

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. §

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

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

Now comes PREMIER PCS OF TX, LLC (hereinafter "PREMIER PCS"), 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 December 6, 2017.

2.

PREMIER PCS operates a group of forty-three wireless telephone stores in El Paso, Texas, in New Mexico, and in West Texas. Debtor has cash equivalents (inventory, accounts receivable, credit card charges in process, cash, and bank deposits) which it will need to use in order to pay its employees, utilities, rent, and other operating costs, including purchases of wireless telephones and related accessories, in order to stay in business.

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 the Debtor's cash equivalents were perfected by financing statements filed with the Texas Secretary of State. In chronological order of filing, there are:

- a) METRO PCS TEXAS, LLC (hereinafter "METRO PCS") filed August 6, 2015. *See* Exhibit "A" hereto attached.
- b) T-MOBILE, USA, INC filed November 18, 2015. (This is an affiliate's filing, to go with the filing by METRO PCS.) *See* Exhibit "B" hereto attached.
- c) COMPLETE BUSINESS SOLUTIONS GROUP (hereinafter "CBSG"), filed November 29, 2017. *See* Exhibit "C" hereto attached.

5.

Attached hereto as Exhibit "D" is the Secretary of State's official lien search. The foregoing paragraph of this Motion purposely excludes all other UCC-1's that have been paid off, or that secure furniture fixtures and equipment for landlords.

6.

CBSG is a type of creditor categorizable as "merchant lender" whose loan contracts insist that they are outright purchasers of a stated percentage of the Debtor's receivables, and that the Debtor will regain full rights to all of its receivables once the merchant lender has been paid a specified amount. PREMIER PCS has other lenders of the same kind, who did not file any financing statements. The specified amount is generally 160% or more of the purchase price, and the term of the Debtor's payback is usually 8 to 9 months. The merchant lender designates a bank account into which all Debtor operating funds have to be deposited, and the merchant lender drafts the account aggressively to realize the fruits of its "purchase." That account in this case is at WELLS FARGO BANK. The same bank account appears to serve the interests of a number of apparent "merchant lenders." A list of these "merchant lenders" is attached hereto as Exhibit "E."

7.

Sometime in the interval from November 29, 2017 to petition date, the merchant lender VICEROY FUNDING, perceiving a default by PREMIER PCS upon its agreement, recorded a confession of judgment given by PREMIER PCS as part of the loan documents. At the same time VICEROY FUNDING served, upon information and belief, a garnishment restraint upon the Debtor's WELLS FARGO checking account, last four digits #-2780. That restraint has frozen the account so that no one can use it, except that PREMIER PCS continues to deposit about \$275,000 per week into it. This is one of the forms of cash collateral which the Debtor needs to use. The automatic stay should trump the collection activity by VICEROY FUNDING. 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 VICEROY FUNDING, 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.

8.

Upon information and belief, at least two other "merchant lenders" on the list (Exhibit "E") have also filed confessions of judgment and garnishments restraints upon the WELLS FARGO account—probably after the automatic stay went into effect. Those are GTR SOURCE and QUEEN FUNDING, LLC. PREMIER PCS, despite the stay, is having trouble getting WELLS FARGO to free the account of these garnishments restraints. The Debtor employs 250 persons. Most are sales personnel. Others are office personnel. All of them are next expecting regular paychecks on December 8, 2017. The cost of an average payroll is approximately \$200,000.00.

9.

The Debtor also has to pay approximately \$95,000 per month in rent on its 43 stores, plus utilities and other operating expenses in the regular course (taxes, insurance, freight, etc.). The Debtor also has to buy cell phones and related accessories, in order to sell subscriptions.

10.

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

11.

If the employees are not paid, they will probably not come to work. If the rent is not paid, the landlords will probably lock out PREMIER PCS. If PREMIER PCS cannot buy cellular phones to go with service time from its wireless telephone service provider, there will be no business done. This case will become an extremely inefficient liquidation, with many jobs and productivity lost.

12.

The December rents have already been paid to the extent of \$45,000.00. The December 8th payroll will cover pre-petition wages from November 24th to December 1st and post-petition wages from December 2nd to 8th. 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.

13.

