Manager
Market Conduct Division
Treasury
Langton Cres
Parkes ACT 2600

12 October 2020

Dear Sir or Madam,

Submission in response to the Treasury 'Insolvency reforms to support small business'

I thank the Treasury for the opportunity to comment on the draft legislation and draft Explanatory Materials.

Executive Summary

1. I support the introduction of more flexible and streamlined insolvency procedures to assist small business owners and to attempt to lower the cost of insolvency processes and to increase creditor returns
2. I support the introduction of a debtor-in-possession regime for small business, provided that there is adequate protection for creditors and the community
3. I encourage the Government to take up the ASBFEO's recommendation to introduce a business viability review voucher that small businesses can use to obtain advice earlier in the decline curve
4. I encourage the Government to ensure that the Small Business Restructuring Practitioner is not put in a position where they need to manage the business by incurring debts or approving every action taken by the directors as this will defeat the purpose of the proposed new laws by driving up the costs. What is needed is a low cost, streamlined and flexible procedure to help small businesses rather than simply a voluntary administration-lite regime
5. I recommend reducing administrative costs in external administration by amending the Corporations (Fees) Regulations to waive ASIC search and lodgement costs for external administrators
6. I recommend amending creditor information request powers to keep costs down and to ensure that such requests are in the interests of the creditors as a whole and not giving advantage to particular creditors over the other creditors
7. I support the comments made in the submission by the Business Law Section of the Law Council of Australia

<u>Comments on the draft legislation</u>

Section 9-I recommend that the 'Small Business Restructuring Practitioner' (SBRP) not be made an officer of the company. They may be considered to be in a somewhat similar position of independent non-executive directors. They are given limited powers to decide on important decisions for the company, but they are dependent on information provided

by the directors because they are not managing the company. However, unlike directors, they will have no access to the statutory business judgment rule in s180(2) or the reasonable reliance defence in s189. I suggest a stand-alone duty to exercise their powers in good faith and in the interests of the company's creditors' as a whole, in place of applying the full range of officers' duties in Pt 2D.1.

If the SBRP is made an officer, it would be useful for an amendment to s532 so that an SBRP who is able to take liquidation appointments (whether a simple liquidation or a standard liquidation) is not disqualified from doing so. For those who may question whether independence issues might restrict the SBRP from taking a subsequent liquidator or administrator appointment, I recommend that there be no blanket ban on this but rather to leave it to the general law test of independence. If an SBRP remains on the sidelines and simply reviews the restructuring plan and makes a recommendation to the creditors, then this should not disqualify them from accepting a role as a subsequent liquidator. I accept that if an SBRP is advising the directors on how to restructure the company, including transactions that could be voidable if the company entered liquidation subsequently, then this would likely disqualify them from taking the appointment on independence grounds. If the Government's goal is to save costs in liquidation so as to improve creditor returns it makes sense to allow the SBRP to take a liquidation appointment rather than engaging a new practitioner.

I recommend that the SBRP not be made an eligible applicant as they should not be undertaking compulsory examinations. The SBRP is not bringing recovery proceedings to benefit creditors and should not be spending the company's money to run examinations. If they believe that potential recoveries could be pursued or that officers may have committed offences, they should be terminating the restructuring and putting the company into liquidation.

I support the addition of restructuring in the definition of examinable affairs, but suggest that 'the period that a company is operating under a restructuring plan' also be added.

Section 452A-I suggest that it be made clear that the purpose of entering into the restructuring plan is to benefit the creditors as a whole. The new procedure should not be used to simply to give directors several weeks of protection against insolvent trading liability, particularly when they already have the safe harbour in s588GA. The purpose should be to formulate a restructuring plan that will work for the benefit of the creditors as a whole, at least when compared with an immediate liquidation.

Section 453B-Directors seeking to appoint an SBRP should be required to provide information as prescribed in the regulations. I recommend providing access to books and records, cash flow forecasts and a copy of the ASIC ROCAP form. If the company's books and records have been destroyed or 'lost' this should be a disqualification from using the new procedure.

Section 453C-This should make it clear that the ineligibility of a director to propose a restructuring is not covered by the director being a director of related companies who have entered a restructuring within a short period (say 7 days) before appointing the SBRP.

