

## Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF NEVADA

Case number (if known)

Chapter 11 Check if this an amended filing

## Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/16

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). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>Gump's Holdings, LLC</u>		
2. All other names debtor used in the last 8 years	DBA <u>Gump's</u> DBA <u>Gump's San Francisco</u> Include any assumed names, trade names and <i>doing business as</i> names		
3. Debtor's federal Employer Identification Number (EIN)	<u>20-0748101</u>		
4. Debtor's address	Principal place of business  <u>135 Post Street</u> <u>San Francisco, CA 94108</u> Number, Street, City, State & ZIP Code	Mailing address, if different from principal place of business  <u>N/A</u> P.O. Box, Number, Street, City, State & ZIP Code	
	<u>San Francisco</u> County	Location of principal assets, if different from principal place of business  <u>Clark County, NV</u> Number, Street, City, State & ZIP Code	
5. Debtor's website (URL)	<u>www.gumps.com</u>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____		

Debtor Gump's Holdings, LLC  
Name

Case number (if known) \_\_\_\_\_

## 7. Describe debtor's business

## A. Check one:

Health Care Business (as defined in 11 U.S.C. § 101(27A))  
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
 Railroad (as defined in 11 U.S.C. § 101(44))  
 Stockbroker (as defined in 11 U.S.C. § 101(53A))  
 Commodity Broker (as defined in 11 U.S.C. § 101(6))  
 Clearing Bank (as defined in 11 U.S.C. § 781(3))  
 None of the above

## B. Check all that apply

Tax-exempt entity (as described in 26 U.S.C. §501)  
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)  
 Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

## C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

## 8. Under which chapter of the Bankruptcy Code is the debtor filing?

## Check one:

Chapter 7  
 Chapter 9  
 Chapter 11. Check all that apply:

Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).  
 The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
 A plan is being filed with this petition.  
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.  
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

## 9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

 No. Yes.

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_

## 10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

 No Yes.

List all cases. If more than 1, attach a separate list

Debtor See Attachment Relationship \_\_\_\_\_

District \_\_\_\_\_ When \_\_\_\_\_ Case number, if known \_\_\_\_\_

Debtor Gump's Holdings, LLC  
Name \_\_\_\_\_

Case number (if known) \_\_\_\_\_

11. Why is the case filed in this district? *Check all that apply:*

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

## 12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

## Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other \_\_\_\_\_

## Where is the property?

Number, Street, City, State &amp; ZIP Code \_\_\_\_\_

## Is the property insured?

No

Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

## Statistical and administrative information

13. Debtor's estimation of available funds *Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available to unsecured creditors.

## 14. Estimated number of creditors

<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input type="checkbox"/> 200-999		

## 15. Estimated Assets

<input type="checkbox"/> \$0 - \$50,000	<input type="checkbox"/> \$1,000,001 - \$10 million	<input type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input checked="" type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

## 16. Estimated liabilities

<input type="checkbox"/> \$0 - \$50,000	<input type="checkbox"/> \$1,000,001 - \$10 million	<input type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input checked="" type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

Debtor

**Gump's Holdings, LLC**

Name

Case number (if known)

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement 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.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition 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

8/3/18

MM / DD / YYYY

**X**

Signature of authorized representative of debtor

Title CFO/COO**Tony Lopez**

Printed name

**18. Signature of attorney****X**/s/ William M. Noall

Signature of attorney for debtor

08/03/2018

Date

MM / DD / YYYY

**William M. Noall**

Printed name

**Garman Turner Gordon LLP**

Firm name

**650 White Drive, Ste. 100****Las Vegas, NV 89119**

Number, Street, City, State &amp; ZIP Code

Contact phone

725-777-3000

Email address

wnoall@gtg.legal**3549 NV**

Bar number and State

Debtor Gump's Holdings, LLC  
Name \_\_\_\_\_

Case number (if known) \_\_\_\_\_

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

DISTRICT OF NEVADA

Case number (if known) \_\_\_\_\_

Chapter 11 Check if this an  
amended filing**FORM 201. VOLUNTARY PETITION****Pending Bankruptcy Cases Attachment**