The available cash equivalents which the Debtor has on hand as of November 30, 2017 are as follows:

Inventory on hand (cellular phones)	\$1,300,000.00
Accounts receiveable (commissions and rebates from METRO PCS)	\$860,000.00/mo.
Incoming credit card payments	\$500,000.00/mo.
Cash in Wells Fargo	\$300,000.00
Other cash on hand	\$15,000.00
Notes receiveable	\$20,000.00

14.

The respective debts of PREMIER PCS to METRO PCS TEXAS, LLC and COMPLETE BUSINESS SOLUTIONS GROUP are approximately \$1,150,000.00 AND \$2,600,000.00 (exclusive of attorney fees).

15.

The foregoing assets are property of this estate, notwithstanding the “ownership” claims of the merchant lenders, because the Debtor has title, possession, and control, and/or an interest in them. 11 U.S.C. § 541. The WELLS FARGO account is in the name of the Debtor. Upon satisfaction of the debts to the merchant lenders the assets would be lien-free for the Debtor. The Debtor in the normal course is also permitted full use of the WELLS FARGO deposits, provided payments to THE MERCHANT VENDORS are made. If nothing else, the Debtor has redemption rights in the “sold” accounts; the loan papers do not identify any particular account purchased, to distinguish it from the mass, and most of the merchant lenders on Exhibit “E” never bothered to file financing statements or anything else to constitute notice of their interests to a hypothetical bona fide purchaser, a hypothetical judicial lien creditor without notice, or an hypothetical execution creditor without notice, all of which a debtor-in-possession is under 11 U.S.C. § 544. It should be obvious, to anyone conversant with commercial law, that the principal reason to style the loans as purchase agreements, is to evade state usury laws.

16.

The respective financing statements of METRO PCS, CHTD, and CBSG all cover the same types of cash equivalents.

17.

The Debtor wishes to operate in the regular course of business, according to the budget attached hereto as Exhibit “F.”

18.

In the normal course of business, PREMIER PCS was making payments to METRO PCS, CHTD, and CBSG in the following amounts and intervals:

	METRO PCS	CBSG
Mondays	\$150,000.00	\$ 31,000.00
Tuesdays	\$ 0.00	\$ 31,000.00
Wednesdays	\$ 0.00	\$ 31,000.00
Thursdays	\$ 20,000.00	\$ 31,000.00
Fridays	<u>\$100,000.00</u>	<u>\$ 31,000.00</u>
	\$270,000.00	\$155,000.00

19.

PREMIER PCS can afford to continue payments as follows:

	METRO PCS	CBSG
Mondays	\$150,000.00	\$ 4,000.00
Tuesdays	\$ 0.00	\$ 4,000.00
Wednesdays	\$ 0.00	\$ 4,000.00
Thursdays	\$ 20,000.00	\$ 4,000.00
Fridays	<u>\$100,000.00</u>	<u>\$ 4,000.00</u>
	\$270,000.00	\$20,000.00

20.

As adequate protection measures for the use of cash collateral, PREMIER PCS 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 WELLS FARGO account #-2870.

- b) That the Court award replacement liens to METRO PCS and CBSG in the order of priority that existed on petition date, December 6, 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 WELLS FARGO in the accounts pertinent to each.
- d) That the Court order that PREMIER PCS keep the inventory adequately insured against fire, theft, water damage, and other hazards.
- e) That the Court order PREMIER PCS to make interim monthly adequate protection payments to METRO PCS and CBSG in amounts shown in paragraph 19, *supra* 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 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) 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 "F," 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. The Debtor shall be able to replenish inventory and purchase new inventory.
- h) 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.

- i) That the Court order that METRO PCS and CBSG 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) That the Court order 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, to cure the default, failing which, authorization to use that creditor's cash collateral shall cease.

WHEREFORE, PREMISES CONSIDERED, PREMIER PCS 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 PREMIER PCS prays for all other and further relief deserved in the circumstances, general or special, at law or equity.

Respectfully submitted this 7th day of December, 2017.



