

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:	: Chapter 11
GENERAL WIRELESS OPERATIONS INC. DBA RADIOSHACK <u>et al.</u> , <sup>1</sup>	: Case No. 17-10506 (BLS)
Debtors.	: (Jointly Administered)
	: Re: Docket No. <u>573, 645</u>

**ORDER (I) ESTABLISHING BAR DATES FOR FILING  
CLAIMS AND (II) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

This matter coming before the Court on the Debtors' Motion For an Order (I) Establishing Bar Dates for Filing Claims and (II) Approving the Form and Manner of Notice Thereof (the "Motion"),<sup>2</sup> filed by the above-captioned debtors (collectively, the "Debtors"); the Court having reviewed the Motion and having heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court (the "Hearing"); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and (c) notice of this Motion and the Hearing was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

2. The forms of the Bar Date Notice, the Publication Notice, the Proof of Claim Form and the Administrative Expense Claim Form, and the manner of providing notice of the Bar Dates proposed in the Motion, are approved in all respects. The form and manner of notice of the Bar Dates approved herein satisfy the notice requirements of the Bankruptcy Code and the Bankruptcy Rules. As such, the Debtors are authorized to serve the Bar Dates Notice Package in the manner described below.

3. The following Bar Dates are established in this case:

- (a) The General Bar Date. Except as described below, all persons or entities holding claims (whether secured, priority or unsecured nonpriority, including claims pursuant to section 503(b)(9) of the Bankruptcy Code for goods delivered and received by the Debtors in the 20 days prior to the Petition Date) against the Debtors that arose before March 8, 2017 (the "Petition Date") must file proofs of claim by **July 18, 2017 at 5:00 p.m. (Eastern Time)** (the "General Bar Date"). The claims subject to the General Bar Date are referred to herein as "General Claims."
- (b) The Governmental Bar Date. Except as described below, all governmental units holding claims (whether secured, unsecured, priority or unsecured nonpriority, including section 502(b)(9) claims) against the Debtors that arose before the Petition Date must file proofs of claim by **September 5, 2017 at 5:00 p.m. (Eastern Time)** (the "Governmental Bar Date").
- (c) The Rejection Bar Date. Any person or entity whose claims arise out of the Court-approved rejection of an executory contract or unexpired lease, in accordance with section 365 of the Bankruptcy Code and pursuant to an order entered prior to the confirmation of a plan in the applicable Debtor's chapter 11 case, must file a proof of claim on or before the later of (i) the General Bar Date and (ii) 30 days after the applicable order or notice authorizing rejection is served on the counterparty. The later of these dates is referred to in this order as the "Rejection Bar Date."
- (d) The Amended Schedules Bar Date. If, subsequent to the mailing date of the Bar Dates Notice Package, a Debtor amends or supplements its Schedules of Assets and Liabilities (the "Schedules") to reduce the undisputed, noncontingent and liquidated amount or to change the nature or classification of a claim against a Debtor reflected therein, any affected persons or entities that dispute such changes are required to file a proof of claim or amend any previously filed proof of claim (to the extent necessary to dispute the Debtors' amendment) in respect of the amended scheduled claim on or before the later of: (i) the General Bar Date; and (ii) 30 days after the date that notice of the applicable amendment to the

Schedules is served on the claimant. The later of these dates is referred to in this order as the "Amended Schedule Bar Date."

- (e) The Administrative Expense Claim Bar Date. Except as described below, all persons or entities holding claims of any kind (excluding, for the avoidance of doubt, claims arising under section 503(b)(9)) that first arose (or, only in the case of unexpired leases or real and personal property, accrued) on or after the Petition Date through July 31, 2017, including claims under sections 365(d)(3), 365(d)(5) or 503(b)(1) through (8) of the Bankruptcy Code, must file such claims by September 5, 2017 at 5:00 p.m. (Eastern Time) (the "Administrative Expense Claim Bar Date"). The claims subject to the Administrative Expense Bar Date are referred to herein as "Administrative Expense Claims."