Debtor	<b>Gump's By Mail, Inc.</b>	Relationship to you	<b>Affiliate</b> _____
District	<b>Nevada</b>	When _____	Case number, if known
Debtor	<b>Gump's Corp.</b>	Relationship to you	<b>Affiliate</b> _____
District	<b>Nevada</b>	When _____	Case number, if known

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) \_\_\_\_\_

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 8/3/18

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):	_____

Check if this is an  
amended filing

## Official Form 204

## Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Metro Investment Company c/o Jones Lang LaSalle Americas, Inc. Attn: Kim Hardy, Manager 6410 Poplar Ave., Suite 350 Memphis, TN 38119	(901)261-2617	Lease of property in Olive Branch, MS	Unliquidated Subject to Setoff			\$27,420.88
Frances Lane, LLC Attn: Lindsay Jernegan 22 Digital Drive, Suite F Novato, CA 94945		Sublease of storage unit	Unliquidated Subject to Setoff			\$2,500.00
Brian Tsung 1570 8th Ave. San Francisco, CA 94112		Employment Agreement dated 11/28/2017	Contingent Unliquidated			\$0.00
City of Olive Branch Attn: Managing Agent 9200 PIGEON ROOST Olive Branch, MS 38654		Utilities				\$0.00
Michael Mosca 202 Ripley Street San Francisco, CA 94110		Employment Agreement dated 6/5/2017	Contingent Unliquidated			\$0.00

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) \_\_\_\_\_

 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 Schedule A/B..... \$ **0.00**

###### 1b. Total personal property:

Copy line 91A from Schedule A/B..... \$ **47,031.00**

###### 1c. Total of all property:

Copy line 92 from Schedule A/B..... \$ **47,031.00**

#### 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, *Amount of claim*, from line 3 of Schedule D..... \$ **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 Schedule E/F..... \$ **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 Schedule E/F..... +\$ **87,126.70**

##### 4. Total liabilities .....

Lines 2 + 3a + 3b

\$ **16,456,335.98**

**United States Bankruptcy Court**  
**District of Nevada**

In re Gump's Holdings, LLC

Debtor(s)

Case No.

Chapter

11

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept .....	\$	<b>485,000.00</b>
Prior to the filing of this statement I have received .....	\$	<b>485,000.00</b>
Balance Due .....	\$	<b>0.00</b>

2. The source of the compensation paid to me was:

Debtor       Other (specify): **Debtor: 285,000; Corporate Partners II, Ltd.: 200,000**

3. The source of compensation to be paid to me is:

Debtor       Other (specify): **Debtor and Corporate Partners II, Ltd.**

4.  I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

**Representation in Chapter 11 case, including first day motions, motion to approve DIP financing and/or use of cash collateral, sale motion, etc.**

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

08/03/2018

Date

/s/ William M. Noall

**William M. Noall**

*Signature of Attorney*

**Garman Turner Gordon LLP**

**650 White Drive, Ste. 100**

**Las Vegas, NV 89119**

**725-777-3000**

*Name of law firm*

**United States Bankruptcy Court**  
**District of Nevada**

In re Gump's Holdings, LLC

Debtor(s)

