

UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF ALABAMA, SOUTHERN DIVISION

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

**CHAPTER 11 TRUSTEE'S MOTION PURSUANT TO SECTIONS 105(a), 327, 328 and 330 OF THE BANKRUPTCY CODE FOR AUTHORIZATION TO EMPLOY PROFESSIONALS IN THE ORDINARY COURSE OF BUSINESS *NUNC PRO TUNC***

**PURSUANT TO LBR 9007-1, THIS APPLICATION WILL BE TAKEN UNDER ADVISEMENT BY THE COURT AND MAY BE GRANTED UNLESS A PARTY IN INTEREST FILES A RESPONSE WITHIN 21 DAYS OF THE DATE OF SERVICE. RESPONSES MUST BE FILED WITH THE CLERK AND SERVED UPON THE MOVING PARTY. RESPONSES MUST FILED ELECTRONICALLY WITH THE CLERK OR BY U.S. MAIL ADDRESSED TO THE CLERK, U.S. BANKRUPTCY COURT, ONE CHURCH STREET, MONTGOMERY, ALABAMA 36104.**

S. Gregory Hays, the Chapter 11 bankruptcy trustee (the "Trustee") appointed in the above captioned case, hereby moves this Court for entry of an order pursuant to Sections 105(a), 327, 328, and 330 of Title 11 of the United States Code (the "Bankruptcy Code"), authorizing the Trustee to retain, compensate, and reimburse professionals utilized in the ordinary course of business *nunc pro tunc* to the Petition Date without the submission of separate employment applications and the issuance of separate retention orders for each professional. In support of this Motion, the Trustee states as follows:

**Jurisdiction**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

[1]



2. The statutory bases for the relief requested herein are Sections 105(a), 327, 328 and 330 of the Bankruptcy Code.

### **Background**

3. On December 16, 2011 (the "Petition Date"), Small Loans, Inc., The Money Tree, Inc., The Money Tree of Louisiana, Inc., The Money Tree of Florida Inc., and The Money Tree of Georgia Inc. (collectively, the "Debtors") filed voluntary chapter 11 bankruptcy cases in this Court.<sup>1</sup>

4. The Debtors' history and the events leading up to their bankruptcy filings have already been set out in numerous pleadings filed with this Court and the Trustee will not retread over the same ground again here.

### **Appointment of Trustee**

5. On April 30, 2012, the Court ordered the appointment of the Trustee pursuant to Section 1104(a) of the Bankruptcy Code. The Trustee now seeks to employ the professionals described herein in the ordinary course of business *nunc pro tunc* to the Petition Date.

### **Summary of Relief Requested**

6. Prior to the Trustee's appointment, the Debtors utilized the services of numerous professionals to address certain business and legal issues that arose on a daily basis. These professionals included attorneys who were collecting debts owed to the Debtors, accountants who prepared the Debtors' tax returns, and various other professionals, all of whom were necessary for the Debtors' day-to-day operations. The Trustee seeks authorization, pursuant to

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<sup>1</sup> The Money Tree, Inc. filed Case No. 11-12255-WRS-11; The Money Tree of Louisiana, Inc. filed Case No. 11-12256-WRS-11; The Money Tree of Florida Inc. filed Case No. 11-12257-WRS-11; and The Money Tree of Georgia Inc. filed Case No. 11-12258-WRS-11. These cases and the chapter 11 case filed by Small Loans, Inc. are being jointly administered by this Court pursuant to the Order for Joint Administration entered by the Court on January 4, 2012. For purposes of this Motion, the Trustee seeks to employ the professionals described herein with regard to all of the jointly administered cases.

Sections 105(a), 327, 328 and 330 of the Bankruptcy Code, to retain, *nunc pro tunc* to the Petition Date, certain of these professionals utilized in the ordinary course of business (the “Ordinary Course Professionals”) without the submission of separate employment applications and the issuance of separate retention orders for each professional.

