

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

IN RE:)	
)	
RMG Enterprises, LTD.,)	
)	
Debtor.)	
-----)	CHAPTER 11
)	CASE NO. 17-36349
RMG Enterprises, LTD.,)	
)	
Movant,)	
)	
v.)	
)	
Union Bank & Trust,)	
)	
People's United Equipment Finance Corp.)	
)	
Madison Funding)	
)	
Commercial Credit Group, Inc.)	
)	
and)	
)	
Department of the Treasury -)	
Internal Revenue Service)	
)	
Respondents.)	

NOTICE OF MOTION AND NOTICE OF HEARING
and
MOTION FOR AUTHORITY TO USE CASH COLLATERAL
AND GRANT REPLACEMENT LIENS

PLEASE TAKE NOTICE that the above-captioned Debtor (the "Debtor") is herewith filing with the Court its Motion for Authority to Use Cash Collateral and Grant

Robert B. Easterling, VSB #15552
2217 Princess Anne Street, Suite 100-2
Fredericksburg, VA 22401-3359
(540) 373-5030
(540) 373-5234 facsimile
eastlaw@easterlinglaw.com
Counsel for Debtor

Replacement Liens and a Motion for Expedited Hearing (the “Motions”).

Your rights may be affected. **You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case.** (If you do not have an attorney, you may wish to consult one). Under Local Bankruptcy Rule 9013-1, unless a written response to the Motion is filed with the Clerk of Court and served on the moving party within fourteen (14) days from the date of service of this Notice, the Court may deem any opposition waived, treat the Motion as conceded, and issue an order granting the relief requested.

PLEASE TAKE FURTHER NOTICE that an emergency expedited preliminary hearing has been scheduled for **January 3, 2018 at 10:30 A.M. in the United States Bankruptcy Court, Courtroom 5100, 701 E. Broad Street, Richmond, Virginia 23219** before The Honorable Keith L Phillips, Judge. If you do not want the Court to grant the relief sought in the Motion, or if you want the Court to consider your views on the Motion, then on or within fourteen (14) days from the date of service of this Notice you or your attorney must:

File with the Court, at the address shown below, a written response with supporting memorandum pursuant to Local Bankruptcy Rule 9013-1. You must mail or otherwise file it early enough so the Court will receive it on or before the due date identified herein.

Clerk of Court
United States Bankruptcy Court
701 E. Broad Street
Richmond, VA 23219

You must also serve a copy on:

Robert B. Easterling, Esquire
2217 Princess Anne Street, Suite 100-2
Fredericksburg, Virginia 22401
Counsel for Debtor

If you or your attorney does not take these steps, the Court may deem any opposition waived, treat the Motions as conceded, and issue an order granting the requested relief without further notice or hearing.

**Motion for Authority to Use Cash Collateral
And Grant Replacement Liens**

RMG Enterprises, Ltd., Debtor, files this Motion for Authority to Use Cash

Collateral and Grant Replacement Liens (the “Motion”) in accordance with 11 U.S.C. §363

and states as follows:

1. On December 27, 2017 the Debtor filed its petition under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §101 et. seq. (the “Code”) and the Debtor continues to maintain possession of its property and operate its business as a debtor in possession pursuant to sections 1107 and 1108 of the Code.

2. This Motion is filed pursuant to 11 U.S.C. §363(e) and Rule 4001 of the Bankruptcy Rules of Civil Procedure, and this Court has jurisdiction to consider and determine this Motion pursuant to 28 U.S.C. §1334 and §157.

3. In filing this Motion, the Debtor does not admit that the Respondent holds valid, perfected or enforceable prepetition lien(s) and security interest(s) in and to the Prepetition Collateral hereafter identified, the Debtor does not admit the priority of any liens and security interest(s), and the Debtor does not waive the right to contest the validity, perfection, enforceability, or priority of the Respondents’ alleged prepetition lien(s) and security interest(s) in and to the Property.

4. The Debtor has not yet completed and filed its Schedules and Statements in this bankruptcy case, including Schedule B, which would ordinarily set forth, upon information and belief, the identification of each item of Debtor’s property and Debtor’s estimate of the value of each item of its property. Debtor avers that it owns tractor trucks and trailers and equipment, including those items shown on the list attached hereto as Exhibit A, which Debtor estimates have a combined total value of approximately \$731,000.00. Debtor also owns accounts receivable with a balance of approximately \$207,500.00, office furniture and equipment, other equipment, tools, parts, and other

miscellaneous property which would add to these total values.

5. Prior to the commencement of this case, the Debtor entered into certain Notes and Security Agreements with those lenders more fully identified below.

