



**IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.**

**Dated: January 23, 2018.**

**H. CHRISTOPHER MOTT  
UNITED STATES BANKRUPTCY JUDGE**

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

In re §  
PREMIER PCS OF TX, LLC, § Case No. 17-32021-HCM-11  
Debtor. §

**ORDER GRANTING PERMISSION TO USE CASH  
COLLATERAL ON A FINAL BASIS**

On January 11, 2018, the Court conducted a final hearing on the Emergency Motion of the Debtor-in-Possession PREMIER PCS OF TX, LLC (hereinafter "PREMIER PCS"), for Authority to Use Cash Collateral ("the Motion"). Counsel for PREMIER PCS, COMPLETE BUSINESS SOLUTIONS GROUP, and the U.S. TRUSTEE appeared at the hearing. The Court, having made findings and seeing good cause for the Motion, hereby GRANTS the Motion, on a final basis, and with the following changes in the budget to be attached to the final order: Payment of ad valorem taxes on property may be increased to \$3,000.00/mo., payments to utilities may be increased to \$15,000.00 for gas, \$7,500.00 for electricity, and \$3,750.00 for water for January, 2018. Counsel for PREMIER PCS shall be responsible for notices to all parties in interest, that the use of cash collateral is APPROVED on a final basis in these Chapter 11 proceedings. The identification, value, and extent of the Debtor's cash collateral, and the

terms of adequate protection as stated herein, are without prejudice to any party-in-interest's right to contest the same in a later proceeding, for confirmation purposes or otherwise.

It is further ORDERED on a final basis that PREMIER PCS may use the estate's cash collateral under these conditions:

- a) The Court hereby orders that the automatic stay applies to all creditors holding interests in the cash equivalents including WELLS FARGO account #-2870. The Court already has ordered that VICEROY CAPITAL FUNDING, LLC release any writ, encumbrance, restraint or other hold on such account(s).
- b) The Court hereby awards replacement liens upon the Debtor's cash equivalents to METRO PCS and CBSG in the order of priority that existed on petition date, December 6, 2017, to the extent, in CBSG's instance, that such liens are valid and non-avoidable.
- c) The Court hereby measures the extent of the replacement liens according to the value of the collateral that existed on petition date, including the sums on deposit in WELLS FARGO in the accounts pertinent to each.
- d) The Court hereby orders that PREMIER PCS keep the inventory adequately insured against fire, theft, water damage, and other hazards.
- e) The Court hereby authorizes PREMIER PCS to make payments from cash collateral to METRO PCS in accordance with the Order Authorizing Payment to Critical Supplier entered by the Court. PREMIER PCS is authorized to continue to perform all of the terms of the pre-petition line of credit it had with METRO PCS, for pre-petition as well as post-petition cellular telephone purchases. This relief as to the Debtor's permission to continue to use the METRO PCS line of credit is final.

- f) The Court hereby orders that PREMIER PCS 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 them so that they can review such Operating Reports.
- g) The Court hereby orders that the Debtor may use the cash equivalents only in the ordinary course of business and according to the one-year operating budget attached hereto, 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, and for the variation indicated therein for cellular phone purchasing. The Debtor shall be able to replenish inventory and purchase new inventory.
- h) The Court hereby orders 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 final order.
- i) The Court hereby orders that METRO PCS and CBSG and other lenders shall each have rights to inspect its collateral and the Debtor's books and records on site during regular business hours for PREMIER PCS upon reasonable advance notice of at least five business days.
- j) The Court hereby Orders that out of the depicted net income on the proposed budget filed by PREMIER PCS on January 3, 2018, the Debtor may make weekly adequate protection payments of \$3,000.00 each Friday to VICEROY FINANCE, commencing January 26, 2018. This Order is without prejudice to any other party in interest's right to object to VICEROY FINANCE's entitlement to such adequate protection payments.

k) The Court hereby orders that if PREMIER PCS 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 PREMIER PCS at 9537 Dyer Street, Ste. B, El Paso, TX 79924 and to the Debtor's counsel E.P. BUD KIRK at [budkirk@aol.com](mailto:budkirk@aol.com), to cure the default, failing which, authorization to use that creditor's cash collateral shall cease.

