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Proposed Counsel for Debtor, Sullivan International Group, Inc.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF CALIFORNIA**

In re  
SULLIVAN INTERNATIONAL  
GROUP, INC.,  
  
Debtor.

) CASE NO. 15-02281-LT11  
) Chapter 11  
) **DECLARATION OF BRUCE  
QUATTRONE IN SUPPORT OF  
EMERGENCY "FIRST DAY"  
MOTION FOR INTERIM ORDER  
AUTHORIZING INSIDER  
COMPENSATION**  
) Ctrm: Dept. 3, Room 129  
United States Bankruptcy Court  
325 West "F" Street  
San Diego, CA 92101-6991  
) Judge: Hon. Laura S. Taylor

I, Bruce Quattrone, declare as follows:  
1. I am an individual over the age of majority and am competent to testify as to the facts set forth in this declaration.  
2. I own a 33.05 percent interest in Sullivan International Group, Inc. (the "Debtor"), the debtor and debtor in possession herein, in the form of common stock. I am also the Debtor's Executive Vice President. In my capacity as Executive Vice President, I have obtained direct and firsthand knowledge of the facts contained in this declaration. Accordingly, if called upon as a witness, I could and would competently

1 testify to such facts.

2 3. I make this declaration in support of the Debtor's Emergency "First Day"  
3 Motion for Interim Order Authorizing Insider Compensation (the "Motion").  
4 Capitalized terms not otherwise defined herein shall have the meaning given them in  
5 the Motion.

6 4. As the Debtor's Executive Vice President, and together with Mr.  
7 Sullivan, I plan, develop, and establish the Debtor's policies and objectives in  
8 accordance with the Debtor's approved annual business plan. I communicate with and  
9 educate all staff about the Debtor's strategy and operational management, provide  
10 strategic reports to senior management, and support the Debtor's senior management  
11 team members by handling day-to-day issues facing the Debtor. I am responsible for  
12 supporting the execution of the Debtor's annual business plan to ensure that the  
13 Debtor is meeting all companywide goals and objectives to achieve profitability and  
14 proper backlog. A more complete description of my essential duties and  
15 responsibilities are attached as Exhibit "1" to the Sullivan Declaration.

16 5. My duties as the Debtor's Executive Vice President require  
17 approximately 60 hours per week on my part. I will continue to perform my duties as  
18 the Debtor's Executive Vice President during the bankruptcy case.

19 6. Prior to the Petition Date, the Debtor paid me weekly compensation as  
20 follows for the services he provided as Executive Vice President:

- 21 • \$1,442.40 from March 21, 2014 through June 27, 2014;  
22 • \$2,250.00 from June 28, 2014 through January 16, 2015; and  
23 • \$3,846.00 from January 17, 2015 through the Petition Date.

24 7. The foregoing compensation, together with a tax reimbursement payment  
25 for taxes I incur as a result of the Debtor's election to be treated as an S Corporation,  
26 is the only income I personally receive. My wife is employed as a teacher's aide and  
27 earns a total monthly income is \$977.00. After payroll deductions, our cumulative  
28 monthly take-home pay is \$11,427.34. We have two adult children, ages 20 and 23.


1 They currently live with us and are our dependents.

2 8. From our monthly take-home pay of \$11,427.34, my wife and I spend  
3 \$11,240.00 for payment of monthly expenses, as follows:

4	a.	Mortgage Payments	\$ 4,540.00
5	b.	Real Estate Taxes	\$ 1,489.00
6	c.	Real Estate Insurance	\$ 151.00
7	d.	Home Maintenance	\$ 400.00
8	e.	HOA Dues	\$ 370.00
9	f.	Utilities	\$ 905.00
10	g.	Food and Household Supplies	\$ 800.00
11	h.	Clothing, Laundry, etc.	\$ 100.00
12	i.	Transportation	\$ 350.00
13	j.	Vehicle Insurance	\$ 407.00
14	k.	Car Payments (two cars)	<u>\$ 1,728.00</u>
15		<b>TOTAL:</b>	<b>\$11,240.00</b>

16 9. The above itemized expenses constitute ordinary and reasonable living  
17 expenses. Subtracting our monthly expenses from our monthly income, my wife and I  
18 have a monthly net income of \$187.34.

19 I declare under penalty of perjury under the laws of the United States of  
20 America that the foregoing is true and correct. Executed on April 15, 2015.

21  
22   
23 Bruce Quattrone