

Fill in this information to identify the case:Debtor name Gump's Holdings, LLCUnited States Bankruptcy Court for the: DISTRICT OF NEVADACase number (if known) 18-14683-leb☐ Check if this is an amended filing**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

8/17/18

x

Signature of individual signing on behalf of debtor

Tony Lopez

Printed name

CFO/COO

Position or relationship to debtor

Fill in this information to identify the case:Debtor name **Gump's Holdings, LLC**United States Bankruptcy Court for the: **DISTRICT OF NEVADA**Case number (if known) **18-14683-leb**☐ Check if this is an amended filing**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets**1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property: Copy line 88 from <i>Schedule A/B</i>	\$ 0.00
1b. Total personal property: Copy line 91A from <i>Schedule A/B</i>	\$ 280,322.01
1c. Total of all property: Copy line 92 from <i>Schedule A/B</i>	\$ 280,322.01

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ 16,369,209.28
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ 0.00
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ 87,126.70
4. Total liabilities Lines 2 + 3a + 3b	\$ 16,456,335.98

Fill in this information to identify the case:Debtor name Gump's Holdings, LLCUnited States Bankruptcy Court for the: DISTRICT OF NEVADACase number (if known) 18-14683-leb☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☒ No. Go to Part 2.
☐ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

Part 2: Deposits and Prepayments**6. Does the debtor have any deposits or prepayments?**

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits
 Description, including name of holder of deposit

7.1. Retainer paid to Garman Turner Gordon, LLP for chapter 11. \$204,676.55

7.2. Security Deposit - Metro Investment Company \$44,531.00

7.3. Security deposit to Lindsay Jernegan \$2,500.00

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent
 Description, including name of holder of prepayment

8.1. Prepaid rent (Metro Investment) \$26,114.46

8.2. Prepayment to Lindsay Jernegan \$2,500.00

Debtor **Gump's Holdings, LLC**
NameCase number (If known) **18-14683-leb**9. **Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$280,322.01**Part 3: Accounts receivable**

10. Does the debtor have any accounts receivable?

- ☒ No. Go to Part 4.
☐ Yes Fill in the information below.

Part 4: Investments

13. Does the debtor own any investments?

- ☐ No. Go to Part 5.
☒ Yes Fill in the information below.

			Valuation method used for current value	Current value of debtor's interest
14.	Mutual funds or publicly traded stocks not included in Part 1			
	Name of fund or stock:			
15.	Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture			
	Name of entity:	% of ownership		
15.1.	Shares of Gump's Corp., a California corporation	100	%	Unknown
15.2.	Shares of Gump's By Mail, Inc., a Delaware corporation	100	%	Unknown

16. **Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**
Describe:17. **Total of Part 4.**

Add lines 14 through 16. Copy the total to line 83.

\$0.00**Part 5: Inventory, excluding agriculture assets**

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

Debtor **Gump's Holdings, LLC**
NameCase number (If known) **18-14683-leb****Part 8: Machinery, equipment, and vehicles**

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
- ☐ Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☐ No. Go to Part 10.
- ☒ Yes Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available).	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1. 10400 Marina Drive #100-106, Olive Branch, MS, US Landlord - Metro Investment Company, a Tennessee general partnership	Lease from 9/24/2008 to 6/30/2019	\$0.00		\$0.00
55.2. 833 S. 19th St., Richmond, CA 94804 (sublease) Sublessor: Frances Lane Event Rental Studio / Lindsay Jernegan Lessor: Rest, LLC	Sublease of storage unit from 4/23/2018 to 11/30/2019	\$0.00		\$0.00

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets.
Copy the total to line 88.

\$0.00

57. Is a depreciation schedule available for any of the property listed in Part 9?

- ☒ No
- ☐ Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
- ☐ Yes Fill in the information below.

Debtor **Gump's Holdings, LLC**
Name

Case number (If known) **18-14683-leb**

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☒ No. Go to Part 12.

☐ Yes Fill in the information below.

