall each have rights to inspect its collateral and the Debtor's books and records on site during regular business hours for EPTMS, INC. upon reasonable advance notice of at least five business days.
- k) That the Court order that if EPTMC, INC. defaults upon any of the above requirements, the creditor who did not receive the required performance, may, at its option, send 15 days' written notice identifying the default, to EPTMS, INC. at ricardo915449@live.com and to the Debtor's counsel E.P. BUD KIRK at budkirk@aol.com, to cure the default, failing which, authorization to use that creditor's cash collateral shall cease.

WHEREFORE, PREMISES CONSIDERED, EPTMS, INC. prays for an interim order containing the terms above and authorizing the use of cash collateral according to the terms set forth above, or such other terms as the Court finds appropriate under the circumstances, to continue until the Court sets a final hearing on cash collateral use. Further EPTMS, INC. prays for all other and further relief deserved in the circumstances, general or special, at law or equity.

Respectfully submitted this 27th day of October, 2017.

/s/ E.P. Bud Kirk

E.P. BUD KIRK
Texas State Bar No. 11508650
600 Sunland Park Drive
Bldg. Four, Suite 400
El Paso, TX 79912
(915) 584-3773
(915) 581-3452 facsimile
budkirk@aol.com

Attorney for the Debtor-in-Possession

CERTIFICATE OF SERVICE

I do hereby certify that on the 27th day of October, 2017, I did cause a copy of the foregoing Emergency Motion for Interim Approval of Use of Cash Collateral to be mailed or delivered to U.S. Trustee, P.O. Box 1553, San Antonio, TX 78295-1539; to EPTMS, INC., 9813 Dyer, Suite 300, El Paso, TX 79924; to Bank of America, Legal Order Processing, NY7-501-02-07, 5701 Horatio Street, Utica, NY 13502; to Pearl Delta Funding, LLC, c/o Ariel Bouskila Esq., 40 Exchange Place, Suite 1306, New York, NY 10005; to Pearl Delta Funding, LLC, 100 Williams St., 9th Floor, New York, NY 10038; to Rapid Capital Advance, 11900 Biscayne Blvd. #201, Miami, FL 33181; and to Kabbage, Inc., 925 Peachtree St. N.E. #1688, Atlanta, GA 30309.

/s/ E.P. Bud Kirk
E.P. BUD KIRK

EXHIBIT "A"

UCC FINANCING STATEMENT

47

FOLLOW INSTRUCTIONS

| |
|--------------------------------------------------------------------------------------------------------------------------------------------------|
| A. NAME & PHONE OF CONTACT AT FILER (optional) CSC |
| B. E-MAIL CONTACT AT FILER (optional) |
| C. SEND ACKNOWLEDGMENT TO: (Name and Address) Corporation Service Company 801 Adlai Stevenson Drive Springfield, IL 62703 USA |

FILING NUMBER: 14-0038030544
FILING DATE: 12/04/2014 08:31 AM
DOCUMENT NUMBER: 580883910001
FILED: Texas Secretary of State
IMAGE GENERATED ELECTRONICALLY FOR XML FILING
THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME - Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | | |
|----------------------------------------------|------------------------|-------------------------------|-----------------------------|-----------------------|
| 1a. ORGANIZATION'S NAME EP TMS INC | | | | |
| OR | | | | |
| 1b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 1c. MAILING ADDRESS | | | | |
| 6974 GATEWAY EAST STE E | CITY EL PASO | STATE TX | POSTAL CODE 79915 | COUNTRY USA |

2. DEBTOR'S NAME - Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | | |
|------------------------------------------------------------------|------------------------|-------------------------------|-----------------------------|-----------------------|
| 2a. ORGANIZATION'S NAME THE MATTRESS STORE CORPORATION | | | | |
| OR | | | | |
| 2b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 2c. MAILING ADDRESS | | | | |
| 9813 DYER STE 300 | CITY EL PASO | STATE TX | POSTAL CODE 79912 | COUNTRY USA |

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY) - Provide only one Secured Party name (3a or 3b)

| | | | | |
|---------------------------------------------------------------------------------------------------------|----------------------------|-------------------------------|-----------------------------|-----------------------|
| 3a. ORGANIZATION'S NAME CORPORATION SERVICE COMPANY, AS REPRESENTATIVE (uccsprep@cscinfo.com) | | | | |
| OR | | | | |
| 3b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 3c. MAILING ADDRESS | | | | |
| P.O. Box 2576 | CITY Springfield | STATE IL | POSTAL CODE 62708 | COUNTRY USA |

4. COLLATERAL: This financing statement covers the following collateral:
 Grant of Security Interest-Merchant grants to CFM a continuing security interest in: All of Merchant's Accounts, Chattel Paper, Goods, Inventory, Equipment, Instruments, Reserves, Reserve Accounts, Investment Property, Documents, General Intangibles, as such terms are defined in the UCC, as revised and in effect, all Future receivables, as herein defined, all other assets and personal property of the Merchant, and all products and proceeds thereof.

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and Instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:

Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA:

:CF141021025 [93857887]

EXHIBIT "B"

UCC FINANCING STATEMENT

47

FOLLOW INSTRUCTIONS

| |
|--------------------------------------------------------------------------------------------------------------------------------------------------|
| A. NAME & PHONE OF CONTACT AT FILER (optional) CSC |
| B. E-MAIL CONTACT AT FILER (optional) |
| C. SEND ACKNOWLEDGMENT TO: (Name and Address) Corporation Service Company 801 Adlai Stevenson Drive Springfield, IL 62703 USA |

FILING NUMBER: 15-0013780994
FILING DATE: 05/04/2015 05:20 PM
DOCUMENT NUMBER: 605067390001
FILED: Texas Secretary of State
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1. DEBTOR'S NAME - Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | | |
|------------------------------------------------|--------------------------|-------------------------------|-----------------------|-----------------------------|
| 1a. ORGANIZATION'S NAME EP TMS, Inc. | | | | |
| OR | 1b. INDIVIDUAL'S SURNAME | | | |
| | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 1c. MAILING ADDRESS | | | | |
| 9813 dyer suite 300 | | CITY el paso | STATE TX | POSTAL CODE 79912 |
| | | | COUNTRY USA | |

2. DEBTOR'S NAME - Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | | |
|-------------------------|--------------------------|-------------------------------|---------|-------------|
| 2a. ORGANIZATION'S NAME | | | | |
| OR | 2b. INDIVIDUAL'S SURNAME | | | |
| | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 2c. MAILING ADDRESS | | | | |
| | | CITY | STATE | POSTAL CODE |
| | | | COUNTRY | |

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY) - Provide only one Secured Party name (3a or 3b)

| | | | | |
|----------------------------------------------------------------------------------|--------------------------|-------------------------------|-----------------------|-----------------------------|
| 3a. ORGANIZATION'S NAME Corporation Service Company, as Representative | | | | |
| OR | 3b. INDIVIDUAL'S SURNAME | | | |
| | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 3c. MAILING ADDRESS | | | | |
| P.O. Box 2576 uccsprep@cscinfo.com | | CITY Springfield | STATE IL | POSTAL CODE 62708 |
| | | | COUNTRY USA | |

4. COLLATERAL: This financing statement covers the following collateral:
 Certain future credit card, debit card, bank card and other charge card (credit card) receivables sold by EP TMS, Inc. as Seller, and purchased by Rapid Capital Finance, LLC as Buyer, pursuant to that certain merchant agreement between seller and purchaser regarding the sale of future receivables dated 4/21/2015 (The Agreement). The sale of the future receivables pursuant to the agreement is intended by the parties thereto to be an outright sale of such future receivables and not to intend to be, nor is it to be construed as a financing or an assignment for securing the obligations of the seller. In addition, the agreement prohibits seller from incurring any debt, transferring future receivables to any other person or granting any security interests in its accounts receivable or other assets until buyer has received all amounts due under the agreement. Seller grants to Buyer a continuing security interest in (i) all of Merchant's accounts, deposit accounts, chattel paper, goods, inventory, equipment, instruments, causes of action (including tort claims), investment property, documents, and general intangibles (including trademarks, service marks, trade names, patents, copyrights, licenses and franchises), as such terms are defined in the UCC, as revised and in effect, (ii) all reserves and reserve accounts maintained by Seller's credit card processor(s), (iii) all Future Receivables, as herein defined, (iv) all other assets and personal property of the Seller, and (v) all products and proceeds thereof, including but

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad item 17 and Instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:
 Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA:

[99245886]

**UCC FINANCING STATEMENT ADDENDUM
FOLLOW INSTRUCTIONS**

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

9a. ORGANIZATION'S NAME

EP TMS, Inc.

OR

9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a. ORGANIZATION'S NAME

OR

10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

10c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral)

not limited to insurance proceeds. Buyer shall have all rights and be entitled to all benefits afforded to a secured creditor under the Uniform Commercial Code (UCC) or otherwise at law.

13. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

14. This FINANCING STATEMENT

covers timber to be cut covers as-extracted collateral is filed as a fixture filing
16. Description of real estate:

17. MISCELLANEOUS:

FILING OFFICE COPY

EXHIBIT "C"

FOLLOW INSTRUCTIONS

| |
|--------------------------------------------------------------------------------------------------------------------------------------------------|
| A. NAME & PHONE OF CONTACT AT FILER (optional) CSC |
| B. E-MAIL CONTACT AT FILER (optional) |
| C. SEND ACKNOWLEDGMENT TO: (Name and Address) Corporation Service Company 801 Adlai Stevenson Drive Springfield, IL 62703 USA |

FILING NUMBER: 17-0009631320
FILING DATE: 03/22/2017 11:38 AM
DOCUMENT NUMBER: 723605840001
FILED: Texas Secretary of State
IMAGE GENERATED ELECTRONICALLY FOR XML FILING
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1. DEBTOR'S NAME - Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | | |
|----------------------------------------|--------------------------|---------------------|-------------------------------|---------|
| 1a. ORGANIZATION'S NAME EP TMS INC. | | | | |
| OR | 1b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 1c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |
| 104 CAMINO BARRANCA | EL PASO | TX | 79912 | USA |

2. DEBTOR'S NAME - Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | | |
|-------------------------|--------------------------|---------------------|-------------------------------|---------|
| 2a. ORGANIZATION'S NAME | | | | |
| OR | 2b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 2c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |
| 5501 N STANTON 16 | EL PASO | TX | 79912 | USA |

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY) - Provide only one Secured Party name (3a or 3b)

| | | | | |
|---------------------------------------------------------------------------|--------------------------|---------------------|-------------------------------|---------|
| 3a. ORGANIZATION'S NAME CORPORATION SERVICE COMPANY, AS REPRESENTATIVE | | | | |
| OR | 3b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 3c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |
| P.O. Box 2576 uccsprep@cscinfo.com | Springfield | IL | 62708 | USA |

4. COLLATERAL: This financing statement covers the following collateral:
All personal property and general intangibles, including related accessions, accessories, replacements and proceeds, and certain future receivables, as detailed and defined in a loan agreement between secured party and debtor.

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and Instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:

Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box.

Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:

[128964612]

FILING OFFICE COPY

EXHIBIT "D"

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

| |
|-------------------------------------------------------------------------------------------------------------------------------------------|
| A. NAME & PHONE OF CONTACT AT FILER (optional) CT Lien Solutions |
| B. E-MAIL CONTACT AT FILER (optional) |
| C. SEND ACKNOWLEDGMENT TO: (Name and Address) **CT Lien Solutions 2727 Allen Parkway Ste. 100 Houston, TX 77019 USA |

FILING NUMBER: 17-0018926256
FILING DATE: 06/02/2017 05:00 PM
DOCUMENT NUMBER: 742035700001
FILED: Texas Secretary of State
IMAGE GENERATED ELECTRONICALLY FOR XML FILING
THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME - Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor Information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | | | |
|------------------------------------------------------|--------------------------|------------------------|-------------------------------|-----------------------------|-----------------------|
| 1a. ORGANIZATION'S NAME EP TMS, INC. | | | | | |
| OR | 1b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 1c. MAILING ADDRESS 9813 Dyer St, Ste #300 | | CITY El Paso | STATE TX | POSTAL CODE 79924 | COUNTRY USA |

2. DEBTOR'S NAME - Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor Information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | | | |
|------------------------------------------------------|--------------------------|------------------------|-------------------------------|-----------------------------|-----------------------|
| 2a. ORGANIZATION'S NAME The Mattress Store | | | | | |
| OR | 2b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 2c. MAILING ADDRESS 9813 Dyer St, Ste #300 | | CITY El Paso | STATE TX | POSTAL CODE 79924 | COUNTRY USA |

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY) - Provide only one Secured Party name (3a or 3b)

| | | | | | |
|-----------------------------------------------------------------------------|--------------------------|-------------------------|-------------------------------|-----------------------------|-----------------------|
| 3a. ORGANIZATION'S NAME C T CORPORATION SYSTEM, AS REPRESENTATIVE | | | | | |
| OR | 3b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 3c. MAILING ADDRESS 330 N Brand Blvd, Suite 700; Attn: SPRS | | CITY Glendale | STATE CA | POSTAL CODE 91203 | COUNTRY USA |

4. COLLATERAL: This financing statement covers the following collateral:
 Receivables - All assets now owned or hereafter acquired and wherever located, including but not limited to, the following subcategories of assets: a. Accounts, including but not limited to, credit card receivables; b. Chattel Paper; c. Inventory; d. Equipment; e. Instruments, including but not limited to, Promissory Notes; f. Investment Property; g. Documents; h. Deposit Accounts; i. Letter of Credit Rights; j. General Intangibles; k. Supporting Obligations; and l. Proceeds and Products of the foregoing. **NOTICE PURSUANT TO AN AGREEMENT BETWEEN DEBTOR AND SECURED PARTY, DEBTOR HAS AGREED NOT TO FURTHER ENCUMBER THE COLLATERAL DESCRIBED HEREIN. THE FURTHER ENCUMBERING OF WHICH MAY CONSTITUTE THE TORTIOUS INTERFERENCE WITH THE SECURED PARTY'S RIGHT BY SUCH ENCUMBRANCES IN THE EVENT THAT ANY ENTITY IS GRANTED A SECURITY INTEREST IN DEBTOR'S ACCOUNTS, CHATTEL PAPER OR GENERAL INTANGIBLES CONTRARY TO THE ABOVE, THE SECURED PARTY ASSERTS A CLAIM TO ANY PROCEEDS THEREOF RECEIVED BY SUCH ENTITY.**

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and Instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:

Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA:

UCC FINANCING STATEMENT ADDENDUM FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

9a. ORGANIZATION'S NAME EP TMS, INC. OR 9b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a. ORGANIZATION'S NAME EPTMS INC OR 10b. INDIVIDUAL'S SURNAME INDIVIDUAL'S FIRST PERSONAL NAME INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

10c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY 9813 Dyer St, Ste #300 El Paso TX 79924 USA

11. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME OR 11b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

11c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral)

13. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable) 15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

14. This FINANCING STATEMENT covers timber to be cut covers as-extracted collateral is filed as a future filing 16. Description of real estate:

17. MISCELLANEOUS:

**UCC FINANCING STATEMENT ADDENDUM
FOLLOW INSTRUCTIONS**

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here

| | |
|----|------------------------------------------------|
| OR | 9a. ORGANIZATION'S NAME EP TMS, INC. |
| | 9b. INDIVIDUAL'S SURNAME |
| | FIRST PERSONAL NAME |
| | ADDITIONAL NAME(S)/INITIAL(S) SUFFIX |

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (10a or 10b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | |
|----|-------------------------------------------------------------------|---------------------|-------------------------------|--------|
| OR | 10a. ORGANIZATION'S NAME THE MATTRESS STORE CORPORATION | | | |
| | 10b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |

| | | | | |
|-------------------------------|----------------|-----------|--------------|------------|
| 10c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |
| 9813 Dyer St, Ste #300 | El Paso | TX | 79924 | USA |

10. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (10a or 10b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | |
|----|------------------------------------------------------|---------------------|-------------------------------|--------|
| OR | 10a. ORGANIZATION'S NAME MATTRESS PLUS INC | | | |
| | 10b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |

| | | | | |
|-------------------------------|----------------|-----------|--------------|------------|
| 10c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |
| 9813 Dyer St, Ste #300 | El Paso | TX | 79924 | USA |

10. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (10a or 10b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | |
|----|----------------------------------------------------|---------------------|-------------------------------|--------|
| OR | 10a. ORGANIZATION'S NAME Grupo Sol, Inc. | | | |
| | 10b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |

| | | | | |
|-------------------------------|----------------|-----------|--------------|------------|
| 10c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |
| 9813 Dyer St, Ste #300 | El Paso | TX | 79924 | USA |

10. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (10a or 10b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | |
|----|------------------------------------------------------------------------|---------------------|-------------------------------|--------|
| OR | 10a. ORGANIZATION'S NAME THE MATTRESS STORE ALBQ CORPORATION | | | |
| | 10b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |

| | | | | |
|-------------------------------|----------------|-----------|--------------|------------|
| 10c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |
| 9813 Dyer St, Ste #300 | El Paso | TX | 79924 | USA |

10. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (10a or 10b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | |
|----|---------------------------|---------------------|-------------------------------|--------|
| OR | 10a. ORGANIZATION'S NAME | | | |
| | 10b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |

| | | | | |
|------------------------------|----------------|-----------|--------------|------------|
| 10c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |
| 5501 N Stanton, Apt 9 | El Paso | TX | 79912 | USA |

FILING OFFICE COPY

EXHIBIT "E"

UCC FINANCING STATEMENT

47

FOLLOW INSTRUCTIONS

| |
|-------------------------------------------------------------------------------------------------------------------------------------------|
| A. NAME & PHONE OF CONTACT AT FILER (optional) CT Lien Solutions |
| B. E-MAIL CONTACT AT FILER (optional) |
| C. SEND ACKNOWLEDGMENT TO: (Name and Address) **CT Lien Solutions 2727 Allen Parkway Ste. 100 Houston, TX 77019 USA |

FILING NUMBER: 17-0034109944
FILING DATE: 10/06/2017 04:54 PM
DOCUMENT NUMBER: 765444880001
FILED: Texas Secretary of State
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1. DEBTOR'S NAME - Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | |
|-------------------------------------------------------------------------|---------------------------------|------------------------------------|--------------------------------------|
| 1a. ORGANIZATION'S NAME THE MATTRESS STORE CORPORATION | | | |
| OR | 1b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) |
| | | | SUFFIX |
| 1c. MAILING ADDRESS 6974 GATEWAY BLVD E STE E | | CITY El Paso | STATE TX |
| | | POSTAL CODE 79915 | COUNTRY USA |