6. Upon information and belief, two (2) notes and security agreements were executed and delivered to Union Bank & Trust, a banking corporation authorized to transact business in Virginia. by the Debtor, as follows:

Note Date	Original Principal	Amt owed on Petition
05-23-2016	\$60,000.00	\$47,168.64
08-31-2016	\$456,531.58	\$366,973.78
TOTAL \$414,142.42.		

7. Upon information and belief, Debtor understands that each note held by Union Bank & Trust is secured by motor vehicle title liens on various commercial tractor trucks and trailers as shown on the list attached hereto as "Exhibit B" and that each note is further secured by UCC-1 financing statements recorded in the Clerk's Office of the Virginia State Corporation Commission.

8. Upon information, Debtor understands and believes that the Debtor also granted Union Bank & Trust a security interest in a Riding Floor Scrubber and in all chattel paper, accounts, equipment and general intangibles in which Debtor has any right or interest and in any and all accessions, additions, replacements and substitutions relating thereto (including insurance, general intangibles and other accounts proceeds).

9. Debtor's estimates of the value of each particular item of the Property securing Union Bank & Trust evidenced by liens on titles is indicated on the list attached

hereto as Exhibit B which totals \$327,000.00. Debtor reserves the right to have further valuations by third parties conducted with regard to the Property, and Debtor reserves the right to revise the estimates of value assigned to each item of the Property at any time hereafter.

10. Upon information, the Debtor understands and believes that the amounts owed to Union Bank & Trust are as shown in Paragraph 5 of this Motion, which amounts total \$414,142.42.

11. Upon information and belief, one (1) note and security agreement was executed and delivered to People's United Equipment Finance Corp., of 10715 David Taylor Dr., Ste 550, Charlotte, NC 28262 ("PUEFC") as follows:

Note Date	Original Principal	Amt owed on Petition
January 27, 2017	\$166,257.00	\$145,825.30

12. Upon information and belief, Debtor understands that the note held by PUEFC is secured by motor vehicle title liens on various commercial tractor trucks and trailers as shown on the list attached hereto as "Exhibit C" and that the note is further secured by a UCC-1 financing statement recorded in the Clerk's Office of the Virginia State Corporation Commission.

13. Debtor's estimates of the value of each particular item of the Property securing PUEFC evidenced by liens on titles is indicated on the list attached hereto as Exhibit C which totals \$159,000.00. Debtor reserves the right to have further valuations by third parties conducted with regard to the Property, and Debtor reserves the right to revise the estimates of value assigned to each item of the Property at any time hereafter.

14. Upon information and belief, an Equipment Finance and Security Agreement was executed and delivered to Madison Funding of 11433 Cronridge Drive, Suite F, Owings Mills, MD 21117 (“Madison”) as follows:

Note Date	Original Principal	Amt owed on Petition
June 8, 2017	\$64,800.00 unknown)	\$64,800.00 approx. (exact balance

15. Upon information and belief, Debtor understands that the note held by Madison is secured by motor vehicle title liens on various commercial tractor trucks and trailers as shown on the list attached hereto as “Exhibit D” and that the note is further secured by a UCC-1 financing statement recorded in the Clerk's Office of the Virginia State Corporation Commission.

16. Debtor’s estimates of the value of each particular item of the Property securing Madison evidenced by liens on titles is indicated on the list attached hereto as Exhibit D which totals \$60,000.00. Debtor reserves the right to have further valuations by third parties conducted with regard to the Property, and Debtor reserves the right to revise the estimates of value assigned to each item of the Property at any time hereafter.

17. Upon information and belief, one (1) note and security agreement was executed and delivered to Commercial Credit Group Inc. of 227 West Trade Street, Suite 1450, Charlotte, NC 28202 (“CCG”) as follows:

Note Date	Original Principal	Amt owed on Petition
March 08, 2017	\$80,172.00	\$69,259.70

18. Upon information and belief, Debtor understands that the note held by CCG is secured by motor vehicle title liens on one 1988 Grove Hydraulic Truck Crane and one 1988 Grove Truck Crane Carrier as shown on the list attached hereto as “Exhibit E” and that the note is further secured by a UCC-1 financing statement recorded in the Clerk's Office of the Virginia State Corporation Commission.

19. Debtor’s estimate of the value of the Property securing CCG evidenced by liens on titles is indicated on the list attached hereto as Exhibit E which totals \$70,000.00. Debtor reserves the right to have further valuations by third parties conducted with regard to the Property, and Debtor reserves the right to revise the estimates of value assigned to each item of the Property at any time hereafter.

20. Several years prior to the filing of its Petition herein the Debtor entered into a “Recourse Client Accounts Receivable Financing Agreement” with Interstate Billing Service, Inc. of Decatur, Alabama (“IBS”) and granted IBS a security interest in all Debtor’s accounts receivable, both present and future by assignment under a continuing contract for assignment of accounts receivable, including invoices on parts and service along with the proceeds therefrom. This security interest was secured by UCC-1 financing statements recorded in the Clerk's Office of the Virginia State Corporation Commission.