Case No.  
Chapter11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Amy Schoening 2307 Scott Street San Francisco, CA 94115</b>	<b>Common</b>	<b>115,671</b>	
<b>Christine Parish 12 Birch Lane Cumberland Foreside, ME 04110</b>	<b>Common</b>	<b>147,005</b>	
<b>Commonwealth Capital LLC 70 Commonwealth Ave. San Francisco, CA 94111</b>	<b>Class B,D,E</b>	<b>94,035</b>	
<b>Corporate Partners II Ltd 45 Rockefeller Plaza Suite 1919 New York, NY 10111</b>	<b>Class B,C,D,E,F</b>	<b>1,821,364,945</b>	
<b>CP II GH COINVESTORS LLC 45 Rockefeller Plaza Suite 1919 New York, NY 10111</b>	<b>Class B,C,D,E,F</b>	<b>2,564,548</b>	
<b>Craig W. Dougherty Trust U/T/D</b>	<b>Class B,E</b>	<b>42,437</b>	
<b>George G. Chachas Trust U/D/T 3488 Lady Hill Road San Diego, CA 92130</b>	<b>Class D,E</b>	<b>8,460</b>	
<b>J.G. Chachas Trust U/D/T 211 Central Park West, 5-F New York, NY 10024</b>	<b>Class B,C,D,E,F</b>	<b>4,560,460</b>	
<b>Jed Pogran 2808 Eighth Avenue Oakland, CA 94610</b>	<b>Common</b>	<b>347,011</b>	
<b>John Bowen 437 1st Street Manhattan Beach, CA 90266</b>	<b>Class B</b>	<b>5,000</b>	
<b>John G. Chachas 211 Central Park West, 5-F New York, NY 10024</b>	<b>Class A,C</b>	<b>1,282,840</b>	

In re: Gump's Holdings, LLC

Debtor(s)

Case No. \_\_\_\_\_

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Laurel Court Partners LLC</b> 23 Khakum Wood Road Greenwich, CT 06831	<b>Class B,D,F</b>	<b>910,025</b>	
<b>Linda S. and Richard Daines</b> 1120 Park Avenue, 8C New York, NY 10128	<b>Class B</b>	<b>156,245</b>	
<b>Mark Mc'Inerney</b> 107 Spruce Street San Francisco, CA 94118	<b>Class B</b>	<b>39,761</b>	
<b>Marta Benson</b> 309 Holly Street Mill Valley, CA 94941	<b>Common</b>	<b>653,353</b>	
<b>Omar Karam</b> 2323 McCue Road #1408 Houston, TX 77056	<b>Class B</b>	<b>5,000</b>	
<b>Peter Koepke</b> 45 East 82nd Street New York, NY 10028	<b>Class B,E,F</b>	<b>2,919,761</b>	
<b>Phillip Moss</b> 149 Piedmont Court Larkspur, CA 94939	<b>Common</b>	<b>65,335</b>	
<b>Polly Boe</b> 1650 Fillmore #907 Denver, CO 80206	<b>Class B,D,E, Incentive</b>	<b>1,396,957</b>	
<b>Scott Sklar</b> 145 Val Vista Rd. Mill Valley, CA 94941	<b>Common</b>	<b>162,207</b>	
<b>Stone Canyon Venture Partners, LP</b> 150 S. Barrington Place Los Angeles, CA 90049	<b>Class B</b>	<b>4,637,163</b>	
<b>Tallac Partners LLC</b> 2815 Scott Street San Francisco, CA 94123	<b>B,D,E,F</b>	<b>641,338</b>	
<b>The Platter Trust</b> 206 Stanford Ave. Mill Valley, CA 94941	<b>Class B,C,D,E,F</b>	<b>104,092</b>	

In re: Gump's Holdings, LLC

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Walden Capital Partners II, LP</b> <b>750 Battery Street</b> <b>Suite 700</b> <b>San Francisco, CA 94111</b>	<b>Class B,D,E,F</b>	<b>41,916,639</b>	
<b>Walden VC II, LP</b> <b>750 Battery Street</b> <b>Suite 700</b> <b>San Francisco, CA 94111</b>	<b>Class A,B,D,E,F</b>	<b>219,084,678</b>	

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the **CFO/COO** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date

8/3/18

Signature



Tony Lopez

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court**  
**District of Nevada**

In re Gump's Holdings, LLC

Debtor(s)

Case No.