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**PROJECTED 12 Month PROFIT AND LOSS STATEMENT (Cash Basis)**

Case Name: PREMIER PCS OF TX LLC

Case Number: 17-32021-HCM-11

	Jan 2018	Feb 2018	Mar 2018
<b>Sales:</b>			
Net Sales	\$ 1,150,000.00	\$ 1,600,000.00	\$ 1,450,000.00
<b>Cost of Goods Sold:</b>			
Cost of Goods Sold: (COGS)	\$ 985,000.00	\$ 1,390,000.00	\$ 1,255,000.00
<b>Gross Profit (Sales Less COGS)</b>	<b>\$ 165,000.00</b>	<b>\$ 210,000.00</b>	<b>\$ 195,000.00</b>
<b>Other Operating Income:</b>			
Commission	\$ 350,000.00	\$ 500,000.00	\$ 450,000.00
Qpay Airtime Collection Fees	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00
Miscellaneous	\$ 100,000.00	\$ 100,000.00	\$ 100,000.00
<b>Total Gross Profit</b>	<b>\$ 650,000.00</b>	<b>\$ 845,000.00</b>	<b>\$ 780,000.00</b>
<b>Operating Expenses:</b>			
Officer/Mgmt Payroll	\$ 20,000.00	\$ 20,000.00	\$ 20,000.00
Payroll-Other Employees including Payroll Taxes	\$ 380,000.00	\$ 380,000.00	\$ 380,000.00
Payroll Taxes	\$ -	\$ -	\$ -
Rental- Real Property	\$ 95,000.00	\$ 95,000.00	\$ 95,000.00
Lease-Personal property	\$ 3,000.00	\$ 3,000.00	\$ 3,000.00
Point of Sales Software Fees	\$ 2,500.00	\$ 2,500.00	\$ 2,500.00
Repairs and Maintenance	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00
Insurance Employees Health Insurance	\$ 5,500.00	\$ 5,500.00	\$ 5,500.00
Travel and Entertainment	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00
<b>Misc. Operating Expenses</b>			
Credit Card Processing Fees	\$ 8,000.00	\$ 8,000.00	\$ 8,000.00
Advertisement & Marketing	\$ 5,000.00	\$ 5,000.00	\$ 5,000.00
Gas	\$ 15,000.00	\$ 10,000.00	\$ 10,000.00
Electricity	\$ 15,000.00	\$ 10,000.00	\$ 10,000.00
Water	\$ 3,750.00	\$ 2,500.00	\$ 2,500.00
Telephone and Internet Service	\$ 12,000.00	\$ 12,000.00	\$ 12,000.00
Office Supplies	\$ 3,000.00	\$ 3,000.00	\$ 3,000.00
Bank Fees	\$ 6,000.00	\$ 6,000.00	\$ 6,000.00
Accounting Service	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00
Business Property Taxes	\$ 3,000.00	\$ 3,000.00	\$ 3,000.00
Legal Fees	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00
US Trustee Fees	\$ 6,500.00	\$ 20,000.00	\$ 20,000.00
Insurance General Liability & Workers' Comm	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
Adequate Protection Payments	\$ 3,000.00	\$ 12,900.00	\$ 12,900.00
<b>Total Operating Expenses</b>	<b>\$ 606,250.00</b>	<b>\$ 618,400.00</b>	<b>\$ 618,400.00</b>
<b>Net Gain/(Loss) from Operations</b>	<b>\$ 43,750.00</b>	<b>\$ 226,600.00</b>	<b>\$ 161,600.00</b>
<b>Non-Operating Income</b>	\$ -	\$ -	\$ -
Interest Income	\$ -	\$ -	\$ -
Net Gain on Sale of Assets	\$ -	\$ -	\$ -
<b>Total Non-Operating Income/(Loss)</b>	\$ -	\$ -	\$ -
<b>NET INCOME/(LOSS)</b>	<b>\$ 45,500.00</b>	<b>\$ 240,500.00</b>	<b>\$ 175,500.00</b>

