

**UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF ALABAMA, SOUTHERN DIVISION**

<b>In Re:</b>	)	<b>Case No: 11-12254-WRS-11</b>
	)	
<b>SMALL LOANS, INC., et al.</b>	)	<b>Chapter 11</b>
	)	
<b>Debtors.</b>	)	<b>Jointly Administered</b>

**SECOND EXPEDITED MOTION OF THE TRUSTEE, S. GREGORY HAYS  
PURSUANT TO §365(d)(4)(B)(ii) TO FURTHER EXTEND THE PERIOD TO ASSUME  
OR REJECT LEASES THROUGH AND INCLUDING DECEMBER 28, 2012**

The Trustee, S. Gregory Hays, (“Trustee”) hereby moves the Court (“Motion”), pursuant to 11 U.S.C. §365 under Rule 9013 of the Federal Rules of Bankruptcy Procedure, for entry of an order authorizing the Trustee to extend the period during which the Trustee may assume or reject leases of non-residential real estate, through and including December 28, 2012. In support of the Motion, the Trustee states as follows:

**JURISDICTION and NOTICE**

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. §§157(b)(2)(A), (M), and (O).
2. Venue of this Chapter 11 case in this District is proper under 28 U.S.C. §§1408 and 1409.
3. The statutory predicates for relief requested herein are §105(a) and §365 of Title 11 of The United States Code (the “Bankruptcy Code”) and the Federal Rules of Bankruptcy Procedure, Rule 9013.

**BACKGROUND**

4. On December 16, 2011, (the “Petition Date”), the Debtors filed for relief under Chapter 11 of the Bankruptcy Code. The Debtors continued to operate their businesses and manage their properties as Debtors-in-Possession, pursuant to §§1107 and 1108 of the Bankruptcy Code, until April 30, 2012, when S. Gregory Hays was appointed Trustee.
5. On the Petition Date, the Debtors requested that the Court enter an Order directing the Debtors’ Chapter 11 cases to be jointly administrated and consolidated for procedural purposes only. The Court has heretofore granted that motion, and administratively consolidated the cases.
6. Prior to filing its Chapter 11 Petition this Court on the Petition Date, the Debtors entered into certain unexpired leases of nonresidential real property (the “Leases”), under which

the Debtors are lessees, as reflected in the attached Exhibit A, which the Debtors have, as of the date of filing of this Motion, neither assumed nor rejected under §365 of the Bankruptcy Code.

7. Under the aforesaid Leases, the Debtors lease certain nonresidential real property (the “Leased Premises”) from the lessors (“Lessors”). The Trustee is continuing to evaluate whether it is in the best interest of the bankruptcy estate and the creditors to assume or reject some or all of the Leases.

8. The Trustee requires additional time to continue his examination and evaluation of the Leases, and has negotiated with potential going-concern purchasers of the Debtors’ business enterprises. It is elementary that any such purchaser may or may not want to retain one or all of the operating entities stores, and may condition a going-concern purchase on the ability to be an assignee of some or all of the Leases.

### **RELIEF REQUESTED**

9. By this Motion, the Trustee respectfully requests entry of an Order pursuant to §365(d)(4)(B)(ii) of the Bankruptcy Code for an extension of the deadline within which the Trustee may assume or reject the leases, through and including December 28, 2012 (the “Extended Deadline”).

### **BASIS FOR RELIEF**

10. Under Bankruptcy Code §365(d)(4)(A)(i) an unexpired lease of nonresidential real property is automatically deemed rejected 120 days after the Order for Relief, unless, “the Court [extends] the period determined under sub-paragraph (A), prior to the expiration of the 120 day period, for 90 days upon the motion of the trustee or lessor for cause.” 11 U.S.C. §364(d)(4)(B)(i).

11. On April 4, 2012, the consolidated Debtors filed an Expedited Motion of the Debtors and Debtors-in-Possession pursuant to Bankruptcy Code §365(d)(4)(B)(i) to Extend the Period to Assume or Reject Leases Through and Including June 25, 2012 [Doc. #257].

12. On April 10, 2012, this Honorable Court granted the Debtors’ Expedited Motion by virtue of its Order Authorizing the Expedited Motion of the Debtors and Debtors-in-Possession pursuant to Bankruptcy Code §365(d)(4)(B)(i) to Extend the Period to Assume or Reject Leases Through and Including June 25, 2012 [Doc. # 268].