21. Debtor understands and believes that Union Bank & Trust subordinated its lien(s) in the said accounts receivable to the lien of IBS. Debtor does not have sufficient knowledge or information to assert the priority of the remaining respective liens and interests against Debtor’s Property. Debtor understands and believes that Debtor either has equity in the property which secures the respective Respondents, or has equity in its

remaining property, which combined with monthly installment payments would provide each Respondent adequate protection of the Respondent's interest.

22. Concurrently with the filing of this Motion, the Debtor is filing its Motion for (1) Order Authorizing Post-Petition Financing, (2) Authorizing Debtor to Enter into Factoring Agreement and Security Agreement, (3) Granting Liens and Security Interests, (4) Modifying the Automatic Stay, (5) Approving Notice, and (6) Scheduling of Final Hearing (the "DIP Motion"), which *inter alia* provides for continuing Debtor in Possession financing with IBS which provides a continuing source of funds for the Debtor to meet its post-petition obligations pursuant to the terms thereof.

23. Upon information, the Internal Revenue Service has filed a Notice of Federal Tax Lien in the amount of \$106,028.20 dated November 2, 2017 against the Debtor. It is Debtor's intention to treat this claim in accordance with 11 U.S.C. §1129 by making regular installment payments over a period ending not later than 5 years after the date of the order for relief entered in Debtor's pending bankruptcy case. It would be Debtor's further position that the lien of the IRS would be junior to the other liens identified herein and would be subject to lien stripping pursuant to the provisions of 11 U.S.C. §506 and may also be subject to avoidance, in whole or in part, under the provisions of 11 U.S.C. §547.

24. Upon information and belief, the Debtor is in a financial position to make periodic payments on the notes to its secured creditors to offer further adequate protection for the Debtor's interest in the Property.

25. Debtor is requesting the Court to approve post-petition replacement liens to

Respondents. Such replacement liens would be understood to be in the same order and to hold the same priority as any pre-petition liens held by the Respondents.

26. A copy of the Debtor's proposed operating budget is attached hereto as "Exhibit F" and incorporated by this reference. At this time, based upon its operations in 2017, Debtor requires working capital each month as shown on the attached "Exhibit F". In addition, Debtor anticipates other expenses incurred in the ordinary course of the Debtor's business, as well as professional fees approved by the Court, and fees to the United States Trustee.

27. Debtor understands and believes that all of its property, including the Secured Property, is insured, and that Respondents have been added as loss payees on all insurance policies.

28. Upon information and belief, the Secured Property is necessary for a successful reorganization of the Debtor.

29. At the present time, it is imperative that the Debtor obtain authority from this Court in accordance with 11 U.S.C. §363(c)(2)(B), to use cash collateral in order to maintain its business operations and protect its ability to reorganize in accordance with Chapter 11 of the Code.

Relief Requested

30. In accordance with 11 U.S.C. §363(c)(2)(B), the Debtor requests that this Court authorize and approve Debtor's use of cash collateral for the payment of its operating expenses as set forth in the budget attached hereto as Exhibit "F" and to pay any other expenses incurred in the ordinary course of the Debtor's business, as well as

professional fees approved by the Court, and fees to the United States Trustee. In order to remain in possession of its property and continue its business activity in an effort to achieve successful reorganization, the Debtor must be permitted to use cash collateral. The Debtor believes the expenses listed on the Budget are reasonable and necessary business expenses which must be paid in order to continue the Debtor's business and which are supported by Debtor's recent financial operational history and known expenses.

31. The Debtor understands and believes that the Respondents are adequately protected by their respective interests in the Property of the Debtor, and the Debtor will continue to make periodic cash payments to the Respondents and grant replacement liens so there will be no decrease in the value of Respondents' interest in the Property, and Respondents will realize the indubitable equivalent of Respondents' interest in such Property, pursuant to and in accordance with 11 U.S.C. §361(1) and (3).

32. In the event that this Court does not authorize the Debtor's use of cash collateral, the Debtor believes that it will be unable to maintain its current business operations and propose a plan of reorganization as contemplated by the Bankruptcy Code. Without the use of cash collateral, the Debtor will be seriously and irreparably harmed, resulting in significant losses to the Debtor's estate and its creditors.

Wherefore, the Debtor requests that this Court enter an order pursuant to 11 U.S.C. §363(c)(2)(B) authorizing the Debtor to use cash collateral for its general ongoing business operations as described in this Motion and the Budget attached hereto as Exhibit "F," and other expenses incurred in the ordinary course of the Debtor's business, as well as professional fees approved by the Court, and fees to the United States Trustee. and to grant

Debtor such other and further relief as may be proper and just.