2. DEBTOR'S NAME - Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | |
|-----------------------------------------------------------|---------------------------------|------------------------------------|--------------------------------------|
| 2a. ORGANIZATION'S NAME EP TMS, INC. | | | |
| OR | 2b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) |
| | | | SUFFIX |
| 2c. MAILING ADDRESS 9813 DYER ST STE 300 | | CITY El Paso | STATE TX |
| | | POSTAL CODE 79924 | COUNTRY USA |

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY) - Provide only one Secured Party name (3a or 3b)

| | | | |
|------------------------------------------------------------------------------------|---------------------------------|------------------------------------|--------------------------------------|
| 3a. ORGANIZATION'S NAME C T CORPORATION SYSTEM, AS REPRESENTATIVE | | | |
| OR | 3b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) |
| | | | SUFFIX |
| 3c. MAILING ADDRESS 330 N Brand Blvd, Suite 700; Attn: SPRS | | CITY Glendale | STATE CA |
| | | POSTAL CODE 91203 | COUNTRY USA |

4. COLLATERAL: This financing statement covers the following collateral: Receivables - All assets now owned or hereafter acquired and wherever located, including but not limited to, the following subcategories of assets: a. Accounts, including but not limited to, credit card receivables; b. Chattel Paper; c. Inventory; d. Equipment; e. Instruments, including but not limited to, Promissory Notes; f. Investment Property; g. Documents; h. Deposit Accounts; i. Letter of Credit Rights; j. General Intangibles; k. Supporting Obligations; and l. Proceeds and Products of the foregoing. **NOTICE PURSUANT TO AN AGREEMENT BETWEEN DEBTOR AND SECURED PARTY, DEBTOR HAS AGREED NOT TO FURTHER ENCUMBER THE COLLATERAL DESCRIBED HEREIN. THE FURTHER ENCUMBERING OF WHICH MAY CONSTITUTE THE TORTIOUS INTERFERENCE WITH THE SECURED PARTY'S RIGHT BY SUCH ENCUMBRANCES IN THE EVENT THAT ANY ENTITY IS GRANTED A SECURITY INTEREST IN DEBTOR'S ACCOUNTS, CHATTEL PAPER OR GENERAL INTANGIBLES CONTRARY TO THE ABOVE, THE SECURED PARTY ASSERTS A CLAIM TO ANY PROCEEDS THEREOF RECEIVED BY SUCH ENTITY.**

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box: Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA:

**UCC FINANCING STATEMENT ADDENDUM
FOLLOW INSTRUCTIONS**

9: NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

| |
|------------------------------------------------------------------|
| 9a. ORGANIZATION'S NAME THE MATTRESS STORE CORPORATION |
| OR 9b. INDIVIDUAL'S SURNAME |
| FIRST PERSONAL NAME |
| ADDITIONAL NAME(S)/INITIAL(S) SUFFIX |

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (10a or 10b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | |
|-------------------------------------------------------|------------------------|-------------------------------|-----------------------------|-----------------------|
| 10a. ORGANIZATION'S NAME The Mattress Store | | | | |
| OR 10b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 10c. MAILING ADDRESS 9813 DYER ST STE 300 | CITY El Paso | STATE TX | POSTAL CODE 79924 | COUNTRY USA |

10. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (10a or 10b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | |
|-----------------------------------------------------|------------------------|-------------------------------|-----------------------------|-----------------------|
| 10a. ORGANIZATION'S NAME Grupo Sol Inc | | | | |
| OR 10b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 10c. MAILING ADDRESS 9813 DYER ST STE 300 | CITY El Paso | STATE TX | POSTAL CODE 79924 | COUNTRY USA |

10. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (10a or 10b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | |
|-----------------------------------------------------|------------------------|-------------------------------|-----------------------------|-----------------------|
| 10a. ORGANIZATION'S NAME EPTMS INC | | | | |
| OR 10b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 10c. MAILING ADDRESS 9813 DYER ST STE 300 | CITY El Paso | STATE TX | POSTAL CODE 79924 | COUNTRY USA |

10. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (10a or 10b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | |
|------------------------------------------------------------------------|------------------------|-------------------------------|-----------------------------|-----------------------|
| 10a. ORGANIZATION'S NAME The Mattress Store Albq Corporation | | | | |
| OR 10b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 10c. MAILING ADDRESS 9813 DYER ST STE 300 | CITY El Paso | STATE TX | POSTAL CODE 79924 | COUNTRY USA |

10. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (10a or 10b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | |
|------------------------------------------------------------------------|--------------------------------------|-------------------------------|-----------------------------|-----------------------|
| 10a. ORGANIZATION'S NAME The Mattress Store Albq Corporation | | | | |
| OR 10b. INDIVIDUAL'S SURNAME Ramirez | FIRST PERSONAL NAME Javier | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 10c. MAILING ADDRESS 5501 N Stanton Apt 9 | CITY El Paso | STATE TX | POSTAL CODE 79912 | COUNTRY USA |

FILING OFFICE COPY

EXHIBIT "F"

UCC FINANCING STATEMENT

47

FOLLOW INSTRUCTIONS

| |
|-------------------------------------------------------------------------------------------------------------------------------------------|
| A. NAME & PHONE OF CONTACT AT FILER (optional) CT Lien Solutions |
| B. E-MAIL CONTACT AT FILER (optional) |
| C. SEND ACKNOWLEDGMENT TO: (Name and Address) **CT Lien Solutions 2727 Allen Parkway Ste. 100 Houston, TX 77019 USA |

FILING NUMBER: 17-0034351125
FILING DATE: 10/10/2017 01:13 PM
DOCUMENT NUMBER: 785807550001
FILED: Texas Secretary of State
IMAGE GENERATED ELECTRONICALLY FOR XML FILING
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1. DEBTOR'S NAME - Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | | | |
|-----------------------------------------------------------|--------------------------|------------------------|-------------------------------|-----------------------------|-----------------------|
| 1a. ORGANIZATION'S NAME EP TMS Inc. | | | | | |
| OR | 1b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 1c. MAILING ADDRESS 9813 Dyer Street Suite #300 | | CITY El Paso | STATE TX | POSTAL CODE 79924 | COUNTRY USA |

2. DEBTOR'S NAME - Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | | | |
|-----------------------------------------------------------|--------------------------|------------------------|-------------------------------|-----------------------------|-----------------------|
| 2a. ORGANIZATION'S NAME The Mattress Store | | | | | |
| OR | 2b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 2c. MAILING ADDRESS 9813 Dyer Street Suite #300 | | CITY El Paso | STATE TX | POSTAL CODE 79924 | COUNTRY USA |

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY) - Provide only one Secured Party name (3a or 3b)

| | | | | | |
|-----------------------------------------------------------------------------|--------------------------|-------------------------|-------------------------------|-----------------------------|-----------------------|
| 3a. ORGANIZATION'S NAME C T CORPORATION SYSTEM, AS REPRESENTATIVE | | | | | |
| OR | 3b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 3c. MAILING ADDRESS 330 N Brand Blvd, Suite 700; Attn: SPRS | | CITY Glendale | STATE CA | POSTAL CODE 91203 | COUNTRY USA |

4. COLLATERAL: This financing statement covers the following collateral:
 Receivables - All assets now owned or hereafter acquired and wherever located, including but not limited to, the following subcategories of assets: a. Accounts, including but not limited to, credit card receivables; b. Chattel Paper; c. Inventory; d. Equipment; e. Instruments, including but not limited to, Promissory Notes; f. Investment Property; g. Documents; h. Deposit Accounts; i. Letter of Credit Rights; j. General Intangibles; k. Supporting Obligations; and i. Proceeds and Products of the foregoing. NOTICE PURSUANT TO AN AGREEMENT BETWEEN DEBTOR AND SECURED PARTY, DEBTOR HAS AGREED NOT TO FURTHER ENCUMBER THE COLLATERAL DESCRIBED HEREIN. THE FURTHER ENCUMBERING OF WHICH MAY CONSTITUTE THE TORTIOUS INTERFERENCE WITH THE SECURED PARTY'S RIGHT BY SUCH ENCUMBRANCES IN THE EVENT THAT ANY ENTITY IS GRANTED A SECURITY INTEREST IN DEBTOR'S ACCOUNTS, CHATTEL PAPER OR GENERAL INTANGIBLES CONTRARY TO THE ABOVE, THE SECURED PARTY ASSERTS A CLAIM TO ANY PROCEEDS THEREOF RECEIVED BY SUCH ENTITY.

