

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
FTX TRADING LTD., <i>et al.</i> , ¹)	
)	Case No. 22-11068 (JTD)
Debtor.)	(Joint Administration Requested)
)	

**JOINDER OF THE TEXAS STATE SECURITIES BOARD AND TEXAS DEPARTMENT
OF BANKING TO THE MOTIONS OF THE UNITED STATES TRUSTEE, STATE OF
WISCONSIN, AND VERMONT DEPARTMENT OF FINANCIAL REGULATION
FOR ENTRY OF AN ORDER DIRECTING THE APPOINTMENT OF AN EXAMINER**

The Texas State Securities Board and the Texas Department of Banking (“Texas”) by and through the Office of the Texas Attorney General, hereby files this Joinder (the “Joinder”) to the following motions: (a) *Motion of the United States Trustee for Entry of an Order Directing the Appointment of an Examiner* [D.E. 176]; (b) *State of Wisconsin’s Joinder to the Motion of the United States Trustee for Entry of an Order Directing the Appointment of an Examiner* [D.E. 263]; and (c) *Joinder to Motion for Entry of an Order Appointing an Examiner* [D.E. 339] (collective, the “Motions”). In support of the Joinder, Texas respectfully states as follows:²

1. The Debtors commenced chapter 11 bankruptcy proceeding in this Court on November 11, 2022 (the “Petition Date”). The Debtors allegedly have millions of creditors and assets that may be located in various parts of the world.

2. As has been widely documented and revealed by current CEO, John J. Ray, III, in the First Day Declaration and as set forth in the Motions, before and up to the Petition Date, the Debtors had many indications of upcoming serious financial issues, including the lack of accurate financial

¹ The last four digits of FTX Trading Ltd.’s tax identification number are 3288. Due to the large number of debtor entities in these Chapter 11 Cases, for which the Debtors will request joint administration, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information will be made available on a website of the Debtors’ proposed claims and noticing agent.

² Capitalized terms not otherwise defined or provided herein have the meanings ascribed to them in the Motions or D.E. 24 (the “First Day Declaration.”).

statements, failure of internal governance or controls, commingling of assets, unreliable auditing information, and absence of appropriate books and records with respect to the Debtors' assets.

3. Texas, among several other state and federal regulators, is currently investigating the Debtors and their related entities for violations in connection with their transaction of business in Texas and with Texas account holders.

4. Bankruptcy Code Section 1104(c) provides for the appointment of an examiner under appropriate circumstances. Here, due to the magnitude and history of mismanagement by the Debtors, the lack of transparency into the financial condition and assets of the Debtors, and the continued regulatory investigations that are ongoing, the appointment of an examiner with specific guidelines as to their duties is not only appropriate and in the best interest of creditors, but mandatory pursuant to section § 1104(c) as well.

5. Texas, along with other regulators, will require constant access to information and documentation in connection with its investigation, and would benefit from working with and gaining this information from a neutral third-party investigator whose focus is on investigating the Debtors as opposed to running the Debtors' business. As the estate's investigations into the Debtors are still in the early stages, such a framework will ensure an effective and orderly process that is in the best interests of the estate.

6. Attached hereto as **Exhibit A**, are letters in support of this Joinder. The following State Agencies or Attorney Generals' Offices have given permission for Texas to share their letter of support with this Court:

Alaska Division of Banking & Securities;
Arkansas Securities Department;
California Department of Financial Protection and Innovation;
Florida Office of Financial Regulation;
Hawaii Department of Commerce and Consumer Affairs;
Idaho Department of Finance;
Illinois Attorney General's Office, Revenue Litigation Bureau;
Kentucky Department of Financial Institutions;

Maine Department of Professional and Financial Regulation;
Maryland Office of the Attorney General;
New Hampshire Bureau of Securities Regulation;
New Jersey Bureau of Securities;
North Carolina Department of the Secretary of State, Securities Division;
Oklahoma Department of Securities;
Tennessee Department of Commerce & Insurance; and
Washington D.C. Department of Insurance, Securities and Banking.

7. For these reasons and those stated in the Motions, Texas joins the U.S. Trustee, the State of Wisconsin, and the Vermont Department of Financial Regulation in their Motions for an order directing the appointment of an examiner.