13. Under Bankruptcy Code §365(d)(4)(A)(ii), “If the Court grants an extension under Clause (i) the Court may grant a subsequent extension only upon prior written consent of the Lessor in each instance.”

14. Accordingly, on June 15, 2012, the Trustee filed his Expedited Motion of the Trustee, S. Gregory Hays pursuant to Bankruptcy Code §365(d)(4)(B)(ii) to Extend the Period to Assume or Reject Leases Through and Including September 23, 2012 [Doc. #388].

15. On June 28, 2012, this Honorable Court granted the Expedited Motion of the Trustee, S. Gregory Hays pursuant to Bankruptcy Code §365(d)(4)(B)(ii) to Extend the Period to

Assume or Reject Leases Through and Including September 23, 2012 by virtue of its Order Granting Expedited Motion of the Trustee, S. Gregory Hays Pursuant to §365(d)(4)(B)(ii) to Further Extend the Period to Assume or Reject Leases Through and Including September 23, 2012 [Doc. # 473]. Consents of numerous affected landlords were then filed into court.

16. Accordingly, the current deadline for the Trustee to assume or reject the Leases is September 23, 2012.

17. The Trustee again intends to seek the written consent of all of the Lessors as identified on Exhibit A hereto. However, time once again prohibited the Trustee from getting all such written consents filed and recorded prior to the filing of this Motion. The Trustee is contacting each and every Lessor and seeking the appropriate written consents. The proposed Written Consent of Lessor Form is attached hereto as Exhibit B.

18. Cause exists to approve this Extended Deadline Request by the Trustee, as follows:

(a) The Leases are primary assets and central to the reorganization and/or going-concern sale of the Debtors' enterprises.

(b) The Trustee needs additional time to act intelligently in making the judgment to assume or reject, and to present a coherent package to any prospective purchaser.

(c) The Trustee is in compliance with his post-petition obligations under the Leases pursuant to §§365(d)(3),

(d) The Leases in question are one of a number of business properties whose respective acceptances or rejections require additional time for study and determination. *In re Columbus One Parcel Serv., Inc.*, 138 BR 194, 195 (Bankr. S.D. Ohio 1992).

(e) The Trustee on September 7, 2012 filed his Chapter 11 Trustee's Motion for Order (1) Authorizing Sale of Debtors' Consumer Credit Accounts, Furniture, Fixtures, Equipment, and Other Incidental Assets Free and Clear of Liens, Claims and Encumbrances, and (2) Approving Terms for Submission of Competing Offers and Auction Procedures [Doc. 544] (the "Motion to Sell"). Western Shamrock Corporation serves as the stalking horse bidder. The Asset Purchase Agreement between the Trustee and Western Shamrock Corporation does not require the assumption of the Leases by the Trustee, nor the subsequent assignment of the Leases by the Trustee to Western Shamrock Corporation. In the event that Western Shamrock Corporation is the ultimate high bidder, the Trustee does not contemplate a need for assumption of any of the Leases. However, should a bidder, other than Western Shamrock Corporation, prevail at the auction, such higher bidder may desire or require as a condition of its bid that the Trustee assume and then assign to it some or all of the Leases.

(f) The Trustee desires, and it is in the best interest of the estate and the creditors, for the Trustee to retain the ability to assume some or all of the leases. The

hearing on the Motion to Sell is presently set for October 4, 2012, which is subsequent to the current September 23, 2012 expiration of the deadline to assume or reject the Leases.

19. Without an extension of the deadline, or if the leases are not assignable, the Trustee will be unable to effectively market a going-concern sale and solicit competitive bids for the sale of the Debtors' businesses.

20. The Trustee's ability to assume certain Leases and reject others, and/or assume all such Leases, if that is in the best interest of the estate, will be critical to the success of the Plan and any potential sale and to competitive bidding.

21. The Trustee believes that Exhibit A contains a complete and accurate list of all of the Debtors' unexpired leases of nonresidential real property. To the extent that a Lease has been inadvertently omitted from Exhibit A, the Trustee requests that the Court grant the relief requested herein as to all such other unlisted leases.