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and Instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:

Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:

UCC FINANCING STATEMENT ADDENDUM
FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

| | |
|----|----------------------------------------|
| OR | 9a. ORGANIZATION'S NAME EP TMS Inc. |
| | 9b. INDIVIDUAL'S SURNAME |
| | FIRST PERSONAL NAME |
| | ADDITIONAL NAME(S)/INITIAL(S) SUFFIX |

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

| | |
|----|---------------------------------------|
| OR | 10a. ORGANIZATION'S NAME EPTMS INC |
| | 10b. INDIVIDUAL'S SURNAME |

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

| | | | | |
|-----------------------------|---------|-------|-------------|---------|
| 10c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |
| 9813 Dyer Street Suite #300 | El Paso | TX | 79924 | USA |

11. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

| | | | | |
|----|---------------------------|---------------------|-------------------------------|--------|
| OR | 11a. ORGANIZATION'S NAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| | 11b. INDIVIDUAL'S SURNAME | | | |

| | | | | |
|----------------------|------|-------|-------------|---------|
| 11c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |
|----------------------|------|-------|-------------|---------|

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral)

13. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT covers timber to be cut covers as-extracted collateral is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

16. Description of real estate:

17. MISCELLANEOUS:

**UCC FINANCING STATEMENT ADDENDUM
 FOLLOW INSTRUCTIONS**

9: NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

| |
|----------------------------------------|
| 9a. ORGANIZATION'S NAME EP TMS Inc. |
| OR 9b. INDIVIDUAL'S SURNAME |
| FIRST PERSONAL NAME |
| ADDITIONAL NAME(S)/INITIAL(S) SUFFIX |

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (10a or 10b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | |
|-------------------------------------------------------------------|---------------------|-------------------------------|--------|
| 10a. ORGANIZATION'S NAME THE MATTRESS STORE CORPORATION | | | |
| OR 10b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |

| | | | | |
|----------------------------------------------------------|------------------------|--------------------|-----------------------------|-----------------------|
| 10c. MAILING ADDRESS 6974 GATEWAY BLVD E STE E | CITY El Paso | STATE TX | POSTAL CODE 79915 | COUNTRY USA |
|----------------------------------------------------------|------------------------|--------------------|-----------------------------|-----------------------|

10. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (10a or 10b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | |
|-------------------------------------------------------------|---------------------|-------------------------------|--------|
| 10a. ORGANIZATION'S NAME GRUPO MATTRESS PLUS INC. | | | |
| OR 10b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |

| | | | | |
|-----------------------------------------------------|------------------------|--------------------|-----------------------------|-----------------------|
| 10c. MAILING ADDRESS 9813 DYER ST STE 300 | CITY El Paso | STATE TX | POSTAL CODE 79924 | COUNTRY USA |
|-----------------------------------------------------|------------------------|--------------------|-----------------------------|-----------------------|

10. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (10a or 10b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | |
|---------------------------------------------------|---------------------|-------------------------------|--------|
| 10a. ORGANIZATION'S NAME Grupo Sol, Inc | | | |
| OR 10b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |

| | | | | |
|-----------------------------------------------------|------------------------|--------------------|-----------------------------|-----------------------|
| 10c. MAILING ADDRESS 9813 DYER ST STE 300 | CITY El Paso | STATE TX | POSTAL CODE 79924 | COUNTRY USA |
|-----------------------------------------------------|------------------------|--------------------|-----------------------------|-----------------------|

10. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (10a or 10b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | |
|------------------------------------------------------------------------|---------------------|-------------------------------|--------|
| 10a. ORGANIZATION'S NAME The Mattress Store Albq Corporation | | | |
| OR 10b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |

| | | | | |
|-----------------------------------------------------|------------------------|--------------------|-----------------------------|-----------------------|
| 10c. MAILING ADDRESS 9813 DYER ST STE 300 | CITY El Paso | STATE TX | POSTAL CODE 79924 | COUNTRY USA |
|-----------------------------------------------------|------------------------|--------------------|-----------------------------|-----------------------|

10. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (10a or 10b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | |
|---------------------------------------------------|--------------------------------------|-------------------------------|--------|
| 10a. ORGANIZATION'S NAME | | | |
| OR 10b. INDIVIDUAL'S SURNAME Ramirez | FIRST PERSONAL NAME Javier | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |

| | | | | |
|-----------------------------------------------------|------------------------|--------------------|-----------------------------|-----------------------|
| 10c. MAILING ADDRESS 5501 N Stanton Apt 9 | CITY El Paso | STATE TX | POSTAL CODE 79912 | COUNTRY USA |
|-----------------------------------------------------|------------------------|--------------------|-----------------------------|-----------------------|

FILING OFFICE COPY

EXHIBIT "G"

From: UCCSPREP <uccsprep@cscglobal.com>
To: E.P. Bud Kirk <budkirk@aol.com>
Subject: UCCSPREP
Date: Thu, Oct 26, 2017 3:34 pm

CORPORATION SERVICE COMPANY ("CSC"), or the name of one of its affiliates, is listed on the UCC financing statement as the representative of the secured party to help prevent use of the public record for sales solicitations. CSC shall promptly forward your message to the secured party in accord with its instructions. Any further response will come directly from the secured party. CSC has no authority to respond, provide additional information about the transaction or take any other action on behalf of the secured party.

EXHIBIT "H"

5:14pm
Sandy
60217
212.563.7625
In Person

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF ORANGE**

PEARL DELTA FUNDING, LLC
Plaintiff/Judgment Creditor

-against-

EP TMS INC. AND EPTMS, INC. AND THE MATTRESS STORE CORPORATION AND
GRUPO MATTRESS PLUS INC AND GRUPO SOL, INC. AND THE MATTRESS
STORE ALBQ CORPORATION and JAVIER RICARDO SOLANO RAMIREZ

Index No. EF008518-2017

INFORMATION SUBPOENA
WITH RESTRAINING NOTICE

Defendants/Judgment Debtors

EIN: 45-4172188
SSN: ~~XXXX~~-4719

THE PEOPLE OF THE STATE OF NEW YORK

TO: Bank Of America
Legal Order Processing
NY7-501-02-07
5701 Horatio Street
Utica, NY 13502

WHEREAS, in the above-captioned action between the parties listed above, a Judgment was entered on October 20, 2017 in ORANGE County in favor of said Judgment-Creditor and against said Judgment Debtors in the amount of \$360,347.40 of which \$360,347.40 remains due, plus interest from October 20, 2017 .

NOW, THEREFORE WE COMMAND YOU, that you answer in writing under oath, separately and fully, each question in the questionnaire accompanying this Subpoena, each answer referring to the question to which it responds; and that you return the answers together with the original of the questions within seven (7) days after your receipt of the questions and this Subpoena.

AND WHEREAS, it appears that you owe a debt to the judgment debtor or are in possession or in custody of property in which the judgment debtor has an interest, including, but not limited to any and all bank accounts, deposits, and/or depository accounts. TAKE NOTICE that pursuant to subdivision (b) of §5222 of the Civil Practice Law and Rules, which is set forth herein, you are hereby forbidden to make or suffer any sale, assignment or transfer of, or any interference with, any such property or pay over or otherwise dispose of any such debt, except as therein provided.

CIVIL PRACTICE LAW AND RULES

Section 5222(b) - Effect of restraint; prohibition of transfer; duration. A judgment debtor or obligor served with a restraining notice is forbidden to make or suffer any sale, assignment, transfer or interference with any property in which he or she has an interest, except as set forth in subdivisions (h) and (i) of this section, and except upon direction of the sheriff or pursuant to an order of the court, until the judgment or order is satisfied or vacated. A restraining notice served upon a person other than then judgment debtor or obligor is effective only if, at the time of service, he or she owes a debt to the judgment debtor or obligor or he or she is in the possession or custody of property in which he or she knows or has reason to believe the judgment debtor or obligor has an interest, or if the judgment creditor or support collection unit has stated in the notice that a specified debt is owed by the person served to the judgment debtor or obligor or that the judgment debtor or obligor

has an interest in specified property in the possession or custody of the person served. All property in which the judgment debtor or obligor is known or believed to have an interest then in and thereafter coming into the possession or custody of such a person, including any specified in the notice, and all debts of such a person, including any specified in the notice, then due and thereafter coming due to the judgment debtor or obligor, shall be subject to the notice except as set forth in subdivisions (h) and (i) of this section. Such a person is forbidden to make or suffer any sale, assignment or transfer of, or any interference with, any such property, or pay over or otherwise dispose of any such debt, to any person other than the sheriff or the support collection unit, except as set forth in subdivisions (h) and (i) of this section, and except upon direction of the sheriff or pursuant to an order of the court, until the expiration of one year after the notice is served upon him or her, or until the judgment or order is satisfied or vacated, whichever event first occurs. A judgment creditor or support collection unit which has specified personal property or debt in a restraining notice shall be liable to the owner of the property or the person to whom the debt is owed, if other than the judgment debtor or obligor, for any damages sustained by reason of the restraint. If a garnishee served with a restraining notice withholds the payment of money belonging or owed to the judgment debtor or obligor in an amount equal to twice the amount due on the judgment or order, the restraining notice is not effective as to other property or money.

TAKE NOTICE THAT DISOBEDIENCE OF THIS RESTRAINING NOTICE OR FALSE SWEARING OR FAILURE TO COMPLY WITH THIS SUBPOENA MAY SUBJECT YOU TO FINE AND IMPRISONMENT FOR CONTEMPT OF COURT. NON-COMPLIANCE WITH THE INFORMATION SUBPOENA SHALL FIRST SUBJECT YOU TO THE PENALTIES UNDER CPLR 2308(b).

I hereby certify that this Information Subpoena complies with rule 5224 of the Civil Practice Law and Rules and Section 601 of the General Business Law, and that I have a reasonable belief that the party receiving this Subpoena has in their possession information about the debtor that will assist the creditor in collecting the Judgment. The ground(s) of this reasonable belief: **EXAMPLES-** said party appears as a depository institution of the Judgment-Debtor(s) on Debtor's application for credit, response to subpoena, prior payment, or lender/creditor from information received from a credit reporting agency.