### **Proposed Procedures**

7. The Trustee proposes that as promptly as possible following (i) the entry of an order granting this Motion, or (ii) the date on which the Ordinary Course Professional commences services for the Trustee, each Ordinary Course Professional shall provide to the Trustee’s attorneys: (a) an Affidavit (the “Ordinary Course Professional Affidavit”), substantially in the form attached hereto as **Exhibit “A,”** certifying that the professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed; and (b) a completed retention questionnaire (the “Retention Questionnaire”), substantially in the form attached hereto as **Exhibit “B.”**

8. The Trustee shall then file the Ordinary Course Professional Affidavit and Retention Questionnaire with the Court and serve a copy thereof upon (i) the Debtors; (ii) attorneys for the Creditors’ Committee; and (iii) the Bankruptcy Administrator (collectively the “Reviewing Parties”). The Reviewing Parties shall have ten (10) days following service of such documents (the “Objection Deadline”) to notify the Trustee, the other Reviewing Parties and the relevant Ordinary Course Professionals in writing of any objection to the retention stemming from the contents of the Ordinary Course Professional Affidavit or Retention Questionnaire. If, after the Objection Deadline, no objection is filed, the retention, employment, and compensation of such Ordinary Course Professional shall be deemed approved, without further order from the

Court. If an objection is filed and such objection cannot be resolved within twenty (20) days, the matter shall be set for a hearing before the Court.

9. The Trustee submits that this proposed employment of the Ordinary Course Professionals and the payment of monthly compensation on the basis set forth below is in the best interest of Debtors' estates and creditors. The relief requested will save substantial expenses that would be associated with applying separately for the employment of each Ordinary Course Professional. Further, the relief requested will avoid the incurrence of additional fees relating to the preparation and prosecution of interim fee applications.

10. The Trustee proposes that he be permitted to pay each Ordinary Course Professional, without a prior application to the Court by such professional, 100% of the fees and disbursements incurred, if the Trustee approves an appropriate invoice submitted by such professional that sets forth in reasonable detail the nature of the services rendered and disbursements actually incurred; provided, however, that, if any amount owed for an Ordinary Course Professional's fees and disbursements exceeds a total of \$7,500.00 per month per professional on a "rolling basis," then the payments to such professional for such excess amounts shall be subject to the prior approval of the Court in accordance with Sections 330 and 331 of the Bankruptcy Code. Paying fees on a "rolling basis" means that an Ordinary Course Professional whose fees and disbursements are less than \$7,500.00 in any month will be eligible to apply the difference between \$7,500.00 and the amount billed in such month to any subsequent month in which fees and disbursements exceed \$7,500.00; provided, however, that payment during any such subsequent month shall not exceed \$10,000.00 per Ordinary Course Professional. In the event that an Ordinary Course Professional seeks more than \$7,500.00 per month on a "rolling basis," that professional will be required to file a fee application for the full amount of its fees

and expenses for that month in accordance with Sections 330 and 331 of the Bankruptcy Code and any and all orders of the Court. The Trustee reserves the right to amend the monthly compensation limitations set forth in this paragraph upon notice and a hearing.

11. Attached hereto as **Exhibit "C"** is the initial list of the Ordinary Course Professionals that the Trustee seeks to retain, compensate, and reimburse pursuant to this Motion. The Trustee reserves the right to retain additional Ordinary Course Professionals from time to time during these cases as the need arises and to otherwise supplement the list of Ordinary Course Professionals from time to time as necessary. In such event, the Trustee proposes to file a notice with the Court listing such additional Ordinary Course Professionals and attaching to such notice the Ordinary Course Retention Affidavits and Retention Questionnaires for each additional Ordinary Course Professional (collectively, the "Supplemental Notice of Ordinary Course Professionals") and to serve the Supplemental Notice of Ordinary Course Professionals on the Reviewing Parties. The Reviewing Parties will then be subject to the same procedures and deadlines for objecting to the retention, employment, or compensation of the additional Ordinary Course Professionals as previously described herein with regard to the initial Ordinary Course Professionals listed in **Exhibit "C."**

#### **REQUEST FOR RELIEF**

12. The Trustee requests authorization to retain, compensate, and reimburse professionals utilized in the ordinary course of business *nunc pro tunc* to the Petition Date without the submission of separate employment applications and the issuance of separate retention orders for each professional. The Trustee's request is permitted pursuant to Sections 105(a), 327, 328 and 330 of the Bankruptcy Code.

