

**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

NOTICE OF AUCTION SCHEDULED FOR MONDAY, AUGUST 13, 2012
REGARDING CERTAIN CHARGED OFF ACCOUNTS
AND ASSETS OF BEST BUY AUTOS

S. Gregory Hays, the chapter 11 trustee (the "Trustee") appointed in the above captioned cases, hereby gives notice that the Trustee intends sell by auction the assets described in the Trustee's Motion for Order (1) Authorizing Sale of Certain of Debtors' Consumer Credit Accounts Free and Clear of Liens, Claims and Encumbrances Under Section 363 of the Bankruptcy Code and (2) Approving Terms for Submission of Competing Offers and Auction Procedure [ECF Docket No. 501] (the "363 Sale Motion").

The assets that will be auctioned include various charged off accounts of the Debtors and certain assets owned by Best Buy Autos, as more particularly described in the 363 Sale Motion. The bidding procedures attached hereto as **Exhibits A and B** will govern the conduct of the auction.

The auction sale shall take place on Monday, August 13, 2012, commencing at 1:00 p.m. Eastern Standard Time at the offices of Greenberg Traurig, LLP, Terminus 200, 3333 Piedmont Road, N.E., Suite 2500, Atlanta, Georgia 30305, Telephone: (678) 553-2100.

Interested bidders should contact the Trustee's broker, Jerry Robinson, at (404) 891-1134 or jerry.robinson@renovacapital.net for additional details regarding the auction.

Respectfully submitted,

/s/ Bradley R. Hightower

Daniel D. Sparks

Eric J. Breithaupt

Bradley R. Hightower

Attorneys for S. Gregory Hays, Chapter 11 Trustee

OF COUNSEL:

CHRISTIAN & SMALL LLP

505 North 20th 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 7th day of August, 2012:

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

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

Douglas V. Oakes
DealerIndustry.com LLC, d/b/a Automotive Capital Corporation
2295 South Hiawasse Road, Suite 410
Orlando, Florida 32835

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

/s/ Bradley R. Hightower

OF COUNSEL

EXHIBIT A

Small Loans, et al.
Summary of Bidding Procedures for Charged Off Accounts

August 13, 2012

The following are the bidding procedures (the "Procedures") proposed by S. Gregory Hays, Chapter 11 Trustee (the "Trustee" or "Seller") for Small Loans, Inc., a Georgia corporation, The Money Tree Inc., a Georgia corporation, The Money Tree of Louisiana, Inc., a Louisiana corporation, The Money Tree of Florida Inc., a Georgia corporation, and The Money Tree of Georgia Inc., a Georgia corporation (collectively, the "Debtors") and approved by the U.S. Bankruptcy Court for the Middle District of Alabama (the "Court") for use in connection with the auction (the "Auction") of the certain assets owned by the Debtors. DealerIndustry.com, LLC, a Florida limited liability company d/b/a Automotive Capital Corporation (the "Stalking Horse") has been designated as the stalking horse bidder in the Auction.

S. Gregory Hays, as Chapter 11 Trustee for the Debtors, has authority to sell the Debtors' assets.

Assets Being Purchased

The following assets (collectively, the "Assets"), or any portion thereof, will be transferred to the bidder with the offer determined by the Trustee, in consultation with the Omnibus Official Committee of Unsecured Creditors (the "Committee"), to be the highest and best bid (the "Successful Bidder"):