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 21st day of December, 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 Premier PCS of TX, LLC, 9537 Dyer Street, Ste. B, El Paso, TX 79924; to MetroPCS Texas, LLC, 2250 Lakeside Drive, Richardson, TX 75082; to Complete Business Solutions Group, c/o Norman M. Valz, normanvalz@parfunding.com; to CBSG/Par Funding, susan@panfunding.com; to HOP, joe@hopcapitalllc.com; to Viceroy, jack@viceroycap.com; to GTR Source, LLC, jack@viceroycap.com; to Queen Funding, LLC, josh@queenfunding.com; Fox Capital Group, Inc., steve@foxbusinessfunding.com; to Nexgen, josh@queenfunding.com; to Yellowstone, steve@yellowstonecapllc.com; to Vernon Capital Group, 383 Kingston Ave., New York, NY 11213; and to Kabbage, 730 Peachtree Street NW, Ste. 1100, Atlanta, GA 30308.



E.P. BUD KIRK

4688-MC-112917

EXHIBIT "A"

UCC FINANCING STATEMENT

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: 15-0025255005
FILING DATE: 08/06/2015 03:30 PM
DOCUMENT NUMBER: 621537570001
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)

OR	1a. ORGANIZATION'S NAME PREMIER PCS OF TX, LLC				
	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
1c. MAILING ADDRESS 5937 DYER ST STE B		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)

OR	2a. ORGANIZATION'S NAME				
	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)

OR	3a. ORGANIZATION'S NAME MetroPCS Texas, LLC				
	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
3c. MAILING ADDRESS 12920 SE 38th Street		CITY Bellevue	STATE WA	POSTAL CODE 98006	COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:
 Debtor grants to MetroPCS a first position security interest in the following collateral: (i) all of Debtor's right, title and interest in its inventory and stock in trade in all of its forms, wherever located, now or hereafter existing, including without limitation, wireless handsets, accessories, prepaid products (including iLD Cards, Prepaid Cards, and any other similar cards), and all accessions to the foregoing; (ii) all of Debtor's equipment, supplies, fittings, machinery, furniture, fixtures, and other tangible personal property, wherever located, and other items of any kind obtained or possessed by Debtor; (iii) all of Debtor's right, title, and interest in the right to receive payment of money or other consideration relating to the sale of products or services, of whatever nature and however evidenced (including but not limited to all accounts, contract rights, chattel paper, documents of title, letters of credit, certificates of deposit, securities, deposits, insurance policies, licenses, leases, contracts, judgments, choses in action, copyrights, trademarks, and guarantees); and (iv) all proceeds (including rents, royalties, and insurance proceeds) and products of any of Debtor's now owned or hereafter acquired goods and other personal property described above.

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 Debtor is a Transmitting Utility Agricultural Lien Non-UCC Filing

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

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

8. OPTIONAL FILER REFERENCE DATA:
 MetroPCS - 8600428, 8561704 [103443875]

FILING OFFICE COPY

EXHIBIT "B"

UCC FINANCING STATEMENT

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: 15-0036765366
FILING DATE: 11/18/2015 02:33 PM
DOCUMENT NUMBER: 641285110001
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)

OR	1a. ORGANIZATION'S NAME PREMIER PCS OF TX, LLC				
	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
1c. MAILING ADDRESS 9537 DYER ST STE B		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)

OR	2a. ORGANIZATION'S NAME				
	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)

OR	3a. ORGANIZATION'S NAME T-Mobile USA, Inc.				
	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
3c. MAILING ADDRESS 12920 SE 38th Street		CITY Bellevue	STATE WA	POSTAL CODE 98006	COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral: Debtor grants to T-Mobile a first-position security interest in the following collateral: (i) T-Mobile provided goods, including, without limitation, fixtures, furnishings, and software; (ii) Compensation that is payable by T-Mobile to Debtor; and (iii) any Consigned Goods (collectively the "Collateral") and T-Mobile assets.

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

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

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

8. OPTIONAL FILER REFERENCE DATA:

T-Mobile - 0 [108220445]

FILING OFFICE COPY

EXHIBIT "C"

JCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Jamie Mcelhone 2156003546
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address) Jamie Mcelhone 141 N 2nd St Philadelphia, PA 19106 USA

FILING NUMBER: 17-0040104663
FILING DATE: 11/29/2017 01:53 PM
DOCUMENT NUMBER: 777203580002
FILED: Texas Secretary of State
IMAGE GENERATED ELECTRONICALLY FOR WEB 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

