UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
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In re	Case No. 91-14561-PGH
SOUTHEAST BANKING CORPORATION,	Chapter 11
Debtor.	

TRUSTEE'S MOTION TO CONVERT CASE TO CHAPTER 7, AND TO SET DEADLINE FOR FILING OF CHAPTER 11 ADMINISTRATIVE EXPENSE CLAIMS AND SCHEDULE HEARING THEREON

Jeffrey H. Beck, as Trustee (the "**Trustee**") for the Chapter 11 estate (the "**Estate**") of Southeast Banking Corporation ("**SEBC**"), respectfully moves pursuant to 11 U.S.C. § 1112(b)(4)(M), Federal Rule of Bankruptcy Procedure 1019(6), and Local Rule 1019-1(F)(2), for entry of an Order (a) converting this Chapter 11 case back to a case under Chapter 7 of the Bankruptcy Code,[1] and (b) setting a deadline for filing of Chapter 11 administrative expense claims (including final supplements to Chapter 11 professional fee applications) and a date for a hearing thereon. In support of the requested relief the Trustee would show as follows:

PRELIMINARY STATEMENT

1. As a result of the efforts of the Trustee and his predecessors to recover and liquidate SEBC's assets (with almost no assistance from the Debtor's former officials), the Trustee and his predecessors realized sufficient value during the first phase of this case to distribute over $422 million to creditors, paying all principal claims in full plus over $47 million in accrued post-petition interest.

[1] All capitalized terms used but not otherwise defined in this Motion have the respective meanings ascribed to them in the *Trustee's Third Amended Chapter 11 Plan of Reorganization*, dated February 9, 2009 [ECF #5560] (the "**Chapter 11 Plan**").

2. In a further effort to maximize value, the Trustee then sought to reorganize the Debtor and create additional value for bondholders, creditors and even preferred and common stockholders through an equity infusion transaction with a third party investor under a Chapter 11 plan of reorganization confirmed on March 13, 2009. Unfortunately, however, the transaction failed to close due in large part to the economic downturn of 2008 and the ensuing recession. Undeterred, the Trustee has continued to pursue alternative investors for the past three years, but has been unable to procure a viable alternative investor to date. Thus, given the inability to consummate the confirmed plan or proceed with an alternative equity infusion transaction, the Trustee now seeks to convert this case back to Chapter 7, as the most economical and appropriate vehicle for final resolution of this case.

JURISDICTION AND VENUE

3. The Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157(b) and 1334(b). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. This motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

FACTUAL BACKGROUND

A. Initial Chapter 7 Bankruptcy Filing

4. SEBC operated as the holding company of Southeast Bank, N.A. ("**SEBNA**") and Southeast Bank of West Florida ("**SEBWF**), and the direct or indirect parent of a number of subsidiary corporations and affiliates, which at various times conducted substantial business throughout the State of Florida and beyond. The businesses of SEBC and its affiliates consisted of banking, real estate investment and development, insurance, mortgage banking, venture capital, and asset investment.

5. The initial SEBC bankruptcy case arose from the regulatory closing of SEBNA by federal regulators, and the related intervention and closing of SEBWF by state regulators, both

on September 19, 1991, and the ensuing appointment of the Federal Deposit Insurance Corporation as their receiver. Following the regulatory actions, SEBC filed its Chapter 7 bankruptcy petition on September 20, 1991 (the "**Chapter 7 Case**").

6. On September 23, 1991 Jules I. Bagdan was appointed Interim Trustee, and served as Chapter 7 Trustee until his resignation was accepted by the United States Trustee on April 10, 1992. Upon acceptance of Mr. Bagdan's resignation the U.S. Trustee appointed James S. Feltman as Interim Trustee, in which capacity Mr. Feltman served until William A. Brandt, Jr. was elected Trustee at the reconvened meeting of creditors on April 14, 1992. Mr. Brandt served as Trustee until his resignation on April 1, 1998, at which time Jeffrey H. Beck was appointed as the fourth Trustee in the case. Mr. Beck served as Chapter 7 Trustee until conversion of this case to Chapter 11, and since that conversion has continued to serve as the duly qualified and appointed Chapter 11 Trustee of the Estate.