Dated: October 20, 2017



Ariel Bouskila Esq.
Attorney for Plaintiff/Judgment Creditor
40 Exchange Place Suite 1306
New York, New York 10005
(212) 433-2298

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF ORANGE

PEARL DELTA FUNDING, LLC

Index No: EF008518-2017

Plaintiff/Judgment Creditor

QUESTIONS AND
ANSWERS
IN CONNECTION WITH
INFORMATION SUBPOENA

-against-
EP TMS INC. AND EPTMS, INC. AND THE MATTRESS STORE
CORPORATION AND GRUPO MATTRESS PLUS INC AND GRUPO
SOL, INC. AND THE MATTRESS STORE ALBQ CORPORATION
and JAVIER RICARDO SOLANO RAMIREZ

Defendants/Judgment Debtors

Re:

STATE OF _____
COUNTY OF _____ ss:

, being duly sworn deposes and says; that deponent is the recipient of an information subpoena herein and of the original and a copy of questions accompanying said subpoena. The answers set forth below are made from information obtained from the records and knowledge of the recipient.

Q. No. 1. Have you made any payments to the Debtors in the last 6 months?

A. No. 1.

Q. No. 2. If so, to what bank and what account numbers were those payments made?

A. No. 2.

Q. No. 3. Do you have a record of any account in which the judgment debtor may have an interest, whether under the name of the debtor, under a trade or corporate name, or in association with others, as of the date of the subpoena or within 1 year prior thereto?

A. No. 3.

Q. No. 4. As to each such account, what is the exact title of the account, account number, the date opened, amounts presently on deposit, date closed?

A. No. 4.

TITLE ACCT NO. DATE OPENED AMT ON DEPOSIT DATE CLOSED

Q. No.5. Do you have a record of any safe deposit box in which the judgment debtor may have an interest, whether under the name of the debtor, under a trade or corporate name, or in association with others, as of the date of the subpoena or within 1 year prior thereto?

A. No.5.

Q.No.6. Do you hold collateral in which the debtor has or may have an interest?

A. No 6.

Q. No.7. Is the judgement debtor indebted to you?

A. No 7.

Q.No.8. As to each indebtedness, what is the amount of the original indebtedness, the date incurred, amount repaid and date of such repayment?

A. No.8.

AMOUNT DATE INCURED AMOUNT REPAID DATE REPAID

Q.No.9. Have you received any payments from the debtor(s) in the last 6 months?

A.No.9.

Q.No.10. If so, from what bank and what account numbers were those payments made?
(Please include copies of check or proof of payment where applicable)

A.No.10.

Q.No.11. Do you have any other transactions with the debtor, directly or indirectly, as a result of which the debtor may now have, or may in the future become entitled to, money or credit?

A.No.11.

Q.No.12. Has the debtor given you a statement of his financial condition?

A.No.12.

Q.No.13. What assets are disclosed therein (or in the alternative supply a copy thereof)?

A.No.13.

Sworn to before me
this day of 2017

Signature – Print or type name beneath

Notary Public

Ariel Bouskila Esq.
Attorney for Plaintiff/Judgment Creditor:
Post Office Address:
40 Exchange Place Suite 1306
New York, NY 10005
(212) 433-2298

EXEMPTION NOTICE

As required by New York Law

YOUR BANK ACCOUNT IS RESTRAINED OR "FROZEN"

The attached Restraining Notice or notice of Levy by Execution has been issued against your bank account. You are receiving this notice because a creditor has obtained a money judgment against you, and one or more of your bank accounts has been restrained to pay the judgment. A money judgment is a court's decision that you owe money to a creditor. You should be aware that FUTURE DEPOSITS into your account(s) might also be restrained if you do not respond to this notice.

You may be able to "vacate" (remove) the judgment. If the judgment is vacated, your bank account will be released. Consult an attorney (including free legal services) or visit the court clerk for more information about how to do this.

Under state and federal law, certain types of funds cannot be taken from your bank account to pay a judgment. Such money is said to be "exempt."

DOES YOUR BANK ACCOUNT CONTAIN ANY OF THE FOLLOWING TYPES OF FUNDS?

1. Social security;
2. Social security disability (SSD);
3. Supplemental security income (SSI);
4. Public assistance (welfare);
5. Income earned while receiving SSI or public assistance;
6. Veterans benefits;
7. Unemployment insurance;
8. Payments from pensions and retirement accounts;
9. Disability benefits;
10. Income earned in the last 60 days (90% of which is exempt);
11. Workers' compensation benefits;
12. Child support;
13. Spousal support or maintenance (alimony);
14. Railroad retirement; and/or
15. Black lung benefits.

If YES, you can claim that your money is exempt and cannot be taken.

To make claim, you must

- (a) complete the EXEMPTION CLAIM FORM attached;
 - (b) deliver or mail the form to the bank with the restrained or "frozen" account;
- and
- (c) Deliver or mail the form to the creditor or its attorney at the address listed on the form.

You must send the forms within 20 days of the postmarked date on the envelope holding this notice. You may be able to get your account released faster if you send to the creditor or its attorney written proof that your money is exempt. Proof can include and award letter from the government, an annual statement from your pension, pay stubs, copies of checks, bank records showing the last two months of account activity, or other paper showing that the money in you account is exempt, the attorney must release that money within seven days. You do not need an attorney to make an exemption claim using this form.

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF ORANGE**

PEARL DELTA FUNDING, LLC

Plaintiff/Judgment Creditor

-against-

**EP TMS INC. AND EPTMS, INC. AND THE MATTRESS
STORE CORPORATION AND GRUPO MATTRESS PLUS
INC AND GRUPO SOL, INC. AND THE MATTRESS STORE
ALBQ CORPORATION and JAVIER RICARDO SOLANO**
Defendants/Judgment Debtors

Index No. EF008518-2017

EXEMPTION CLAIM FORM

Name and address of judgment creditor or attorney
To be completed by judgment creditor or attorney.

Address A:

Ariel Bouskila Esq.
40 Exchange Place Suite 1306
New York, NY 10005

Name and address of financial institution
To be completed by judgment creditor or attorney.

Address B

Bank Of America
Legal Order Procoessing
NY7-501-02-07

Directions: To claim that some or all of the funds in your account are exempt, complete both copies of this form, and make one copy for yourself. Mail or deliver one form to Address A and one form to Address B within twenty days of the date on the envelope holding this notice.

**If you have any documents, such as an award letter, an annual statement from your pension, paystubs, copies of checks or bank records showing the last two months of account activity, include copies of the documents with this form. Your account may be released more quickly.

I state that my account contains the following type(s) of funds (*check all that apply*):

- Social security
- Social security disability (SSD)
- Supplemental security income (SSI)
- Public assistance
- Wages while receiving SSI or public
- Veterans benefits
- Unemployment insurance
- Other (describe exemption):
- Income earned in the last 60 days (90% of which is exempt)
- Child Support
- Spousal support or maintenance (alimony)
- Workers' Compensation
- Railroad retirement or black lung benefits
- Payments from pensions and retirement accounts

I request that any correspondence to me regarding my claim be sent to the following address:

Fill in your complete address:

I certify under penalty of perjury that the statement above is true to the best of my knowledge and belief.

Date: _____

Signature of Judgment Debtor

EXEMPTION NOTICE

As required by New York Law

YOUR BANK ACCOUNT IS RESTRAINED OR "FROZEN"

The attached Restraining Notice or notice of Levy by Execution has been issued against your bank account. You are receiving this notice because a creditor has obtained a money judgment against you, and one or more of your bank accounts has been restrained to pay the judgment. A money judgment is a court's decision that you owe money to a creditor. You should be aware that FUTURE DEPOSITS into your account(s) might also be restrained if you do not respond to this notice.

You may be able to "vacate" (remove) the judgment. If the judgment is vacated, your bank account will be released. Consult an attorney (including free legal services) or visit the court clerk for more information about how to do this.

Under state and federal law, certain types of funds cannot be taken from your bank account to pay a judgment. Such money is said to be "exempt."

DOES YOUR BANK ACCOUNT CONTAIN ANY OF THE FOLLOWING TYPES OF FUNDS?

1. Social security;
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3. Supplemental security income (SSI);
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7. Unemployment insurance;
8. Payments from pensions and retirement accounts;
9. Disability benefits;
10. Income earned in the last 60 days (90% of which is exempt);
11. Workers' compensation benefits;
12. Child support;
13. Spousal support or maintenance (alimony);
14. Railroad retirement; and/or
15. Black lung benefits.

If YES, you can claim that your money is exempt and cannot be taken.

To make claim, you must

- (a) complete the EXEMPTION CLAIM FORM attached;
 - (b) deliver or mail the form to the bank with the restrained or "frozen" account;
- and
- (c) Deliver or mail the form to the creditor or its attorney at the address listed on the form.

You must send the forms within 20 days of the postmarked date on the envelope holding this notice. You may be able to get your account released faster if you send to the creditor or its attorney written proof that your money is exempt. Proof can include and award letter from the government, an annual statement from your pension, pay stubs, copies of checks, bank records showing the last two months of account activity, or other paper showing that the money in you account is exempt, the attorney must release that money within seven days. You do not need an attorney to make an exemption claim using this form.