Premier PCS of Tx LLC

OR

1b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

1c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

9537 Dyer Street Suite B

El Paso

tx

79924

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

Skytalk Communications

OR

2b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

2c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

9537 Dyer Street Suite B

El Paso

TX

79924

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

COMPLETE BUSINESS SOLUTIONS GROUP

OR

3b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

3c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

141 N 2ND ST

PHILADELPHIA

PA

19106

USA

4. COLLATERAL: This financing statement covers the following collateral:

Exhibit A Collateral:

The collateral includes the following property that borrower now owns or shall acquire or create immediately upon the acquisition or creation thereof: (i) any of all amounts owing to borrower not or in the future from any merchant processor(s) processing charges made by customers of Borrower via credit card or debit card transactions and (ii) all other tangible and intangible personal property, including, but not limited to (a) inventory, (b) equipment, (c) investment property, including certificated and uncertified securities, securities accounts, security entitlements, commodity contracts and commodity accounts, (d) instruments, including promissory notes (e) chattel paper, including tangible chattel paper and electronic chattel paper, (f) documents, (g) letter of credit rights, (h) accounts, including health-care insurance receivables (i) deposit accounts, (j) commercial tort claims, (k) general tangibles, including payment intangibles and software and (l) as extracted collateral as such terms may from time to time be define in the Uniform Commercial Code. The security interest Borrower grants includes all accessions, attachments, parts, supplies and replacements for the Collateral, all products, proceeds and collections thereof and all records and data relating thereto.

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

3a. 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/Licenser

8. OPTIONAL FILER REFERENCE DATA:

PREMIER PC OF TEXAS

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

Premier PCS of Tx LLC

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

Skyline Communications

10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

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

SUFFIX

10c. MAILING ADDRESS

9537 Dyer Street Suite B

CITY

El Paso

STATE

TX

POSTAL CODE

79924

COUNTRY

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)

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

Premier PCS of Tx LLC

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

Metro Communications

OR

10b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

10c. MAILING ADDRESS

9537 Dyer Street Suite B

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

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

Ahn

Richard

10c. MAILING ADDRESS

1213 WIND RIDGE DR

CITY

EL PASO

STATE

TX

POSTAL CODE

79912

COUNTRY

USA

FILING OFFICE COPY

EXHIBIT "D"

TEXAS SECRETARY of STATE
ROLANDO B. PABLOS

[UCC](#) | [Business Organizations](#) | [Trademarks](#) | [Notary](#) | [Account](#) | [Help/Fees](#) | [Briefcase](#) | [Logout](#)

Debtor Name Search

This debtor name search was performed on 11/22/2017 11:17 AM with the following search parameters:

DEBTOR NAME: PREMIER PCS OF TX, LLC

CITY: [Not Specified]

<u>Order</u>	<u>View</u>	<u>Filing Number</u>	<u>Filing Type</u>	<u>Filing Date</u>	<u>Pages</u>	<u>Lapse Date</u>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	14-0033069117	Financing Statement	10/16/2014 04:10 PM	3	10/16/2019
<input type="checkbox"/>	<input checked="" type="checkbox"/>	16-00046743	Termination	02/12/2016 07:50 AM	1	n/a

Debtor PREMIER PCS OF TX LLC 9537 DYER STREET SUITE B
 EL PASO, TX, 79924

Debtor SKYTALK METRO PCS 9537 DYER STREET SUITE B
 EL PASO, TX, 79924

Debtor RICHARD YOUNGHO AHN 9537 DYER STREET SUITE B
 EL PASO, TX, 79924

Secured Party NEXTWAVE ENTERPRISES LLC. 5757 BLUE LAGOON DRIVE
 MIAMI, FL, 33126

<u>Order</u>	<u>View</u>	<u>Filing Number</u>	<u>Filing Type</u>	<u>Filing Date</u>	<u>Pages</u>	<u>Lapse Date</u>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	14-0033270303	Financing Statement	10/20/2014 10:39 AM	1	10/20/2019
<input type="checkbox"/>	<input checked="" type="checkbox"/>	15-00031581	Party Information Change	02/02/2015 01:21 PM	1	n/a