Subdivision C (Role of the restructuring practitioner)-It is important that the restructuring practitioner have a statutory duty to act in the interests of creditors as a whole. The directors in appointing an SBRP are effectively running the business with the creditors'

money and so the SBRP should be acting in their interests. Although s453J allows the SBRP to terminate a restructuring if it would be in the interests of creditors, stronger wording is needed to ensure that creditors can have confidence that the SBRP is not simply appointed to shepherd through a restructuring plan, but as an independent expert to review the plan and act in their interests.

The SBRP should have a duty to terminate the restructuring or the restructuring plan if they believe it is no longer working in the interests of creditors (s453J currently provides a discretion to do so). The SBRP should be monitoring the restructuring process undertaken by the liquidator so as to ensure that the process works in the interests of creditors as a whole. The SBRP should have an obligation to provide a basic report to creditors as to what they have done, what the directors reported to them on and on what may happen if the restructuring is terminated and the company entered a voluntary liquidation (but only as a preliminary observation based on information provided by the directors). The SBRP should not be providing a detailed report in the nature of the report to creditors under Part 5.3A (Insolvency Practice Rules (Corporations) 2016 (Cth) s 75-225). The new procedure should not be a VA-lite regime, it should be a debtor-in-possession regime that is controlled and driven by the directors with the SBRP in a monitoring role only. Anything more detailed than this will drive up the costs, complexity and duration of the procedure. The SBRP should have the power to terminate the restructuring at any time if they believe that the directors are concealing relevant information, concealing books and records or hindering the access of the SBRP.

Section 453H-The SBRP should have no reason to act as the agent of the company. Their role should be limited to monitoring the progress of the restructuring, not incurring debts and obligations on behalf of the company. With that in mind, s457B should be changed to require that the phrase ("in restructuring") be placed after the name of the company rather than "restructuring practitioner appointed" because this latter phrase may give third parties the mistaken impression that the SBRP is managing the company's business.

Section 453J-This should include a ground where the directors fail to provide reasonable access to books and records, or if the books and records have been lost or destroyed.

Section 453M-This provision is far too broad and should not extend beyond recovery proceedings in Pt 5.7B. The current wording would limit the scope of the court's powers for breaches of the entire Act when the wording in the Explanatory Material suggests that the goal is to simply give third parties dealing with the SBRP confidence. It is also curious that the provision restricts good faith assessments to the SBRP only. Can a third party enter into a creditor defeating disposition during the restructuring period and not have the transaction set aside if the company enters a winding up, as long as the SBRP had no knowledge or suspicion that the transaction would be a breach of the Act? Where else in the Corporations Act 2001 (Cth) is there a blanket prohibition on court powers to set aside transactions (no matter on what ground) merely because one the parties acted in good faith?

If the goal is to protect the SBRP to keep insurance costs down, it would be preferrable to provide them with a good faith defence rather than imposing a blanket prohibition on any attempt to set aside a transaction during a winding up. This provision also suggests that the SBRP will be making management decisions about acquiring property for the company or paying debts of the company, which they should not be doing as this is meant to be a debtor-in-possession regime. Clarification needs to be given as to how s456H will operate

with this provision and the fact that the SBRP is an officer. If an SBRP gives permission for the company to undertake a transaction other than in the ordinary course of business, the transaction could not be set aside (due to s453M) and the SBRP would not be liable for damages for breaching s180 (as they are an officer), but could be liable for a relinquishment order under s1317GAB or an account of profits under s1317H(2), even though s1317H is concerned with compensation for damage. It would be simpler if it were clear that the SBRP has a general defence or relief from liability if they act in good faith.

Section 453N-There should be a prohibition on new shares being issued during the restructuring without the consent of the SBRP or the court. This will limit the capacity of the directors to engineer a takeover of the company.

Section 453P-The wording of this provision should be changed to impose a blanket stay on the winding up application, unless the court is satisfied that it would not be in the interests of creditors for the restructuring to continue, and allow creditors to seek such an exception from the court. There should also be a prohibition on members' appointing a voluntary liquidator during a restructuring.