13. Section 327(a) of the Bankruptcy Code provides that:

Except as otherwise provided in this section, the trustee, with the court's approval, may employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee's duties under this title.

11 U.S.C. § 327(a).

14. Section 327(e) of the Bankruptcy Code provides that "with the court's approval," the trustee may employ:

for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

11 U.S.C. § 327(e).

15. Section 328(a) of the Bankruptcy Code provides, in relevant part, that the trustee "with the court's approval, may employ or authorize the employment of a professional person under section 327 or 1103 of this title, as the case may be, on any reasonable terms and conditions of employment..." 11 U.S.C. § 328(a).

16. Section 330(a)(1) of the Bankruptcy Code provides, in relevant part, that:

[a]fter notice to the parties in interest and the United States Trustee and a hearing, and subject to sections 326, 328, and 329, the court may award to a...professional person employed under section 327 or 1103—

(A) reasonable compensation for actual, necessary services rendered...by the professional person, or attorney and by any paraprofessional person employed by any such person; and

(B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1).

17. Section 105(a) of the Bankruptcy Code provides that:

The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title. No provision of this title providing for the raising of an issue by a party in interest shall be construed to preclude the court from, sua sponte, taking any action or making any determination necessary or appropriate to enforce or implement court orders or rules, or to prevent an abuse of process.

11 U.S.C. § 105(a).

18. Although the number of Ordinary Course Professionals that the Trustee seeks to employ at this time is relatively small, the Trustee submits that, in light of the additional costs associated with the preparation of employment applications for professionals who will receive relatively small fees, it is more practical and less costly for the Ordinary Course Professionals to be employed in the manner described herein than it is for the Trustee to submit individual applications and proposed retention orders for each Ordinary Course Professional as required by Bankruptcy Rules 2014 and 2016. For this reason, the Trustee requests that the Court dispense with the requirement of individual employment applications and retention orders with respect to each Ordinary Course Professional.

19. To the extent that certain of the Ordinary Course Professionals may hold unsecured claims against the Debtors for prepetition services rendered to the Debtors (the amounts of which will be set out in the Ordinary Course Professional Affidavits and Retention Questionnaires that will be filed with the Court), the Trustee does not believe that any of the Ordinary Course Professionals have an interest materially adverse to the Debtors, their creditors or other parties in interest that should preclude such professionals from continuing to represent the Debtors; therefore, all of the Ordinary Course Professionals proposed to be retained meet the special counsel retention requirement under Section 327(e) of the Bankruptcy Code.

20. Retention and payment procedures similar to the procedures proposed herein have been approved by bankruptcy courts in Alabama and in other jurisdictions. *See In re. BFW Liquidation, LLC (Bruno's)*, Chapter 11 Case No. 09-00634-BGC (Bankr. N.D. Ala. 2009); *In re. Citation Corp.*, Chapter 11 Case No. 04-08130-TOM (Bankr. N.D. Ala. 2004); *In re. Globe Mfg. Corp.*, Chapter 11 Case No. 01-70115-CMS (Bankr. N.D. Ala. 2001); *In re. Lehman Brothers Holdings Inc., et al.*, Chapter 11 Case No. 08-13555-JMP (Bankr. S.D.N.Y. 2008); and *In re Enron Corp.*, Chapter 11 Case No. 01-16034-RDD (Bankr. S.D.N.Y. 2004).

### **Notice**

21. Notice of this Motion has been given to (a) the Bankruptcy Administrator, Teresa R. Jacobs, (b) counsel for the Debtors, (c) counsel for the Official Committee of Unsecured Creditors, (d) the Limited Service List described in the Order Limiting Notice, Establishing Additional Notice Procedures and Approving Alternative Form of Notice Via Website [ECF Docket No. 91], and (e) those persons who have requested notice pursuant to Fed. R. Bankr. P. 2002. Notice will also be given on the Noticing Website. The Trustee submits that, in light of the relief requested, no other or further notice need to be given.

