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COUNSEL FOR DEBTORS AND  
DEBTORS-IN-POSSESSION

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

In re:	§	Chapter 11
	§	
WILLIAMS FINANCIAL GROUP, INC., <i>et al.</i> <sup>1</sup>	§	Case No. 17-33578-HDH
	§	
Debtors.	§	(Jointly Administered)
	§	

**DEBTORS' EXPEDITED MOTION TO SELL NSC FURNITURE & EQUIPMENT**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Williams Financial Group, Inc. ("WFG") and the affiliated debtors and debtors-in-possession listed above (the "Debtors") in the above-captioned Chapter 11 cases (the "Cases"), by and through their undersigned counsel, hereby move the Court (the "Motion") for entry of an

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Williams Financial Group, Inc. (8972); WFG Management Services, Inc. (7450); WFG Investments, Inc. (7860) and WFG Advisors, LP (9863). The address for all the Debtors is 2711 N. Haskell Ave., Suite 2900, Dallas, TX 75204.

order in the form attached hereto as **Exhibit A** pursuant to section 363 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 6004, authorizing the Debtors to sell certain furniture and computer equipment as described more fully herein, and in support thereof say:

**I. JURISDICTION**

1. The United States Bankruptcy Court for the Northern District of Texas (the "Court") has jurisdiction over the 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).

2. Venue in the Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

**II. BACKGROUND**

3. On September 24, 2017, (the "Petition Date"), the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their property as debtors and debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors are in the process of winding down their operations and formulating a chapter 11 plan to make distributions of property of the estate to their creditors.

4. Williams Financial Group, Inc. ("WFG"), a Texas corporation, is a holding company, and is the direct or indirect parent of each of the other Debtors.

5. WFG Management Services, Inc. ("Management") provided management services to the Debtors.

6. WFG Advisors, LP, ("WFGA"), is an SEC Registered Investment Advisor that previously provided fee-based wealth advisory and retirement services that included: wrap accounts, advisor directed or third party-managed accounts, asset allocation and portfolio reporting, tax trust and estate and financial planning services. WFGA was not a custodian and

never held any client assets. WFGA started winding up its affairs in August of 2017 and its current sole source of revenue is pre-petition earned advisory fees.

7. WFG Investments, Inc., ("WFGI") is a broker-dealer that previously engaged in the business of facilitating transactions in securities, but has ceased operations and is currently engaged in the windup and liquidation of its business. WFGI operated primarily on an independent registered representative model. Prior to commencing the windup of its operations, the Debtor had approximately 225 registered representatives, all of whom were independent contractors who owned and ran their own businesses, while being licensed through and supervised by the Debtor.

### **III. PROPOSED SALE**

8. As part of the wind down of the Debtors' operations, the Debtors have an opportunity to generate additional income for the estate in the form of proceeds from the sale of certain furniture and computer equipment (the "NSC FF&E") that was and continues to be used by the Debtors' subtenant, National Securities Corporation ("NSC"). As part of the wind down of their operations, the Debtors approached NSC to see if NSC was interested in purchasing the NSC FF&E. NSC made an offer to purchase the that the Debtors evaluated and determined was commercially reasonable. NSC has agreed to pay \$10,000 for the NSC FF&E. The Debtors, in the proper exercise of their business judgment, believe that \$10,000 is the highest and best price available for the NSC FF&E, since that price represents a significant premium over what the Debtors are realizing for similar FF&E in concurrent sales of the Debtors' similar property during these Cases. As such, the Debtors seek Court approval of the sale of the NSC FF&E to NSC for \$10,000.

9. The Debtors are sensitive to the concerns of the parties in interest in these Cases that no data be lost in the process of selling the NSC FF&E and that the confidentiality of the Debtors' prior clients' data and personal information is maintained as appropriate. The NSC FF&E has been used by NSC to conduct its operations, which are wholly separate and distinct from the Debtors, since NSC began using the NSC FF&E many years ago. The Debtors do not store any data on the NSC FF&E.