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Dated: February 1, 2023

Respectfully submitted,

KEN PAXTON
Attorney General of Texas

BRENT WEBSTER
First Assistant Attorney General

GRANT DORFMAN
Deputy First Assistant Attorney General

SHAWN E. COWLES
Deputy Attorney General for Civil Litigation

RACHEL R. OBALDO
Assistant Attorney General
Chief, Bankruptcy & Collections Division

/s/ Roma N. Desai

ROMA N. DESAI
Texas State Bar No. 24095553
LAYLA D. MILLIGAN
Texas State Bar No. 24026015
ABIGAIL R. RYAN
Texas State Bar No. 24035956
Office of the Attorney General of Texas
Bankruptcy & Collections Division
P. O. Box 12548 MC008
Austin, Texas 78711-2548
Telephone: (512) 463-2173
Facsimile: (512) 936-1409
roma.desai@oag.texas.gov
layla.milligan@oag.texas.gov
abigail.ryan@oag.texas.gov

ATTORNEYS FOR THE TEXAS STATE SECURITIES BOARD
AND TEXAS DEPARTMENT OF BANKING

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing has been served via the Court's Electronic Filing System on all parties requesting notice in this proceeding on February 1, 2023.

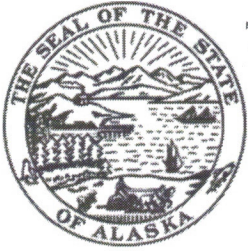
/s/ Roma N. Desai

ROMA N. DESAI

Assistant Attorney General

EXHIBIT A:

State Agencies or Attorney Generals' Offices' Letters in Support



THE STATE
of **ALASKA**
GOVERNOR MIKE DUNLEAVY

**Department of Commerce,
Community
and Economic Development**

Division of Banking & Securities

550 W 7TH AVE, STE 1850
Anchorage, AK 99501
Main: 907.269.8140

Toll free: 888.925.2521
Fax: 907.269.8146

January 30, 2023

Sent via electronic mail

Roma Desai
Layla Milligan
Abigail Ryan
Assistant Attorneys General
Bankruptcy & Collections Division
Texas Office of the Attorney General
P.O. Box 12548
Austin, TX 78711-2548
Email: Roma.Desai@oag.texas.gov
Layla.Milligan@oag.texas.gov
Abigail.Ryan@oag.texas.gov

RE: Joinder of The Texas State Securities Board and Department of Banking to the Motions of the United States Trustee, State of Wisconsin, and Vermont Department of Financial Regulation for Entry of an Order Directing the Appointment of an Examiner, Case No. 22-11068-JTD, United States Bankruptcy Court, District of Delaware

Dear Ms. Desai, Ms. Milligan, and Ms. Ryan,

We are in receipt of the Texas Attorney General's Joinder, which will be filed in the bankruptcy case on February 1, 2023, in the above captioned case (the "Joinder"). We have carefully reviewed and support the Joinder. You are expressly authorized and encouraged to share this letter with the Honorable John T. Dorsey, U.S. Bankruptcy Judge for the District of Delaware, who is presiding over this case.

Thank you for your assistance and courtesies.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Schmidt", written over a large, stylized blue circular mark.

Robert H. Schmidt
Director
State of Alaska
Division of Banking & Securities



February 1, 2023

SENT VIA ELECTRONIC MAIL

Roma Desai
Layla Milligan
Abigail Ryan
Assistant Attorneys General
Bankruptcy & Collections Division
Texas Office of the Attorney General
P.O. Box 12548
Austin, TX 78711-2548
Email: Roma.Desai@oag.texas.gov
Layla.Milligan@oag.texas.gov
Abigail.Ryan@oag.texas.gov

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Thank you for your assistance and courtesies.

Very truly yours,

J. Campbell McLaurin III
Commissioner (*interim*)
Arkansas Securities Department



STATE OF CALIFORNIA

Department of Financial Protection and Innovation

GOVERNOR **Gavin Newsom** • COMMISSIONER **Clothilde V. Hewlett**

February 1, 2023

SENT VIA ELECTRONIC MAIL

Roma Desai
Layla Milligan
Abigail Ryan
Assistant Attorneys General
Bankruptcy & Collections Division
Texas Office of the Attorney General
P.O. Box 12548
Austin, TX 78711-2548
Email: Roma.Desai@oag.texas.gov
Layla.Milligan@oag.texas.gov
Abigail.Ryan@oag.texas.gov

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Dear Ms. Desai, Ms. Milligan, and Ms. Ryan,

The California Department of Financial Protection and Innovation is in receipt of the Texas Attorney General's Joinder, which will be filed in the bankruptcy case on February 1, 2023, in the above captioned case (the "Joinder"). We have carefully reviewed and support the Joinder. You are expressly authorized and encouraged to share this letter with the Honorable John T. Dorsey, U.S. Bankruptcy Judge for the District of Delaware, who is presiding over this case.

Thank you for your assistance and courtesies.

