

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 By Mail, Inc.</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>94-3222698</u>		
4. Debtor's address	Principal place of business <u>135 Post Road</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>10440 Marina Drive Olive Branch, MS 38654</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 By Mail, Inc.
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>.4541

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 By Mail, Inc.
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 & 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 1-49 1,000-5,000 25,001-50,000
 50-99 5001-10,000 50,001-100,000
 100-199 10,001-25,000 More than 100,000
 200-999

15. Estimated Assets \$0 - \$50,000 \$1,000,001 - \$10 million \$500,000,001 - \$1 billion
 \$50,001 - \$100,000 \$10,000,001 - \$50 million \$1,000,000,001 - \$10 billion
 \$100,001 - \$500,000 \$50,000,001 - \$100 million \$10,000,000,001 - \$50 billion
 \$500,001 - \$1 million \$100,000,001 - \$500 million More than \$50 billion

16. Estimated Liabilities \$0 - \$50,000 \$1,000,001 - \$10 million \$500,000,001 - \$1 billion
 \$50,001 - \$100,000 \$10,000,001 - \$50 million \$1,000,000,001 - \$10 billion
 \$100,001 - \$500,000 \$50,000,001 - \$100 million \$10,000,000,001 - \$50 billion
 \$500,001 - \$1 million \$100,000,001 - \$500 million More than \$50 billion

Debtor

Gump's By Mail, Inc.

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

Tony Lopez

Printed name

Title CFO/COO

18. Signature of attorney

X /s/ William M. Noall

Signature of attorney for debtor

Date 08/03/2018

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 & ZIP Code

Contact phone 725-777-3000

Email address wnoall@gtg.legal

3549 NV

Bar number and State

Debtor Gump's By Mail, Inc.
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	Gump's Corp.	Relationship to you	Affiliate
District	Nevada	When _____	Case number, if known
Debtor	Gump's Holdings, LLC	Relationship to you	Affiliate
District	Nevada	When _____	Case number, if known

Fill in this information to identify the case:

Debtor name Gump's By Mail, Inc.

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 By Mail, Inc.
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
FedEx Corporate Services, Inc. Attn: Managing Agent 942 S. Shady Grove Rd. Memphis, TN 38120		Vendor				\$1,191,661.00
Sandbox Studio Attn: Managing Agent 3850 N 29th Terrace, Ste 107 Hollywood, FL 33020		Vendor				\$232,463.00
Support Services Group (Texas) Attn: Managing Agent 300 S. 13th Street Waco, TX 76701	Stephen Oldfield (978) 750-1840	Vendor				\$207,008.63
Seko Worldwide, LLC Attn: Managing Agent P O Box 71141 Chicago, IL 60694-1141		Vendor				\$152,036.00
Schawk USA, Inc. c/o Matthews International Corporation Attn: Managing Agent P O Box 536634 Pittsburgh, PA 15253-5908		Vendor				\$151,270.00

Debtor Gump's By Mail, Inc.
Name

Case number (if known)

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,	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
Cit Group / Commercial Services Attn: Managing Agent One CIT Drive Livingston, NJ 07039	212-461-5200	Vendor				\$129,755.63
Maria Yee Attn: Managing Agent 1939 Monterey Rd. Ste 8 San Jose, CA 95112		Vendor				\$127,644.00
LSC Communications US, LLC Attn: Managing Agent PO Box 932987 Cleveland, OH 44193		Vendor				\$125,888.00
Allstate Floral & Craft, Inc. Attn: Managing Agent 14038 Park Place Cerritos, CA 90703		Vendor				\$98,746.00
Furniture Classics Attn: Managing Agent 835 Philpotts Road Norfolk, VA 23513		Vendor				\$93,281.00
Astound Commerce Corporation Attn: Managing Agent 1111 Bayhill Dr, Ste 425 San Bruno, CA 94066	AR@astoundcommerce.com (800)591-4710	Vendor				\$88,200.00
Vilagallo Sa Calle Velazquez 44 Entrada Por CI Hermosilla Madrid, 27001, SPAIN		Vendor				\$83,637.68

Debtor Gump's By Mail, Inc.
Name

Case number (if known)

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,	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
I-Centrix dba Ryan Partnership Attn: Managing Agent 3100 Easton Square PI Columbus, OH 43219		Vendor				\$82,577.00
APF FBO PROFESSIONAL STAFFING CO, INC Attn: Managing Agent P O BOX 823473 Philadelphia, PA 19182-3473		Vendor				\$82,502.10
Epsilon Data Management, LLC Attn: Managing Agent 3788 Momentum PI Chicago, IL 60689-5337		Vendor				\$79,132.00
Natural Fashion Inc. dba Anu Attn: Managing Agent 25 Jordan Pla #1 Chico, CA 95973		Vendor				\$70,311.00
Winward International Attn: Managing Agent 42760 Albrae St. Fremont, CA 94538		Vendor				\$65,269.00
NAM HAI CO. LTD-!!WIRE!! AREA B, DONG CHIEU ZONE TAN DONG HIEP WARD DI AN TOWN BINH DUONG, VIETNAM		Vendor				\$62,026.20
Regency International Business Attn: Managing Agent 50 Broadway, 3rd Floor New York, NY 10004		Vendor				\$61,967.00

Debtor Name	Gump's By Mail, Inc.			Case number (if known)			
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,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Grace Chuang, Inc Attn: Managing Agent 261 West 35th St 802 New York, NY 10001			Vendor				\$58,826.00

Fill in this information to identify the case:

Debtor name **Gump's By Mail, Inc.**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*..... \$ **4,198,319.57****1c. Total of all property:**Copy line 92 from *Schedule A/B*..... \$ **4,198,319.57****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*..... \$ **16,705,209.28****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*..... +\$ **7,050,733.07****4. Total liabilities**
Lines 2 + 3a + 3b\$ **23,755,942.35**

United States Bankruptcy Court
District of Nevada

In re Gump's By Mail, Inc.