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF

PEARL DELTA FUNDING, LLC

Plaintiff/Judgment Creditor

~~against-~~
EPTMS INC. AND EPTMS, INC. AND THE MATTRESS
STORE CORPORATION AND GRUPO MATTRESS PLUS
INC AND GRUPO SOL, INC. AND THE MATTRESS
STORE ALBQ CORPORATION and JAVIER RICARDO
Defendants/Judgment Debtors

Index No. EF008518-2017

EXEMPTION CLAIM FORM

Name and address of judgment creditor or attorney
To be completed by judgment creditor or attorney.

Address A:

Ariel Bouskila Esq.
40 Exchange Place Suite 1306
New York, NY 10005

Name and address of financial institution
To be completed by judgment creditor or attorney.

Address B

Bank Of America
Legal Order Procoessing
NY7-501-02-07

Directions: To claim that some or all of the funds in your account are exempt, complete both copies of this form, and make one copy for yourself. Mail or deliver one form to Address A and one form to Address B within twenty days of the date on the envelope holding this notice.

**If you have any documents, such as an award letter, an annual statement from your pension, paystubs, copies of checks or bank records showing the last two months of account activity, include copies of the documents with this form. Your account may be released more quickly.

I state that my account contains the following type(s) of funds (*check all that apply*):

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- Social security disability (SSD)
- Supplemental security income (SSI)
- Public assistance
- Wages while receiving SSI or public
- Veterans benefits
- Unemployment insurance
- Other (describe exemption):
- Income earned in the last 60 days (90% of which is exempt)
- Child Support
- Spousal support or maintenance (alimony)
- Workers' Compensation
- Railroad retirement or black lung benefits
- Payments from pensions and retirement accounts

I request that any correspondence to me regarding my claim be sent to the following address:
Fill in your complete address:

I certify under penalty of perjury that the statement above is true to the best of my knowledge and belief.

Date: _____

Signature of Judgment Debtor

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF ORANGE

EF008518
2017

PEARL DELTA FUNDING, LLC

Index No:

Plaintiff,

-against-

JUDGMENT OF
CONFESSION

EP TMS INC. AND EPTMS, INC. AND THE MATTRESS STORE
CORPORATION AND GRUPO MATTRESS PLUS INC AND GRUPO
SOL, INC. AND THE MATTRESS STORE ALBQ CORPORATION and
JAVIER RICARDO SOLANO RAMIREZ,

Defendants.


| | |
|-----------------------|--------------|
| Amount confessed | \$323,880.00 |
| Less Amount Paid | \$35,984.00 |
| Amount Due | \$287,896.00 |
| Attorney's Fees | \$71,974.00 |
| Interest | \$252.40 |
| Costs by Statute..... | 15.00 |
| Filing Fee | 210.00 |
| Execution Fee | |
| Cost Total | + 225.00 |
| Judgment Total | \$360,347.40 |

COSTS TAXED @ 1.25%
ACTING DEPUTY COUNTY CLERK

STATE OF NEW YORK, COUNTY OF NEW YORK: ATTORNEY'S AFFIRMATION

The undersigned, an attorney at law of the State of New York, affirms that he is one of the attorneys of PEARL DELTA FUNDING, LLC attorney for the plaintiff herein and states that the disbursements above specified are correct and true and have been or will necessarily be made or incurred herein and are reasonable in amount and affirms this statement to be true under the penalties of perjury.

Dated: October 20, 2017
New York, NY


Ariel Bouskila Esq.
Attorney for Plaintiff
(212) 433-2298

| Index No. | Year | RJI No. | Hon. |
|------------------------------------------------------------|------|---------|------|
| SUPREME COURT OF THE STATE OF NEW YORK COUNTY OF ORANGE | | | |

PEARL DELTA FUNDING, LLC

Plaintiff,

-against-

EP TMS INC. AND EPTMS, INC. AND THE MATTRESS STORE CORPORATION AND GRUPO MATTRESS PLUS INC AND GRUPO SOL, INC. AND THE MATTRESS STORE ALBQ CORPORATION and

JAVIER RICARDO SOLANO RAMIREZ

Defendants

JUDGMENT

Ariel Bouskila, Esq.
Attorney for Plaintiff

Office and Post Office Address, Telephone
40 Exchange Place, Suite 1306
New York, NY 10005
Phone: 212-433-2298
Fax: 347-344-6187

Service of a copy of the within is hereby admitted.

Dated,

Attorney(s) for

Please take notice

Notice of Entry

that the within is a (certified) true copy of a duly entered in the office of the clerk of the within name court on

Notice of settlement

that an order of which the within is a true copy will be presented for settlement to the HON. one of the judges of the within named court, at

on at

Dated,

Yours, etc.

Attorney(s) for

EXHIBIT "I"

The Mattress Store

EL PASO

ALBUQUERQUE

| EXPENSES | | | | SUBTOTAL |
|------------------------------|------------------|------------------|------------------|------------------|
| Advertising Sign Walkers | 890.89 | 901.56 | 840.64 | 2,633.09 |
| OTHERS TUBES | 88.38 | 88.38 | 88.38 | 265.15 |
| MERCHANT FEE'S | 1,139.05 | 1,145.76 | 787.32 | 3,072.13 |
| GE MONEY DISCOUNT | 0.00 | 0.00 | 0.00 | 0.00 |
| Bank Service Charges - Other | 109.53 | 109.53 | 109.53 | 328.59 |
| COMPUTER | 64.96 | 64.96 | 64.96 | 194.87 |
| Equipment Rental | 436.36 | 436.36 | 436.36 | 1,309.09 |
| EXTERMINATOR | 30.52 | 30.52 | 30.52 | 91.57 |
| FEDERAL TAXES | 25.01 | 25.01 | 25.01 | 75.04 |
| FREIGHT | 2,232.44 | 2,232.44 | 2,232.44 | 6,697.31 |
| GAS FOR TRUCK | 337.38 | 337.38 | 337.38 | 1,012.15 |
| Insurance Expense | 245.21 | 245.21 | 245.21 | 735.63 |
| Janitorial Expense | 113.24 | 113.24 | 113.24 | 339.73 |
| LEGAL FEES | 206.00 | 206.00 | 206.00 | 618.00 |
| Meals and Entertainment | 58.83 | 58.83 | 58.83 | 176.49 |
| Miscellaneous Expense | 57.42 | 57.42 | 57.42 | 172.25 |
| Office Supplies | 220.24 | 220.24 | 220.24 | 660.72 |
| Permits | 14.33 | 14.33 | 14.33 | 43.00 |
| Professional Fees | 329.02 | 329.02 | 329.02 | 987.07 |
| Rent Expense | 6,918.50 | 15,700.00 | 6,575.00 | 29,193.50 |
| WAREHOUSE | 477.29 | 477.29 | 477.29 | 1,431.86 |
| TRUCK MAINT | 117.90 | 117.90 | 117.90 | 353.70 |
| MAINTENANCE | 324.42 | 324.42 | 324.42 | 973.26 |
| Taxes | 292.54 | 292.54 | 292.54 | 877.62 |
| WAREHOUSE-UTILITIES | 64.66 | 64.66 | 64.66 | 193.98 |
| ELECTRIC | 730.54 | 1,015.11 | 424.64 | 2,170.29 |
| WATER | 174.63 | 418.39 | 0.00 | 593.02 |
| GAS | 59.16 | 46.20 | 55.52 | 160.88 |
| TRASH PICK UP | 28.61 | 115.31 | 28.61 | 172.52 |
| Telephone Expense | 241.97 | 279.38 | 204.11 | 725.46 |
| CELL RS/OAC/SHI | 23.25 | 23.25 | 23.25 | 69.74 |
| Internet Expense | 91.47 | 38.03 | 52.21 | 181.71 |
| TIME WARNER | 0.00 | 0.00 | 0.00 | 0.00 |
| Travel Expense | 138.36 | 138.36 | 138.36 | 415.07 |
| OSCAR | 266.05 | 266.05 | 266.05 | 798.14 |
| JONATHAN MTEZ/HDEZ | 543.56 | 543.56 | 543.56 | 1,630.69 |
| OFFICE | 529.63 | 529.63 | 529.63 | 1,588.89 |
| STORE MANAGER | 2,154.66 | 6,335.74 | 3,894.65 | 12,385.04 |
| ROVER DRAW | 2,051.74 | 2,051.74 | 2,051.74 | 6,155.22 |
| OTHERS RS | 2,192.98 | 2,192.98 | 2,192.98 | 6,578.95 |
| | | | | 0.00 |
| TOTAL EXPENSES | 23,129.84 | 36,685.17 | 23,613.30 | 83,428.31 |