7. In the period between June 1993 and March 2005, the Court authorized Trustees Beck and Brandt to make a total of nine interim distributions (the "**Interim Distributions**") which resulted in creditors and bondholders receiving more than $422 million in cash – an amount which represented a return of 100% of the principal amount of allowed general unsecured claims, as well as two installments of post-petition interest.[2]

B. Equity Infusion Transaction and Conversion to Chapter 11

8. While the pre-petition claims of creditors of SEBC were paid in full through the series of Interim Distributions, post-petition interest of more than $118 million accrued on those

[2] *See* Orders dated April 15, June 25, and September 3, 1993, authorizing the First Interim Distribution; Order dated March 14, 1995, authorizing the Second Interim Distribution; Orders dated July 22 and September 30, 1997, authorizing the Third Interim Distribution; Order dated September 3, 1998, authorizing the Fourth Interim Distribution; Order dated June 17, 1999, authorizing the Fifth Interim Distribution; Order dated July 30, 2001, authorizing the Sixth Interim Distribution; Order dated October 8, 2003, authorizing the Seventh Interim Distribution; Order dated November 3, 2003, authorizing the Eighth Interim Distribution; and Order dated March 16, 2005, authorizing the Ninth Interim Distribution.

claims prior to the payment in full. Of that amount, approximately $47.6 million of interest was paid, while over $70 million of post-petition interest remained unpaid due to insufficient assets in the Chapter 7 Estate.

9. In an effort to create additional recoveries for creditors and, if possible, equity security holders, the Trustee retained an investment banker, Structured Capital Solutions, LLC ("**SCS**"), to investigate the possibility of entering into a business transaction with an investor willing to invest new equity in a reorganized SEBC that would engage in some of the financial service industry activities (not including banking) in which it historically participated. With the proposed equity infusion transaction, the Trustee sought to generate additional value for bondholders and creditors with respect to their remaining claims for post-petition interest, and also generate modest consideration for distribution to the holders of SEBC Preferred and Common Stock under a Chapter 11 plan.

10. SCS and undersigned counsel successfully negotiated such a transaction with a wholly-owned subsidiary of Merrill Lynch & Co., Inc. (the **"Investor"**) – the terms of which contemplated an equity infusion of approximately $1.6 billion pursuant to a Chapter 11 plan (the "**Equity Infusion Transaction**"). In order to implement the Equity Infusion Transaction, the Trustee sought to convert the Chapter 7 Case to Chapter 11, and on September 17, 2007, the Court entered the *Order Converting Case Under Chapter 7 to Case Under Chapter 11* [ECF #4988]. In furtherance of the proposed Equity Infusion Transaction, SEBC and the Investor executed a Master Subscription Agreement (the "**MSA**"), and the Trustee prepared and filed a Chapter 11 plan of reorganization. After several amendments to the original plan, on March 13, 2009, the Court entered an *Order Confirming Trustee's Third Amended Plan of Reorganization* [ECF #5647].

C. Inability to Implement Equity Infusion Transaction and Effectuate Confirmed Plan

11. During the 2008 economic downturn and subsequent recession, Bank of America acquired Merrill Lynch & Co., Inc. After confirmation (but before consummation) of the Plan, Bank of America caused the Investor to exercise its right under the MSA to terminate the Equity Infusion Transaction, and the Equity Infusion Transaction did not close. Over the course of the next three years the Trustee and SCS have worked diligently to pursue potential transactions with alternative investors, but remain unable to secure a commitment from any such investor. Consequently, the Chapter 11 Plan has not been "substantially consummated," as that term is defined in 11 U.S.C. §1102(2).

12. The Trustee's efforts to attract a third party investor for a similar, smaller-scale transaction that would provide additional value to the creditor and shareholder constituencies generated initial interest from some quarters, and have been diligently pursued. At this stage, however, the Trustee is persuaded that the likelihood of attracting an investor ready, willing and able to consummate any such transaction around which the confirmed Chapter 11 Plan could be modified[3] is insufficient to justify maintaining this case as a case under Chapter 11.