Debtor PREMIRE PCS OF TX, LLC, A TEXAS LIMITED LIABILITY COMPANY 2301 N. ZARAGOZA
 ROAD, SUITE 106
 EL PASO, TX, 79936

Debtor SKYTALK 2301 N. ZARAGOZA
 ROAD, SUITE 106
 EL PASO, TX, 79936

Debtor PREMIER PCS OF TX, LLC 2301 N. ZARAGOZA
 ROAD, SUITE 106
 EL PASO, TX, 79936

Secured Party RIVER OAKS PROPERTIES, LTD., A TEXAS LIMITED PARTNERSHIP 106 MESA PARK DRIVE
 EL PASO, TX, 79912

<u>Order</u>	<u>View</u>	<u>Filing Number</u>	<u>Filing Type</u>	<u>Filing Date</u>	<u>Pages</u>	<u>Lapse Date</u>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	15-0004159237	Financing Statement	02/11/2015 09:45 AM	1	02/11/2020

Debtor PREMIER PCS OF TX, LLC 9537 DYER STREET, SUITE B
 EL PASO, TX, 79924

Debtor SKYTALK 12302 MONTANA AVENUE, BUILDING C,
 SUITE 306
 EL PASO, TX, 79938

Secured Party RIVER OAKS PROPERTIES, LTD. 106 MESA PARK DRIVE
 EL PASO, TX, 79912

<u>Order</u>	<u>View</u>	<u>Filing Number</u>	<u>Filing Type</u>	<u>Filing Date</u>	<u>Pages</u>	<u>Lapse Date</u>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	15-0020068537	Financing Statement	06/25/2015 12:00 PM	1	06/25/2020
Debtor		PREMIER PCS OF TX, LLC		9537 DYER ST, SUITE B EL PASO, TX, 79924		
Secured Party		CORPORATION SERVICE COMPANY, AS REPRESENTATIVE		P.O. BOX 2576 UCCSPREP@CSCINFO.COM SPRINGFIELD, IL, 62708		



<u>Order</u>	<u>View</u>	<u>Filing Number</u>	<u>Filing Type</u>	<u>Filing Date</u>	<u>Pages</u>	<u>Lapse Date</u>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	15-0025255005	Financing Statement	08/06/2015 03:30 PM	1	08/06/2020
Debtor		PREMIER PCS OF TX, LLC		5937 DYER ST STE B EL PASO, TX, 79924		
Secured Party		METROPCS TEXAS, LLC		12920 SE 38TH STREET BELLEVUE, WA, 98006		

<u>Order</u>	<u>View</u>	<u>Filing Number</u>	<u>Filing Type</u>	<u>Filing Date</u>	<u>Pages</u>	<u>Lapse Date</u>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	15-0036765366	Financing Statement	11/18/2015 02:33 PM	1	11/18/2020
Debtor		PREMIER PCS OF TX, LLC		9537 DYER ST STE B EL PASO, TX, 79924		
Secured Party		T-MOBILE USA, INC.		12920 SE 38TH STREET BELLEVUE, WA, 98006		

<u>Order</u>	<u>View</u>	<u>Filing Number</u>	<u>Filing Type</u>	<u>Filing Date</u>	<u>Pages</u>	<u>Lapse Date</u>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	16-0005453509	Financing Statement	02/19/2016 11:50 AM	1	02/19/2021
Debtor		PREMIER PCS OF TX, LLC		9537 DYER STREET, SUITE B EL PASO, TX, 79924		
Debtor		RICHARD AHN		1213 WIND RIDGE DRIVE EL PASO, TX, 79912		
Secured Party		PROMENADE-RIVER OAKS, LLC		106 MESA PARK DRIVE EL PASO, TX, 79912		

<u>Order</u>	<u>View</u>	<u>Filing Number</u>	<u>Filing Type</u>	<u>Filing Date</u>	<u>Pages</u>	<u>Lapse Date</u>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	16-0005925634	Financing Statement	02/24/2016 12:15 PM	3	02/24/2021
Debtor		PREMIER PCS OF TX, LLC		9537 DYER ST STE B EL PASO, TX, 79924		
Secured Party		CORPORATION SERVICE COMPANY, AS REPRESENTATIVE		PO BOX 2576 UCCSPREP@CSCINFO.COM SPRINGFIELD, IL, 62708		



<u>Order</u>	<u>View</u>	<u>Filing Number</u>	<u>Filing Type</u>	<u>Filing Date</u>	<u>Pages</u>	<u>Lapse Date</u>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	16-0006123413	Financing Statement	02/25/2016 02:23 PM	3	02/25/2021