- Debtors' interest in certain consumer credit accounts, notes, receivables, security instruments, deficiency judgments, insurance policies, and other ancillary products related to the consumer credit accounts owned by Debtors and set forth on **Exhibits A-1, A-2, and A-3¹** hereto (collectively, the "Charged Off Accounts").
- Debtors' right, title and interest in all security instruments and the liens created thereunder (if any) with respect to the Charged Off Accounts.
- Copies of all individual ledger cards or their computer equivalent, bookkeeping memoranda, pay histories, receipt, loan files, correspondence, folders, credit files, fanfolds, indexes, and all other records in Debtors' possession directly pertaining to the Charged Off Accounts.
- The interest of Debtors under each and every existing policy or certificate of insurance, if any, to the extent such relates to any property securing any of the Charged Off Accounts and as relates to the life or lives or health or unemployment of any obligors of said Charged Off Accounts.
- Copies of all judgments and deficiency claims in the Debtors' possession related to the Charged Off Accounts.
- Copies of all files and documents in Debtors' possession relating to paid accounts of Debtors, pending and previous applications for credit by Debtors, and any relationships of Debtors with retail installment dealers.
- Seller will provide the following documents in the Seller's possession regarding for a minimum of 90% of the Charged Off Accounts described in Exhibits A-1 and A-2 and for a minimum of 50% of the Charged Off Accounts described in Exhibit A-3: (a) Copy of Signed Customer Application, (b) Copy of Signed Loan Application, (c) Copy of Driver License Other State Picture ID, (d) Copy of Income Sources At Time Of Loan, (e) Copy of Proof Of Address At Time Of Loan, and (f) Copy Of Collateral Listing Or Copy Of Vehicle Title Showing Lien For Auto Loans, and (g) For Charged Off Accounts on Which a Money Judgment has been Obtained by Seller, Recorded Copy of Judgment (collectively, the "Support Documents").

¹ These exhibits are not attached here but may be found on the Trustee's website as part of Docket No. 501, Trustee's Motion to Sell Free and Clear of Liens, at the following address: www.haysconsulting.net/the-money-tree-inc

Excluded Assets

- All promissory notes, loan contracts, installment contracts or, in the absence thereof, the computer account records documenting the terms of a receivable, to the extent that the borrower or borrowers under which is/are or has been a debtor in a chapter seven, eleven or thirteen bankruptcy case since the making of the initial loan by any of the Debtors to such borrower(s).
- All promissory notes, loan contracts, installment contracts or, in the absence thereof, the computer account records documenting the terms of a receivable, other than Charged Off Accounts, originating from a Branch, which according to the Debtors' records, has NOT been "charged-off" by the respective Debtor, such that it is a performing asset on the balance sheet or in the other books and records of the respective Debtor as of the July 25, 2012 Cut-Off Date described in the court order approving the sale ("Receivables"). Receivables expressly include any and all collateral instruments, insurance policies and other ancillary products related to a Receivable
- Any assets of Debtors not described in the Assets Being Purchased section above, including without limitation, Debtors corporate record books and corporate seals, and securities.
- Any claims, rights or causes of action of Debtors or Seller other than claims arising from the Charged Off Accounts.
- All of Debtors' tax attributes and all tax refunds to which Debtors may be entitled with respect to any period of Debtors' operations prior to the date of the Debtors' bankruptcy filings.
- Any claim relating to non-filing insurance or the return or refund of unearned premiums that Debtors may have against any insurance company or its affiliates or any claim relating to non-filing insurance which Seller or Debtors may have against any other carrier.
- All pending insurance claims and all claims filed in the future, if any; the proceeds thereof; and the insurance premium refunds, if any, in connection with any of the Charged Off Accounts purchased by the winning bidder.

Assumed Liabilities

- All liabilities and obligations of the Debtors or Seller with respect to the Charged Accounts arising after the July 25, 2012 Cut-Off Date.
- All liabilities and obligations of the Debtors or Seller with respect to Debtors' Privacy Policy attached as **Exhibit B²** hereto.
- All liabilities and obligations of Debtors or Seller relating to the employment of Debtors' employees prior to the closing of this sale.

Excluded Liabilities

- Any liability or obligation of Debtors or Seller not described in the Assumed Liabilities Section above.
- Any liability of Debtors or Seller for costs and expenses incurred in connection with this sale and the transactions contemplated hereby.
- Any liability of Debtors or Seller for breach of contract, tort or violation of law.
- Any income taxes owed by Debtors as a result of the transactions contemplated hereby.