Debtor **Gump's Holdings, LLC**
NameCase number (If known) **18-14683-leb****Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$0.00</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$280,322.01</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$0.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$0.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	<u>\$0.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$280,322.01</u>	<u>\$0.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$280,322.01</u>

Fill in this information to identify the case:Debtor name **Gump's Holdings, LLC**United States Bankruptcy Court for the: **DISTRICT OF NEVADA**Case number (if known) **18-14683-leb**☐ Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property**

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.☒ Yes. Fill in all of the information below.**Part 1: List Creditors Who Have Secured Claims****2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim
2.1 Corporate Partners II, Ltd.	Describe debtor's property that is subject to a lien Lien subordinate to Sterling Business Credit, LLC on substantially all assets	\$9,631,987.08	Unknown
Creditor's Name Attn: Managing Director 45 Rockefeller Plaza Suite 1919 New York, NY 10111	Describe the lien Secured guaranty of promissory note		
Creditor's mailing address david.boemo@corporatepartnersllc.com	Is the creditor an insider or related party? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes		
Creditor's email address, if known	Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)		
Date debt was incurred 5/24/2012	As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		
Last 4 digits of account number			
Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.			

2.2 Methuselah Capital Partners L.P.	Describe debtor's property that is subject to a lien Lien subordinate to Sterling Business Credit, LLC on substantially all assets.	\$288,658.32	Unknown
Creditor's Name Attn: John Chachas 800 Third Avenue 39th Floor New York, NY 10022	Describe the lien Secured guaranty of promissory note		
Creditor's mailing address	Is the creditor an insider or related party? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes		
Creditor's email address, if known	Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)		
Date debt was incurred 7/21/2017			
Last 4 digits of account number			

Debtor **Gump's Holdings, LLC**
NameCase number (if know) **18-14683-leb****Do multiple creditors have an interest in the same property?**☒ No☐ Yes. Specify each creditor, including this creditor and its relative priority.**As of the petition filing date, the claim is:**

Check all that apply

☐ Contingent☐ Unliquidated☐ Disputed**2.3 Sterling Business Credit, LLC**

Creditor's Name

**c/o Laurel Varney
8401 N. Central
Expressway
Suite 600
Dallas, TX 75225**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred**12-29-2015****Last 4 digits of account number****Do multiple creditors have an interest in the same property?**☒ No☐ Yes. Specify each creditor, including this creditor and its relative priority.**Describe debtor's property that is subject to a lien****\$6,448,563.88****\$6,448,563.88****First priority lien on substantially all assets, including all shares of Gump's Corp. and Gump's By Mail, Inc.****Describe the lien****Pledge and Security Agreement****Is the creditor an insider or related party?**☒ No☐ Yes**Is anyone else liable on this claim?**☐ No☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)**As of the petition filing date, the claim is:**

Check all that apply

☐ Contingent☐ Unliquidated☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

**\$16,369,209.
28****Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

**Law Offices of Judith W. Ross
Attn: Judith Ross
700 North Pearl Street
Suite 1610
Dallas, TX 75201**Line **2.3**

Fill in this information to identify the case:Debtor name **Gump's Holdings, LLC**United States Bankruptcy Court for the: **DISTRICT OF NEVADA**Case number (if known) **18-14683-leb**☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim	
3.1	Nonpriority creditor's name and mailing address Brian Tsung 1570 8th Ave. San Francisco, CA 94112 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Employment Agreement dated 11/28/2017</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
3.2	Nonpriority creditor's name and mailing address City of Olive Branch Attn: Managing Agent 9200 PIGEON ROOST Olive Branch, MS 38654 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Utilities</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
3.3	Nonpriority creditor's name and mailing address Frances Lane Event Rental Studio Attn: Lindsay Jernegan 1319A Curtis Street Berkeley, CA 94702 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes	\$2,500.00
3.4	Nonpriority creditor's name and mailing address Metro Investment Company c/o Jones Lang LaSalle Americas, Inc. Attn: Kim Hardy, Manager 6410 Poplar Ave., Suite 350 Memphis, TN 38119 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes	\$27,420.88

Debtor **Gump's Holdings, LLC**
NameCase number (if known) **18-14683-leb****3.5 Nonpriority creditor's name and mailing address****Michael Mosca**
202 Ripley Street
San Francisco, CA 94110