Debtor PREMIER PCS OF TX, LLC 9537 DYER ST STE B
 EL PASO, TX, 79924
 Secured Party CORPORATION SERVICE COMPANY, PO BOX 2576
 AS REPRESENTATIVE UCCSPREP@CSCINFO.COM
 SPRINGFIELD, IL, 62708

Order	View	Filing Number	Filing Type	Filing Date	Pages	Lapse Date
<input type="checkbox"/>	<input checked="" type="checkbox"/>	16-0030249813	Financing Statement	09/13/2016 01:53 PM	3	09/13/2021
Debtor		PREMIER PCS OF TX, LLC		9537 DYER STREET SUITE B EL PASO, TX, 79924		
Debtor		SKYTALK		9537 DYER STREET SUITE B EL PASO, TX, 79924		
Debtor		METRO PCS		7110 ALAMEDA AVENUE 3A EL PASO, TX, 79915		
Debtor		METRO PCS		10755 NORTH LOOP DRIVE N SOCORRO, TX, 79927		
Debtor		METRO PCS		7049-A S DESERT BLVD #105 & #106 CANITILLO, TX, 79932		
Debtor		METRO PCS		2301 N ZARAGOZA ROAD #106 EL PASO, TX, 79938		
Debtor		METRO PCS		12302 MONTANA AVE BLDG C- 306 EL PASO, TX, 79938		
Debtor		METRO PCS		7500 N MESA STREET #219 EL PASO, TX, 79912		
Secured Party		CHTD COMPANY		P.O. BOX 2576 SPRINGFIELD, IL, 62708		

Records 1 to 10 of 12 scroll Next >> | OR proceed to page of 2 pages GO

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- If you wish to order only selected filings for this debtor, check by the filings and press 'Order Selected Filings'.
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TEXAS SECRETARY of STATE
ROLANDO B. PABLOS

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Debtor Name Search

This debtor name search was performed on 11/22/2017 11:17 AM with the following search parameters:
DEBTOR NAME: PREMIER PCS OF TX, LLC
CITY: [Not Specified]

<u>Order</u>	<u>View</u>	<u>Filing Number</u>	<u>Filing Type</u>	<u>Filing Date</u>	<u>Pages</u>	<u>Lapse Date</u>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	16-0037566892	Financing Statement	11/16/2016 07:34 PM	1	11/16/2021
Debtor		PREMIER PCS OF TX, LLC		9537 DYER ST STE B EL PASO, TX, 79924		
Secured Party		METROPCS CALIFORNIA, LLC		12920 SE 38TH STREET BELLEVUE, WA, 98006		

<u>Order</u>	<u>View</u>	<u>Filing Number</u>	<u>Filing Type</u>	<u>Filing Date</u>	<u>Pages</u>	<u>Lapse Date</u>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	16-0040658010	Financing Statement	12/16/2016 09:47 AM	3	12/16/2021
Debtor		PREMIER PCS OF TX, LLC		9537 DYER ST, STE-B EL PASO, TX, 79924		
Debtor		SKYTALK		9537 DYER ST, STE-B EL PASO, TX, 79924		
Debtor		PRIMETALKUSA, LLC		9537 DYER ST, STE-B EL PASO, TX, 79924		
Debtor		SILVERLINE CONSOLIDATED GROUP, INC.		9537 DYER ST, STE-B EL PASO, TX, 79924		
Debtor		KNA ENTERPRISE, INC		9537 DYER ST, STE-B EL PASO, TX, 79924		
Debtor		NATIONAL BUSINESS CONSULTANTS INC		9537 DYER ST, STE-B EL PASO, TX, 79924		
Debtor		RICHARD YOUNGHO AHN		1213 WIND RIDGE DR EL PASO, TX, 79912		
Secured Party		C T CORPORATION SYSTEM, AS REPRESENTATIVE		330 N BRAND BLVD, SUITE 700; ATTN: SPRS GLENDALE, CA, 91203		

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EXHIBIT "E"