4. Subject to terms described above for holders of claims subject to the Governmental Bar Date, Rejection Bar Date, and the Amended Schedules Bar Date, the following persons and entities must file proofs of claim, or request for payment of Administrative Expense Claims, as applicable, on or before the General Bar Date or the Administrative Expense Claim Bar Date, as applicable:

- (a) any person or entity (i) whose prepetition claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as disputed, contingent, or unliquidated and (ii) that desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- (b) any person or entity that believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount or against an incorrect Debtor and that desires to have its claim allowed in a classification or amount or against a Debtor different from the classification, amount or Debtor identified in the Schedules; and
- (c) any person or entity that asserts an Administrative Expense Claim that arose on or prior to July 31, 2017.

5. The following persons or entities, whose claims otherwise would be subject to the General Bar Date or the Governmental Bar Date, need not file claims in these cases:

- (a) any person or entity that already has filed a signed proof of claim against the applicable Debtor(s) in a form substantially similar to Official Bankruptcy Form No. 410 with: (i) the Clerk of the Bankruptcy Court for the District of Delaware; or (ii) the Debtors' claims and noticing agent, Prime Clerk;

- (b) any person or entity whose claim is listed on the Schedules and (i) whose claim is not listed as "disputed", "contingent", or "unliquidated" in the Schedules; (ii) who does not dispute the nature, classification and amount of its claim as identified in the Schedules; and (iii) who does not dispute the claim as listed in the Schedules is an obligation of the specific Debtor against which the claim is listed;
- (c) any person or entity whose claim against a Debtor has been allowed by an order of the Court entered on or before the applicable bar date;
- (d) any person or entity whose claim has been paid in full by the Debtors;
- (e) any person or entity that holds an interest in any of the Debtors, which interest is based exclusively upon the ownership of common stock, preferred stock, membership interests, partnership interests, or rights to purchase, sell, or subscribe to such an interest; *provided, however*, that interest holders who wish to assert claims (as opposed to ownership interests) against any of the Debtors that arise out of or relate to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the interest, must file a proof of claim on or before the applicable bar date unless another exception identified herein applies;
- (f) any holder of a claim for which a separate deadline is fixed by the Court;
- (g) any Debtor;
- (h) the Lien Creditors (as defined in the Final Order (I) Authorizing Use of Cash Collateral and Affording Adequate Protection, and (II) Modifying Automatic Stay [D.I. 437] (the "Cash Collateral Order")), solely with respect to any of the Senior Prepetition Obligations or the Junior Prepetition Obligations (each as defined in the Cash Collateral Order) or any other claims or liens granted in the Cash Collateral Order or created thereby, and the Lien Creditors shall also not be subject to the Rejection Bar Date or the Amended Schedule Bar Date;
- (i) any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930; and
- (j) any professionals retained by the Debtors or the Creditors' Committee pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court's approval, pursuant to sections 328, 330, 331, 363 and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c).

6. In addition, the following holders are not required to file an administrative expense claim by the Administrative Expense Bar Date:

- (a) any party that has already properly filed an administrative expense claim with the Court or with Prime Clerk LLC that clearly sets forth that such party is asserting an administrative expense claim;

- (b) any party whose administrative expense claim has been allowed by a prior order of the Court;
- (c) any party whose administrative expense claim has been previously paid by the Debtors;
- (d) any party whose administrative expense claim was incurred in the ordinary course of business of the Debtors and is not yet due and payable as of the Administrative Expense Bar Date;
- (e) any Debtor;
- (f) any party with an administrative expense claim arising under section 503(b)(9) of the Bankruptcy Code for goods delivered and received by the Debtors in the twenty days prior to the Petition Date, which administrative expense claim must be filed by the General Bar Date;
- (g) any professional advisor (i.e., attorneys, financial advisors, accountants, claims agents) whose administrative expense claim is for compensation for legal, financial advisory, accounting and other services and reimbursement of expenses awarded or allowed under sections 330(a), 331 or 503 of the Bankruptcy Code;
- (h) the Lien Creditors solely with respect to any of the Senior Prepetition Obligations or the Junior Prepetition Obligations (each as defined in the Cash Collateral Order) or any other claims or liens granted in the Cash Collateral Order or created thereby;
- (i) any member of the Creditors' Committee for reimbursement of expenses incurred in connection with the member's service on the Creditors' Committee;
- (j) any claims for fees payable to the Clerk of the Court;
- (k) any claims for fees payable to the Office of the United States Trustee under 28 U.S.C. §1930(a)(c); and
- (l) any party whose administrative expense claim arises after July 31, 2017.