10. The NSC FF&E consists of twenty-two computers, thirty-eight monitors, two small conference tables, ten desks, twenty-five chairs, four small bookshelves, and three small file cabinets. All of the equipment has been in use by NSC for several years and would not likely bring a liquidation value above \$10,000 if sold at auction.<sup>2</sup> Additionally, because it is being sold in place to NSC, there are no moving costs associated with this sale. Any other buyer would have to price in the cost of picking up and transporting the NSC FF&E elsewhere. Nevertheless, to the extent the Debtors receive additional interest in the NSC FF&E, they will entertain additional bids and file a notice of any such bid that, in the Debtors' business judgment, constitutes a higher bid.

#### **IV. RELIEF REQUESTED**

11. The Debtors seek court approval and authority to sell the NSC FF&E to NSC for \$10,000. The Debtors do not use the NSC FF&E but rather provide it to NSC for NSC's use. Selling the NSC FF&E for cash is the highest and best use for the NSC FF&E at this time in the Debtors' efforts to maximize value for their creditors. Accordingly, the Debtors believe moving forward with the sale to NSC is the proper exercise of their business judgment.

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<sup>2</sup> For comparison, by separate motion, the Debtors are liquidating their non-NSC computer equipment for a high bid of \$12,000. That equipment consists of 239 monitors and 104 computers of similar average age and specifications as the NSC computers, as well as telephones, headsets, servers, switches, phones, televisions, printers, firewalls and SANS. Even when combined with the furniture, the Debtors believe the NSC offer is the highest and best disposition of the NSC FF&E available.

V. LEGAL BASIS FOR RELIEF

12. Section 363(b)(1) of the Bankruptcy Code provides, in relevant part, that a debtor-in-possession, "after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate," subject to certain exceptions not applicable here. *See* 11 U.S.C. § 363(b)(1).

13. Section 363(f) of the Bankruptcy Code provides, in relevant part, that a debtor or debtor-in-possession may sell property under Section 363(b) "free and clear of any interest in such property of an entity other than the estate," subject to certain requirements.

14. The Debtors propose to sell the NSC FF&E to NSC for \$10,000 free and clear of any interest in such property of an entity other than the estate.

15. Accordingly, based on the foregoing, the Debtors respectfully submit that \$10,000 is a fair and reasonable price for the NSC FF&E and that the Debtors should be authorized to sell the NSC FF&E to NSC pursuant to section 363 of the Bankruptcy Code. Such a sale is a proper exercise of the Debtors' business judgment in light of the generous price NSC is offering to pay for the NSC FF&E.

16. Additionally, the Debtors respectfully request that the Court waive the provisions of Federal Rule of Bankruptcy Procedure 6004(h) staying the effectiveness of any Order granting this Motion, and provide that any Order granting this Motion be effective immediately upon entry thereof.

WHEREFORE, Williams Financial Group, Inc., *et al.*, as debtors and debtors-in-possession, respectfully request the Court enter an Order in substantially the form attached hereto as **Exhibit A**, (i) authorizing the Debtors to sell the NSC FF&E listed in **Exhibit B**; (ii) waiving

the provisions of Federal Rule of Bankruptcy Procedure 6004(h); and (iii) granting such other and further relief as the Court deems just and proper.

Dated: December 13, 2017

Respectfully submitted,

AKERMAN LLP

/s/ Scott D. Lawrence

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# **EXHIBIT A**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

In re:	§	Chapter 11
	§	
WILLIAMS FINANCIAL	§	Case No. 17-33578-HDH
GROUP, INC., <i>et al.</i> <sup>1</sup>	§	
	§	(Jointly Administered)
Debtors.	§	

**ORDER GRANTING**  
**DEBTORS' EXPEDITED MOTION TO SELL NSC FURNITURE & EQUIPMENT**

Upon the Motion (the "Motion")<sup>2</sup> of Williams Financial Group, Inc. *et al.* (the "Debtors"), debtors and debtors-in-possession in the above-captioned chapter 11 cases (the "Cases"), for entry of an order approving the sale of certain furniture, fixtures and computer equipment pursuant to 11 U.S.C. § 363; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 & 1334; and the Court having found that this proceeding is a core

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Williams Financial Group, Inc. (8972); WFG Management Services, Inc. (7450); WFG Investments, Inc. (7860) and WFG Advisors, LP (9863). The address for all the Debtors is 2711 N. Haskell Ave., Suite 2900, Dallas, TX 75204.