### **No Prior Request**

22. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, the Chapter 11 bankruptcy trustee, S. Gregory Hays, respectfully requests that the Court grant the relief requested herein and such other and further relief as it deems just and proper.



/s/ Bradley R. Hightower

Daniel D. Sparks

Eric J. Breithaupt

Bradley R. Hightower

Attorneys for S. Gregory Hays, Chapter 11

Bankruptcy Trustee

**OF COUNSEL:**

CHRISTIAN & SMALL LLP

505 North 20<sup>th</sup> Street, Suite 1800

Birmingham, Alabama 35203

Phone: (205) 795-6588

Fax: (205) 328-7234

**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 24th day of May, 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 persons who have requested notice pursuant to Fed. R. Bankr. P. 2002**

/s/ Bradley R. Hightower  
\_\_\_\_\_  
OF COUNSEL

E.W. Chip Angell  
for creditor Marvin Smith  
PO Box 1741  
Toccoa, GA 30577

Sandra G. Beck  
117 Thrift Lane  
Macon, GA 31211

Harold Blount  
820 Reagan Drive, NW  
Conyers, GA 30012

William D. Bragg  
121 Greenwood Drive NW  
Warner Robbins, GA 31093

Catherine T. Brown  
2289 Brockton Loop  
Jefferson, GA 30549

Sarah R. Brown  
3802 Wrightsboro Road  
Augusta, GA 30909

James H. Burnham  
1836 Osborne Road  
St. Mary's, GA 31558

Joel D. Burns  
for creditors Jerald & Betty Smith  
Burns & Burns  
200 North Jefferson Street  
Milledgeville, GA 31061

Quentin Carr  
Carr & Kiker, Law Offices  
113 Grant Street  
P O Box 999  
Clarksville, GA 30523

Sid D. Clark  
173 Linda Street  
St. Marys, GA 31558

H. Donald Drake  
1249 Moores Lane  
Comer, GA 30629

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for creditor Susie Waters  
P O Box 1700  
Statesboro, GA 30459

John H. Edgeman  
P O Box 1539  
Rocky Face, GA 30740

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2303 Sardis Church Road  
Moultrie, GA 31788

William B. Finney  
6507 Brookridge Dr.  
Hihira, GA 36132

Henry Flournoy  
105 Pirates Cove  
St. Simmons Island, GA 31522

Ethel Fuller  
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Climax, GA 39834

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3343 Peachtree Road, NE  
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62 Brownwood Drive  
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6266 Hillpine Dr.  
Douglasville, GA 30135

Jean Frankel V. Jean  
6266 Hillpine Drive  
Douglasville, GA 30135

John N. McClendon  
137 Pye Pond Road  
Leesburg, GA 31763

Harold E. Miller  
297 Lake Road  
Ellabell, GA 31308

Money Tree LLC  
c/o Anne Morgan  
2199 Roxanna Court  
Waverly, AL 36879

Jo Ann Moss  
P O Box 2328  
Calhoun, GA 30701

Charles P. Notter  
613 Carrack Court  
St. Marys, GA 31558

Lewis and Mary Pate  
37 Hollis Heights  
Newnan, GA 30263

Barbara Jean Peck  
c/o C.H. Espy, Jr.  
Espy, Metcalf & Espy, PC  
P O Drawer 6504  
Dothan, AL 36302

Pilar J. Penn  
for creditor Jerry Willis  
The People's Law Firm, Inc.  
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Canton, GA 30114

Claudie L. Pullian  
445 Kings Road  
Athens, GA 31808

Rosa Reed  
c/o Michelle Pevitt  
225 Krogland Road  
Fortson, GA 31808

David Roberts  
494 Roberts Lane  
Carnesville, GA 30521

Christian J. Steinmetz  
for creditor Larry Goggins  
P O Box 10085  
Savannah, GA 31412-0285

