

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

IN RE:

UNITED MOBILE SOLUTIONS, LLC,

Debtor.

CHAPTER 11

CASE NO. 16-62537-bem

MOTION FOR ORDER AUTHORIZING SUBSIDIARY TRANSACTIONS

COMES NOW United Mobile Solutions, LLC (“UMS” or “Debtor”), by and through the undersigned counsel, and hereby files this “Motion for Order Authorizing Subsidiary Transactions” (the “Motion”). In support of such Motion, Debtor shows the Court as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are: (i) Sections 105 and 363 of Title 11 of the United States Code (the “Bankruptcy Code”); (ii) Bankruptcy Rule 2002; and (iii) the Local Rules for the United States Bankruptcy Court for the Northern District of Georgia (the “Local Rules”).

BACKGROUND

3. On July 20, 2016 (the “Petition Date”) the Debtor commenced this voluntary case (the “Case”) by the filing of petition for relief under Chapter 11 of the Bankruptcy Code.

4. Debtor continues to operate its business and manage its affairs as a debtor-in-possession in accordance with Sections 1107 and 1108 of the Bankruptcy Code.

5. Debtor operates 41 cellular retail stores as a carrier master dealer for T-Mobile USA, Inc. (“T-Mobile”), MetroPCS Georgia, LLC (“MetroPCS GA”), and MetroPCS Texas, LLC (“MetroPCS TX”).

6. Specifically, the Debtor operates (a) 13 T-Mobile stores with 10 sub-dealer locations and 3 direct operated locations, (b) 17 MetroPCS GA stores with 12 sub-dealer locations and 5 direct operated locations, and (c) 11 MetroPCS TX stores with 5 sub-dealer locations and 6 direct operated locations (details regarding the MetroPCS GA and MetroPCS TX stores including location and designation are attached hereto as Exhibit “A”) (the MetroPCS TX stores and the MetroPCS GA stores are hereinafter collectively referred to as the “MetroPCS Locations”).

7. At the request and direction of Metro PCS GA and MetroPCS TX, Debtor is in the process of winding down its MetroPCS Locations. Debtor is unable to operate the MetroPCS Locations without the express authorization and continued consent of MetroPCS. Debtor is working with MetroPCS for the orderly and efficient disposition of the MetroPCS stores that Debtor operates directly or as a Master Dealer to various sub-dealers.

8. The Debtor’s wholly owned subsidiary, Italk Lease Management, LLC, a Florida Limited Liability Company n/k/a United Mobile Solutions, LLC, a Florida Limited Liability Company (“Subsidiary”) holds the lease-hold interest for 22 of the MetroPCS Locations (the “Leasehold Interests”).

9. In order to effectuate the disposition of the Leasehold Interests for the benefit of the Estate of the Debtor, the Subsidiary is seeking to find MetroPCS approved buyers for the Leasehold Interests. Upon approval, it is the Subsidiary’s intention to assign the specific

Leasehold Interest to a MetroPCS approved Master Dealer for the MetroPCS Locations in exchange for payment to the Subsidiary of the fair market value for each Leasehold Interest. In Debtor's experience, the Leasehold Interests have a value of in between \$5,000.00 and \$50,000.00 for each location.

THE LUBBOCK TEXAS STORES

10. The Subsidiary has five Leasehold Interests in Lubbock, TX. Subsidiary has designated All Cellular Orlando, LLC, a Florida limited liability company, ("All Cellular") as the buyer for the five Lubbock Texas stores identified on Exhibit "A" (the "Lubbock Locations"). MetroPCS TX has approved this transaction.

11. The Debtor can no longer afford the overhead for the Lubbock Locations and intends to cease operations in the Lubbock Locations by September 8, 2017.

12. Upon the assignment of the leases for the Lubbock Locations (the "Leases"), All Cellular will pay \$250,000.00 to the Subsidiary. After payment of the debts of the Subsidiary related to the Lubbock Locations, the Subsidiary will pay all net proceeds from the sale to the Debtor. The Subsidiary anticipates a net payment of \$150,000.00 to the Debtor.