| EXPENSES | | | SUBTOTAL | TOTALS |
|------------------------------|------------------|------------------|------------------|-------------------|
| Advertising Sign Walkers | 962.58 | 958.33 | 1,920.92 | 4,554.01 |
| OTHERS TUBES | 88.38 | 88.38 | 176.76 | 441.81 |
| MERCHANT FEE'S | 450.48 | 1,000.00 | 1,450.48 | 4,622.81 |
| GE MONEY DISCOUNT | 0.00 | 0.00 | 0.00 | 0.00 |
| Bank Service Charges - Other | 109.53 | 109.53 | 219.06 | 547.65 |
| COMPUTER | 67.02 | 67.02 | 134.04 | 328.91 |
| Equipment Rental | 279.82 | 279.82 | 559.63 | 1,868.72 |
| EXTERMINATOR | 65.04 | 65.04 | 130.08 | 221.65 |
| FEDERAL TAXES | 25.01 | 25.01 | 50.02 | 125.06 |
| FREIGHT | 1,678.47 | 1,678.47 | 3,356.93 | 10,054.24 |
| GAS FOR TRUCK | 224.05 | 224.05 | 448.10 | 1,460.24 |
| Insurance Expense | 245.21 | 245.21 | 490.42 | 1,226.04 |
| Janitorial Expense | 52.54 | 52.54 | 105.08 | 444.81 |
| LEGAL FEES | 10.50 | 10.50 | 20.99 | 638.89 |
| Meals and Entertainment | 33.97 | 33.97 | 67.94 | 244.42 |
| Miscellaneous Expense | 27.76 | 27.76 | 55.53 | 227.78 |
| Office Supplies | 156.93 | 156.93 | 313.87 | 974.58 |
| Permits | 6.57 | 6.57 | 13.13 | 56.14 |
| Professional Fees | 329.02 | 329.02 | 658.04 | 1,645.11 |
| Rent Expense | 11,242.67 | 6,939.91 | 18,182.58 | 47,376.88 |
| WAREHOUSE | 387.50 | 387.50 | 775.00 | 2,206.86 |
| TRUCK MAINT | 167.73 | 167.73 | 335.47 | 689.17 |
| MAINTENANCE | 43.71 | 43.71 | 87.42 | 1,060.68 |
| Taxes | 4.57 | 4.57 | 9.15 | 686.77 |
| WAREHOUSE-UTILITIES | 89.49 | 89.49 | 178.97 | 372.95 |
| ELECTRIC | 570.06 | 583.33 | 1,153.39 | 3,323.68 |
| WATER | 0.00 | 0.00 | 0.00 | 583.02 |
| GAS | 25.05 | 44.00 | 69.05 | 229.83 |
| TRASH PICK UP | 0.00 | 0.00 | 0.00 | 172.52 |
| Telephone Expense | 290.71 | 335.87 | 626.58 | 1,352.05 |
| CELL RS/OAC/SHI | 23.25 | 23.25 | 46.50 | 116.24 |
| Internet Expense | 0.00 | 0.00 | 0.00 | 181.71 |
| TIME WARNER | 0.00 | 0.00 | 0.00 | 0.00 |
| Travel Expense | 146.58 | 146.58 | 293.16 | 708.23 |
| OSCAR | 266.05 | 266.05 | 532.09 | 1,330.24 |
| CHRIS/MYCAH | 1,000.72 | 1,000.72 | 2,001.44 | 3,632.13 |
| OFFICE | 529.63 | 529.63 | 1,059.26 | 2,648.18 |
| STORE MANAGER | 2,102.54 | 0.00 | 2,102.54 | 14,487.69 |
| ROVER DRAW | 1,353.91 | 1,353.91 | 2,707.82 | 8,663.04 |
| OTHERS RS | 2,192.98 | 2,192.98 | 4,385.96 | 10,964.81 |
| | | | 0.00 | 0.00 |
| TOTALS | 25,250.04 | 19,467.39 | 44,717.43 | 128,145.74 |

| | | | | |
|----------|-----------|-----------|-----------|------------|
| SALES | 75,000.00 | 75,000.00 | 75,000.00 | 225,000.00 |
| MARGEN | 55.00% | 55.00% | 55.00% | |
| COST | 41,250.00 | 41,250.00 | 41,250.00 | 123,750.00 |
| EXPENSES | 23,129.84 | 36,685.17 | 23,613.30 | 83,428.31 |
| PROFIT | 18,120.16 | 4,564.83 | 17,636.70 | 40,321.69 |

| | | | | |
|----------|-----------|-----------|------------|------------|
| SALES | 75,000.00 | 75,000.00 | 150,000.00 | 375,000.00 |
| MARGEN | 55.00% | 55.00% | | |
| COST | 41,250.00 | 41,250.00 | 82,500.00 | 206,250.00 |
| EXPENSES | 25,250.04 | 19,467.39 | 44,717.43 | 128,145.74 |
| PROFIT | 15,999.96 | 21,782.61 | 37,782.57 | 78,104.26 |

The Mattress Store

| EXPENSES | | | | | | TELECOM | | SUBTOTAL |
|------------------------------|-----------|-----------|-----------|-----------|-----------|---------|------------|-----------|
| Advertising Sign Walkers | 907.39 | 890.89 | 894.39 | 844.23 | 875.00 | | 815.23 | 5,227.12 |
| OTHERS TUBES | 88.38 | 88.38 | 88.38 | 88.38 | 88.38 | | 88.38 | 530.29 |
| HORIZON PRINTING | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | 0.00 | 0.00 |
| MERCHANT FEES | 988.91 | 1,139.05 | 843.82 | 2,757.05 | 1,000.00 | | 6,730.82 | 1,077.41 |
| GE MONEY DISCOUNT | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | 0.00 | 0.00 |
| Bank Service Charges - Other | 109.53 | 109.53 | 109.53 | 109.53 | 109.53 | | 547.65 | 109.53 |
| COMPUTER | 64.96 | 64.96 | 64.96 | 64.96 | 64.96 | | 324.78 | 64.96 |
| Equipment Rental | 436.36 | 436.36 | 436.36 | 436.36 | 436.36 | | 2,181.82 | 436.36 |
| EXTERMINATOR | 30.52 | 30.52 | 30.52 | 30.52 | 30.52 | | 152.61 | 15.01 |
| FEDERAL TAXES | 25.01 | 25.01 | 25.01 | 25.01 | 25.01 | | 125.06 | 25.01 |
| FREIGHT | 2,232.44 | 2,232.44 | 2,232.44 | 2,232.44 | 2,232.44 | | 11,162.18 | 2,232.44 |
| GAS FOR TRUCK | 337.38 | 337.38 | 337.38 | 337.38 | 337.38 | | 1,686.91 | 337.38 |
| Insurance Expense | 245.21 | 245.21 | 245.21 | 245.21 | 245.21 | | 1,226.04 | 245.21 |
| Janitorial Expense | 113.24 | 113.24 | 113.24 | 113.24 | 113.24 | | 566.21 | 113.24 |
| LEGAL FEES | 206.00 | 206.00 | 206.00 | 206.00 | 206.00 | | 1,030.00 | 206.00 |
| Meals and Entertainment | 58.83 | 58.83 | 58.83 | 58.83 | 58.83 | | 294.14 | 58.83 |
| Miscellaneous Expense | 57.42 | 57.42 | 57.42 | 57.42 | 57.42 | | 287.09 | 57.42 |
| Office Supplies | 220.24 | 220.24 | 220.24 | 220.24 | 220.24 | | 1,101.19 | 220.24 |
| Permits | 14.33 | 14.33 | 14.33 | 14.33 | 14.33 | | 71.67 | 14.33 |
| Professional Fees | 329.02 | 329.02 | 329.02 | 329.02 | 329.02 | | 1,645.11 | 329.02 |
| Rent Expense | 8,729.00 | 8,067.00 | 9,017.00 | 3,500.11 | 6,801.18 | | 36,114.29 | 3,396.00 |
| WAREHOUSE | 477.29 | 477.29 | 477.29 | 477.29 | 477.29 | | 2,386.44 | 477.29 |
| TRUCK MAINT | 117.90 | 117.90 | 117.90 | 117.90 | 117.90 | | 589.50 | 117.90 |
| MAINTENANCE | 324.42 | 324.42 | 324.42 | 324.42 | 324.42 | | 1,622.10 | 324.42 |
| Taxes | 292.54 | 292.54 | 292.54 | 292.54 | 292.54 | | 1,462.70 | 292.54 |
| WAREHOUSE-UTILITIES | 64.66 | 64.66 | 64.66 | 64.66 | 64.66 | | 323.30 | 64.66 |
| ELECTRIC | 839.03 | 730.54 | 739.23 | 474.17 | 0.00 | | 2,782.96 | 1,115.97 |
| WATER | 122.83 | 174.63 | 44.86 | 0.00 | 0.00 | | 342.32 | 0.00 |
| GAS | 56.69 | 59.16 | 51.03 | 0.00 | 0.00 | | 166.88 | 123.26 |
| TRASH PICK UP | 28.61 | 28.61 | 28.61 | 28.61 | 28.61 | | 143.03 | 28.61 |
| Telephone Expense | 276.13 | 241.97 | 226.87 | 0.00 | 279.74 | | 1,024.71 | 340.06 |
| CELL RS/OAC/PHI | 23.25 | 23.25 | 23.25 | 23.25 | 23.25 | | 116.24 | 23.25 |
| Internet Expense | 36.72 | 91.47 | 56.68 | 386.85 | 0.00 | | 593.73 | 125.24 |
| TIME WARNER | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | 0.00 | 0.00 |
| Travel Expense | 138.36 | 138.36 | 138.36 | 138.36 | 138.36 | | 691.78 | 138.36 |
| OSCAR | 266.05 | 266.05 | 266.05 | 266.05 | 266.05 | | 1,330.24 | 266.05 |
| RICARDO | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | 0.00 | 0.00 |
| JONATHAN MITEZ/HOICE | 543.56 | 543.56 | 543.56 | 543.56 | 543.56 | | 2,717.82 | 543.56 |
| OFFICE | 529.63 | 529.63 | 529.63 | 529.63 | 529.63 | | 2,648.16 | 529.63 |
| STORE MANAGER | 4,500.00 | 4,500.00 | 4,500.00 | 4,500.00 | 4,500.00 | | 22,500.00 | 4,500.00 |
| ROVER DRAW | 2,051.74 | 2,051.74 | 2,051.74 | 2,051.74 | 2,051.74 | | 10,258.71 | 2,051.74 |
| OTHERS RS | 2,192.98 | 2,192.98 | 2,192.98 | 2,192.98 | 2,192.98 | | 10,964.91 | 2,192.98 |
| TOTAL EXPENSES | 28,058.55 | 27,514.57 | 27,995.75 | 24,082.26 | 25,075.78 | 0.00 | 132,766.91 | 23,097.51 |