## Exhibit D

## PROJECTED 12 Month PROFIT AND LOSS STATEMENT (Cash Basis)

Case Name: PREMIER PCS OF TX LLC

Case Number: 17-32021-HCM-11

	Apr 2018	May 2018	Jun 2018
<b>Sales:</b>			
Net Sales	\$ 1,150,000.00	\$ 1,300,000.00	\$ 1,300,000.00
<b>Cost of Goods Sold:</b>			
Cost of Goods Sold: (COGS)	\$ 985,000.00	\$ 1,120,000.00	\$ 1,120,000.00
<b>Gross Profit (Sales Less COGS)</b>	<b>\$ 165,000.00</b>	<b>\$ 180,000.00</b>	<b>\$ 180,000.00</b>
<b>Other Operating Income:</b>			
Commission	\$ 350,000.00	\$ 400,000.00	\$ 400,000.00
Qpay Airtime Collection Fees	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00
Miscellaneous	\$ 100,000.00	\$ 100,000.00	\$ 100,000.00
<b>Total Gross Profit</b>	<b>\$ 650,000.00</b>	<b>\$ 715,000.00</b>	<b>\$ 715,000.00</b>
<b>Operating Expenses:</b>			
Officer/Mgmt Payroll	\$ 20,000.00	\$ 20,000.00	\$ 20,000.00
Payroll-Other Employees including Payroll Taxes	\$ 380,000.00	\$ 380,000.00	\$ 380,000.00
Payroll Taxes	\$ -	\$ -	\$ -
Rental- Real Property	\$ 95,000.00	\$ 95,000.00	\$ 95,000.00
Lease-Personal property	\$ 3,000.00	\$ 3,000.00	\$ 3,000.00
Point of Sales Software Fees	\$ 2,500.00	\$ 2,500.00	\$ 2,500.00
Repairs and Maintenance	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00
Insurance Employees Health Insurance	\$ 5,500.00	\$ 5,500.00	\$ 5,500.00
Travel and Entertainment	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00
<b>Misc. Operating Expenses</b>			
Credit Card Processing Fees	\$ 8,000.00	\$ 8,000.00	\$ 8,000.00
Advertisement & Marketing	\$ 5,000.00	\$ 5,000.00	\$ 5,000.00
Gas	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00
Electricity	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00
Water	\$ 2,500.00	\$ 2,500.00	\$ 2,500.00
Telephone and Internet Service	\$ 12,000.00	\$ 12,000.00	\$ 12,000.00
Office Supplies	\$ 3,000.00	\$ 3,000.00	\$ 3,000.00
Bank Fees	\$ 6,000.00	\$ 6,000.00	\$ 6,000.00
Accounting Service	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00
Business Property Taxes	\$ 3,000.00	\$ 3,000.00	\$ 3,000.00
Legal Fees	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00
US Trustee Fees	\$ 20,000.00	\$ 20,000.00	\$ 20,000.00
Insurance General Liability & Workers' Comm	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
Adequate Protection Payments	\$ 12,900.00	\$ 12,900.00	\$ 12,900.00
<b>Total Operating Expenses</b>	<b>\$ 618,400.00</b>	<b>\$ 618,400.00</b>	<b>\$ 618,400.00</b>
<b>Net Gain/(Loss) from Operations</b>	<b>\$ 31,600.00</b>	<b>\$ 96,600.00</b>	<b>\$ 96,600.00</b>
<b>Non-Operating Income</b>	\$ -	\$ -	\$ -
Interest Income	\$ -	\$ -	\$ -
Net Gain on Sale of Assets	\$ -	\$ -	\$ -
<b>Total Non-Operating Income/(Loss)</b>	\$ -	\$ -	\$ -
<b>NET INCOME/(LOSS)</b>	<b>\$ 45,500.00</b>	<b>\$ 110,500.00</b>	<b>\$ 110,500.00</b>