These items will be set forth in more detail in a written Asset Purchase Agreement (the "APA") to be executed by the Successful Bidder at the conclusion of the Auction, which shall supersede, in all respects, the terms of these procedures.

² This exhibit is not attached here but may be found on the Trustee's website as part of Docket No. 501, Trustee's Motion to Sell Free and Clear of Liens, at the following address: www.haysconsulting.net/the-money-tree-inc

Qualified Bidders

Potential bidders must have delivered the following to the Trustee (with a copy to Trustee's counsel) prior to the auction in order to be deemed a qualified bidder (each, a "Qualified Bidder"). Only Qualified Bidders will be permitted to participate in the Auction:

- A written bid setting forth the proposed purchase price for the Charged Off Accounts.
- Evidence satisfactory to the Trustee, in consultation with the Committee, establishing the bidder's financial ability to close the asset purchase.
- Information satisfactory to the Trustee, in consultation with the Committee, regarding both the bidder and its partner(s), if any, with respect to the requirements enumerated in Section 363(n) of the Bankruptcy Code.
- A "marked up" copy of the APA between the Trustee and the Stalking Horse who has submitted the initial opening bid identified below reflecting the changes that the bidder would require.
- A cashier's check, certified funds or a wire transfer of \$10,000 (deposits will be returned to non-winning bidders).
- Copies of each bid, including the documents described in this Qualified Bidders section, must be provided via email to John D. Elrod (elrodj@gtlaw.com) as counsel for the Committee.
- The Stalking Horse is deemed to be a qualified bidder.

Order of Bidding for the Assets

The Assets will be auctioned in a single lot or in any such combinations of lots as the Trustee, in consultation with the Committee, may reasonably determine.

The winning bid(s) will be the bid (or combination of bids) that results in the highest net proceeds to the Trustee.

Bidding Process

- The Auction shall take place at the offices of counsel for the Committee, Greenberg Traurig, LLP, Terminus 200, 3333 Piedmont Road, N.E., Suite 2500, Atlanta, Georgia 30305, at 10:00 a.m. ET on or before the third (3rd) business day after entry of an order by the bankruptcy court approving the asset sale, or at such other time and place as the parties agree after entry of said order, provided that no stay of the order entered by the bankruptcy court approving the asset sale is in effect on such date.
- Bidders must participate in person or by telephone.
- Bidding will open with the highest bid delivered to the Trustee from a qualified bidder for the Assets.
- A schedule of highest bids will be provided to bidders prior to start of the Auction.
- An initial opening bid has been made by the Stalking Horse in the amount of \$209,346. This bid is contingent on the Stalking Horse being the Successful Bidder for the Best Buy Accounts described in the related sale motion filed by the Seller.
- The minimum amount of the first competing bid must be at least \$225,000
- Any subsequent bids must exceed the previous, highest bid amount, by at least \$5,000.
- The bidding will continue for the Assets until there are no higher bids. The highest bidder shall be designated the Successful Bidder.
- The next highest bidder (the "Back Up Bidder") shall be the bidder with the next highest bid after the Successful Bidder.
- The Trustee, in consultation with the Committee, shall have the right to deviate from these Procedures, or alter these Procedures, in the interests of the Debtors' estates.

Privacy Policy

- The Successful Bidder must agree to implement a privacy policy regarding the sharing of certain personally identifiable information that Debtors obtained from their customers.
- The privacy policy must be the same or substantially similar to Debtors' privacy policy that is attached as **Exhibit B**³ hereto.

