



IT IS ORDERED as set forth below:

Date: May 18, 2017

**Barbara Ellis-Monro
U.S. Bankruptcy Court Judge**

**IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

IN RE:)
)
UNITED MOBILE SOLUTIONS, LLC,) **CHAPTER 11**
)
) **CASE NO. 16-62537-bem**
Debtor.)

**ORDER GRANTING APPLICATION REQUESTING ENTRY OF ORDER
APPROVING THE DISCLOSURE STATEMENT, SUBJECT TO OBJECTION, AND
ESTABLISHING CERTAIN DEADLINES**

A “Second Amended Plan of Reorganization” (Doc. No. 165) (the “Plan”) and “Second Amended Disclosure Statement for Plan of Reorganization” (Doc. No. 164) (the “Disclosure Statement”) were filed by Debtor on May 16, 2017. The Plan and the Disclosure Statement are available for review in the office of the Clerk, U.S. Bankruptcy Court, 75 Ted Turner Drive, S.W., Atlanta, Georgia 30303 between 8:00 a.m. and 4:00 p.m. or online at <http://ecf/ganb/uscourts.gov> (registered users) or at <http://pacer.psc.uscourts.gov> (unregistered users). A copy of the Plan and Disclosure Statement shall be served on creditors together with

this Order. Creditors may also request a copy of the Plan and Disclosure Statement by contacting Debtor's attorney: Cameron M. McCord, Jones & Walden, LLC, 21 Eighth Street, NE, Atlanta, Georgia 30309, cmccord@joneswalden.com, (404) 564-9300.

A hearing was held on approval of the Disclosure Statement on May 17, 2017, at 10:00 a.m. Based upon the record at such hearing, it is hereby

ORDERED and NOTICE IS HEREBY GIVEN that:

A. The Disclosure Statement filed by Debtor is approved subject to further objections by creditors for cause shown.

B. The bidding procedures attached hereto as Exhibit "A" are approved. The ballot form filed with the Court on May 18, 2017 (Doc. No. 167) is approved.

C. **July 6, 2017**, is fixed as the last day for filing, on the approved ballot form, written acceptances or rejections of Debtor's Plan. All ballots must be *filed* with the Clerk, U.S. Bankruptcy Court, 75 Ted Turner Drive, S.W., Atlanta, Georgia 30303 and a copy *mailed* to Debtor's attorney, Cameron M. McCord, Jones & Walden, LLC, 21 Eighth Street, NE, Atlanta, Georgia 30309.

D. **July 6, 2017**, is fixed as the last day for filing and serving written objections to the Disclosure Statement or to confirmation of the Plan. Any such written objection to the Disclosure Statement or to confirmation of Debtor's Plan must be filed with the Clerk, U.S. Bankruptcy Court, 75 Ted Turner Drive, S.W., Atlanta, Georgia 30303 and a copy mailed to Debtor's attorney, Cameron M. McCord, Jones & Walden, LLC, 21 Eighth Street, NE, Atlanta, Georgia 30309.

E. A hearing will be held in **in the United States Bankruptcy Court, Courtroom 1402, Richard B. Russell Federal Building and United States Courthouse, 75 Ted Turner**

Drive, SW, Atlanta, Georgia 30303 at 11:00 a.m., July 13, 2017, (1) to consider any objections to the Disclosure Statement, (2) to consider confirmation of the Plan and (3) to determine the value of collateral and extent to which claims are secured pursuant to 11 U.S.C. §506(a) and Rule 3012.

Debtor's attorney is directed to serve a copy of this Order and Notice, with the Ballot, the Plan, and the Disclosure Statement upon the U.S. Trustee and all creditors and parties in interest within three days of entry of this Order and Notice, and to file a certificate of such service within two days of mailing.

At least three days prior to the scheduled hearing on confirmation of the Plan, Debtor's attorney shall file a Summary of the Voting on the Plan of Reorganization indicating that all ballots cast have been tabulated and the resulting vote for each class designated in the Plan.

End of Order

Prepared By:
JONES & WALDEN, LLC

/s/ Cameron M. McCord
Cameron M. McCord
Georgia Bar No. 143065
21 Eighth Street, NE
Atlanta, Georgia 30309
(404) 564-9300
cmccord@joneswalden.com
Attorney for the Debtor

Distribution List

Cameron McCord, Jones & Walden, LLC, 21 Eighth Street, NE, Atlanta, Georgia 30309

Office of the U.S. Trustee, 362 Richard Russell Federal Bldg, 75 Ted Turner Dr., SW, Atlanta, GA 30303

EXHIBIT “A”