| | | | | | | | | |
|----------|------------|------------|-----------|-----------|-----------|------------|------------|------------|
| SALES | 190,000.00 | 100,000.00 | 64,000.00 | 84,000.00 | 59,000.00 | 439,000.00 | 60,000.00 | 519,000.00 |
| MARGEN | 43.00% | 43.00% | 43.00% | 43.00% | 43.00% | 43.00% | 43.00% | |
| COST | 55,900.00 | 43,000.00 | 28,380.00 | 36,120.00 | 25,370.00 | 0.00 | 188,770.00 | 223,170.00 |
| EXPENSES | 28,058.55 | 27,514.57 | 27,995.75 | 24,082.26 | 25,075.78 | 0.00 | 132,766.91 | 155,854.42 |
| PROFIT | 27,801.45 | 15,485.43 | 384.25 | 12,037.74 | 294.22 | 0.00 | 56,003.09 | 67,305.58 |

ALBUQUERQUE

| EXPENSES | | | | | | | | SUBTOTAL | TOTALS |
|------------------------------|-----------|-----------|-----------|-----------|------------|------|------------|-----------|------------|
| Advertising Sign Walkers | 982.83 | 962.42 | 958.33 | 958.33 | 958.33 | | 958.33 | 3,661.92 | 8,009.04 |
| OTHERS TUBES | 88.38 | 88.38 | 88.38 | 88.38 | 88.38 | | 88.38 | 353.53 | 883.62 |
| HORIZON PRINTING | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | 0.00 | 0.00 | 0.00 |
| MERCHANT FEES | 1,331.06 | 1,334.68 | 1,000.00 | 1,000.00 | 1,000.00 | | 6,730.82 | 1,077.41 | 12,473.97 |
| GE MONEY DISCOUNT | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | 0.00 | 0.00 | 0.00 |
| Bank Service Charges - Other | 109.53 | 109.53 | 109.53 | 109.53 | 109.53 | | 547.65 | 109.53 | 1,095.30 |
| COMPUTER | 67.02 | 67.02 | 67.02 | 67.02 | 67.02 | | 324.78 | 64.96 | 657.62 |
| Equipment Rental | 279.82 | 279.82 | 279.82 | 279.82 | 279.82 | | 1,399.10 | 279.82 | 3,737.43 |
| EXTERMINATOR | 65.04 | 65.04 | 65.04 | 65.04 | 65.04 | | 325.20 | 65.04 | 427.70 |
| FEDERAL TAXES | 25.01 | 25.01 | 25.01 | 25.01 | 25.01 | | 125.06 | 25.01 | 250.12 |
| FREIGHT | 1,678.47 | 1,678.47 | 1,678.47 | 1,678.47 | 1,678.47 | | 8,392.35 | 1,678.47 | 20,108.48 |
| GAS FOR TRUCK | 224.05 | 224.05 | 224.05 | 224.05 | 224.05 | | 1,120.25 | 224.05 | 2,920.48 |
| Insurance Expense | 245.21 | 245.21 | 245.21 | 245.21 | 245.21 | | 1,226.04 | 245.21 | 2,452.08 |
| Janitorial Expense | 52.54 | 52.54 | 52.54 | 52.54 | 52.54 | | 262.70 | 52.54 | 689.62 |
| LEGAL FEES | 10.50 | 10.50 | 10.50 | 10.50 | 10.50 | | 52.50 | 10.50 | 1,277.89 |
| Meals and Entertainment | 33.97 | 33.97 | 33.97 | 33.97 | 33.97 | | 169.85 | 33.97 | 488.65 |
| Miscellaneous Expense | 27.76 | 27.76 | 27.76 | 27.76 | 27.76 | | 138.80 | 27.76 | 455.57 |
| Office Supplies | 156.93 | 156.93 | 156.93 | 156.93 | 156.93 | | 784.65 | 156.93 | 1,948.18 |
| Permits | 6.57 | 6.57 | 6.57 | 6.57 | 6.57 | | 32.85 | 6.57 | 112.27 |
| Professional Fees | 329.02 | 329.02 | 329.02 | 329.02 | 329.02 | | 1,645.11 | 329.02 | 3,290.22 |
| Rent Expense | 7,708.15 | 11,304.00 | 8,274.00 | 8,274.00 | 35,560.15 | | 36,114.29 | 7,708.15 | 75,070.43 |
| WAREHOUSE | 387.50 | 387.50 | 387.50 | 387.50 | 387.50 | | 1,937.50 | 387.50 | 4,413.73 |
| TRUCK MAINT | 167.73 | 167.73 | 167.73 | 167.73 | 167.73 | | 838.65 | 167.73 | 1,378.34 |
| MAINTENANCE | 43.71 | 43.71 | 43.71 | 43.71 | 43.71 | | 218.55 | 43.71 | 2,121.37 |
| Taxes | 4.57 | 4.57 | 4.57 | 4.57 | 4.57 | | 22.85 | 4.57 | 1,773.53 |
| WAREHOUSE-UTILITIES | 89.49 | 89.49 | 89.49 | 89.49 | 89.49 | | 447.45 | 89.49 | 745.81 |
| ELECTRIC | 514.00 | 402.15 | 583.33 | 583.33 | 2,082.81 | | 10,414.75 | 514.00 | 5,981.75 |
| WATER | 120.25 | 0.00 | 0.00 | 0.00 | 0.00 | | 601.25 | 120.25 | 482.57 |
| GAS | 52.07 | 30.33 | 50.00 | 50.00 | 182.39 | | 91.15 | 52.07 | 472.54 |
| TRASH PICK UP | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | 0.00 | 0.00 | 171.63 |
| Telephone Expense | 331.83 | 325.59 | 335.87 | 335.87 | 1,329.31 | | 6,646.76 | 331.83 | 2,894.08 |
| CELL RS/OAC/PHI | 23.25 | 23.25 | 23.25 | 23.25 | 92.99 | | 464.71 | 23.25 | 232.48 |
| Internet Expense | 69.96 | 0.00 | 0.00 | 0.00 | 69.96 | | 349.80 | 69.96 | 788.83 |
| TIME WARNER | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | 0.00 | 0.00 | 0.00 |
| Travel Expense | 146.58 | 146.58 | 146.58 | 146.58 | 586.32 | | 2,931.66 | 146.58 | 1,418.45 |
| OSCAR | 266.05 | 266.05 | 266.05 | 266.05 | 1,064.19 | | 5,320.90 | 266.05 | 2,660.47 |
| RICARDO | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | 0.00 | 0.00 | 0.00 |
| CHRS/MYCAH | 1,000.72 | 1,000.72 | 1,000.72 | 1,000.72 | 4,002.89 | | 20,014.44 | 1,000.72 | 7,204.27 |
| OFFICE | 529.63 | 529.63 | 529.63 | 529.63 | 2,118.53 | | 10,591.50 | 529.63 | 5,206.31 |
| STORE MANAGER | 6,000.00 | 3,500.00 | 3,000.00 | 3,000.00 | 15,500.00 | | 77,500.00 | 6,000.00 | 42,500.00 |
| ROVER DRAW | 1,353.91 | 1,353.91 | 1,353.91 | 1,353.91 | 5,415.63 | | 27,078.15 | 1,353.91 | 17,728.08 |
| OTHERS RS | 2,192.98 | 2,192.98 | 2,192.98 | 2,192.98 | 8,771.93 | | 43,859.65 | 2,192.98 | 21,629.82 |
| TOTALS | 26,716.22 | 27,465.11 | 23,807.48 | 23,807.47 | 101,796.28 | 0.00 | 515,802.05 | 23,807.47 | 257,660.71 |

| | | | | | | | | |
|----------|------------|-----------|-----------|-----------|------------|--|--|------------|
| SALES | 120,000.00 | 98,000.00 | 85,000.00 | 65,500.00 | 368,500.00 | | | 887,500.00 |
| MARGEN | 43.00% | 43.00% | 43.00% | 43.00% | | | | |
| COST | 51,600.00 | 31,540.00 | 28,165.00 | 28,165.00 | 141,470.00 | | | 364,640.00 |
| EXPENSES | 26,716.22 | 33,236.31 | 27,924.76 | 27,924.76 | 115,802.05 | | | 271,666.47 |
| PROFIT | 24,883.78 | 309.69 | 240.24 | 240.24 | 25,667.95 | | | 92,973.53 |