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	\$	0.00
Prior to the filing of this statement I have received	\$	0.00
Balance Due	\$	0.00

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

Debtor Other (specify): **See Gump's Holdings, LLC**

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

Debtor Other (specify): **See above**

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

/s/ William M. Noall

Date

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 By Mail, Inc.

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
Gump's Holdings, LLC 135 Post Street San Francisco, CA 94108			

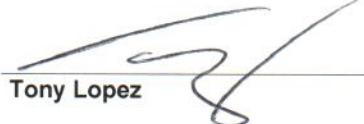
DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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 By Mail, Inc.

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 By Mail, Inc.

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 By Mail, Inc. 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

Gump's Holdings, LLC
135 Post Street
San Francisco, CA 94108

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 By Mail, Inc.
Garman Turner Gordon LLP
650 White Drive, Ste. 100
Las Vegas, NV 89119
725-777-3000

Name, Address, Telephone No. & I.D. No.

William M. Noall
650 White Drive, Ste. 100
Las Vegas, NV 89119
725-777-3000
3549 NV

UNITED STATES BANKRUPTCY COURT
 District of Nevada

In Re
Gump's By Mail, Inc.

BANKRUPTCY NO.
 CHAPTER NO. 11

Debtor(s)

**DECLARATION RE: ELECTRONIC FILING OF PETITION
 SCHEDULES, STATEMENTS AND PLAN (if applicable)**

PART I - DECLARATION OF PETITIONER

I [We] Tony Lopez and _____, the undersigned debtor(s) hereby declare under penalty of perjury that the information I have given my attorney and the information provided in the electronically filed petition, statements, schedules, amendments and plan (if applicable) as indicated above is true and correct. I consent to my attorney filing my petition, this declaration, statements, schedules and plan (if applicable) as indicated above to the United States Bankruptcy Court. I understand that this DECLARATION RE: ELECTRONIC FILING is to be filed with the Clerk once all schedules have been filed electronically but, in no event, no later than 15 days following the date the petition was electronically filed. I understand that failure to file the signed original of this DECLARATION will cause my case to be dismissed pursuant to 11 U.S.C. § 707(a)(3) without further notice.

If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7 or 13. I am aware that I may proceed under chapter 7, 11, 12, or 13 of 11 United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7 or 13. I request relief in accordance with the chapter specified in this petition.

[If petitioner is a corporation or partnership] I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter specified in this petition.

Dated: 8/3/18

Signed:



**Tony Lopez/CFO/COO
 (Applicant)**

PART II - DECLARATION OF ATTORNEY

I, the attorney for the petitioner named in the foregoing petition, declare that, I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Dated: 08/03/2018

Signed: /s/ William M. Noall

William M. Noall
 Attorney for Debtor(s)

**ACTION BY UNANIMOUS WRITTEN CONSENT OF
BOARD OF DIRECTORS
OF GUMP'S BY MAIL, INC.
a Delaware corporate**

The undersigned, being all of the Directors of Gump's By Mail, Inc., a Delaware corporation (the "Company"), hereby ratify, adopt, and/or consent to the following resolutions, effective as of July 19, 2018 (the "Effective Date"):

WHEREAS: the undersigned, being all of the Directors 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, shareholders and other stakeholders, that a voluntary petition be filed by the Company, 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");

IT IS HEREBY RESOLVED: the Company is hereby authorized to file for relief under the Bankruptcy Code, if and when, in its reasonable discretion, such filing is required to protect the assets and operations of the Company;

BE IT FURTHER RESOLVED: that TONY LOPEZ, the Chief Financial 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 Directors 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 Directors 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 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 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 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;

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.

[Remainder of Page Left Blank Intentionally.]

IN WITNESS WHEREOF, the undersigned Directors, by execution hereof, hereby approve this Written Consent as of the Effective Date.

GUMP'S BY MAIL, INC.,
a Delaware corporation

BOARD OF DIRECTORS

DocuSigned by:



80384CD12722463...
SCOTT SKLAR, individually
Date: 7/20/2018 6:53:12 AM PDT

DocuSigned by:



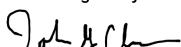
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ALI WAMBOLD, individually
Date: 7/20/2018 8:38:29 AM PDT

DocuSigned by:



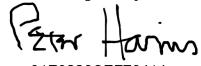
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JONATHAN KAGAN, individually
Date: 7/20/2018 8:42:30 AM PDT

DocuSigned by:



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JOHN CHACHAS, individually
Date: 7/20/2018 8:50:08 AM PDT

DocuSigned by:



91E9220CEF70414...
PETER HARRIS, individually
Date: 7/20/2018 9:17:26 AM PDT

DocuSigned by:



49FA9AA502EE44E...
MICHAEL MOYLAN, individually
Date: 7/20/2018 9:19:17 AM PDT