Dated January 2, 2018

RMG Enterprises, Ltd.

By: /s/Robert B. Easterling
Robert B. Easterling
Counsel for Debtor

/s/Robert B. Easterling
Robert B. Easterling, VSB #15552
2217 Princess Anne Street, Suite 100-2
Fredericksburg, Virginia 22401
(540) 373-5030
(540) 373-5234 facsimile
eastlaw@easterlinglaw.com
Counsel for Debtor

CERTIFICATE OF SERVICE

I hereby certify that on the 2nd day of January 2018, I served by electronic service via the ECF Electronic Filing System, or by first class mail, postage prepaid, a copy of the foregoing Motion for Authority to Use Cash Collateral on the United States Trustee, the creditors included on the list filed under FRBP 1007(d) (no unsecured creditors' committee having been appointed), and all secured creditors, as shown on the attached list. I also certify that I served by electronic service via e-mail and gave notice by telephone to each of the Respondents identified herein.

/s/Robert B. Easterling
Robert B. Easterling

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing Motion was mailed first class mail, postage prepaid, on this 2nd day of January, 2018 to the following:

Commercial Credit Group Inc.
227 West Trade Street, #1450
Charlotte, NC 28202
704-731-0039
Fax: 704-731-0030

Commercial Credit Group Inc.
c/o Cogency Global Inc., R/A
250 Browns Hill Court
Midlothian, VA 23114

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101
804-916-8098
Fax: 804-916-8198

Internal Revenue Service
Office of the U.S. Attorney
919 E Main Street, # 1900
Richmond, VA 23219

Internal Revenue Service
U.S. Attorney General
U.S. Department of Justice
950 Pennsylvania Avenue, NW
Washington, DC 20530

Madison Funding LLC
c/o Kevin W. Clowser, R/A
4790 Senseny Road
Berryville, VA 22611

People's United Equipment Finance Corp.
10715 David Taylor Drive, #550
Charlotte, NC 28262
704-549-1009
Fax: 704-549-0410

People's United Equipment Finance Corp.
c/o Capitol Corporate Services Inc., R/A
10 S Jefferson Street #1400
Roanoke, VA 24011

Union Bank & Trust
P.O. Box 940
Ruther Glen, VA 22546

Union Bank & Trust
David K. Bohmke
Senior Vice President
4805 Lassen Lane
Fredericksburg, VA 22408
540-371-8800
Fax 540-834-0129

Union Bank & Trust
c/o Rachael R. Lape, R/A
1051 E. Cary Street, #1200
Richmond, VA 23219

/s/ Robert B. Easterling
Robert B. Easterling

CERTIFIED MAIL SERVICE

I hereby certify that a true copy of the foregoing Motion was also sent by certified mail, postage prepaid, on this 2nd day of January, 2018, to the following:

Union Bank & Trust
David K. Bohmke
Senior Vice President
4805 Lassen Lane
Fredericksburg, VA 22408

CERTIFIED MAIL RRR 7016 3010 0000 3184 1472

/s/ Robert B. Easterling
Robert B. Easterling

Judy A. Robbins

Office of the U.S. Trustee - Region 4 -R

701 E. Broad Street, Suite 4304

Richmond, VA 23219-1849

11740 Main Street

Fredericksburg, VA 22408-7329

11740 Main Street

Fredericksburg, VA 22408-7329

ARC3 Gases

P.O. Box 26269

Richmond, VA 23260-6269

Berkshire Hathaway Inc.

3555 Farnam Street

Omaha, NE 68131-3378

Bravo Specialists

11028 Leadbetter Road, #6

Ashland, VA 23005-3457

Caliber Equipment, Inc.

8433 Erie Road

Mechanicsville, VA 23116-1507

Cintas

P.O. Box 1207

Culpeper, VA 22701-6207

Cintas - Baltimore

10611 Iron Bridge Road

Jessup, MD 20794-9497

Commercial Credit Group Inc.

227 West Trade Street, #1450

Charlotte, NC 28202-2664

Commercial Receivers, Incorporated

P.O. Box 3180

Glen Allen, VA 23058-3180

Commonwealth Truck and RV Repair LLC

11740 Main Street

Fredericksburg, VA 22408-7329

Commonwealth of Virginia

Department of Taxation - Legal Unit

P.O. Box 2156

Richmond, VA 23218-2156

Crystal Clean

2175 Point Boulevard, #375

Elgin, IL 60123-9211

Darlene Smith Kitterman

619 Jackson Street

Fredericksburg, VA 22401-5718

Diversified Consultants, Inc.