Merchant Cash Advance Creditor List

	Name	Address	Contact	Phone	Payoff Balance 11-24-2017
1	CBSG / Par Funding	141 N 2nd Street Philadelphia PA 19106	Erika Hopworth	215-922-2636 EXT 1003	\$ 1,539,400.00
2	CBSG / Par Funding	142 N 2nd Street Philadelphia PA 19106	Erika Hopworth	215-922-2636 EXT 1003	\$ 730,800.00
3	CBSG / Par Funding	143 N 2nd Street Philadelphia PA 19106	Erika Hopworth	215-922-2636 EXT 1003	\$ 378,000.00
4	HOP	21500 Biscayne Blvd #600 Aventura FL 33180	Joe Isaacov	212-233-2606	\$ 88,000.00
5	Viceroy	40 Wall Street 28th Floor New York NY 10005	Mary Clark	347-282-5959	\$ 169,826.00
6	GTR Source LLC	40 Wall Street 28th Floor New York NY 10005	Steve Reich	646-531-4440	\$ 169,826.00
7	Queen Funding LLC	2221 NE 164th Street Ste 1144 Miami Beach FL 33160	Rob Eisenberg	646-693-9926	\$ 3,840.00
8	Queen Funding LLC	2222 NE 164th Street Ste 1144 Miami Beach FL 33160	Rob Eisenberg	646-693-9926	\$ 42,235.00
9	FOX Capital Group, Inc	65 Broadway Ste 804 New York NY 10005	Chris Jones	212-931-0707	\$ 176,377.00
10	Nexgen	2221 NE 164th Street Ste 1144 Miami Beach FL 33160	Chris Jones	212-931-0707	\$ 1,910.00
11	Yellowstone	1 Evertrust Plaza 14th Floor Jersey City NJ 07302	Steve Davis	347-269-3449	\$ 542,748.00
12	Vernon Capital Group	383 Kingston Ave New York NY 11213	Chris Jones	347-220-1139	\$ -
13	Kabbage	730 Peachtree Street NW Suite 1100 Atlanta GA 30308	Alexis Ordini	678-259-4724	\$ 55,000.00
Total					\$ 3,897,962.00

		START Date	END Date	Per Day Pay Amount	Financing Amount (Purchase Price)	Total Payout Amount (Purchased)	Payoff Balance as of 11-15-2017	Payoff Balance as of 12-1-2017	Payoff Balance as of 12-15-2017
1	YELLOWSTONE	11-15-2017	4-10-2018	\$ 5,836.00	\$ 400,000.00	\$ 583,600.00	\$ 583,600.00	\$ 513,600.00	\$ 455,200.00
2	FOX	8-8-2017	12-27-2017	\$ 1,823.75	\$ 125,000.00	\$ 182,375.00	\$ 53,000.00	\$ 33,000.00	\$ 15,000.00
3	Queen	8-8-2017	12-27-2017	\$ 1,820.00	\$ 125,000.00	\$ 182,375.00	\$ 53,000.00	\$ 33,000.00	\$ 15,000.00
4	BFS	9-16-2016	11-21-2017	\$ 3,055.00	\$ 685,700.00	\$ 898,267.00	\$ 9,300.00	\$ -	\$ -
5	Queen Funding	10-5-2017	11-27-2017	\$ 3,840.00	\$ 100,000.00	\$ 145,900.00	\$ 30,700.00	\$ -	
6	NEXGEN	10-5-2017	11-27-2017	\$ 1,920.00	\$ 50,000.00	\$ 72,950.00	\$ 15,350.00	\$ -	
7	HOP	10-12-2017	12-6-2017	\$ 11,000.00	\$ 300,000.00	\$ 440,000.00	\$ 165,000.00	\$ 33,000.00	\$ -
8	Viceroy 2	10-19-2017	1-11-2018	\$ 4,999.00	\$ 200,000.00	\$ 299,800.00	\$ 205,000.00	\$ 145,000.00	\$ 94,800.00
9	GTR	10-20-2017	1-12-2018	\$ 4,999.00	\$ 200,000.00	\$ 299,800.00	\$ 205,000.00	\$ 145,000.00	\$ 94,800.00
10	CBSG	10-25-2017	4-17-2018	\$ 15,708.33	\$ 1,300,000.00	\$ 1,885,000.00	\$ 1,790,750.00	\$ 1,633,700.00	\$ 1,303,800.00
11	CBSG	11-2-2017	3-28-2018	\$ 8,700.00	\$ 600,000.00	\$ 870,000.00	\$ 792,000.00	\$ 687,000.00	\$ 600,000.00
12	CBSG	11-16-2017	2-12-2018	\$ 7,000.00	\$ 300,000.00	\$ 420,000.00	\$ 420,000.00	\$ 343,000.00	\$ 273,000.00
				\$ 70,701.08	\$ 4,385,700.00	\$ 6,280,067.00	\$ 4,322,700.00	\$ 3,566,300.00	\$ 2,851,600.00