Sincerely,

Clothilde V. Hewlett
Commissioner
California Department of Financial Protection and Innovation

By

A handwritten signature in cursive script that reads "Mary Ann Smith".

Mary Ann Smith
Deputy Commissioner
Enforcement Division



Commissioner Russell C. Weigel, III

February 1, 2023

SENT BY EMAIL

Roma Desai
Layla Milligan
Abigail Ryan
Assistant Attorneys General
Bankruptcy & Collections Division
Texas Office of the Attorney General
P.O. Box 12548
Austin, TX 78711-2548
Email: Roma.Desai@oag.texas.gov
Layla.Milligan@oag.texas.gov
Abigail.Ryan@oag.texas.gov

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Dear Ms. Desai, Ms. Milligan, and Ms. Ryan:

The State of Florida, Office of Financial Regulation (“OFR”) is in receipt of the Texas Attorney General’s Joinder, which will be filed in the bankruptcy case on February 1, 2023, in the above captioned case (the “Joinder”). The OFR has carefully reviewed and support the Joinder. You are expressly authorized and encouraged to share this letter with the Honorable John T. Dorsey, U.S. Bankruptcy Judge for the District of Delaware, who is presiding over this case.

Thank you for your assistance and courtesies.

Sincerely,

s/ George C. Bedell III

George C. Bedell III
Chief Counsel
Administrative and Civil Litigation
Office of General Counsel



STATE OF HAWAII | KA MOKU'ĀINA 'O HAWAI'I
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
KA 'OIHANA PILI KĀLEPA
BUSINESS REGISTRATION DIVISION
SECURITIES ENFORCEMENT BRANCH

335 MERCHANT STREET, ROOM 205, HONOLULU, HAWAII 96813
P.O. BOX 40, HONOLULU, HAWAII 96810

Phone Number: (808) 586-2740
Fax Number: (808) 586-3977
Investing.hawaii.gov

JOSH GREEN, M.D.
GOVERNOR | KE KIA'ĀINA

SYLVIA LUKE
LIEUTENANT GOVERNOR | KA HOPE KIA'ĀINA

NADINE Y. ANDO
DIRECTOR | KA LUNA HO'OKELE

DEAN I HAZAMA
DEPUTY DIRECTOR | KA HOPE LUNA HO'OKELE

TY Y. NOHARA
ACTING COMMISSIONER OF SECURITIES

January 30, 2023

Roma Desai
Layla Milligan
Abigail Ryan
Assistant Attorneys General
Bankruptcy & Collections Division
Texas Office of the Attorney General
P.O. Box 12548
Austin, TX 78711-2548
Email: Roma.Desai@oag.texas.gov
Layla.Milligan@oag.texas.gov
Abigail.Ryan@oag.texas.gov

<input type="checkbox"/>	VIA U.S. MAIL
<input type="checkbox"/>	VIA CERTIFIED MAIL
<input type="checkbox"/>	VIA FACSIMILE
<input checked="" type="checkbox"/>	VIA ELECTRONIC MAIL

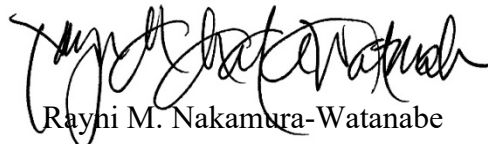
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Thank you for your assistance and courtesies.

Very truly yours,


Rayni M. Nakamura-Watanabe

RMNW



IDAHO
DEPARTMENT OF FINANCE

BRAD LITTLE
Governor

PATRICIA R. PERKINS
Director

January 30, 2023

Roma Desai
Layla Milligan
Abigail Ryan
Assistant Attorneys General
Bankruptcy & Collections Division
Texas Office of the Attorney General
P.O. Box 12548
Austin, TX 78711-2548

SENT VIA ELECTRONIC MAIL

Email: Roma.Desai@oag.texas.gov
Layla.Milligan@oag.texas.gov
Abigail.Ryan@oag.texas.gov

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Thank you for your assistance and courtesies.

Very truly yours,

A handwritten signature in black ink that reads "John Yaros".

John Yaros
Bureau Chief

SECURITIES BUREAU
Bureau Chief - John Yaros
11341 W. Chinden Blvd., Suite A300, Boise ID 83714-1021
Mail To: P.O. Box 83720, Boise ID 83720-0031
Phone: (208) 332-8004 Fax: (208) 332-8099
<http://finance.idaho.gov>



OFFICE OF THE ATTORNEY GENERAL
STATE OF ILLINOIS

KWAME RAOUL
ATTORNEY GENERAL

SENT VIA ELECTRONIC MAIL

January 30, 2022

Roma Desai
Layla Milligan
Abigail Ryan
Assistant Attorneys General
Bankruptcy & Collections Division
Texas Office of the Attorney General
P.O. Box 12548
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Thank you for your assistance and courtesies.