P.O. Box 1391

Southgate, MI 48195-0391

Fire Safety Systems Inc.

3508 Shannon Park Drive, #100

Fredericksburg, VA 22408-2378

Glover, Robert M. and Janice

2408 Blackburn Court

Virginia Beach, VA 23454-1905

Internal Revenue Service

P.O. Box 7346

Philadelphia, PA 19101-7346

Little Tire Company

2415 Princess Anne Street

Fredericksburg, VA 22401-3331

Madison Funding

11433 Cronridge Drive, #F

Owings Mill, MD 21117-2294

NASTC

104 Stuart Drive

Hendersonville, TN 37075-4318

Noble Oil Services Inc.

5617 Clyde Rhyne Drive

Sanford, NC 27330-9562

Northern Virginia Supply Inc.

440 Kings Highway

Fredericksburg, VA 22405-3231

Office of the U.S. Trustee

701 E. Broad Street, #4304

Richmond, Virginia 23219-1849

On-Site Fleet Service

36 Edgeboro Road

East Brunswick, NJ 08816-1637

PB Mares

P.O. Box 844562

Boston, MA 02284-4562

Patrick F. Smith

11740 Main Street

Fredericksburg, VA 22408-7329

People's United Equipment Finance Corp.

10715 David Taylor Drive, #550

Charlotte, NC 28262-1286

Pitney Bowes

P.O. Box 371887

Pittsburgh, PA 15250-7887

Service Tire Truck Centers
P.O. Box 4005
Roanoke, VA 24015-0005

Spotsylvania County
Treasurer's Office
P.O. Box 100
Spotsylvania, VA 22553-0100

(P) T MOBILE
C O AMERICAN INFOSOURCE LP
4515 N SANTA FE AVE
OKLAHOMA CITY OK 73118-7901

The Law Office of Maurice E. Moylan, PLL
7150 Heritage Village Plaza, #202
Gainesville, VA 20155-3064

Travelers Property Casualty Insurance
One Tower Square
Hartford, CT 06183-0001

Union Bank & Trust
P.O. Box 940
Ruther Glen, VA 22546-0940

Utility Trailer Sales of VA
C.R.T.S., Inc.
3301 Integrity Drive
Garner, NC 27529-7201

Commercial Credit Group Inc.
c/o Cogency Global Inc., R/A
250 Browns Hill Court
Midlothian, VA 23114

Internal Revenue Service
Office of the U.S. Attorney
919 E Main Street, #1900
Richmond, VA 23219

Internal Revenue Service
U.S. Attorney General
US Department of Justice
950 Pennsylvania Ave, NW

Interstate Billing Service, Inc.
P.O. Box 250
Decatur, AL 35609-2250

Interstate Billing Service, Inc
c/o Jack Bauer. R/A
1025 Fifth Ave SE
Decatur, AL 35609

Madison Funding LLC
c/o Kevin W. Clowser, R/A
4790 Senseny Road
Berryville, VA 22611

People's United Equipment Finance Corp
c/o Capitol Corporate Services Inc., R/A
10 S Jefferson Street #1400
Roanoke, VA 24011

Union Bank & Trust
David K. Bohmke, Sr VP
4805 Lassen Lane
Fredericksburg, VA 22408

Union Bank & Trust
c/o Rachael R. Lape, R/A
1051 E. Cary Street, #1200
Richmond, VA 23219