13. In light of both the inability to consummate the Chapter 11 Plan and the Court's clear and understandable direction that either the confirmed Plan be modified in a form that can be consummated or that the case be converted to a case under Chapter 7, the Trustee has engaged in continuous dialogue with the Confidentiality Parties[4] regarding available options for winding up this case and liquidating SEBC's remaining assets.[5]

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[3] 11 U.S.C. §1127(b).

[4] The Confidentiality Parties include certain Noteholders, the Senior and Subordinated Indenture Trustees, and the Ad Hoc Committee, all of whom have executed confidentiality agreements.

[5] The remaining assets of SEBC consist largely of interests (through wholly-owned subsidiaries) in real estate in Jacksonville, Florida, as well as net operating losses that SEBC can carry forward to offset taxable gain realized on the sale of the real estate in a Chapter 7 case. The Trustee continues to market this real estate, and recently closed

14. After considering several options – including modification to the Chapter 11 Plan under 11 U.S.C. §1127(b) and conversion to Chapter 7 – and discussing those options with the Confidentiality Parties, and in accordance with his business judgment, the Trustee believes that conversion to Chapter 7 is in the best interests of the Estate and its creditors at this time.

BASIS FOR RELIEF

A. Conversion is Authorized by 11 U.S.C. § 1112(b)

15. Section 1112(b) of the Bankruptcy Code authorizes the court to convert a chapter 11 case to a chapter 7 case for "cause," upon the request of a party in interest. Section 1112(b) states in pertinent part:

> …on request of a party in interest, and after notice and a hearing, the court ***shall*** convert a case under this chapter to a case under chapter 7 or dismiss a case under this chapter, whichever is in the best interests of creditors and the estate, for cause unless the court determines that the appointment under section 1104(a) of a trustee or an examiner is in the best interests of creditors and the estate.

11 U.S.C. §1112(b) (emphasis added). The Trustee is a party in interest with standing under Section 1109 to move for conversion of the case to Chapter 7. *See In re Adbrite Corp*., 290 B.R. 209, 214 (Bankr. S.D.N.Y. 2003).

B. Cause Exists For Conversion Pursuant to Section 1112(b)(4)(M)

16. Section 1112(b) provides a list of sixteen grounds that constitute "cause" for conversion.[6] Specifically, conversion is permitted where there is an "inability to effectuate

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on the sale of a parcel consisting of 14 usable acres. *See* Trustee's Report of Sale of Non-Debtor Subsidiary Real Property, ECF #6033.

[6] *See* 11 U.S.C. §1112(b)(4)(A) - (P). Most courts that have analyzed Section 1112(b)(4) agree that the list of items that constitute cause is non-exclusive, and further, that the use of the word "and" at the end of Section 1112(b)(4)(O) is a scrivener's error such that the list should read in the disjunctive, utilizing the word "or" rather than "and." *See In re Products Int'l Co*., 395 B.R. 101, 110 (Bankr. D. Arizona. 2008); *In re TCR of Denver, LLC*., 338 B.R. 494, 499 (Bankr. D. Colo. 2006) (observing that amended §1112(b)(4) makes little "common sense and is drafted in a manner that is quite imperfect.").

substantial consummation of a confirmed plan."[7] Courts have interpreted Section 1112(b)(4)(M) to encompass situations where, "[the] debtor lacks the ability to formulate a plan or to carry one out." *See In re Adbrite Corp*., 290 B.R. 209, 216 (Bankr. S.D.N.Y. 2003) (*citing In re Dark Horse Tavern*, 189 B.R. 576, 582 (N.D.N.Y. 1995)); *see also Hall* v. *Vance*, 887 F.2d 1041, 1044 (10th Cir. 1989) (same).

17. The present circumstances fall precisely within the scenario contemplated by Section 1112(b)(4)(M), in that after more than three years of diligent efforts to find a suitable alternative investor willing to engage in a transaction similar to the Equity Infusion Transaction, the confirmed Chapter 11 Plan cannot be consummated.[8]

18. As the Supreme Court has observed,[9] the key purposes behind Chapter 11 reorganizations include "preserving going concerns and maximizing property available to satisfy creditors" – two goals which are no longer applicable to this case. Not only has SEBC long passed the point of operating as a going concern, but the Chapter 7 Case was extraordinarily successful in paying creditors and bondholders in full on account of their prepetition claims, plus over $47 million in post-petition interest. The Chapter 11 Plan was a good faith, well-justified effort to augment the already significant recoveries for SEBC constituents, and the Trustee and his undersigned counsel remain grateful to the Court and Confidentiality Parties for their support and cooperation in connection with both the confirmation of that Plan and the post-confirmation efforts to consummate or modify it. At this juncture, however, the costs and other burdens of remaining in Chapter 11 with a confirmed Plan that cannot be substantially consummated, along with the negligible prospects for procuring any suitable transaction partner, outweigh any

[7] *See* 11 U.S.C. §1112(b)(4)(M).