CBSG Only									
10	CBSG	10-25-2017	4-17-2018	\$ 15,708.33	\$ 1,300,000.00	\$ 1,885,000.00	\$ 1,790,750.00	\$ 1,633,700.00	\$ 1,303,800.00
11	CBSG	11-2-2017	3-28-2018	\$ 8,700.00	\$ 600,000.00	\$ 870,000.00	\$ 792,000.00	\$ 687,000.00	\$ 600,000.00
12	CBSG	11-16-2017	2-12-2018	\$ 7,000.00	\$ 300,000.00	\$ 420,000.00	\$ 420,000.00	\$ 343,000.00	\$ 273,000.00
			TOTAL	\$ 31,408.33	\$ 1,900,000.00	\$ 2,755,000.00	\$ 2,582,750.00	\$ 2,320,700.00	\$ 1,903,800.00

Payoff Balance as of 1-1-2018	Payoff Balance as of 1-15-2018	Payoff Balance as of 2-1-2018	Payoff Balance as of 2-15-2018	Payoff Balance as of 3-1-2018	Payoff Balance as of 3-15-2018	Payoff Balance as of 4-1-2018	Payoff Balance as of 4-1-2018
402,700.00	\$ 350,100.00	\$ 274,300.00	\$ 216,000.00	\$ 163,400.00	\$ 105,000.00	\$ 40,800.00	
-							
-							
-							
39,800.00	\$ -						
39,800.00	\$ -						
1,162,400.00	\$ 1,005,000.00	\$ 801,000.00	\$ 644,000.00	\$ 487,000.00	\$ 330,000.00	\$ 157,000.00	\$ -
522,000.00	\$ 435,000.00	\$ 322,000.00	\$ 235,000.00	\$ 148,000.00	\$ 61,000.00	\$ -	
210,000.00	\$ 140,000.00	\$ 49,000.00					
2,376,700.00	\$ 1,930,100.00	\$ 1,446,300.00	\$ 1,095,000.00	\$ 798,400.00	\$ 496,000.00	\$ 197,800.00	\$ -

1,162,400.00	\$ 1,005,000.00	\$ 801,000.00	\$ 644,000.00	\$ 487,000.00	\$ 330,000.00	\$ 157,000.00	\$ -
522,000.00	\$ 435,000.00	\$ 322,000.00	\$ 235,000.00	\$ 148,000.00	\$ 61,000.00	\$ -	
210,000.00	\$ 140,000.00	\$ 49,000.00					
1,684,400.00	\$ 1,440,000.00	\$ 1,123,000.00	\$ 879,000.00	\$ 635,000.00	\$ 391,000.00	\$ 157,000.00	\$ -

EXHIBIT "F"

Monthly Business Budget

Business Expenses	
Item	Amount
Rent	\$ 95,000.00
Gas	\$ 10,000.00
Power	\$ 10,000.00
Water	\$ 2,500.00
Telephone & Internet	\$ 12,000.00
Supplies	\$ 3,000.00
Maintenance	\$ 1,000.00
Insurance	\$ 9,000.00
Payroll including Taxes	\$ 400,000.00
Advertisement & Marketing	\$ 5,000.00
Business Property Tax	\$ 2,000.00
Merchant Service Fees	\$ 8,000.00
Bank Fees	\$ 6,000.00
Accounting & Legal	\$ 1,000.00
Phone Purchase	\$ 1,050,000.00
Accessory Purchase	\$ 30,000.00
Total	\$ 1,644,500.00

Gross Income	
Item	Amount
Phone Sales (Box Sales)	\$ 1,155,000.00
Accessory Sales	\$ 100,000.00
Commission	\$ 400,000.00
Qpay (Airtime Collection Fees)	\$ 40,000.00
Ancillary & Miscellaneous	\$ 50,000.00
Total	\$ 1,745,000.00
Net Profit	\$ 100,500.00