Closing

- The closing of the sale of the Assets contemplated herein shall take place at the offices of counsel for the Committee, Greenberg Traurig, LLP, Terminus 200, 3333 Piedmont Road, N.E., Suite 2500, Atlanta, Georgia 30305, immediately following the Auction provided that no stay of the order entered by the bankruptcy court approving the asset sale is in effect on such date.
- The deposit delivered to the Trustee will be applied against the final purchase price.
- The Successful Bidder and the Back Up Bidder shall enter into respective APAs (in the same or a substantially similar form to the APAs between the Trustee and the Stalking Horse) with the Trustee promptly following the auction, which agreements shall reflect their highest bids. Closing of the asset purchase(s) shall occur as soon as practicable after the auction. The anticipated closing date will be within 3 business days after the Court enters an order approving the asset sale.
- Bids are irrevocable until the earlier of (a) one (1) business days after the sale has closed, or (b) twenty (20) days after the Sale Hearing. All deposits other than the deposit of the successful bidder will be returned at the conclusion of the Sale Hearing.
- In the event that the Successful Bidder fails to close on the purchase of the Assets in a timely fashion under the Successful Bidder's APA(s), the Trustee shall be entitled to terminate the Successful Bidder's APA(s) and shall then be entitled to close the transaction contemplated in the Back Up Bidder's APA(s).

³ This exhibit is not attached here but may be found on the Trustee's website as part of Docket No. 501, Trustee's Motion to Sell Free and Clear of Liens, at the following address: www.haysconsulting.net/the-money-tree-inc

EXHIBIT B

Small Loans, et al.
Summary of Bidding Procedures for BBA Accounts

August 13, 2012

The following are the bidding procedures (the "Procedures") proposed by S. Gregory Hays, Chapter 11 Trustee (the "Trustee" or "Seller") for Small Loans, Inc., a Georgia corporation, The Money Tree Inc., a Georgia corporation, The Money Tree of Louisiana, Inc., a Louisiana corporation, The Money Tree of Florida Inc., a Georgia corporation, and The Money Tree of Georgia Inc., a Georgia corporation (collectively, the "Debtors") and approved by the U.S. Bankruptcy Court for the Middle District of Alabama (the "Court") for use in connection with the auction (the "Auction") of the certain assets owned by Best Buy Autos of Bainbridge, Inc., (the "Company" or "BBA"). DealerIndustry.com, LLC, a Florida limited liability company d/b/a Automotive Capital Corporation (the "Stalking Horse") has been designated as the stalking horse bidder in the Auction.

The Money Tree of Georgia, Inc. is the sole shareholder of BBA and S. Gregory Hays, as Chapter 11 Trustee for The Money Tree of Georgia, Inc., has authority to sell BBA's assets.

Assets Being Purchased

The following assets (collectively, the "Assets"), or any portion thereof, will be transferred to the bidder with the offer determined by the Trustee, in consultation with the Omnibus Official Committee of Unsecured Creditors (the "Committee"), to be the highest and best bid (the "Successful Bidder"):

- BBA's interest in certain consumer credit accounts, notes, receivables, security instruments, deficiency judgments, insurance policies, and other ancillary products related to the consumer credit accounts owned by BBA and generated by BBA before the June 10, 2012 Cut-Off Date and set forth on **Exhibits A-1, A-2, and A-3**¹ hereto (collectively, the "Accounts").
- BBA's right, title and interest in all security instruments and the liens created thereunder with respect to the Accounts.
- All individual ledger cards or their computer equivalent, bookkeeping memoranda, pay histories, receipt, loan files, correspondence, folders, credit files, fanfolds, indexes, and all other records in BBA's possession directly pertaining to the Accounts.
- The interest of BBA under each and every existing policy or certificate of insurance, if any, to the extent such relates to any property securing any of the Accounts and as relates to the life or lives or health or unemployment of any obligors of said Accounts.
- All judgments and deficiency claims related to the Accounts.
- All files and documents in BBA's possession relating to paid accounts of BBA, pending and previous applications for credit by BBA, and any relationships of BBA with retail installment dealers.