* 12/29/17

A

UNIT#	SERIAL #	MODEL	YEAR	MAKE	VALUE
78	6D9010		1983	T&T TACT YRDM	2000
83	1FUYDZYB6SH834076	FLD120	1995	FREIGHTLINER	10000
87	1FUYDSEB6WL896110	FLD120	1998	FREIGHTLINER	12000
89	1FUYDSEB6WL895992	FLD120	1998	FREIGHTLINER	12000
93	1FUYDSEB5YL635461	FLD120	2000	FREIGHTLINER	2000
95	1FUBBCG22LK14646	CC2064ST	2002	FREIGHTLINER	2000
96	1FUA6CG03LL11873	CL12064S	2003	FREIGHTLINER	15000
97	1FUA6CG93PK73178	CL12064S	2003	FREIGHTLINER	15000
98	1FUA6CG03PK73179	CL12064S	2003	FREIGHTLINER	15000
99	1FUA6CG73PK73180	COLUMBIA	2003	FREIGHTLINER	15000
100	1FUA6CG63LK48262	CL12064S	2003	FREIGHTLINER	15000
101	1FUA6CG65LN34376	CL12064S	2005	FREIGHTLINER	2000
102	1FUA6CG13LK30848	FLC120064S	2003	FREIGHTLINER	15000
103	1FUA6CG52LJ71785	FLC120064S	2002	FREIGHTLINER	12,000
106	1FUA6CK95LV14736	COLUMBIA	2005	FREIGHTLINER	15,000
107	1FUA6CK85LV14954	COLUMBIA	2005	FREIGHTLINER	15,000
108	1FVACWDC36HW29799 M2 106		2006	FREIGHTLINER	15,000
110	5PVNJ8JV962S50071		2006	HINO	12,000
115	1FUJBCK59LAC9620	CONVENTI	2009	FREIGHTLINER	20000
116	1FUJGLDR29LAC9660	CASCADIA	2009	FREIGHTLINER	20000
117	1FUJA6CK96LW72155	COLUMBIA	2006	FREIGHTLINER	16000
118	1HTMAAM63H577718	400 SERIES	2003	INTERNATIONAL	2000
120	1FUJGLCK99LAE8940	CASCADIA	2009	FREIGHTLINER	20000
122	1FUJC5CV46HW09417	CL12064S	2006	FREIGHTLINER	16000
123	1FUJA6CK88LZ87077	COLUMBIA	2008	FREIGHTLINER	18000
124	1FUJA6CKX8LZ87078	COLUMBIA	2008	FREIGHTLINER	18000
125	1GTV2VEC9EZ302065	SIERRA 150	2014	GMC (PU)	25000
126	1GDDG3TR0X1044532	SAVANA	1999	GMC (SVC TRK)	6000
127	HAT1R28001Y	GROVE	1988	GROVE 8460G Crane	70000
129	1JUV482F0WV489216		1998	FRUEHAUF BOX	4000
130	1JUV482C82T008002		2002	HYUNDAI TRL	4000
131	1JUV482C12T008004		2002	HYUNDAI TRL	4000
132	1JUV482CX2T008003		2002	HYUNDAI TRL	4000
133	1H2V05321SE016107		1995	FRUEHAUF TRL	2000
134	1GRAA0625WB015722		1998	GREATDANE	4000
135	1DW1A5326WS225946		1998	GREATDANE	4,000
136	1DW1A5329WS225908		1998	STOUGHTON	4,000
137	1GRAA06254T506864		2004	GREATDANE	6,000
138	3H3V532C84T080143		2004	HYUNDAI TRL	6,000
139	1GRDM9625EH719942		2014	GREAT DANE SPRE	15,000
140	1JUV532F1WF487393		1998	FRUEHAUF VAN	4,000
141	1JUV532F3WF487377		1998	FRUEHAUF VAN	4,000
142	1S12E95326E508252		2005	STRICT	4,000
143	1NUFT2828KMNNA0646		1989	BENSON	4,000
144	1UYFS2482YA195915		2000	UTILITY	4,000

-Parts Truck

-Parts truck

-Parts Truck

10,000 down

NOT belong to company yet
Have not titled yet not on the road

Still waiting for record of title

ML

T139	✓	1GRDM9623FH723585 ✓	48' FMT Spread	2015 GREAT DANE SPRE	20,000
T140	✓	1GRDM9625FH723586 ✓	48' FMT Spread	2015 GREAT DANE SPRE	20,000
T141	✓	1GRDM9627FH723587 ✓	48' FMT Spread	2015 GREAT DANE SPRE	20,000
T142	✓	1JJF482W4YS617102 ✓	SPREAD 48'	2000 WABASH	4,000
T143	✓	1JJF482W0YS617131 ✓	SPREAD 48'	2000 WABASH	4,000
T144	✓	1DTP86Z29WG062412 ✓	SPREAD 48'	1998 DORSEY	3,000
T145	✓	1DTP86Z23WG062180 ✓	SPREAD 48'	1998 DORSEY	3,000
T146	✓	1RNF51A28BR024155 ✓	CONA S1	2011 REITNOUER	25,000
T147	✓	5V8VC5321FM503316 ✓	53' VAN	2015 VANGUARD	18,000
T148	✓	5V8VC5323FM503317 ✓	53' VAN	2015 VANGUARD	18,000
T149	✓	1JJV532D4FL872012 ✓	53' VAN	2015 WABASH	18,000
T150	✓	1S45E95395E506321 ✓	53' VAN	2005 STICK	7,000
T151	✓	1S12E95325E504457 ✓	53' VAN	2005 STICK	7,000
T152	✓	3H3V532CX5T197143 ✓	53' VAN	2005 HYUNDAI TRL	7,000
T153	✓	1JJ532W86L984829 ✓	53' VAN	2006 WABASH	9,000
T154	✓	1GRAA06275D410892 ✓	53' VAN	2005 GREAT DANE	7,000
T155	✓	1GRAA06236D416948 ✓	53' VAN	2006 GREAT DANE	9,000
T156	✓	3H3V532C85T099051 ✓	53' VAN	2005 HYUNDAI	7,000
T157	✓	1GRAA06295D409341 ✓	53' VAN	2005 GREAT DANE	7,000
T158	✓				723000