Effect of restructuring on the rights of creditors (ss453Q onwards)-Although I can appreciate that the intention is to align the new provisions with similar provisions in Part 5.3A, if the restructuring period is for only 3 weeks importing a whole division from Part 5.3A on creditor rights seems like overkill. There should simply be a blanket stay on all creditor rights during restructuring, except for enforcement of security or by owners or lessors that commenced before the SBRP was appointed. There should be a duty to adequately protect the interests of secured creditors, owners and lessors and a limited right to seek an exception from the stay. I do not support even allowing those with security over the whole, or substantially the whole, of the company's property being able to enforce during a decision period. This latter exception makes sense for a voluntary administration because that procedure can be extended out for months or even years, but it makes little sense if the restructuring procedure is only designed to last for 20 business days and a further 15 business days for a creditor vote. Navigating through potential exceptions to the stay will generate costs for the debtor company dealing with creditor claims and costs for the creditors. A blanket stay with a limited right to seek an exception from the court would be simpler and cheaper. As I've said above, the new small business restructuring should not be pitched as a 'VA-lite' regime as that will still be too expense for most small businesses. If this recommendation is not accepted, I recommend that the decision period be restricted to no more than 5 business days rather than copying the 13 business day period from Part 5.3A.

Subdivision G (Enforcement rights triggered by restructuring)-These provisions should not include the 67 exceptions to the ipso facto provisions that exist for Part 5.3A. That would be complete overkill for a procedure that is aimed at being completed in several weeks and would create a further layer of uncertainty that could drive up costs for both the debtor company and its creditors. See further Harris and Symes, 'Be careful what you wish for! Evaluating the ipso facto reforms' (2019) 34 *Australian Journal of Corporate Law* 84.

Sections 456E and 458A-The court should be given the power to replace an SBRP, not merely to fill a vacancy. Furthermore, a provision similar to s447A should be included to provide flexibility in the new regime.

Amendments to s553-It is important to ensure that debts incurred during the restructuring but before a plan was voted on will be provable in a liquidation if the vote goes against the proposed plan (or even if there is no plan and the restructuring is terminated).

Amendment to s588FL-I suggest not making appointing an SBRP a vesting event for PPSA security interests. One of the Whittaker Report's recommendations is to repeal s588FL and leave vesting to the PPSA. Furthermore, the parties who are most likely to be adversely affected by vesting rules are small businesses who are suppliers, lessors, consignors and hirers. It needs to be re-emphasised that small business restructuring is not external administration, it is not VA-lite or simplified liquidation. There is no justification to treat this differently from a consensual restructuring in terms of vesting of PPSA security interests.

Comments for the draft regulations

The courts should have the explicit power to terminate the restructuring and to terminate a restructuring plan. I suggest similar grounds to those found in s445D for terminating the plan. Or a simple threshold of 'where it believes that the order is in the interests of the creditors as a whole or in the public interest'.

The restructuring plan should be able to include a stay on guarantees provided by the directors or their spouses or parents. This could include a suspension of their enforcement during the operation of the plan (for example as an extension of proposed s453V), but not allowing the guarantees to be compromised in the plan (effectively putting them on ice). This would provide an incentive for the directors to ensure plan is complied with. Holders of guarantees could always choose to vote against the plan. There would need to be a requirement to ensure that the interests of the guarantee holder were adequately protected during the operation of the plan. The definition of debts that could be included in the plan.

Voting on the proposed restructuring should exclude related party votes.

The position of creditors who supply during a restructuring is arguably unfair. Unlike in a voluntary administration, neither the SBRP nor the directors are personally liable for debts incurred during the restructuring. The regulations should require that debts incurred during the restructuring should be given priority payment status as an administrative expense in s556.

There should be the power to extend the restructuring period to give more time to propose a viable restructuring plan. I recommend following the approach taken by the UK moratorium procedure, where the directors can obtain a short automatic extension by filing an extension form either with the court (as per the UK law) or by filing a form with ASIC and given notice to creditors. For longer extensions, the creditors should need to vote to approve the extension or the extension could be obtained by the directors obtaining a court order.

I support the proposal for creditor voting otherwise than in a meeting to keep costs down. This is a measure that should be extended beyond merely the small business restructuring and simple liquidation.

I strongly recommend amending the proposed eligibility criteria to allow for employee entitlements to brought up to date through a restructuring plan rather than needing to be fully paid at the time of appointing an SBRP. If the current proposal is retained it will mean

the vast majority of small businesses will be unable to use the new procedure. If there is concern about the protection of employees, an approach similar to Part 5.3A could be taken where a separate vote of the employees could be taken to ensure that they approve of the restructuring plan.