BID PROCEDURES ON SALE OF MEMBERSHIP INTERESTS IN THE EVENT OF SALE BASED ON ABSOLUTE PRIORITY RULE

1. In the event the unsecured creditors do not vote as a class to accept Debtor’s Plan and Debtor must satisfy the “absolute priority rule” as incorporated into 1129(b)(2)(B)(ii) (the “Triggering Event”), the membership interest in Debtor currently held by United Mobile Solutions Corp. (“UMS Corp”) shall be cancelled and 100% of such interest (the “New Interest”) shall be reissued to the Winning Bidder (as defined below). Upon the occurrence of the Triggering Event, KHC, LLC (“KHC”) currently proposes to pay \$500,000.00 (“KHC’s Initial Bid”) for the New Interest. Any other interested party who desires to submit a bid may do so pursuant to the terms and conditions below:

a. Bidders. A “Bidder” shall be a person or entity who has delivered a written bid to the counsel for Debtor no later than 5:00 p.m. Eastern Time on June 19, 2017. For avoidance of doubt, KHC shall be deemed to be a Bidder and KHC’s Initial Bid shall be deemed to be an initial qualified bid unless such bid is withdrawn.

b. Qualified Bid Requirements. Qualified competing bids from a Bidder: (i) shall be for cash; (ii) shall have no contingencies as to payment at Closing (other than entry of a final order approving the Plan¹); (iii) shall be in an amount equal to or greater than KHC’s Initial Bid plus \$25,000.00 (iv) shall contain an acknowledgement that any such purchase of the New Interest is subject to the Plan and that the Reorganized Debtor shall be subject to the Plan upon

¹ Debtor reserves the right to amend its Plan after the submission of the Qualified Bids. Qualified Bidders shall reserve the right to withdraw their Qualified Bid based upon any amendment or modification of the Plan prior to the entry of the Confirmation Order.

entry of a Confirmation Order, and (v) shall be subject to the written approval or credit bid of T-Mobile USA, Inc., MetroPCS Texas, LLC and MetroPCS Georgia, LLC (the “T-Mobile Group”) (collectively, a “Qualified Bid”).

c. Approval by the T-Mobile Group. On June 20, 2017, the Debtor shall submit all Qualified Bids to the T-Mobile Group. The T-Mobile Group shall have until 12:00 p.m. June 26, 2017 to review and approve or reject the Qualified Bids and shall notify the Debtor of such approval or rejection and/or any credit bid by 1:00 p.m. on June 26, 2017.

d. Notice of Approval. On June 26, 2017 in between the hours of 2:00 p.m. and 5:00 p.m., the Debtor shall provide notice to the Bidders that have been approved by the T-Mobile Group of such approval and/or credit bid (“Qualified Bidders”) and that such Qualified Bidders and the T-Mobile Group may participate in the Auction as defined below.

c. Auction. If the Triggering Event occurs and a Bidder other than KHC submits a Qualified Bid that has been approved by the T-Mobile Group by the requisite deadline, the Debtor shall file a notice of Qualified Bidders scheduling an auction at 2:00 p.m. June 30, 2017 at the office of Jones & Walden, LLC (the “Auction”). The New Interest will be auctioned as single lot. Only Qualified Bidders (i.e. those who have previously submitted a Qualified Bid that has been approved by the T-Mobile Group) and the T-Mobile Group may participate in the Auction. Qualified Bidders and the T-Mobile Group must participate in person at the Auction. Any Qualified Bidder making a bid at the Auction must provide evidence reasonably satisfactory to Debtor demonstrating

the Qualified Bidder's financial ability to close and to consummate an acquisition of the New Interest for the amount of any bid made at the Auction. Debtor will announce at the commencement of the Auction which Qualified Bid or credit bid is the highest and best bid for the New Interest. Qualified Bidders and the T-Mobile Group will have an opportunity to increase their bids at the Auction, and successive bids over the last highest and best bid at the Auction must be in increments of at least \$25,000.00 for the first such bid and \$25,000.00 thereafter. At the conclusion of the Auction, Debtor shall determine the highest and best bid for the New Interest ("Winning Bidder"). No competing bids or offers shall be entertained by Debtor unless made in compliance with the terms of the bidding procedures approved by the Court.

e. Confirmation Hearing. The Confirmation Hearing shall be scheduled for July 13, 2017. Debtor shall present the Winning Bidder to the Bankruptcy Court at the Confirmation Hearing. The Winning Bidder shall be subject to the approval of the Bankruptcy Court and any right to purchase the New Interest shall be subject to Confirmation of the Plan.

2. The closing of the sale to the Winning Bidder shall take place no later than fifteen (15) business days after the entry of the Confirmation Order ("Closing Date").

3. The sale conducted pursuant to these bid procedures will be final with payment due in full upon closing via wire transfer or certified funds. Debtor is providing no warranties expressed or implied, including, without limitation, warranties related to merchantability or fitness for a particular purpose. Accordingly, the successful bidder will accept the New Interest purchased in "as is, where is, with all faults" condition.