1,000.00 NISSAN 50 Fork Lift
 1,000.00 NISSAN 90 Fork Lift
 1,000.00 CHASE BACKHOE
 1,000.00 YARD TRUCK

Equipment secured by Union Bank and Trust

Unit #	Serial #	Year	Make	Model	Value	Date
87	1FUYDSEB6WL896110	1998	Freightliner	FLD120	\$ 12,000.00	2/7/2014
89	1FUYDSEB6WL895992	1998	Freightliner	FLD120	\$ 12,000.00	2/7/2014
93	1FUYDSEB5YLG35461	2000	Freightliner	FLD120 - PARTS	\$ 2,000.00	2/7/2014
95	1FUJBBCG22LD14646	2002	Freightliner	CC2064ST - PARTS	\$ 2,000.00	2/7/2014
96	1FUJA6CG03LL11873	2003	Freightliner	FCL12064S	\$ 15,000.00	2/7/2014
97	1FUJA6CG93PK73178	2003	Freightliner	CL12064S	\$ 15,000.00	2/7/2014
98	1FUJA6CG03PK73179	2003	Freightliner	CL12064S	\$ 15,000.00	2/7/2014
99	1FUJA6CG73PK73180	2003	Freightliner	Columbia	\$ 15,000.00	2/7/2014
100	1FUJA6CG63LK48262	2003	Freightliner	CL12064S	\$ 15,000.00	2/7/2014
106	1FUJA6CK95LV14736	2005	Freightliner	Columbia	\$ 15,000.00	5/8/2013
107	1FUJA6CK85LV14954	2005	Freightliner	Columbia	\$ 15,000.00	5/8/2013
108	1FVACWDC36HW29799	2006	Freightliner	M2 106	\$ 10,000.00	7/16/2013
110	5PVNJ8JV962S50071	2006	Hino		\$ 12,000.00	9/11/2013
115	1FUJBCK59LAC9620	2009	Freightliner	Conventional	\$ 10,000.00	6/2/2014
116	1FUJGLDR29LAC9660	2009	Freightliner	Cascadia	\$ 20,000.00	6/2/2014
117	1FUJA6CK96LW72155	2006	Freightliner	Columbia	\$ 16,000.00	6/5/2014
118	1HTMMAAM63H577718	2003	International	400 Series - PARTS	\$ 2,000.00	10/15/2014
122	1FUJC5CV46HW09417	2006	Freightliner	CL12064S	\$ 16,000.00	2/4/2016
123	1FUJA6CK88LZ87077	2008	Freightliner	Columbia	\$ 18,000.00	3/3/2016
124	1FUJA6CKX8LZ87078	2008	Freightliner	Columbia	\$ 18,000.00	3/3/2016
125	1GTV2VEC9EZ302065	2014	GMC (PU)	Sierra 150	\$ 25,000.00	4/15/2016
T131	3H3V532C84T080143	2004	Hyundai Trailer		\$ 6,000.00	2/2/2016
T132	1GRDM9625EH719942	2014	Gread Dane Sprb		\$ 15,000.00	2/2/2016
T133	1JJV532F1WF487393	1998	Fruehauf Van		\$ 4,000.00	2/2/2016
T134	1JJV532F3WF487377	1998	Fruehauf Van		\$ 4,000.00	2/2/2016
T135	1S12E95326E508252	2005	Strict		\$ 4,000.00	2/2/2016
T141	1JJF482W4YS617102	2000	Wabash	48' Spread	\$ 4,000.00	6/3/2014
T142	1JJF482W0YS617131	2000	Wabash	48' Spread	\$ 4,000.00	6/3/2014
T143	1DTP86Z29WG052412	1998	Dorsey	48' Spread	\$ 3,000.00	5/6/2015
T144	1DTP86Z23WG052180	1998	Dorsey	48' Spread	\$ 3,000.00	5/6/2015
Total Value:					\$ 327,000.00	

Equipment secured by Peoples United Equipment Finance

Unit #	Serial #	Year	Make	Model	Value	Date
120	1FUJGLCK99LAE8940	2009	Freightliner	Cascadia	\$ 20,000.00	6/30/2015
T138	1GRDM9623FH723585	2015	Great Dane Sprb	48' Flat Spread	\$ 20,000.00	1/30/2014
T139	1GRDM9625FH723586	2015	Great Dane Sprb	48' Flat Spread	\$ 20,000.00	1/30/2014
T140	1GRDM9627FH723587	2015	Great Dane Sprb	48' Flat Spread	\$ 20,000.00	1/30/2014
T145	1RNF51A28BR024155	2011	Reitnouer	51' Cona	\$ 25,000.00	11/10/2015
T146	5V8VC5321FM503316	2015	Vanguard	53' Van	\$ 18,000.00	12/15/2015
T147	5V8VC5323FM503317	2015	Vanguard	53' Van	\$ 18,000.00	12/15/2015
T148	1JJV532D4FL872012	2015	Wabash	53' Van	\$ 18,000.00	1/6/2016
Total Value:					\$ 159,000.00	