Very truly yours,

John P. Reding
Assistant Attorney General
Revenue Litigation Bureau
Office of the Attorney General of Illinois
100 West Randolph Street, Fl. 13-225
Chicago, IL 60601
John.reding@ilag.gov



Andy Beshear
GOVERNOR

Jacqueline Coleman
LIEUTENANT GOVERNOR

PUBLIC PROTECTION CABINET

**Kentucky Department of Financial
Institutions**

500 Mero Street, 2SW19
Frankfort, KY 40601
Phone: (502) 573-3390
KFI@ky.gov

Ray A. Perry
SECRETARY

Justin M. Burse
ACTING COMMISSIONER

January 31, 2023

SENT VIA ELECTRONIC MAIL

Roma Desai
Layla Milligan
Abigail Ryan
Assistant Attorneys General
Bankruptcy & Collections Division
Texas Office of the Attorney General
P.O. Box 12548
Austin, TX 78711-2548
Email: Roma.Desai@oag.texas.gov
Layla.Milligan@oag.texas.gov
Abigail.Ryan@oag.texas.gov

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Dear Ms. Desai, Ms. Milligan, and Ms. Ryan,

The Kentucky Department of Financial Institutions has reviewed the Texas Attorney General's *Joinder*, which will be filed in the bankruptcy case on February 1, 2023, in Delaware Bankruptcy Case No. 22-11068-JTD. The Kentucky Department of Financial Institutions supports the *Joinder*, believing that a third-party neutral serving as the appointed examiner would greatly benefit the FTX Bankruptcy proceedings. Your agency is expressly authorized and encouraged to share this letter with the presiding U.S. Bankruptcy Judge over this matter, Honorable John T. Dorsey.

Thank you for your assistance and courtesy,

Marni Rock Gibson

Marni Rock Gibson
Deputy Commissioner and Securities Administrator
Kentucky Department of Financial Institutions



Janet T. Mills
GOVERNOR

STATE OF MAINE
DEPARTMENT OF PROFESSIONAL AND FINANCIAL
REGULATION
OFFICE OF SECURITIES
121 STATE HOUSE STATION
AUGUSTA, ME
04333-0121

Edward E. Moran
ACTING SECURITIES ADMINISTRATOR

January 31, 2023

SENT VIA ELECTRONIC MAIL

Roma Desai
Layla Milligan
Abigail Ryan
Assistant Attorneys General
Bankruptcy & Collections Division
Texas Office of the Attorney General
P.O. Box 12548
Austin, TX 78711-2548
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Thank you for your assistance and courtesies.

Very truly yours,

Edward E. Moran
Acting Securities Administrator
Edward.moran@maine.gov



ANTHONY G. BROWN
Attorney General



CANDACE McLAREN LANHAM
Chief of Staff

CAROLYN A. QUATTROCKI
Deputy Attorney General

STATE OF MARYLAND
OFFICE OF THE ATTORNEY GENERAL

FACSIMILE NO.
410-576-6532

WRITER'S DIRECT DIAL NO.
410-576-6950

February 1, 2023

Roma Desai
Layla Milligan
Abigail Ryan
Assistant Attorneys General
Bankruptcy & Collections Division
Texas Office of the Attorney General
P.O. Box 12548
Austin, TX 78711-2548
Email: Roma.Desai@oag.texas.gov
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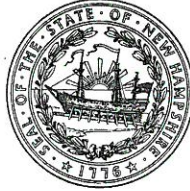
Thank you for your assistance and courtesies.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Max F. Brauer".

Max F. Brauer
Assistant Attorney General

NEW HAMPSHIRE DEPARTMENT OF STATE
BUREAU OF SECURITIES REGULATION



Barry J. Glennon
Director

January 31, 2023

SENT VIA ELECTRONIC MAIL

Roma Desai
Layla Milligan
Abigail Ryan
Assistant Attorneys General
Bankruptcy & Collections Division
Texas Office of the Attorney General
P.O. Box 12548
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Thank you for your assistance and courtesies.