In addition to the above-described Assets, the Successful Bidder will have the opportunity to purchase certain additional accounts generated by BBA after the June 10, 2012 Cut-Off Date for an amount not less than 50% of the then outstanding principal balance for each such account and subject to the final price to be agreed upon by the Successful Bidder, the Trustee and the Committee.]

Excluded Assets

- All assets of the Debtors.

¹ These exhibits are not attached here but may be found on the Trustee's website as part of Docket No. 501, Trustee's Motion to Sell Free and Clear of Liens, at the following address: www.haysconsulting.net/the-money-tree-inc

- Any assets of BBA not described in the Assets Being Purchased section above, including without limitation, BBA's corporate record book and corporate seal, and securities.
- Any claims, rights or causes of action of Debtors or BBA other than claims arising from the Accounts.
- All of BBA's tax attributes and all tax refunds to which BBA may be entitled with respect to any period of BBA's operations prior to the date of the Debtors' bankruptcy filings.
- Any claim relating to non-filing insurance or the return or refund of unearned premiums that BBA may have against any insurance company or its affiliates or any claim relating to non-filing insurance which Seller or BBA may have against any other carrier.
- All pending insurance claims and all claims filed in the future, if any; the proceeds thereof; and the insurance premium refunds, if any, in connection with any of the Accounts purchased by the winning bidder.
- Any loans made by BBA after the June 10, 2012 Cut-Off Date described in the related sale motion filed by the Seller.

Assumed Liabilities

- All liabilities and obligations of the Debtors or BBA with respect to the Accounts arising after June 10, 2012 Cut-Off Date.
- All liabilities and obligations of the Debtors or BBA with respect to BBA's Privacy Policy attached as **Exhibit B²** hereto.
- All liabilities and obligations of The Money Tree of Georgia, Inc. or BBA relating to the employment of BBA's employees prior to the closing of this sale.

Excluded Liabilities

- Any liability or obligation of The Money Tree of Georgia, Inc. or BBA not described in the Assumed Liabilities Section above.
- Any liability of The Money Tree of Georgia, Inc. or BBA for costs and expenses incurred in connection with this sale and the transactions contemplated hereby.
- Any liability of The Money Tree of Georgia, Inc. or BBA for breach of contract, tort or violation of law.
- Any income taxes owed by The Money Tree of Georgia, Inc. or BBA as a result of the transactions contemplated hereby.
- All retail sales taxes owed by The Money Tree of Georgia, Inc. or BBA for vehicles related to the Accounts for vehicles sold by BBA prior to the closing of this sale.

These items will be set forth in more detail in a written Asset Purchase Agreement (the "APA") to be executed by the Successful Bidder at the conclusion of the Auction, which shall supersede, in all respects, the terms of these procedures.

Qualified Bidders

Potential bidders must have delivered the following to the Trustee (with a copy to Trustee's counsel) prior to the auction in order to be deemed a qualified bidder (each, a "Qualified Bidder"). Only Qualified Bidders will be permitted to participate in the Auction:

- A written bid setting forth the proposed purchase price for the Accounts.

² This exhibit is not attached here but may be found on the Trustee's website as part of Docket No. 501, Trustee's Motion to Sell Free and Clear of Liens, at the following address: www.haysconsulting.net/the-money-tree-inc

- Evidence satisfactory to the Trustee, in consultation with the Committee, establishing the bidder's financial ability to close the asset purchase.
- Information satisfactory to the Trustee, in consultation with the Committee, regarding both the bidder and its partner(s), if any, with respect to the requirements enumerated in Section 363(n) of the Bankruptcy Code.
- A "marked up" copy of the APA between the Trustee and the Stalking Horse who has submitted the initial opening bid identified below reflecting the changes that the bidder would require.
- A cashier's check, certified funds or a wire transfer of \$50,000 (deposits will be returned to non-winning bidders).
- Copies of each bid, including the documents described in this Qualified Bidders section, must be provided via email to John D. Elrod (elrodj@gtlaw.com) as counsel for the Committee.
- The Stalking Horse is deemed to be a qualified bidder.