22. The Trustee seeks an Order granting this Motion and allowing the Trustee to solicit and file of record the written consents of each of the Lessors, in the form of Exhibit B hereto, and further, for an Order that upon the filing of such written consent, each such consenting Lessor will be deemed to be subject to the extension deadline of December 28, 2012.

DATED this 18<sup>th</sup> day of September, 2012.

/s/ Daniel D. Sparks  
Daniel D. Sparks  
Bradley R. Hightower  
Attorneys for Trustee

Of Counsel:  
Christian & Small LLP  
1800 Financial Center  
505 North 20<sup>th</sup> Street  
Birmingham, AL 35203  
(205) 795-6588

### **CERTIFICATE OF SERVICE**

I hereby certify that I have this date served a copy of the foregoing pleading upon the following via the ECF system or by placing a copy of same in the United States mail, postage prepaid, addressed as follows on this the 18<sup>th</sup> day of September, 2012:

Teresa R. Jacobs  
U.S. Bankruptcy Administrator  
Frank M. Johnson, Jr. Federal Building  
One Church Street, Suite 103  
Montgomery, Alabama 36104

Bill D. Bensinger  
Max A. Mosley  
Baker, Donelson, Bearman, Caldwell & Berkowitz  
1600 Wells Fargo Tower  
420 20<sup>th</sup> Street North  
Birmingham, Alabama 35203

Jan M. Hayden  
Baker, Donelson, Bearman, Caldwell & Berkowitz  
201 St. Charles Avenue  
New Orleans, Louisiana 70170

John D. Elrod  
R. Kyle Woods  
Greenberg Traurig, LLP  
The Forum – Suite 400  
3290 Northside Parkway, NW  
Atlanta, Georgia 30327

Those lessors who have requested notice pursuant to Fed. R. Bankr. P. 2002

/s/ Daniel D. Sparks  
OF COUNSEL

**EXHIBIT A**

**LEASES**

<b>The Money Tree Inc.</b>	222 S. Broad (Tech)	<b>222 South Broad Street</b>	Bainbridge	GA	39817	Martin Family Group
	503 S. Scott HO-114	<b>503 S Scott St.</b>	Bainbridge	GA	39817	Martin Family Group
<b>THE MONEY TREE OF ALABAMA</b>	SBroad HO	<b>114 S. Broad Street</b>	Bainbridge	GA	39817	Martin Family Group
	Alexander City	<b>2028 Cherokee Road</b>	Alexander City	AL	35010	Kenneth W. Cochran
	Bay Minette	<b>201B D'Olive Street 2556 Douglas Avenue</b>	Bay Minette	AL	36507	Boykin Management Spectra
	Brewton	<b>703 Logan Road</b>	Brewton	AL	36426	Management Inc.
	Clanton	<b>460 E. Main Street 1109 East</b>	Clanton	AL	35045	Key Properties, Inc.
	Dothan 1	<b>Commerce Street 31 Mayfield</b>	Dothan	AL	36301	Martin Family Group
	Greenville	<b>Avenue</b>	Greenville	AL	36037	Martin Family Group
	Monroeville	<b>177A Eastern Blvd. Space #22A</b>	Monroeville	AL	36460	David Hutcherson
	Montgomery	<b>3164 Hwy 431, 431 Annex Ste 3</b>	Montgomery	AL	36117	Atlanta Crossing, LLC
<b>THE MONEY TREE OF FLORIDA</b>	Roanoke	<b>508 E. Jefferson Street</b>	Roanoke	AL	36274	Martin Sublease
<b>THE MONEY TREE OF GEORGIA</b>	Quincy	<b>109 North Prince Street Suite B&amp;C</b>	Quincy	FL	32351	Martin Family Group
	Americus	<b>P.O. Box 111, 221A E. Monroe St</b>	Americus	GA	31709	Americus Retail Investors
	Ashburn	<b>1821 Walton Way</b>	Ashburn	GA	31714	Martin Sublease
	Augusta 1	<b>224 S. West Street</b>	Augusta	GA	30904	Annette B. Barton
	Bainbridge 1	<b>923 E. Shotwell Street</b>	Bainbridge 1	GA	39817	Martin Family Group
	Bainbridge 2A	<b>4295 Old Highway 76 Suite C</b>	Bainbridge 2	GA	39819	Martin Sublease
	Blue Ridge	<b>145 Altama Connector</b>	Blue Ridge	GA	30513	Blue Ridge Properties of Georgia, LLC
	Brunswick 1	<b>4300 Buford Drive Suite 2C</b>	Brunswick	GA	31525	Kolb, Wheeler & Walters, LLC
	Buford	<b>9 South Broad Street</b>	Buford	GA	30518	Martin Sublease
	Cairo	<b>142 Belmont Drive SW</b>	Cairo	GA	39828	Martin Family Group
	Calhoun	<b>1124 North Park St. Suite N</b>	Calhoun	GA	30701	Martin Sublease
	Carrollton	<b>449 East Main Street</b>	Carrollton	GA	30117	Riverbridge, LTD
	Cartersville		Cartersville	GA	30121	Martin Sublease

