



IT IS ORDERED as set forth below:

Date: September 20, 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,

Debtor.

CHAPTER 11

CASE NO. 16-62537-bem

**CONSENT ORDER AUTHORIZING MOTION FOR APPROVAL OF ABANDONMENT
OF PROPRIETARY PROPERTY AND SALE OF NOMINAL STORE PROPERTY**

Before the Court is Debtor’s “Motion for Approval of Abandonment of Proprietary Property and Sale of Nominal Store Property” (Doc. No. 234) (the “Motion¹”). The Motion came on for hearing before the Court on September 20, 2017 (the “Hearing”). At the Hearing, Cameron M. McCord and Leon S. Jones appeared on behalf of the Debtor, John Knapp appeared on behalf of T-Mobile, MetroPCS GA, and MetroPCS TX (the “T-Mobile Parties”). (The Debtor and the T-Mobile Parties are hereinafter referred to as the “Parties”). David S. Weidenbaum appeared on behalf of the United States Trustee. No party appeared in opposition to the Motion.

The Motion seeks authority for the Debtor to abandon any and all Proprietary Property

¹ Capitalized terms not defined in this Order have the meanings given to them in the Motion.

(as defined below) (to revert to MetroPCS or be disposed of pursuant to the direction of MetroPCS, including without limitation transfer to any new operator of any MetroPCS Locations) as it has no realizable value to the estate. The Motion further seeks Debtor seeks authority for Debtor to sell the Nominal Store Property free and clear of any lien, claim, or other interest.

The Court finds that the Motion has been served upon the U.S. Trustee, the Debtor's creditors, and those parties who have filed an entry of appearance in the case, and no further notice is necessary.

The Parties stipulate and agree (the "Stipulations") as follows:

- A. Each of the MetroPCS Locations contains certain demo phones, selling literature, selling posters, signage, other displays, store fixtures, and other items that have embedded in them trademark proprietary logos and other service marks that are proprietary to MetroPCS or otherwise belong to MetroPCS (the "Proprietary Property");
- B. The Debtor has no realizable value in the Proprietary Property as it contains the trademarks and service marks of MetroPCS; therefore, the Debtor has no ability to use or transfer it;
- C. Each of the MetroPCS Locations contains nominal property of the Debtor which is not Proprietary Property of MetroPCS including but not limited to certain fixtures, shelving, tables and equipment, the value of which does not exceed \$2,000.00 per store (the "Nominal Store Property");
- D. Certain of Debtor's obligations to MetroPCS TX are secured by a security interest in Debtor's assets as more particularly described in the UCC Financing Statement 038-

2016-010104 filed at 11:32:03 AM on July 18, 2016 in the records of Coweta County, Georgia. Also, certain of Debtor's obligations to MetroPCS GA are secured by a security interest in Debtor's assets as more particularly described in the UCC Financing Statement 038-2016-010105 filed at 11:33:04 AM on July 18, 2016 in the records of Coweta County, Georgia. MetroPCS GA and MetroPCS TX also hold Replacement Liens as defined in the Final Order Granting Debtor's Motion Requesting Authorization to Use Cash Collateral (Doc. No. 48).

The Court having considered the Motion, the presentation of counsel, the stipulations of the Parties set forth above, all other matters of record, for the reasons stated on the record, and the Court being otherwise informed, it is hereby ORDERED that:

1. The Motion is *granted*.
2. The Debtor is authorized to abandon Proprietary Property (to revert to MetroPCS or be disposed of pursuant to the direction of MetroPCS, including without limitation transfer to any new operator of any MetroPCS Locations);
3. The Debtor is authorized to sell the Nominal Store Property for an amount equal to \$2,000.00 per MetroPCS store location;
4. To the extent any Nominal Store Property has been supplied by MetroPCS but not yet paid for by the Debtor, any security interest or other lien of MetroPCS shall attach to the proceeds of sale, subject to consensual resolution by MetroPCS and the Debtor and disbursement without further notice or Court order. Otherwise, the Debtor may use the proceeds of sale to pay for administrative expenses incurred in the winddown of its business operations;
5. The Stipulations set out in Paragraphs A-D of this Order are APPROVED and are hereby made an order and judgment of this Court as if fully restated herein.

6. Notwithstanding Bankruptcy Rule 6004 or otherwise, this Order shall be effective immediately on entry and any stay of this Order is waived so that the Debtor may abandon its Proprietary Property and sell any Nominal Store Property immediately upon entry of this Order and the proceeds from any such sale shall be disbursed as stated herein immediately upon closing of any such sale.

[End of Order]

Prepared and Presented 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 Telephone

(404) 564-9301 Facsimile

Counsel for the Debtor

Consented to by:

MILLER NASH GRAHAM & DUNN LLP

/s/ John R. Knapp, Jr, P.C.

John R. Knapp, Jr, P.C., WSB No. 29343

Counsel for T-Mobile USA, Inc.,

MetroPCS Georgia, LLC, and MetroPCS

Texas, LLC

Order Reviewed By:

GUY G. GEBHARDT,

ACTING UNITED STATES TRUSTEE, REGION 21

/s/ David Weidenbaum

David Weidenbaum (with permission by Cameron M. McCord)

Georgia Bar Number 745892

United States Department of Justice

Office of the United States Trustee

362 Richard B. Russell Building

75 Ted Turner Drive, S.W.

Atlanta, Georgia 30303

(404) 331-4437

david.s.weidenbaum@usdoj.gov

Distribution List:

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

Office of the United States Trustee, 362 Richard B. Russell Building, 75 Ted Turner Drive,
S.W., Atlanta, GA 30303

John Knapp, Miller Nash Graham & Dunn LLP, Pier 70, 2801 Alaskan Way - Suite 300, Seattle,
Washington 98121