<sup>2</sup> Defined terms from the Motion are incorporated by reference herein.



proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in the Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties-in-interest; and the Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and the Court having reviewed and considered the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having resolved all responses and objections, if any, by the terms stated herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is GRANTED as described herein.
2. The Debtors are authorized to sell the furniture, fixture and computer equipment described in the Motion free and clear of any interest in such property of any entity other than the estate to National Securities Corporation for \$10,000.
3. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.
4. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.
5. All relief not expressly granted in this Order is denied.

**### END OF ORDER ###**

PREPARED AND SUBMITTED BY

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order in the form attached hereto as **Exhibit A** pursuant to section 363 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 6004, authorizing the Debtors to sell certain furniture and computer equipment as described more fully herein, and in support thereof say:

**I. JURISDICTION**

1. The United States Bankruptcy Court for the Northern District of Texas (the "Court") has jurisdiction over the 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).

2. Venue in the Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

**II. BACKGROUND**

3. On September 24, 2017, (the "Petition Date"), the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their property as debtors and debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors are in the process of winding down their operations and formulating a chapter 11 plan to make distributions of property of the estate to their creditors.

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V. LEGAL BASIS FOR RELIEF

12. Section 363(b)(1) of the Bankruptcy Code provides, in relevant part, that a debtor-in-possession, "after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate," subject to certain exceptions not applicable here. *See* 11 U.S.C. § 363(b)(1).

13. Section 363(f) of the Bankruptcy Code provides, in relevant part, that a debtor or debtor-in-possession may sell property under Section 363(b) "free and clear of any interest in such property of an entity other than the estate," subject to certain requirements.

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16. Additionally, the Debtors respectfully request that the Court waive the provisions of Federal Rule of Bankruptcy Procedure 6004(h) staying the effectiveness of any Order granting this Motion, and provide that any Order granting this Motion be effective immediately upon entry thereof.

WHEREFORE, Williams Financial Group, Inc., *et al.*, as debtors and debtors-in-possession, respectfully request the Court enter an Order in substantially the form attached hereto as **Exhibit A**, (i) authorizing the Debtors to sell the NSC FF&E listed in **Exhibit B**; (ii) waiving

the provisions of Federal Rule of Bankruptcy Procedure 6004(h); and (iii) granting such other and further relief as the Court deems just and proper.

Dated: December 13, 2017

Respectfully submitted,

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/s/ Scott D. Lawrence

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# **EXHIBIT A**

IN THE UNITED STATES BANKRUPTCY COURT  
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DALLAS DIVISION

In re:	§	Chapter 11
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WILLIAMS FINANCIAL GROUP, INC., <i>et al.</i> <sup>1</sup>	§	Case No. 17-33578-HDH
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Debtors.	§	(Jointly Administered)
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**ORDER GRANTING  
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Upon the Motion (the "Motion")<sup>2</sup> of Williams Financial Group, Inc. *et al.* (the "Debtors"), debtors and debtors-in-possession in the above-captioned chapter 11 cases (the "Cases"), for entry of an order approving the sale of certain furniture, fixtures and computer equipment pursuant to 11 U.S.C. § 363; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 & 1334; and the Court having found that this proceeding is a core

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<sup>2</sup> Defined terms from the Motion are incorporated by reference herein.

proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in the Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties-in-interest; and the Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and the Court having reviewed and considered the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having resolved all responses and objections, if any, by the terms stated herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is GRANTED as described herein.
2. The Debtors are authorized to sell the furniture, fixture and computer equipment described in the Motion free and clear of any interest in such property of any entity other than the estate to National Securities Corporation for \$10,000.
3. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.
4. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.
5. All relief not expressly granted in this Order is denied.

**### END OF ORDER ###**

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