Comments on the simplified liquidation procedure

Section 500AA-I recommend removing the prohibition on using the simplified procedure where ASIC appoints a liquidator under s489EB. ASIC wind ups are often undertaken to ensure that employees are able to claim under the Fair Entitlements Guarantee Act 2012 (Cth) by putting what is usually a dormant company into liquidation. If the goal is to maximise returns to creditors, why exclude an ASIC initiated liquidation from the new streamlined and cheaper procedure?

It is difficult to comment on how useful the simplified liquidation procedure will be because most of the details about how it might work are to be set out in regulations. I recommend that as far as possible the reporting requirements be simplified and reduced. In particular, I recommend that s70-45 of the Insolvency Practice Schedule (Corporations) be repealed. This provision is generating extensive costs for external administrators who are dealing with multiple requests for related party creditors, directors who claim creditor status and creditors who might be subject to recovery proceedings. This produces little or no benefit for the creditors as a whole. I recommend retaining the rights of the creditors to request information by resolution, but not individual creditors from being able to do so, in what is often to the detriment of other creditors. On similar grounds, I recommend that s70-55 of the Insolvency Practice Schedule (Corporations) be amended to make it subject to the limitations imposed on ordinary creditor requests under s70-10 of the Insolvency Practice Rules (Corporations) 2016 (Cth). The FEG recovery team is using their specific power to request large volumes of information from external administrators and there is little restriction on their capacity to do so, despite being merely an unsecured creditor. Crown priority was abolished in 1993, and Crown creditors should not be given super-powers to request any and all information from external administrators in circumstances where ordinary creditors could not do so. This is being used to the detriment of other creditors as external administrators are tied up responding to FEG information requests.

I recommend that the Government consider extend the simplification and cost cutting measures to all external administrations. If the goal is to increase returns to creditors, I can't see a reason to limit this benefit to small business simplified liquidations.

Electronic notices

Section 600G-I recommend amending this provision to remove the requirement that an electronic address be given to the company before an electronic notification can be given. Rather, I suggest that notification on the company's website be a default with the external administration then having a duty to take reasonable steps to notify those for whom the company does not have an electronic address.

Comments on the draft explanatory materials

In reference to my comments above in relation to s453M, why does **[1.38]** in the Explanatory Materials refer to the SBRP paying company debts? Aside from court costs that might be incurred where the SBRP needs to seek court orders (eg for an extension of the restructuring period), the SBRP should not be incurring debts for the company. In reference

to **[1.45],** the SBRP should not be taking acts on behalf of the company, this is a debtor-in-possession regime not an SBRP-in-possession regime.

[1.50]-If the SBRP can't give an opinion to creditors, the restructuring should be terminated or extended. It should not be left to directors to decide to proceed with putting the restructuring plan to the creditors if the SBRP can't verify that the plan is viable and in the interests of the creditors as a whole.

[1.56]-It is arguable that the Toni example is incorrect in law. Selling surplus plant and equipment is not outside of the ordinary course of business as long as the business remains trading: see for example *Reynolds Bros (Motors) Pty Ltd v Esanda Ltd* (1983) 8 ACLR 422 at 428 ('ordinary' is not to be confined to what is in fact ordinarily done in the course of the particular business of the company. Transactions will be within this principle even though they be, in relation to the company, exceptional or unprecedented.') See also Geyde (2013) 37(1) *Melbourne University Law Review* 1 (discussing the ordinary course of business concept in the PPSA context). Restructuring is not business as usual, and the explanatory materials should not suggest that any variation to the business' standard practices must be done with the permission of the SBRP, otherwise the new regime will indeed become SBRP-in-possession and will be of little use to most small businesses.

Further comments

Consideration should be given to imposing a stay on the ability of the ATO to issue a director penalty notice or a garnishee notice during the restructuring. This will considerably assist many small businesses to pursue a restructuring. If the ATO is permitted to use these tools they could effectively kill any chance of a viable restructuring.

I recommend that the Corporations (Fees) Regulations be amended to waive ASIC search and lodgement fees for external administrators. These are simply a tax on creditors in insolvency and should be waived if the Government's goal is to increase returns to creditors.