**THE MONEY TREE OF  
GEORGIA -cont**

Columbus 1	3604 Macon Rd. Units 11 & 12	Columbus	GA	31907	Martin Sublease
Conyers	2020 Eastside Drive Suite 204	Conyers	GA	30013	National Properties, LLC
Dawsonville	278 Highway 400 N Ste 1210	Dawsonville	GA	30534	Celeste Properties, LLC
Donalsonville	301 E. Third St. P.O. Box 705	Donalsonville	GA	39845	Martin Family Group
Dublin	1819 Rice Avenue	Dublin	GA	31021	Martin Sublease Retail Atlanta Portfolio Investors, LLC
Forest Park Ft.	561 Forest Pkwy Ste. 6	Forest Park Ft.	GA	30297	
Oglethorpe	1817 Battlefield Parkway	Oglethorpe	GA	30742	Malon D. Mimms Co.
Garden City	528 US Hwy 80 W. 4274 Gray Hwy Ste A, POB 2585	Garden City	GA	31408	Martin Sublease
Gray	422A New Franklin Road	Gray	GA	31032	Martin Sublease
LaGrange	2017 5th Avenue SE	LaGrange	GA	30240	Martin Sublease
Moultrie	34 Jefferson Street	Moultrie	GA	31768	Martin Family Group
Newnan	2204 Shorter Avenue NW # 18	Newnan	GA	30263	Martin Family Group
Rome	2001 Osborne Road	Rome	GA	30165	RCG-Rome, LLC
St Marys	# 6 Proctor Street	St. Marys	GA	31558	Martin Family Group
Statesboro	1494 Rosedale Street	Statesboro	GA	30458	Martin Family Group Tugart Properties, LLC
Toccoa	39 East May Street	Toccoa	GA	30577	GT Winder Enterprises
Winder	Suite E 420A Bolton Avenue	Winder	GA	30680	

**THE MONEY TREE OF  
LOUISIANA**

Alexandria 1	1060 Main Street	Alexandria	LA	71301	Martin Family Group
Baker	320 Gertsner Memorial Dr Ste E	Baker	LA	70714	Martin Sublease
Lake Charles	505 North 18th Street Suite A	Lake Charles	LA	70601	Martin Sublease
Monroe	716 Creswell Lane	Monroe	LA	71201	Kenn W. May Randolph McCormick Realty, Inc.
Opelousas	3200 Monroe Hwy Suite 138	Opelousas	LA	70570	Kings Country Village, LLC
Pineville	2716 W. 70th Street	Pineville	LA	71360	Southgate Retail Center, LLC
Shreveport 1		Shreveport	LA	71108	

**UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF ALABAMA, SOUTHERN DIVISION**

<b>In Re:</b>	)	<b>Case No: 11-12254-WRS-11</b>
	)	
<b>SMALL LOANS, INC., et al.</b>	)	<b>Chapter 11</b>
	)	
<b>Debtors.</b>	)	<b>Jointly Administered</b>

**(Money Tree)**

**EXHIBIT B**

**WRITTEN CONSENT OF LESSOR**

The undersigned lessor of nonresidential real property, as identified in the space provided below, hereby consents to an extension of the deadline for the trustee, S. Gregory Hays, to assume or reject the below-referenced lessor's lease until December 28, 2012. The specific property leased by the lessor to the debtor is as follows:

Property address:

\_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Executed by:

\_\_\_\_\_  
(Lessor entity name)

By: \_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Typed/printed)

Its: \_\_\_\_\_  
(Title)