[8] Demonstrative of his commitment to consummating the Chapter 11 Plan, the Trustee sought multiple extensions of the deadline for occurrence of the Plan's effective date. *See* ECF ## 5753, 5786, 5810, 5820, 5833 and 5925.

[9] *See Bank of America Nat'l Trust and Saving Ass'n* v. *203 N. LaSalle Street P'Ship* 526 U.S. 434, 435 (1999).

discernable benefit to creditors and bondholders for remaining in Chapter 11. As a result, and after consultation with the Confidentiality Parties, the Trustee believes that conversion of the case to a case under Chapter 7 is in the best interests of the Estate and its creditors at this time.[10]

C. The Court Should Set a Bar Date for Filing Chapter 11 Administrative Expense Claims and a Hearing Thereon.

19. Finally, the only remaining unpaid post-petition debts of SEBC are for Chapter 11 professional fees and Indenture Trustee fees. To that end, the Trustee respectfully requests, pursuant to Local Rule 1019-1(F)(2), that the Court include in the Order converting the case (i) a deadline of 30 days from the entry of that Order for the filing of (a) final supplements to the Chapter 11 fee applications of the Trustee and Estate professionals, and (b) requests for allowance and payment of Chapter 11 administrative claims (including Indenture Trustee Fees and Expenses), and (ii) a date for a hearing on all such timely filed applications and requests.[11]

CONCLUSION

20. Conversion to Chapter 11 and the process of seeking to consummate the Equity Infusion Transaction were good faith, well-justified efforts – supported by the Confidentiality Parties – to generate an even higher return for the Estate and its constituents. At this juncture, however, after exhausting all reasonable efforts to find a suitable counterparty for a similar transaction, the Trustee no longer believes there is any benefit to the Estate or its constituents to remaining in Chapter 11 with a confirmed-but-not-consummated plan. Accordingly, the Trustee

[10] Although unlikely, conversion to Chapter 7 would not prohibit re-conversion to Chapter 11 in the future, in order to enter into an equity infusion transaction, should one present itself.

[11] In making this request, the Trustee is mindful of the effect of Section 726(b) in subordinating pre-conversion claims for professional fees in the Chapter 11 phase of the case to post-conversion fees under Chapter 7. The Trustee believes that upon filing of the final supplements and requests as described in paragraph 20, the Court will determine that the amount of fees and expenses sought is reasonable and can readily be borne by and paid immediately from the estate, without need for delay occasioned by the conversion, and that following such allowance and payment the estate and its subsidiaries will retain more than sufficient cash to pay all Chapter 7 administrative expenses likely to be incurred.

believes, in his business judgment, that it is now time to wind down this case and liquidate the remaining assets in an orderly manner under Chapter 7 of the Bankruptcy Code. The Trustee therefore respectfully requests that the Court grant this motion, convert this case to Chapter 7, and set a deadline for filing of Chapter 11 administrative expense claims (including final supplements to Chapter 11 professional fee applications) and a date for a hearing thereon.

WHEREFORE, the Trustee respectfully requests the entry of an Order (a) converting this case to Chapter 7, (b) setting (i) a deadline of 30 days after entry of any order converting this case for filing of Chapter 11 administrative expense claims (including final supplements to Chapter 11 professional fee applications) and (ii) a date for a hearing thereon, and (c) granting such further relief as justice and equity require.

Dated: September 4, 2012.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing motion was served via electronic transmission on all CM/ECF registered users, and via first class U.S. mail, postage prepaid, on all other parties identified on the Service List attached to the original hereof, this 4th day of September, 2012.

/s Mark D. Bloom
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MIA 182,609,073v9 9-4-12

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