ADDITIONAL METRO PCS LEASEHOLDS

13. The Subsidiary is a tenant under an additional 17 leases for MetroPCS Locations. The Debtor seeks Court approval for the subsidiary to assign the leases for its remaining MetroPCS Locations upon terms substantially similar to the terms set forth herein. All transactions will be pre-approved by MetroPCS and all net proceeds will be submitted to the Debtor.

RELIEF REQUESTED

14. Arguably the Debtor does not need Court approval for sale of the Leasehold Interests of the Subsidiary as the Debtor is not a party to the transaction; nevertheless, Debtor files this Motion out of an abundance of caution as the sale of the assets of the Subsidiary (namely, the Leasehold Interests), could affect the value of the Subsidiary which is an asset of the Debtor.

15. Section 363(b)(1) of the Bankruptcy Code authorizes the Debtor (as a debtor in possession) to use, sell or lease property of the estate other than in the ordinary course of business. Debtor seeks the entry of an order pursuant to Section 363(b) authorizing the Subsidiary to (i) sell and assign its Leasehold Interests in the MetroPCS Locations and (ii) to disburse the net proceeds of the transactions to the Debtor as provided herein. Debtor further requests that: (a) the Court waive any stay pursuant to Bankruptcy Rule 6004 or otherwise, and (b) that any order approving the sale of the Leasehold Interests be effective immediately upon entry of such Order without any stay of its effectiveness.

TRANSACTION IS IN THE BEST INTEREST OF THE ESTATE

16. As stated above, MetroPCS has directed the Debtor to winddown its MetroPCS business. Monetizing the Leasehold interests of the Subsidiary is in the only avenue to create additional revenues for Debtor. The transactions would provide a significant benefit to the Debtor's estate and its creditors.

BASIS FOR RELIEF

17. Bankruptcy Code Section 363(b) authorizes the transaction described herein, other than in the ordinary course of business, after notice and hearing.

18. Bankruptcy Code Section 363(f) authorizes the sale of the Leasehold Interest free and clear of any lien, claim, or other interest because, inter alia, any entity asserting a lien on the Leasehold Interest could be compelled, in a legal or equitable proceeding, to accept a money satisfaction of such lien or interest. The Leasehold Interests are not subject to any liens of the Debtor.

19. The Subsidiary will not seek to sell any Leasehold Interest to an “affiliate” or “insider” of Debtor or any party that is not pre-approved by MetroPCS.

WAIVER OF STAY UNDER FED. R. BANKR. PRO. 6006(d)

20. The Debtor has determined that it is crucial to cease operations in the Lubbock Locations and for the Subsidiary to transfer the Leasehold Interest as soon as possible as Debtor cannot continue to sustain the overhead related to the Lubbock Locations. Accordingly, Debtor respectfully moves for a waiver of the stay arising out of Fed. R. Bankr. Pro. 6006(d) so that the Debtor can assign the Leasehold Interests.

WHEREFORE, Debtor respectfully requests that this Court enter an Order:

- (a) granting the Motion and authorizing the transactions set forth above including the Subsidiary’s assignment of the Leases;
- (b) finding that this Motion has been served upon the U.S. Trustee, Debtor’s creditors, and those parties who have filed an entry of appearance in the case, and that no further notice is necessary;
- (c) waiving the stay imposed by Fed. R. Bankr. Pro. 6006(d), such that the relief requested herein can be effective upon entry of the Order;

(d) granting such other relief and further relief as may be just and proper.

RESPECTFULLY SUBMITTED this 1st day of September, 2017.