Order of Bidding for the Assets

The Assets will be auctioned in a single lot or in any such combinations of lots as the Trustee, in consultation with the Committee, may reasonably determine.

The winning bid(s) will be the bid (or combination of bids) that results in the highest net proceeds to the Trustee.

Bidding Process

- The Auction shall take place at the offices of counsel for the Committee, Greenberg Traurig, LLP, Terminus 200, 3333 Piedmont Road, N.E., Suite 2500, Atlanta, Georgia 30305, at 10:00 a.m. ET on or before the third (3rd) business day after entry of an order by the bankruptcy court approving the asset sale, or at such other time and place as the parties agree after entry of said order, provided that no stay of the order entered by the bankruptcy court approving the asset sale is in effect on such date.
- Bidders must participate in person or by telephone.
- Bidding will open with the highest bid delivered to the Trustee from a qualified bidder for the Assets.
- A schedule of highest bids will be provided to bidders prior to start of the Auction.
- An initial opening bid has been made by the Stalking Horse in the amount of \$1,610,000. The Trustee has agreed to subtract from the initial opening bid amount all cash payments received by BBA after the June 10, 2012 Cut-Off Date, subject to an agreement that in no event shall the initial opening bid be reduced to an amount less than \$1,300,000.
- The minimum amount of the first competing bid must be at least \$1,370,000.
- BBA is entitled to retain all payments received by BBA after the June 10, 2012 Cut-Off Date. In exchange, BBA agrees to credit the winner bidder's bid in the amount of \$8,000 per day for each day that the closing is delayed after July 25, 2012.
- To the extent that the Auction takes place after July 25, 2012, the amount of the first competing bid against the initial opening bid may be reduced by \$8,000 per day based on the \$8,000 per day credit described above.
- Any subsequent bids must exceed the previous, highest bid amount, by at least \$20,000.
- The bidding will continue for the Assets until there are no higher bids. The highest bidder shall be designated the Successful Bidder.
- The next highest bidder (the "Back Up Bidder") shall be the bidder with the next highest bid after the Successful Bidder.
- The Trustee, in consultation with the Committee, shall have the right to deviate from these Procedures, or alter these Procedures, in the interests of the Debtors' estates.

Privacy Policy

- The Successful Bidder must agree to implement a privacy policy regarding the sharing of certain personally identifiable information that BBA obtained from its customers.
- The privacy policy must be the same or substantially similar to BBA's privacy policy that is attached as **Exhibit B**³ hereto.

Closing

- The closing of the sale of the Assets contemplated herein shall take place at the offices of counsel for the Committee, Greenberg Traurig, LLP, Terminus 200, 3333 Piedmont Road, N.E., Suite 2500, Atlanta, Georgia 30305, immediately following the Auction provided that no stay of the order entered by the bankruptcy court approving the asset sale is in effect on such date.
- The deposit delivered to the Trustee will be applied against the final purchase price.
- The Successful Bidder and the Back Up Bidder shall enter into respective APAs (in the same or a substantially similar form to the APAs between the Trustee and the Stalking Horse) with the Trustee promptly following the auction, which agreements shall reflect their highest bids. Closing of the asset purchase(s) shall occur as soon as practicable after the auction. The anticipated closing date will be within 3 business days after the Court enters an order approving the asset sale.
- Bids are irrevocable until the earlier of (a) one (1) business days after the sale has closed, or (b) twenty (20) days after the Sale Hearing. All deposits other than the deposit of the successful bidder will be returned at the conclusion of the Sale Hearing.
- In the event that the Successful Bidder fails to close on the purchase of the Assets in a timely fashion under the Successful Bidder's APA(s), the Trustee shall be entitled to terminate the Successful Bidder's APA(s) and shall then be entitled to close the transaction contemplated in the Back Up Bidder's APA(s).

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