I recommend that the Government consider addressing the problem that trading trusts bring to external administrations. This could take the form recommended by the ARLC's Harmer Report in 1988 of amending s477 to specifically include property held on trust where the company has acted as trustee and maintains a right of indemnity over the assets. The current practice of requiring a liquidator to obtain court orders appointing a receiver for sale serves little purpose other than spending money on legal fees. Amending s477 would remove this unnecessary cost. Many small businesses are run using a trading trust structure and the Government's goal of helping small businesses and their creditors will be greatly hindered by the complexities involved in dealing with insolvent companies that acted or are still acting as trustee.

I recommend that consideration be given to the Government supporting further measures to act as a filtering mechanism that will undertake a business viability review. This can assist in determining whether a small business restructuring is viable or whether the company should go into liquidation or perhaps undertake some other measure (such as mediation to resolve a creditor dispute). I published a blog post about this last week and have attached this to this submission.

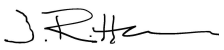
Section 588GAAA should be amended to make it clear that an external administrator does not need to be appointed before the end of 2020 in order for the directors to obtain the protection against insolvent trading liability during the COVID-19 protection period in 2020.

This could take the form of amending s588GAA(1)(c) to read 'before any subsequent appointment of an administrator or liquidator of the company'. The current wording strongly suggests that the external administrator needs to be appointed before the end of the period listed in s588GAA(1)(b) (i.e. before the end of 2020). Given the purpose of the amendments was to protect businesses from collapsing into insolvency, the current wording seems contrary to that purpose and should be amended.

Lastly, I strongly recommend that the Government make a reference to the ALRC to undertake a wholistic review of Australia's insolvency laws. It has been over 30 years since the ALRC's Harmer Report into insolvency law. The Australian economy has changed significantly since that time and yet much of our insolvency law is based in 19th Century thinking. We need to stop adding pieces onto the existing regime, even more so when the consultation period is less than 1 week. We risk unintended consequences and increasing complexity, neither of which serves the goals of the law or the interests of creditors. We need a law reform project that looks beyond the current milieu and is informed by global best practice. Since the Harmer Report was handed down, the insolvency laws of the UK, Singapore, South Africa, Canada, the US and much of the EU have been comprehensively reviewed. Australia is in a marketplace for global restructuring capital flows and if we are not careful, we will lose out to Singapore and others. A wholesale review of insolvency is well overdue.

I would be happy to discuss any aspect of this submission further if that would be of assistance.

Sincerely,



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A post from www.australianinsolvencylaw.com on 9.10.20

A new system for SME restructuring

The details of the Federal Government's proposed new restructuring regime for small businesses were announced this week with the release of the draft *Corporations Amendment (Corporate Insolvency Reforms) Bill* 2020 (Cth). The Government plans to introduce the legislation into Parliament soon so that the new regime can be ready to start on 1 January 2021.

The draft legislation has two main features:

1. a restructuring regime for small businesses that owe less than $1 million; and
2. a simple liquidation procedure that may either follow the restructuring or operate as a stand alone regime.

Many of the details about how these new procedures will operate are to be provided in regulations, including what can be put in a restructuring plan and how it will affect creditor rights as well as exactly what procedural obligations will be reduced in the simple liquidation.

The main features of the new restructuring plan are:

- the appointment of a Small Business Restructuring Practitioner ('SBRP') by the debtor company's directors;
- the SBRP will be a registered company liquidator;
- the directors remain in control of the management of the company, although transactions outside of the ordinary course of business will need the permission of the SBRP or the court;
- the directors propose a restructuring plan to the creditors, which the SBRP must review and report to creditors on whether to approve it or not; and
- the creditors will vote electronically without a physical meeting and may approve the plan by a majority in value (with no class voting).

The restructuring plan is aimed at helping viable small businesses with financial difficulties to address their problems and try to avoid liquidation or voluntary administration.

The assumptions underpinning the legislation are that voluntary administration is too expensive for small businesses and that small business owners are concerned about losing control of their businesses while seeking to restructure it. I don't disagree with either of those assumptions and the work that I've done over the past several years interviewing and surveying stakeholders in insolvency indicates that these assumptions are widely held.

I support the Government looking to introduce more flexible options for companies looking to restructure their affairs. However, I don't believe that the proposal is enough to save the tens (if not hundreds) of thousands of small businesses that will fail once COVID-19 support by the government is wound back.

The metaphor I'll use is a medical one. Michael Murray recently compared Australia's voluntary administration with the US Chapter 11 procedure. He noted that this

comparison could be described as representing a stay in hospital (VA) to recovering at home (Ch 11).[1] I'd like to extend the medical metaphors further.