## Exhibit D

## PROJECTED 12 Month PROFIT AND LOSS STATEMENT (Cash Basis)

Case Name: PREMIER PCS OF TX LLC

Case Number: 17-32021-HCM-11

	Jul 2018	Aug 2018	Sep 2018
<b>Sales:</b>			
Net Sales	\$ 1,300,000.00	\$ 1,300,000.00	\$ 1,300,000.00
<b>Cost of Goods Sold:</b>			
Cost of Goods Sold: (COGS)	\$ 1,120,000.00	\$ 1,120,000.00	\$ 1,120,000.00
<b>Gross Profit (Sales Less COGS)</b>	<b>\$ 180,000.00</b>	<b>\$ 180,000.00</b>	<b>\$ 180,000.00</b>
<b>Other Operating Income:</b>			
Commission	\$ 400,000.00	\$ 400,000.00	\$ 400,000.00
Qpay Airtime Collection Fees	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00
Miscellaneous	\$ 100,000.00	\$ 100,000.00	\$ 100,000.00
<b>Total Gross Profit</b>	<b>\$ 715,000.00</b>	<b>\$ 715,000.00</b>	<b>\$ 715,000.00</b>
<b>Operating Expenses:</b>			
Officer/Mgmt Payroll	\$ 20,000.00	\$ 20,000.00	\$ 20,000.00
Payroll-Other Employees including Payroll Taxes	\$ 380,000.00	\$ 380,000.00	\$ 380,000.00
Payroll Taxes	\$ -	\$ -	\$ -
Rental- Real Property	\$ 95,000.00	\$ 95,000.00	\$ 95,000.00
Lease-Personal property	\$ 3,000.00	\$ 3,000.00	\$ 3,000.00
Point of Sales Software Fees	\$ 2,500.00	\$ 2,500.00	\$ 2,500.00
Repairs and Maintenance	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00
Insurance Employees Health Insurance	\$ 5,500.00	\$ 5,500.00	\$ 5,500.00
Travel and Entertainment	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00
<b>Misc. Operating Expenses</b>			
Credit Card Processing Fees	\$ 8,000.00	\$ 8,000.00	\$ 8,000.00
Advertisement & Marketing	\$ 5,000.00	\$ 5,000.00	\$ 5,000.00
Gas	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00
Electricity	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00
Water	\$ 2,500.00	\$ 2,500.00	\$ 2,500.00
Telephone and Internet Service	\$ 12,000.00	\$ 12,000.00	\$ 12,000.00
Office Supplies	\$ 3,000.00	\$ 3,000.00	\$ 3,000.00
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Legal Fees	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00
US Trustee Fees	\$ 20,000.00	\$ 20,000.00	\$ 20,000.00
Insurance General Liability & Workers' Comm	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
Adequate Protection Payments	\$ 12,900.00	\$ 12,900.00	\$ 12,900.00
<b>Total Operating Expenses</b>	<b>\$ 618,400.00</b>	<b>\$ 618,400.00</b>	<b>\$ 618,400.00</b>
<b>Net Gain/(Loss) from Operations</b>	<b>\$ 96,600.00</b>	<b>\$ 96,600.00</b>	<b>\$ 96,600.00</b>
<b>Non-Operating Income</b>	\$ -	\$ -	\$ -
Interest Income	\$ -	\$ -	\$ -
Net Gain on Sale of Assets	\$ -	\$ -	\$ -
<b>Total Non-Operating Income/(Loss)</b>	\$ -	\$ -	\$ -
<b>NET INCOME/(LOSS)</b>	<b>\$ 110,500.00</b>	<b>\$ 110,500.00</b>	<b>\$ 110,500.00</b>

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## PROJECTED 12 Month PROFIT AND LOSS STATEMENT (Cash Basis)

Case Name: PREMIER PCS OF TX LLC

Case Number: 17-32021-HCM-11

	Oct 2018	Nov 2018	Dec 2018
<b>Sales:</b>			
Net Sales	\$ 1,150,000.00	\$ 1,300,000.00	\$ 1,450,000.00
<b>Cost of Goods Sold:</b>			
Cost of Goods Sold: (COGS)	\$ 985,000.00	\$ 1,120,000.00	\$ 1,255,000.00
<b>Gross Profit (Sales Less COGS)</b>	<b>\$ 165,000.00</b>	<b>\$ 180,000.00</b>	<b>\$ 195,000.00</b>
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Water	\$ 2,500.00	\$ 2,500.00	\$ 2,500.00
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Office Supplies	\$ 3,000.00	\$ 3,000.00	\$ 3,000.00
Bank Fees	\$ 6,000.00	\$ 6,000.00	\$ 6,000.00
Accounting Service	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00
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Legal Fees	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00
US Trustee Fees	\$ 20,000.00	\$ 20,000.00	\$ 20,000.00
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Adequate Protection Payments	\$ 12,900.00	\$ 12,900.00	\$ 12,900.00
<b>Total Operating Expenses</b>	<b>\$ 618,400.00</b>	<b>\$ 618,400.00</b>	<b>\$ 618,400.00</b>
<b>Net Gain/(Loss) from Operations</b>	<b>\$ 31,600.00</b>	<b>\$ 96,600.00</b>	<b>\$ 161,600.00</b>
<b>Non-Operating Income</b>	\$ -	\$ -	\$ -
Interest Income	\$ -	\$ -	\$ -
Net Gain on Sale of Assets	\$ -	\$ -	\$ -
<b>Total Non-Operating Income/(Loss)</b>	\$ -	\$ -	\$ -
<b>NET INCOME/(LOSS)</b>	<b>\$ 45,500.00</b>	<b>\$ 110,500.00</b>	<b>\$ 175,500.00</b>