

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
ORLANDO DIVISION
www.flmb.uscourts.gov

In re

Ingersoll Financial, LLC

Debtor.

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Chapter 11
Case no. 6:17-bk-07077-KSJ

**DEBTOR'S SALES MEMORANDUM AND
DECLARATION IN SUPPORT OF DEBTOR'S MOTION TO
SELL PROPERTIES FREE AND CLEAR OF INTERESTS IN PROPERTY**

Ingersoll Financial, LLC, the above-named Debtor, offers this memorandum in support of the Debtor's Motion to Sell the Auction Properties free and clear of interests in the Properties (Doc. No. 177) (the "Sale Motion"). Definitions in the Plan shall be applicable in this memorandum.

I. BACKGROUND.

A. Debtor and Business of Debtor. Debtor is a Florida limited liability company formed February 27, 2012, with its office located at office at 2 South Orange Avenue, Suite 202, Orlando, FL 32801. Debtor's sole member and manager is Keith Ingersoll. During the Case, the Debtor's Operating Agreement was amended for the limited purpose to permit James Ingersoll, Keith's brother, to sign documents consistent with and necessary to confirm the Plan.

The Debtor's business has been to acquire distressed properties and re-sell them to the public. The Debtor utilized four lenders to acquire properties: (1) RS Lending, Inc., from whom the Debtor borrowed approximately \$5.5 million dollars to acquire over 200 properties, including the 216 properties listed on Exhibits A and B to the Plan (the "RS Properties");

Retention of Braunco, Inc.

1. On May 10, 2018 the Court entered its order approved the retention of Braunco, Inc. (Braun) (Doc. No. 137) to market and sell the Auction Properties.

2. Braun is a national auction firm with offices across the United States and London, England, and is well equipped to market and sell the Auction Properties.

3. Todd Wohl is a partner at Braun and sister company Premiere Estates Auction Company. He is a certified Senior American Society of Appraisers (ASA) Appraiser, as well as a member of the National Auctioneer's Association (NAA), and Braunco's chief auctioneer. Mr. Wohl's over 27 years of expertise include: residential, medical, office, retail, hotel, and industrial real estate and assets.

Marketing of the Auction Properties

4. Mr. Wohl worked with the Debtor and RS Lending, the major creditor in the case, to craft sales procedures and bidding instructions, which was approved by the Court's Order (Doc. No. 200) on August 15, 2018.

5. Mr. Wohl prepared the Offering Memorandum and worked with the Debtor in assembling the due diligence materials available for viewing at www.ingersollauction.smartroom.com (the "Website").

6. From the traffic on the Website it is evident that Braun's efforts were successful in generating traffic and interest in the market concerning the Auction Properties. The Website attracted more than 3,400 views from prospective purchasers throughout the United States as well as Canada, Central America, Asia, and the Middle East. A copy of the report showing traffic on the website is attached hereto as Exhibit "A".

7. In addition to the Website, the sales campaign included the most up to date means of disseminating information on the Auction Properties, including advertising on the internet and broker contacts. A report as to the work done by Braun in the sales campaign is attached hereto as Exhibit "B"

8. The sales campaign conducted by Braun was thorough and was done in a manner

to bring in the highest and best bids for the Auction Properties.

The Auction

9. Braun, through individual marketing efforts and online advertising, invited prospective purchasers to submit bids for the Auction Properties both as a single portfolio and grouped by state.

10. On November 2, 2018 at 12 noon, Eastern Time, the First Round of the bidding closed. There were in total five offers received for the purchase of all of the Auction Properties.

11. The top third were notified on November 6, 2018 that they had made it to the final round of the Auction and Braun solicited each to submit a final bid.

12. On November 8, the Debtor, with the advice and consent of RS Lending, reviewed all bids and concluded that SPA 2, LLC (the “Successful Bidder”) had complied with all bidding procedures and the Successful Bidder’s bid would generate more revenue than all other bids received. The Successful Bidder was notified and will place in escrow with the Title Agent its deposit in the amount of \$260,000, representing 10% of the bid amount. A copy of the fully executed contract with the Successful Bidder (the Contract”) is attached hereto as Exhibit “C”

13. There was no indication of anything improper in the bidding process.

14. The bidding was done in good faith, and with proper business-like purpose and decorum.

15. No complaints or grievances were expressed by any of the participants as to the conduct or fairness of the auction.

16. The bidding and the sale were done in compliance with the procedures and safeguards set out in the courts Sale Procedures Order (Doc. No. 200).

17. The Successful Bid is a fair reflection of the current fair market value of the Auction Properties.

18. The Auction Properties were sold “as is” with no representations or warranties of any kind as was made clear in the Offering Memorandum and the material provided to the participants in the Auction.

19. It is important that the participants have the certainty of a final order authorizing this sale. Any stay of the finality of the order would hamper the progress towards closing on the Contract.

DECLARATION UNDER PENALTY OF PERJURY. The undersigned offers this declaration in support of approval of the sale of the Debtor’s Auction Properties and declares under penalty of perjury: (i) I am Senior Vice President and Chairman of Braunco, Inc. (ii) I have participated in and supervised the formulation of the Sales and Bidding Procedures this Sales Memorandum and the Auction; and (iii) I have personal knowledge of the factual matters set forth in this Sales Memorandum offered in support of the Debtor’s Motion for final approval of the sale of the Debtor’s Auction properties and such factual matters are true.

Dated: November 10, 2018.

Braunco, Inc.

By: /s/ Todd Wohl
Todd Wohl, Senior Vice President

II. CERTIFICATE OF SERVICE. I certify that a copy of this confirmation memorandum, with all attachments, has been served on November 10, 2018, on all “filing users” through the CM/ECF filing system.

/s/ Frank M. Wolff

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