Chapter

11

**VERIFICATION OF CREDITOR MATRIX**

I, the CFO/COO of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date:

8/3/18

  
**Tony Lopez/CFO/COO**  
Signer/Title

**United States Bankruptcy Court**  
**District of Nevada**

In re Gump's Holdings, LLC

Debtor(s)

Case No.  
Chapter11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Gump's Holdings, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Corporate Partners II Ltd**  
**45 Rockefeller Plaza**  
**Suite 1919**  
**New York, NY 10111**

**Stone Canyon Venture Partners, LP**  
**150 S. Barrington Place**  
**Los Angeles, CA 90049**

**Walden VC II, LP**  
**750 Battery Street**  
**Suite 700**  
**San Francisco, CA 94111**

None [Check if applicable]

08/03/2018

Date

*/s/ William M. Noall***William M. Noall**

Signature of Attorney or Litigant  
Counsel for Gump's Holdings, LLC  
**Garman Turner Gordon LLP**  
**650 White Drive, Ste. 100**  
**Las Vegas, NV 89119**  
**725-777-3000**

**United States Bankruptcy Court**  
**District of Nevada**

In re Gump's Holdings, LLC

Debtor(s)

Case No.

Chapter

11

**VERIFICATION OF CREDITOR MATRIX**

I, the CFO/COO of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date:

8/3/18

  
Tony Lopez/CFO/COO  
Signer/Title

**ACTION BY WRITTEN CONSENT OF PREFERRED CLASS C MEMBERS  
AND THE BOARD OF MANAGERS  
OF GUMP'S HOLDINGS, LLC  
a Nevada limited liability company**

The undersigned, being the holders of a majority of the outstanding Class C Preferred Units initially issued to the Purchasers (the “Requisite Class C Preferred Members”), of Gump’s Holdings, LLC, a Nevada limited liability company (the “Company”), in accordance with the Thirteenth Amended and Restated Operating Agreement for the Company dated July 16, 2014 (the “Operating Agreement”), and being all of the Managers comprising the Board of Managers of the Company in accordance with the Operating Agreement, hereby ratify, adopt, and/or consent to the following resolutions, effective as of July 19, 2018 (the “Effective Date”):

WHEREAS: the undersigned, being the Board of Managers of the Company, in consultation with the Company’s advisors, have determined that it is desirable and in the best interests of the Company, and its creditors, members and other stakeholders, that a voluntary petition be filed by the Company and its subsidiaries, Gump’s Corp., a California Corporation, and Gump’s By Mail, Inc., a Delaware corporation (the “Subsidiaries”), seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of Nevada (the “Bankruptcy Court”); and

WHEREAS: the undersigned, being the Requisite Class C Preferred Members of the Company, have determined that it is desirable and in the best interests of the Company, and its creditors, members and other stakeholders, that a voluntary petition be filed by the Company and the Subsidiaries, seeking relief under the provisions of Chapter 11 of the Bankruptcy Code in the Bankruptcy Court;

**RESOLUTIONS BY THE REQUISITE CLASS C PREFERRED MEMBERS**

IT IS HEREBY RESOLVED: the undersigned Board of Managers of the Company are hereby granted authority to authorize the Company and the Subsidiaries to file for relief under the Bankruptcy Code pursuant to the Company’s organizational documents and applicable law, if and when, in their reasonable discretion, such filing is required to protect the assets and operations of the Company and the Subsidiaries;

BE IT FURTHER RESOLVED: that TONY LOPEZ, the Chief Financial Officer and Chief Operating Officer of the Company (the “Authorized Person”) shall be authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a bankruptcy petition and amendments thereto seeking relief under the provisions of Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time as such Authorized Person executing the same shall determine;

BE IT FURTHER RESOLVED: that if TONY LOPEZ becomes incapacitated or unavailable, JONATHAN KAGAN, shall become the Authorized Person and shall be authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a bankruptcy petition and amendments thereto seeking relief under the provisions of Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time as such Authorized Person executing the same shall determine;

