

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
GENERAL WIRELESS OPERATIONS INC. DBA RADIOSHACK <u>et al.</u> , ¹	Case No. 17-10506 (BLS) (Jointly Administered)
Debtors.	Re: Docket Nos. 205, 428
	Bid Deadline: 4/17/17 5:00 p.m. ET Cure Objection Deadline: 4/21/17 4:00 p.m. ET General Objection Deadline: 4/21/17 4:00 p.m. ET Sale Hearing Date: 4/24/17 10:30 a.m. ET

NOTICE OF AUCTION AND SALE HEARING

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On March 8, 2017, the above-captioned debtors and debtors in possession (collectively, the "**Debtors**"), each filed voluntary petitions for relief pursuant to chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**").

2. On March 20, 2017, the Debtors filed a motion (the "**Lease Sale Procedures Motion**") [Docket No. 205]², pursuant to sections 105, 363 and 365 of the Bankruptcy Code and Rules 2002, 6004, and 6006 of the Federal Rules of Bankruptcy Procedure ("**Bankruptcy Rules**"), seeking the entry of an order (the "**Lease Sale Procedures Order**"): (a) approving the procedures (the "**Lease Bidding Procedures**") to be used in connection with the assumption, assignment and sale (the "**Sale**") of certain of the Debtors' unexpired nonresidential real property leases (the "**Leases**") and/or furniture, fixtures and equipment in a leased location ("**FF&E**" and together with the Leases, the "**Lease Assets**"); (b) approving procedures to determine cure amounts (the "**Cure Procedures**") in connection with the assumption and assignment of Leases, and procedures for providing notice to the landlords and other non-Debtor parties with respect to each applicable Lease (the "**Lease Counterparties**"); and (c) establishing certain dates in connection with the Sale process.

3. On April 10, 2017, the Court entered the Lease Sale Procedures Order [Docket No. 428], a copy of which is served with this Notice, approving the relief sought by the Lease Sale Procedures Motion as set forth therein. Pursuant to the Lease Sale Procedures Order:

- a. The deadline for submitting a Qualified Bid for Lease Assets is **April 17, 2017** at 5:00 p.m. (prevailing Eastern Time);

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's U.S. tax identification number are as follows: General Wireless Operations Inc. dba RadioShack (8040); General Wireless Holdings Inc. (4262); General Wireless Inc. (9245); General Wireless Customer Service Inc. (5813). The notice address for all of the Debtors is: 300 RadioShack Circle, Fort Worth, TX 76102-1964.

² Capitalized terms used herein but not otherwise defined shall have the meaning given to them in the Lease Sale Procedures Order.

- b. No later than 5:00 p.m. (prevailing Eastern Time) on **April 18, 2017**, the Debtors will file an Initial Bid Report with the Court stating which Leases, if any, are the subject of a Qualified Bid;
- c. The Debtors will deliver any Adequate Assurance Package with respect to affected Lease Counterparties and, if known, their counsel (i) via email by 5:00 p.m. (prevailing Eastern Time) on **April 18, 2017**, to Lease Counterparties and their counsel who have provided an email address to the Debtors' counsel prior to such date, or (ii) via overnight mail for all other Lease Counterparties by **April 19, 2017**;
- d. In the event the Debtors timely receive more than one Qualified Bid for the same Lease, the Debtors will conduct an Auction on **April 19, 2017 at 11:00 a.m.** (prevailing Eastern Time) at the offices of Pepper Hamilton LLP, Hercules Plaza, Suite 5100, 1313 N. Market Street, Wilmington, Delaware 19801;
- e. For any Lease as to which a Qualified Bid has been received (as listed in the Initial Bid Report), any Cure Objections must be filed and served so as to be received by the Debtors on or before **April 21, 2017** at 4:00 p.m. (prevailing Eastern Time);

CURE OBJECTIONS NEED NOT BE FILED WITH RESPECT TO LEASES THAT ARE NOT LISTED IN THE INITIAL BID REPORT AS BEING THE SUBJECT OF A QUALIFIED BID

- f. All objections, excluding adequate assurance objections, to the assumption, assignment and sale of any Lease Assets must be filed and served so as to be received by the Notice Parties on or before **April 21, 2017** at 4:00 p.m. (prevailing Eastern Time);
- g. The Court will convene a Sale Hearing with respect to the sale of the Lease Assets on **April 24, 2017** at 10:30 a.m. (prevailing Eastern Time);
- h. All affected Lease Counterparties shall be required to submit any objections with respect to adequate assurance of future performance by the Successful Bidder or Next Best Bidder, as applicable, with respect to any Lease no later than prior to or at the Sale Hearing on **April 24, 2017**.

4. Objections, if any, to the Sale, must: (a) be in writing; (b) comply with the Bankruptcy Rules and Local Rules; and (c) be filed with the clerk of the Bankruptcy Court for the District of Delaware, Third Floor, 824 North Market Street, Wilmington, Delaware 19801, on or before the applicable deadline; and be served upon (i) undersigned counsel to the Debtors; (ii) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801; and (iii) counsel to the Official Committee of Unsecured Creditors, Kelley Drye LLP, 101 Park Avenue, New York, NY 10178 (Attn: Jason R. Adams, Esq.) (collectively, the "Notice Parties"). **UNLESS AN OBJECTION IS TIMELY SERVED AND FILED, IT MAY NOT BE**

CONSIDERED BY THE COURT AND THE COURT MAY GRANT THE RELIEF REQUESTED WITHOUT FURTHER HEARING AND NOTICE.

5. This Notice of Auction and Sale Hearing is subject to the fuller terms of the Lease Sale Procedures Order, which controls in the event of any conflict. The Debtors encourage parties-in-interest to review the Lease Sale Procedures Order in its entirety. Parties interested in receiving more information regarding the sale of the Lease Assets and/or copies of any related document, including the Lease Sale Procedures Motion, may make a written request to Debtors' counsel: (a) Pepper Hamilton LLP, Hercules Plaza, Suite 5100, 1313 N. Market Street, Wilmington, Delaware 19801 (Attn: David M. Fournier), Email: fournierd@pepperlaw.com, and (b) Jones Day, 77 West Wacker, Chicago, Illinois 60601-1692 (Attn: Mark A. Cody, Esq.), and may access sale related pleadings on the Debtors' website maintained for these cases: <https://cases.primeclerk.com/generalwireless/>.

Dated: April 10, 2017
Wilmington, Delaware

PEPPER HAMILTON LLP

/s/ Michael J. Custer
David M. Fournier (DE 2812)
Michael J. Custer (DE 4843)
Hercules Plaza, Suite 5100
1313 N. Market Street
P.O. Box 1709
Wilmington, Delaware 19899-1709
Tel: (302) 777-6500
Fax: (302) 421-8390
Email: fournierd@pepperlaw.com
custerm@pepperlaw.com
-and-

JONES DAY

Scott J. Greenberg (admitted *pro hac vice*)
250 Vesey Street
New York, NY 10281-1047
Tel: (212) 326-3939
Fax: (212) 755-7306
Email: sgreenberg@jonesday.com

Mark A. Cody (admitted *pro hac vice*)
77 West Wacker
Chicago, IL 60601-1692
Tel: (312) 782-3939
Fax: (312) 782-8585
Email: macody@jonesday.com

Attorneys for Debtors and Debtors-in-Possession