7. Parties asserting claims against the Debtors that accrued before the Petition Date must use a proof of claim form (the "Proof of Claim Form") substantially in the form attached as Exhibit B to the Motion.

8. Parties asserting administrative expense claims that accrued after the Petition Date and on or before July 31, 2017 must use the administrative expense claim form (the

"Administrative Expense Claim Form") substantially in the form attached as Exhibit C to the Motion.

9. The following procedures for the filing of a Proof of Claim Form or Administrative Expense Claim Form shall apply:

- (a) Persons or entities must file each Proof of Claim Form and/or Administrative Expense Claim Form so they are received on or before the applicable Bar Dates at the following address:

General Wireless Operations Inc. dba RadioShack Claims Processing Center  
c/o Prime Clerk LLC  
830 3rd Avenue, 3rd Floor  
New York, NY 10022

Additionally, persons or entities submitting a Proof of Claim Form may file it electronically using the interface available on Prime Clerk's website at <https://cases.primeclerk.com/generalwireless/EPOC-Index>.

- (b) Forms will be deemed filed when actually received by the Debtors' claims agent, Prime Clerk LLC ("Prime Clerk"). Forms may not be delivered via facsimile or electronic mail transmission. Any facsimile or electronic mail submissions will not be accepted and will not be deemed filed until a claim is submitted by one of the methods described above.
- (c) Forms will be collected, docketed and maintained by Prime Clerk.
- (d) All forms must be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. The form must be written in English and be denominated in United States currency. Claimants should attach to the completed form any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.
- (e) Any person or entity asserting claims against multiple Debtors must file a separate form with respect to each Debtor. In addition, any person or entity filing a claim must identify on its form the particular Debtor against which the person or entity asserts its claim. Any claim filed under the joint administration case number, General Wireless Operations Inc. dba RadioShack, Case No. 17-10506 (BLS), or that otherwise fails to identify a Debtor shall be deemed as filed only against Debtor General Wireless Operations Inc. dba RadioShack. If a person or an entity lists more than one Debtor on any one form, the relevant claims will be treated as filed only against the first listed Debtor.

10. Any person or entity holding an interest in the Debtors (an "Interest Holder"), which interest is based exclusively upon the ownership of: (a) a membership interest in a limited liability company; (b) common or preferred stock in a corporation; or (c) warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest being referred to herein as an "Interest"), need not file a proof of interest on or before the General Bar Date; provided, however, Interest Holders who want to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of the Interest, must file a claim by the applicable Bar Dates, unless another exception identified in this order applies.

11. The Debtors and their estates shall retain the right to: (a) dispute, or assert offsets or defenses against, any filed proofs of claim, or any claim listed or reflected in the Schedules, as to nature, amount, liability, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules. If the Debtors subsequently amend or supplement the Schedules, the Debtors shall give notice of any such amendment or supplement to the holders of claims affected thereby, including notice of the Amended Schedules Bar Date to file proofs of claim in response to the amendment or supplement to the Schedules.