BE IT FURTHER RESOLVED: that TONY LOPEZ (the "Responsible Person"), shall be designated as the responsible person in the Company's Chapter 11 bankruptcy case pursuant to Fed. R. Bankr. P. 9001(5), and is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case;

BE IT FURTHER RESOLVED: that if TONY LOPEZ becomes incapacitated or unavailable, JONATHAN KAGAN shall be designated the Responsible Person in the Company's Chapter 11 bankruptcy case pursuant to Fed. R. Bankr. P. 9001(5), and is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case;

BE IT FURTHER RESOLVED: the undersigned Requisite Preferred Class C Members authorize, direct, and ratify the retention of the law firm of Garman Turner Gordon LLP to represent the Company in such bankruptcy case as general bankruptcy counsel as provided for in its engagement agreement and as subject to any requisite Bankruptcy Court approval;

BE IT FURTHER RESOLVED: the undersigned Requisite Preferred Class C Members authorize, direct, and ratify the retention of Lincoln Partners Advisors LLC as a financial advisor to the Company in such bankruptcy as provided for in its engagement agreement, as may be modified or amended, and as subject to any requisite Bankruptcy Court approval;

BE IT FURTHER RESOLVED: that the Responsible Person, and such other persons as the Responsible Person shall from time to time designate, and any employees or agents (including counsel) designated or directed by any such person, be and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and file all motions, applications, pleadings, and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper, or desirable in connection with the Chapter 11 proceedings;

BE IT FURTHER RESOLVED: that the Responsible Person, and such other persons as the Responsible Person shall from time to time designate, and

any employees or agents (including counsel) designated by or directed by any such person, be and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, declarations, applications, certificates or other documents, and to take such other action as in the judgment of such person shall be or become necessary, proper, and desirable to effectuate a successful Chapter 11 bankruptcy case with respect to the Company, including, without limitation, an agreement for the appointment of an agent for the liquidation of all or any portion of the assets of the Company or the Subsidiaries;

BE IT FURTHER RESOLVED: all acts lawfully done or actions lawfully taken by the Responsible Person of the Company in the name and on behalf of the Company to file the Petition or in any other connection with the Chapter 11 proceedings, or any manner related thereto, or in furtherance of these resolutions be, and hereby are, in all respects ratified, confirmed, and approved.

#### **RESOLUTIONS BY THE BOARD OF MANAGERS**

IT IS HEREBY RESOLVED: the Company and the Subsidiaries are hereby authorized to file for relief under the Bankruptcy Code pursuant to the Company's organizational documents and applicable law, if and when, in the reasonable discretion of the Company, such filing is required to protect the assets and operations of the Company and the Subsidiaries;

BE IT FURTHER RESOLVED: that TONY LOPEZ, the Chief Financial Officer and Chief Operating Officer of the Company, as the Authorized Person, shall be authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a bankruptcy petition and amendments thereto seeking relief under the provisions of Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time as such Authorized Person executing the same shall determine;

BE IT FURTHER RESOLVED: that if TONY LOPEZ becomes incapacitated or unavailable, JONATHAN KAGAN, shall become the Authorized Person and shall be authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a bankruptcy petition and amendments thereto seeking relief under the provisions of Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time as such Authorized Person executing the same shall determine;

BE IT FURTHER RESOLVED: that TONY LOPEZ, shall be designated as the Responsible Person in the Company's Chapter 11 bankruptcy case pursuant to Fed. R. Bankr. P. 9001(5), and is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case;

BE IT FURTHER RESOLVED: that if TONY LOPEZ becomes incapacitated or unavailable, JONATHAN KAGAN shall be designated the Responsible Person in the Company's Chapter 11 bankruptcy case pursuant to Fed. R. Bankr. P. 9001(5), and is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case;

BE IT FURTHER RESOLVED: the undersigned Board of Managers authorize, direct, and ratify the retention of the law firm of Garman Turner Gordon LLP to represent the Company in such bankruptcy case as general bankruptcy counsel as provided for in its engagement agreement and as subject to any requisite Bankruptcy Court approval;