JONES & WALDEN, LLC

/s/ Cameron M. McCord

Cameron M. McCord

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Exhibit “A”

Company Owned Stores	Address	City	ST	ZIP	Lease Holder
Metro PCS	1702-A 4th Street	Lubbock	TX	79403	Italk Inc. Italk Lease Management
Metro PCS	5408 4th Street	Lubbock	TX	79416	Italk Inc. Italk Lease Management
Metro PCS	6302 Frankford Avenue	Lubbock	TX	79424	Italk Inc. Italk Lease Management
Metro PCS	4921 34th Street	Lubbock	TX	79410	Italk Inc. Italk Lease Management
Metro PCS	6002 Slide Road	Lubbock	TX	79414	Italk Inc. Italk Lease Management
Metro PCS	671 Spartanburg Highway Ste D	Hendersonville	NC	28792	Italk Inc. Italk Lease Management
Metro PCS	220 Hillcrest Drive Unit C	Laurens	SC	29360	Italk Inc. Italk Lease Management
Metro PCS	1121 Hwy 9 Bypass ste 3	Lancaster	SC	29720	Italk Inc. Italk Lease Management
Metro PCS	124 Sigmon Road Unit #200	Linclynton	NC	28092	Italk Inc. Italk Lease Management
Metro PCS	8328-303 Pineville-Matthews Road	Charlotte	NC	28226	Italk Inc. Italk Lease Management
Metro PCS	2020-B Crockett Road	Palestine	TX	75801	Italk Inc. Italk Lease Management

SUB-DEALER Distribution

Sub Dealer Name	Address	City	ST	ZIP	
Table Top Communications LLCGA	3907 Burns Road	Lilburn	GA	30047	Table Top Communciations/Richard Yoo EPP CONV
Table Top Communications LLCGA	1184 Hwy 155S	McDonough	GA	30253	Italk Inc. Italk Lease Management
Table Top Communications LLCGA	2509 Redmond Circle	Rome	GA	30165	Italk Inc. Italk Lease Management
DM Communication Network	3055 Austell Road	Austell	GA	30126	Italk Inc. Italk Lease Management
DM Communication Network	4606 Ponce De Leon	Clarkston	GA	30021	Italk Inc. Italk Lease Management
DM Communication Network	1430 Tifton Ave. North	Tifton	GA	31794	Italk Inc. Italk Lease Management
DM Communication Network	Satelite Blvd	Duluth	GA	30096	DM COMM /Andy Chong EPP CONV
DM Communication Network	104 Belair Rd.	Evans	GA	30809	Italk Inc. Italk Lease Management
INT Telecom	18110 Midway Rd. Ste130	Dallas	TX	75257	Italk Inc. Italk Lease Management
INT Telecom	5910 Azle Avenue	Ft. Worth	TX	76114	Italk Inc. Italk Lease Management
A and M Mobile	4305 Old Monroe	Charlotte	NC	28226	A and M Mobile EPP CONV
AL-Mes	3206 West Davis Street	Dallas	TX	75257	AL-Mes Reshma Chagani EPP CONV
Diverse Mobile	2713 Lebonan Pike	Nashville	TN	37915	Diverse Mobile Donelson/Alex Soro EPP CONV
Metro Dealer Inc.	91 Highland Crossing Suite 113	East Ellijay	GA	30540	Italk Inc. Italk Lease Management
D8Technologies	2502 S. Beltline Blvd. Suite S-300	Grand Prairie	TX	75052	Italk Inc. Italk Lease Management
DM Communication Network	1005 St. Patricks Drive	Perry	GA	31069	Italk Inc. Italk Lease Management
AL-Mes	100 W. Pioneer Parkway	Arlington	TX	76010	Italk Inc. Italk Lease Management

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CERTIFICATE OF SERVICE

I hereby certify that I have served a copy of the foregoing motion on the parties referenced below by depositing a copy of the same in the United States Mail, postage prepaid and by the method indicated:

Office of the US Trustee
362 Richard B. Russell Bldg
75 Ted Turner Drive, SW
Atlanta, Georgia 30303

This 1st day of September, 2017.

JONES & WALDEN, LLC

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