Sincerely,

Michael Kirwin
Staff Attorney, New Hampshire Bureau of Securities Regulation



570 Broad Street
Suite 1401
Newark, NJ 07102
T: 973.622.7711 | F: 973.622.5314
MDMC-LAW.COM

JEFFREY BERNSTEIN, ESQ.
(973) 565-2183
jbernstein@mdmc-law.com

February 1, 2023

VIA E-MAIL DELIVERY

Roma Desai
Layla Milligan
Abigail Ryan
Assistant Attorneys General
Bankruptcy & Collections Division
Texas Office of the Attorney General
P.O. Box 12548
Austin, TX 78711-2548
Roma.Desai@oag.texas.gov
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Abigail.Ryan@oag.texas.gov

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Motions of the United States Trustee, State of Wisconsin, and Vermont
Department of Financial Regulation for Entry of an Order Directing the
Appointment of an Examiner*
Case No. 22-11068-JTD, United States Bankruptcy Court, District of Delaware

Dear Ms. Desai, Ms. Milligan, and Ms. Ryan,

We are counsel to the New Jersey Bureau of Securities. We are in receipt of the Texas Attorney General's Joinder, which will be filed in the bankruptcy case on February 1, 2023, in the above captioned case (the "Joinder"). We have carefully reviewed and support the Joinder. You are expressly authorized and encouraged to share this letter with the Honorable John T. Dorsey, U.S. Bankruptcy Judge for the District of Delaware, who is presiding over this case.

Thank you for your assistance and courtesies.

Very truly yours,

/s/ Jeffrey Bernstein

McELROY, DEUTSCH, MULVANEY & CARPENTER, LLP



State of North Carolina
Department of the Secretary of State

ELAINE F. MARSHALL
SECRETARY OF STATE

February 1, 2023

SENT VIA ELECTRONIC MAIL

Roma Desai
Layla Milligan
Abigail Ryan
Assistant Attorneys General
Bankruptcy & Collections Division
Texas Office of the Attorney General
P.O. Box 12548
Austin, TX 78711-2548
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Thank you for your assistance and courtesies.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Sherrell L. Forbes", is written over a horizontal line.

Sherrell L. Forbes
Deputy Director, Securities Division
N. C. Department of the Secretary of State



MELANIE HALL
ADMINISTRATOR

J. KEVIN STITT
GOVERNOR

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES

January 31, 2023

VIA ELECTRONIC MAIL

Roma Desai
Layla Milligan
Abigail Ryan
Assistant Attorneys General
Bankruptcy & Collections Division
Texas Office of the Attorney General
P.O. Box 12548
Austin, TX 78711-2548

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Regards,

A handwritten signature in blue ink that reads "Melanie Hall".

Melanie Hall
Administrator
Oklahoma Department of Securities



January 31, 2023

SENT VIA ELECTRONIC MAIL

Roma Desai
Layla Milligan
Abigail Ryan
Assistant Attorneys General
Bankruptcy & Collections Division
Texas Office of the Attorney General
P.O. Box 12548
Austin, TX 78711-2548

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Layla.Milligan@oag.texas.gov
Abigail.Ryan@oag.texas.gov

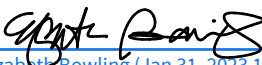
RE: Joinder of The Texas State Securities Board and Department of Banking to the Motions of the United States Trustee, State of Wisconsin, and Vermont Department of Financial Regulation for Entry of an Order Directing the Appointment of an Examiner, Case No. 22-11068-JTD, United States Bankruptcy Court, District of Delaware

Dear Ms. Desai, Ms. Milligan, and Ms. Ryan,

We are in receipt of the Texas Attorney General's Joinder, which will be filed in the bankruptcy case on February 1, 2023, in the above captioned case (the "Joinder"). We have carefully reviewed and support the Joinder. You are expressly authorized and encouraged to share this letter with the Honorable John T. Dorsey, U.S. Bankruptcy Judge for the District of Delaware, who is presiding over this case.

Thank you for your assistance and courtesies.

Very truly yours,


Elizabeth Bowling (Jan 31, 2023 15:23 CST)

Elizabeth Bowling
Assistant Commissioner, Tennessee Department of Commerce and Insurance
Securities Division



Karima M. Woods, Commissioner

January 30, 2023

SENT VIA ELECTRONIC MAIL

Roma Desai
Layla Milligan
Abigail Ryan
Assistant Attorneys General
Bankruptcy & Collections Division
Texas Office of the Attorney General
P.O. Box 12548
Austin, TX 78711-2548
Email: Roma.Desai@oag.texas.gov
Layla.Milligan@oag.texas.gov
Abigail.Ryan@oag.texas.gov

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Thank you for your assistance and courtesies.

Regards,

A handwritten signature in cursive script that reads "Stephen Bouchard".

Stephen Bouchard
Associate Commissioner for Securities