12. In particular, if a Debtor amends or supplements its Schedules to reduce the undisputed, noncontingent and liquidated amount, to change the nature or classification of a claim against the Debtor or to add a new claim in the Schedules, any affected entities that dispute such changes must file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim or amend any previously filed proof of claim in respect of the amended scheduled claim in accordance with the procedures described herein by the Amended

Schedules Bar Date. Notwithstanding the foregoing, nothing contained herein shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

13. Persons or entities that fail to properly file a Proof of Claim Form by the applicable Bar Date, shall, absent further order of the Court, be forever barred, estopped and enjoined from: (a) asserting any prepetition claim against the Debtors that such entity may possess in these Chapter 11 cases and that (i) is in an amount that exceeds the amount, if any, that is identified in the Schedules on behalf of such person or entity as undisputed, noncontingent and liquidated or (ii) is of a different nature, classification or priority than any claim identified in the Schedules on behalf of such entity (any such claim under this subparagraph (a) being referred to herein as an "Unscheduled Claim"); and (b) voting upon, or receiving distributions under, any chapter 11 plan in these cases in respect of an Unscheduled Claim.

14. Further, persons or entities that fail to properly file an Administrative Expense Claim Form by the Administrative Expense Claim Bar Date for Administrative Expense Claims that arise from the Petition Date through July 31, 2017 shall: (a) be forever barred, estopped and enjoined from asserting their Administrative Expense Claims against the Debtors; and (b) be prohibited from receiving payment from the Debtors' estates or participating in any distribution under any plan in the Debtors' chapter 11 cases on account of such Administrative Expense Claims.

15. No later than five business days after the entry of this Order, the Debtors, through Prime Clerk or otherwise, shall serve the Bar Dates Notice Package, including a copy of the Bar Dates Notice, the Proof of Claim Form and the Administrative Expense Claim Form substantially in the forms attached to the Motion as Exhibit A, Exhibit B and Exhibit C respectively, by first-class mail, postage prepaid, on:



- (a) all holders of claims or potential claims listed in the Schedules;
- (b) the U.S. Trustee;
- (c) counsel to the Creditors' Committee;
- (d) all parties that have requested notice in these cases pursuant to Bankruptcy Rule 2002 as of the date of the entry of this Order;
- (e) all counterparties to executory contracts and unexpired leases of the Debtors listed in the Schedules;
- (f) all parties to litigation with the Debtors;
- (g) the District Director of Internal Revenue for the District of Delaware and all other taxing authorities for the jurisdictions in which the Debtors conduct business;
- (h) all relevant state attorneys general;
- (i) all holders of record of any Interests in any of the Debtors as of the date of this Order (although copies of the Proof of Claim Form or Administrative Expense Claim Form will not be included in their Bar Date Notice Package);
- (j) all other entities listed on the Debtors' respective matrices of creditors and
- (k) pursuant to Local Rule 2002-1(e), counsel to any of the foregoing, if known.

16. Pursuant to Bankruptcy Rule 2002(l) and 9008, the Debtors shall publish notice of the Bar Dates substantially in the form attached to the Motion as Exhibit D (the "Publication Notice") in the national edition of *USA Today* as means to provide notice of the Bar Dates to such unknown potential claimants. The Debtors will cause such publication to occur no later than seven days after serving the Bar Dates Notice Package.

17. The Proof of Claim Form will state, along with the claimant's name:

(a) whether the claimant's claim is listed in the Schedules and, if so, the Debtor against which the claimant's claim is scheduled; (b) whether the claimant's claim is listed as disputed, contingent or unliquidated; and (c) whether the claimant's claim is listed as secured, unsecured or priority. If a claim is listed in the Schedules in a liquidated amount that is not disputed or contingent, the dollar amount of the claim (as listed in the Schedules) also will be identified on the Proof of

Claim Form. Any entity that relies on the information in the Schedules will bear responsibility for determining that its claim is accurately listed therein.

18. The Debtors and Prime Clerk are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

19. The entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of claims or interests not subject to the Bar Dates established herein must file proofs of claim or interest.

Dated: Wilmington, Delaware

May 23, 2017

  
\_\_\_\_\_  
THE HONORABLE BRENDAN L. SHANNON  
CHIEF UNITED STATES BANKRUPTCY JUDGE