BE IT FURTHER RESOLVED: the undersigned Board of Managers authorize, direct, and ratify the retention of Lincoln Partners Advisors LLC as a financial advisor to the Company in such bankruptcy as provided for in its engagement agreement, as may be modified or amended, and as subject to any requisite Bankruptcy Court approval;

BE IT FURTHER RESOLVED: that the Responsible Person, and such other persons as the Responsible Person shall from time to time designate, and any employees or agents (including counsel) designated or directed by any such person, be and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and file all motions, applications, pleadings, and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper, or desirable in connection with the Chapter 11 proceedings;

BE IT FURTHER RESOLVED: that the Responsible Person, and such other persons as the Responsible Person shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such person, be and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, declarations, applications, certificates or other documents, and to take such other action as in the judgment of such person shall be or become necessary, proper, and desirable to effectuate a successful Chapter 11 bankruptcy case with respect to the Company, including, without limitation, an agreement for the appointment of an agent for the liquidation of all or any portion of the assets of the Company or the Subsidiaries;

BE IT FURTHER RESOLVED: all acts lawfully done or actions lawfully taken by the Responsible Person of the Company in the name and on behalf of the Company to file the Petition or in any other connection with the Chapter 11 proceedings, or any manner related thereto, or in furtherance of these resolutions be, and hereby are, in all respects ratified, confirmed and approved.

## **GENERAL IMPLEMENTING RESOLUTION**

RESOLVED: that the Responsible Person, with full authority to act on behalf of the Company, hereby is authorized and directed, in the name and on behalf of the Company, to take or cause to be taken, any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificate, and undertakings, and to retain other professionals, advisors and consultants on behalf of the Company, and to incur all such fees and expenses as in such Responsible Person's judgment shall be necessary, appropriate, or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned Requisite Preferred Class C Members and the Board of Managers, by execution hereof, hereby approve this Written Consent as of the Effective Date.

GUMP'S HOLDINGS, LLC, a Nevada limited liability company  
REQUISITE PREFERRED CLASS C MEMBERS:

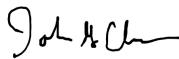
Corporate Partners II Limited

By:   
Its: Mr. F66B40B80C9A45D...  
Print Name: Jonathan Kagan  
Date: 7/20/2018 8:42:30 AM PDT

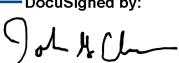
CP II GH Coinvestors LLC

By:   
Its: Mr. F66B40B80C9A45D...  
Print Name: Jonathan Kagan  
Date: 7/20/2018 8:42:30 AM PDT

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J.G. Chachas, individually  
Date: 7/20/2018 8:50:08 AM PDT

J.G. Chachas Trust U/D/T

By:   
Its: Trustee F8C7EAD3ABA5485...  
Print Name: John Chachas  
Date: 7/20/2018 8:50:08 AM PDT

## BOARD OF MANAGERS:

DocuSigned by:



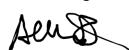
80384CD12722463...

SCOTT SKLAR, individually

7/20/2018 6:53:12 AM PDT

Date: \_\_\_\_\_

DocuSigned by:



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ALI WAMBOLD, individually

7/20/2018 8:38:29 AM PDT

Date: \_\_\_\_\_

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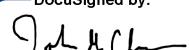
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JONATHAN KAGAN, individually

7/20/2018 8:42:30 AM PDT

Date: \_\_\_\_\_

DocuSigned by:



F8C7EAD3ABA5485

JOHN CHACHAS, individually

7/20/2018 8:50:08 AM PDT

Date: \_\_\_\_\_

DocuSigned by:



91E9220CE70414...

PETER HARRIS, individually

7/20/2018 9:17:26 AM PDT

Date: \_\_\_\_\_

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MICHAEL MOYLAN, individually

7/20/2018 9:19:17 AM PDT

Date: \_\_\_\_\_