Date(s) debt was incurred _

Last 4 digits of account number _

As of the petition filing date, the claim is: *Check all that apply.***Unknown**

- ☒ Contingent
- ☒ Unliquidated
- ☐ Disputed

Basis for the claim: **Employment Agreement dated 6/5/2017**Is the claim subject to offset? ☒ No ☐ Yes**3.6 Nonpriority creditor's name and mailing address****Scott Sklar**
145 Val Vista Rd.
Mill Valley, CA 94941Date(s) debt was incurred **8/14/17**

Last 4 digits of account number _

As of the petition filing date, the claim is: *Check all that apply.***\$57,205.82**

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

Basis for the claim: **Loan**Is the claim subject to offset? ☒ No ☐ Yes**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

	Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	Metro Investment Company c/o Jones Lang LaSalle 6410 Poplar Avenue Suite 350 Memphis, TN 38119	Line 3.4 <input type="checkbox"/> Not listed. Explain _____	—
4.2	Rest, LLC Attn: Guy Corrie, Manager 833 S. 19th Street Richmond, CA 94804	Line 3.3 <input type="checkbox"/> Not listed. Explain _____	—

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

Total of claim amounts	
5a.	\$ 0.00
5b. +	\$ 87,126.70
5c.	\$ 87,126.70

Fill in this information to identify the case:Debtor name **Gump's Holdings, LLC**United States Bankruptcy Court for the: **DISTRICT OF NEVADA**Case number (if known) **18-14683-leb**☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases****12/15****Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.****1. Does the debtor have any executory contracts or unexpired leases?**☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal**Property*

(Official Form 206A/B).

2. List all contracts and unexpired leases**State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**2.1. State what the contract or lease is for and the nature of the debtor's interest **Consulting Agreement, as amended and modified**

State the term remaining

N/A

List the contract number of any government contract

N/A**Assurance Partners, LLP
Attn: Tony Lopez
3132 La Suvida Dr.
Los Angeles, CA 90068**2.2. State what the contract or lease is for and the nature of the debtor's interest **Sublease of storage unit from 4/23/2018 to 11/30/2019**

State the term remaining

1 year, 4 months

List the contract number of any government contract

N/A**Frances Lane Event Rental Studio
Attn: Lindsay Jernegan
1319A Curtis Street
Berkeley, CA 94702**2.3. State what the contract or lease is for and the nature of the debtor's interest **Custodial Loan Agreement dated 3/17/2005 for Asian decorative fixture ("the Buddha")**

State the term remaining

N/A

List the contract number of any government contract

N/A**J.G. Chachas Trust U/D/T
211 Central Park West, 5-F
New York, NY 10024**2.4. State what the contract or lease is for and the nature of the debtor's interest **Lease from 4/23/2008 to 6/30/2019**

State the term remaining

11 months

List the contract number of any government contract

N/A**Metro Investment Company
Attn: Managing Agent
100 Peabody Place
Suite 1400
Memphis, TN 38103**

Fill in this information to identify the case:Debtor name **Gump's Holdings, LLC**United States Bankruptcy Court for the: **DISTRICT OF NEVADA**Case number (if known) **18-14683-leb**☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Codebtor**Column 2: Creditor***Name****Mailing Address****Name***Check all schedules that apply:*

2.1 **Gump's By Mail, Inc.** **135 Post Street
San Francisco, CA 94108**

Sterling Business Credit, LLC

☒ D **2.3**
☐ E/F _____
☐ G _____

2.2 **Gump's By Mail, Inc.** **135 Post Street
San Francisco, CA 94108**

Corporate Partners II, Ltd.

☒ D **2.1**
☐ E/F _____
☐ G _____

2.3 **Gump's By Mail, Inc.** **135 Post Street
San Francisco, CA 94108**

Michael Mosca

☐ D _____
☒ E/F **3.5**
☐ G _____

2.4 **Gump's By Mail, Inc.** **135 Post Street
San Francisco, CA 94108**

Brian Tsung

☐ D _____
☒ E/F **3.1**
☐ G _____

2.5 **Gump's By Mail, Inc.** **135 Post Street
San Francisco, CA 94108**

Methuselah Capital Partners L.P.