Equipment secured by Madison Funding

Unit #	Serial #	Year	Make	Model	Value	Date
T149	1S45E95395E506321	2005	Stick	53' Van	\$ 7,000.00	6/8/2017
T150	1S12E95325E504457	2005	Stick	53' Van	\$ 7,000.00	6/8/2017
T151	3H3V532CX5T197143	2005	Hyundai Trail	53' Van	\$ 7,000.00	6/8/2017
T152	1JJ532W86L984829	2006	Wabash	53' Van	\$ 9,000.00	6/8/2017
T153	1GRAA06275D410892	2005	Great Dane	53' Van	\$ 7,000.00	6/8/2017
T154	1GRAA06236D416948	2006	Great Dane	53' Van	\$ 9,000.00	6/8/2017
T155	3H3V532C85T099051	2005	Hyundai	53' Van	\$ 7,000.00	6/8/2017
T156	1GRAA06295D409341	2005	Great Dane	53' Van	\$ 7,000.00	6/8/2017

Total Value: \$ 60,000.00

Equipment secured by CCG								
Unit #	Serial #	Year	Make	Model	Value	Additional Notes	Date	
127	HAT1R28001Y	1988	Grove	8460G	Grove - Crane and Carrier	\$ 70,000.00	Title pending	3/8/2017
Total value:						\$ 70,000.00		

**RMG Enterprises, Ltd.
t/a Commonwealth Carrier
Monthly averages of Expenses
from July - November 2017
(Unaudited)**

Category	Monthly average
Costs of Goods Sold:	
Fuel	\$ 39,834.00
Shop Supplies	\$ 913.20
Tires	\$ 5,842.80
Tolls	\$ 5,105.20
Total Cost of Goods Sold	\$ 51,695.20
Expenses:	
Accounting & Legal	\$ 3,597.80
Bank Service Charges	
Finance Charge	\$ 146.80
Interstate	\$ 2,029.40
Late Fee	\$ 68.20
Bank Service Charges - Other	\$ 355.80
Total Bank Service Charges	\$ 2,600.20
Company Match SIMPLE	\$ 394.80
Cont Labor	\$ 4,513.60
Drug Screening	\$ 181.20
Dues & Subs	\$ 935.40
Education	\$ 7.40
Emp Benefits	\$ 46.20
Fringe Benefits	\$ 156.20
Inspection Fee	\$ 58.60
Insurance:	
Fleet	\$ 11,933.40
Group Health	\$ 186.80
Keyman	\$ 230.40
Work Comp	\$ 12,866.40
Total Insurance:	\$ 25,217.00
License	\$ 20.00
Meals & Entertainment	\$ 36.00
Misc	\$ 116.00
Office Expense	\$ 350.00
Payroll:	
Comp FICA	\$ 5,641.00
Comp FUTA	\$ 41.60
Comp MCARE	\$ 1,319.20
Comp SUI	\$ 75.00
Gross	\$ 92,085.20
Payroll - other	\$ (776.00)

Total Payroll		\$ 98,386.00
Postage		\$ 22.00
Rental - Office		\$ 90.00
Rental Equip		\$ 39.60
Repair & Maint		
	Bldg Repair \$	86.80
	Damages \$	(484.60)
	Tickets \$	269.80
	Towing \$	1,165.60
	Repair & Maint - other \$	(2,003.60)
Total Repair & Maint		\$ (966.00)
Supplies		\$ 908.60
Tax - Other		
	Fuel Tax \$	767.60
	Tax - Other - Other \$	6,215.40
Total Tax - Other		\$ 6,983.00
Tax - P/P		\$ 123.00
Telephone		\$ 1,541.00
Tools		\$ 2,736.20
Travel		\$ 98.40
Trucking		
	Clean \$	70.00
	Truck Wash \$	583.80
Total Trucking		\$ 653.80
Uncategorized Expenses		\$ 35.60
Uniform		\$ 579.60
Utilities		\$ 714.00
Other Expense:		
Interest Exp		\$ 4,741.40
Penalties & Tickets		\$ 393.40
Penalty		\$ 121.20
State Income Tax		\$ (8.40)
Total Expenses:		\$ 207,118.00