We know that many small business owners suspect (or most likely know) that their businesses are sick. The pandemic has wreaked havoc on businesses and consumers alike and has most likely accelerated major structural change in the economy that will see some industries shrink or maybe even disappear. Many businesses are terminal (including before COVID-19) and won't survive, whether due to poor management, structural change or misfortune.

If we think of small businesses as sick people, where should they go for advice? Their accountant? A lawyer? A turnaround advisor? An Insolvency Practitioner? Kate Carnell's office???

The small business restructuring reforms proposal are like sending people who feel unwell straight to the specialist's office. Got a sore leg? Off to the orthopaedic surgeon. Suffering financial difficulties? Off to see the liquidator. What's missing here is the role of the medical GP. If I'm not sure of what's wrong, I go to the GP and they perform a basic filtering role, distinguishing:

- those have mild ailments that can be treated with over the counter medication and rest;
- those that need more assistance, perhaps from a range of allied health professionals;
- those that are seriously ill and need specialist help;
- those that are on death's door and should be rushed off to hospital.

This new regime is missing the GP role.

There's an old saying that springs to mind here: 'if the only tool you have is a hammer, everything looks like a nail'. Insolvency practitioners are highly qualified and highly regulated professionals who are experts in dealing with dead and dying companies, amongst other things. While I wouldn't describe them as business undertakers, they are also not the business equivalent of medical GPs. Asking highly specialist liquidators to do basic business viability assessments is not the best use of their skills and will render this new regime too expensive and unfit for purpose.

It should be noted that the Explanatory Memorandum to the draft Bill mentions a new class of registered liquidators with the registration requirements reduced to assist with ensuring sufficient practitioners are available for the potential numbers of companies that might want to use the new regime next year.

I'm not opposed to registered liquidators being appointed as SBRPs. This is the common model for similar small business regimes in Canada and in the UK. If the SBRP needs to report to creditors about the financial prospects of the company and

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[1] https://murrayslegal.com.au/blog/2020/08/25/insolvency-and-debtor-in-possession-hospital-or-home-care/

compare potential outcomes in liquidation (including prospects of recovery proceedings) with the proposed restructuring plan, then these are matters that liquidators are highly skilled in performing.

My concern is that the expectation of a 'VA lite' regime will generate a procedure that is ... *a little bit cheaper than VA*. That is not what the scores of struggling small businesses need and is not what the Treasurer spoke of in his press briefings when he announced the reforms.

The proposed reforms need to involve a quick and cheap assessment of the company's financial position from an independent and knowledgeable person. A filtering mechanism is needed to help businesses choose the exit that fits the reality of the company's financial position. Expecting an almost VA level of scrutiny, transparency and accountability will price the new regime out of the reach of most small businesses.

Compromises need to be made to meet the new economic reality, otherwise we risk pushing small business owners into the arms of pre-insolvency advisors who will happily tell them how to transfer assets and stiff the tax office.

There's a reason that quick trips to the GP don't cost $400...because few would go to them if they did.

Let's not force small business owners to seek out the advice of 'Dr Google' and provide them with a GP type advisor. This could be provided by the Government taking up the ASBFEO's suggestion of a business viability review voucher to help pay for some initial advice. The Government could maintain a pool of small business financial advisors drawn from accounting and turnaround specialists and then pay a flat fee of perhaps $5,000 to conduct a preliminary review of the business. This might help identify:

- those that have minor problems (eg disputes with one or more creditors that might be resolved through mediation from the state small business ombuds);
- those that could be saved through a restructuring plan and suggesting a SBRP be appointed;
- those that might need more intensive assistance, and suggesting a voluntary administration; and
- those that are clearly beyond help, and they should just go straight to a simplified liquidation.

The risk of putting low asset companies through the new small business restructuring process is that it will simply produce an extra layer of cost when the company should go straight to liquidation-because it is simply no longer viable.

No one wants to see their business go into liquidation, but some businesses should go there without a restructuring pitstop. Not all companies can be saved and we are gearing up for the business equivalent of the zombie apocalypse if we think that all businesses can and will be saved by an SBRP. Sometimes you just have to take your medicine and deal with your business problems rather than seeking out a parade of second opinions to find the one that tells you what you want to hear.