Cater C. Thompson  
Jones, Cork & Miller LLP  
P O Box 6437  
Macon, GA 31208

U S Bank National Assoc.  
c/o Cindy Woodward, Vice President  
60 Livingston Avenue  
St. Paul, MN 55107

Lawrence B. Voit  
for Dees, Jackson, Prime, et al  
Silver, Voit & Thomson  
4317-A Midmost Drive  
Mobile, AL 36609

Walt and Barbara Wagner  
204 Stratford Way  
Thomasville, GA 31792

46 Copies Including C/S + File

**EXHIBIT A**

**(Ordinary Course Professional Affidavit)**

**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>

**AFFIDAVIT AND DISCLOSURE STATEMENT OF \_\_\_\_\_,**

**ON BEHALF OF \_\_\_\_\_**

STATE OF \_\_\_\_\_ )

COUNTY OF \_\_\_\_\_ )

\_\_\_\_\_, being duly sworn, upon his/her oath,  
deposes and says:

1. I am a [INSERT TITLE] of \_\_\_\_\_,  
located at the address of \_\_\_\_\_ (the  
“Firm”).

2. On December 16, 2011, Small Loans, Inc., The Money Tree, Inc., The Money  
Tree of Louisiana, Inc., The Money Tree of Florida Inc., and The Money Tree of Georgia Inc.  
(collectively, the "Debtors") filed voluntary chapter 11 bankruptcy cases in this Court.

3. On April 30, 2012, S. Gregory Hays was appointed as chapter 11 bankruptcy  
trustee (the "Trustee") in the above-referenced chapter 11 cases and the Trustee has requested  
that the Firm provide [GENERALLY DESCRIBE SERVICES TO BE PROVIDED] services to  
the Trustee. The Firm has consented to provide such services.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Trustee with any other person other than the principals and regular employees of the Firm.

6. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

7. The Debtors owe the Firm \$\_\_\_\_\_ for prepetition services (prepetition means prior to December 16, 2011).

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

By: \_\_\_\_\_

Subscribed and sworn to before me this \_\_\_ day of \_\_\_\_\_, 2012.

\_\_\_\_\_  
Notary Public

**EXHIBIT B**

**(Retention Questionnaire)**



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

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

**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY S. GREG HAYS,  
CHAPTER 11 TRUSTEE,

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.

RETURN IT FOR FILING BY THE TRUSTEE, TO:

Bradley R. Hightower  
Christian & Small LLP  
505 Twentieth Street North  
Suite 1800  
Birmingham, Alabama 35203

Phone (205) 795-6588  
Fax (205) 328-7234  
[brh@csattorneys.com](mailto:brh@csattorneys.com)

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

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2. Date of retention: \_\_\_\_\_

3. Type of services provided (accounting, legal, etc.):

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4. Brief description of services to be provided:

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5. Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate (if applicable):

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(b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

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6. Prepetition claims against the Debtors held by the firm (prepetition means prior to December 16, 2011):

Amount of Claim: \$ \_\_\_\_\_

Date Claim Arose: \_\_\_\_\_

Source of Claim: \_\_\_\_\_

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: \_\_\_\_\_

Status: \_\_\_\_\_

Amount of Claim: \$ \_\_\_\_\_

Date Claim Arose: \_\_\_\_\_

Source of Claim: \_\_\_\_\_

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- 
8. Post-petition claims against the Debtors held by the firm (post-petition means on or after December 16, 2011 through the date that this form is signed):

Amount of claim: \$ \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Source of Claim: \_\_\_\_\_

9. Post-petition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: \_\_\_\_\_

Status: \_\_\_\_\_

Amount of Claim: \$ \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Source of claim: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

10. Stock of the Debtors currently held by the firm:

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

11. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: \_\_\_\_\_

Status: \_\_\_\_\_

\_\_\_\_\_

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

12. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

13. Name of individual completing this form:

\_\_\_\_\_

**Exhibit C**

**(Initial List of Ordinary Course Professionals)**

1. Dowdy & Whittaker
2. Beard & Beard, LLC
3. Ogletree, Deckins, Nash, Smoak & Stewart, P.C.