☒ D **2.2**
☐ E/F _____
☐ G _____

Debtor **Gump's Holdings, LLC**Case number (if known) **18-14683-leb****Additional Page to List More Codebtors**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

2.6	Gump's Corp.	135 Post Street San Francisco, CA 94108	Corporate Partners II, Ltd.	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
<hr/>				
2.7	Gump's Corp.	135 Post Street San Francisco, CA 94108	Michael Mosca	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
<hr/>				
2.8	Gump's Corp.	135 Post Street San Francisco, CA 94108	Brian Tsung	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.1</u> <input type="checkbox"/> G _____
<hr/>				
2.9	Gump's Corp.	135 Post Street San Francisco, CA 94108	Sterling Business Credit, LLC	<input checked="" type="checkbox"/> D <u>2.3</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
<hr/>				
2.10	Gump's Corp.	135 Post Street San Francisco, CA 94108	Methuselah Capital Partners L.P.	<input checked="" type="checkbox"/> D <u>2.2</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
<hr/>				
2.11	Gump's By Mail, Inc.	135 Post Street San Francisco, CA 94108	Assurance Partners, LLP	<input type="checkbox"/> D _____ <input type="checkbox"/> E/F _____ <input checked="" type="checkbox"/> G <u>2.1</u>
<hr/>				
2.12	Gump's By Mail, Inc.	135 Post Street San Francisco, CA 94108	J.G. Chachas Trust U/D/T	<input type="checkbox"/> D _____ <input type="checkbox"/> E/F _____ <input checked="" type="checkbox"/> G <u>2.3</u>
<hr/>				
2.13	Gump's Corp.	135 Post Street San Francisco, CA 94108	Assurance Partners, LLP	<input type="checkbox"/> D _____ <input type="checkbox"/> E/F _____ <input checked="" type="checkbox"/> G <u>2.1</u>
<hr/>				

Debtor **Gump's Holdings, LLC**Case number (if known) **18-14683-leb****Additional Page to List More Codebtors****Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.**

Column 1: Codebtor

Column 2: Creditor

2.14	Gump's Corp.	135 Post Street	J.G. Chachas Trust	<input type="checkbox"/> D _____
		San Francisco, CA 94108	U/D/T	<input type="checkbox"/> E/F _____
				<input checked="" type="checkbox"/> G 2.3

Fill in this information to identify the case:Debtor name Gump's Holdings, LLCUnited States Bankruptcy Court for the: DISTRICT OF NEVADACase number (if known) 18-14683-leb☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None.**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year****Sources of revenue**
Check all that apply**Gross revenue**
(before deductions and exclusions)**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☐ None.**Description of sources of revenue****Gross revenue from each source**
(before deductions and exclusions)**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.**Creditor's Name and Address****Dates****Total amount of value****Reasons for payment or transfer**
*Check all that apply***4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.**Insider's name and address**
Relationship to debtor**Dates****Total amount of value****Reasons for payment or transfer****5. Repossessions, foreclosures, and returns**

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

Debtor **Gump's Holdings, LLC**Case number (if known) **18-14683-leb**☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☒ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
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8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).		

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

Debtor **Gump's Holdings, LLC**Case number (if known) **18-14683-leb**

	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1.	Garman Turner Gordon LLP 650 White Drive Ste. 100 Las Vegas, NV 89119			\$280,323.45
	Email or website address			
	Who made the payment, if not debtor? Gump's Corp.			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
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Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address	Dates of occupancy From-To
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Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
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Part 9: Personally Identifiable Information

Debtor **Gump's Holdings, LLC**Case number (if known) **18-14683-leb****16. Does the debtor collect and retain personally identifiable information of customers?**

- ☒ No.
- ☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?
Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
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19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
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20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
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Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None

Owner's name and address	Location of the property	Describe the property	Value
J.G. Chachas Family Trust u/d/t 211 Central Park West, 5-F New York, NY 10024	135 Post Street San Francisco, CA	Asian decorative fixture ("the Buddha")	Unknown

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Debtor **Gump's Holdings, LLC**Case number (if known) **18-14683-leb**

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☐ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. Gump's Corp. 135 Post Street San Francisco, CA 94108	Retail Store	Dates business existed EIN: 22-3236243 From-To 5-17-93 - current
25.2. Gump's By Mail, Inc. 135 Post Street San Francisco, CA 94108	Retail Catalog, Direct Sales	EIN: 94-3222698 From-To 2-17-95 - current

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address	Date of service From-To
26a.1. Tony Lopez, CFO 135 Post Street San Francisco, CA 94108	7/8/2013 to current

Debtor **Gump's Holdings, LLC**Case number (if known) **18-14683-leb**

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address		Date of service From-To
26b.1.	Moss Adams LLP 101 2nd St Suite 900 San Francisco, CA 94105	1/1/2017; 1/1/2018
Name and address		Date of service From-To
26b.2.	Tony Lopez, CFO 135 Post Street San Francisco, CA 94108	9/2012 - present

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address		If any books of account and records are unavailable, explain why
26c.1.	Gump's Corp. Attn: Tony Lopez 135 Post Street San Francisco, CA 94108	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address	
26d.1.	Lincoln International LLC 500 West Madison Street Suite 3900 Chicago, IL 60661
26d.2.	Little & Co. 900 Chelmsford Street Lowell, MA 01851
26d.3.	Bank of America/First Data 131 Varick Street New York, NY 10013
26d.4.	Sterling Business Credit, LLC c/o Laurel Varney 8401 N. Central Expressway Suite 600 Dallas, TX 75225
26d.5.	Seaker & Sons c/o Bill Leung Lew & Fong 456 Montgomery Street, Ste 700 San Francisco, CA 94104-1240

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

Debtor **Gump's Holdings, LLC**Case number (if known) **18-14683-leb**

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Tony Lopez	135 Post Street San Francisco, CA 94108	Chief Financial Officer/Chief Operating Officer	
Name	Address	Position and nature of any interest	% of interest, if any
Corporate Partners II Ltd	45 Rockefeller Plaza Suite 1919 New York, NY 10111	Preferred Class C Member	86.64%
Name	Address	Position and nature of any interest	% of interest, if any
CP II GH Coinvestors LLC	45 Rockefeller Plaza Suite 1919 New York, NY 10111	Preferred Class C Member	.12%
Name	Address	Position and nature of any interest	% of interest, if any
John Chachas	211 Central Park West, 5-F New York, NY 10024	Preferred Class C Member	.06%
Name	Address	Position and nature of any interest	% of interest, if any
J.G. Chachas Trust U/D/T	211 Central Park West, 5-F New York, NY 10024	Preferred Class C Member	.22%
Name	Address	Position and nature of any interest	% of interest, if any
Scott Sklar	145 Val Vista Rd. Mill Valley, CA 94941	Board of Managers	
Name	Address	Position and nature of any interest	% of interest, if any
Peter Harris	640 Davis Street San Francisco, CA 94111	Board of Managers	
Name	Address	Position and nature of any interest	% of interest, if any
Ali E. Wambold	45 Rockefeller Plaza Suite 2626 New York, NY 10111	Board of Managers	
Name	Address	Position and nature of any interest	% of interest, if any
Jonathan Kagan	45 Rockefeller Plaza Suite 2626 New York, NY 10111	Board of Managers	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☐ No
☒ Yes. Identify below.

Debtor Gump's Holdings, LLCCase number (if known) 18-14683-leb

Name	Address	Position and nature of any interest	Period during which position or interest was held
Michael Mosca	202 Ripley Street San Francisco, CA 94110	Chief Executive Officer	12/2017 - 7/27/2018
Name	Address	Position and nature of any interest	Period during which position or interest was held
Brian Tsung	1570 8th Ave. San Francisco, CA 94112	Chief Marketing Officer	11/28/2017 - 7/27/2018
Name	Address	Position and nature of any interest	Period during which position or interest was held
Michael Mosca	202 Ripley Street San Francisco, CA 94110	Chief Merchandising Officer	5/2017 - 12/2017

30. **Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☒ No
☐ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
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31. **Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?**

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
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32. **Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?**

- ☒ No
☐ Yes. Identify below.

Name of the pension fund	Employer Identification number of the parent corporation
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Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 8/17/18

Signature of individual signing on behalf of the debtor

Tony Lopez
Printed name

Position or relationship to debtor CFO/COO

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No
☐ Yes