

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION**

In re:

hhgregg, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 17-01302-11

(Jointly Administered)

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS,
OVERVIEW OF METHODOLOGY, AND DISCLAIMERS REGARDING
DEBTORS' SCHEDULES AND STATEMENTS**

hhgregg, Inc., (“hhgregg”), Gregg Appliances, Inc. (“Gregg Appliances”), and HHG Distributing LLC (“HHG Distributing”, and each of hhgregg, Gregg Appliances, and HHG Distributing, a “Debtor” and collectively, the “Debtors”) hereby file their respective Schedules of Assets and Liabilities (“Schedules”) and Statements of Financial Affairs (“Statements”) in accordance with section 521 of title 11 of the United States Code (“Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure.

A. Debtors filed these chapter 11 cases (“Chapter 11 Cases”) on March 6, 2017 (“Petition Date”) due to actions taken by certain of Debtors’ creditors. Because Debtors’ efforts in the early days of the Chapter 11 Cases were focused on business operations and attempting to prepare for a going concern sale, Debtors did not have time prior to the Petition Date to compile documents and records responsive to the questions on the Schedules and Statements. That task fell postpetition to Debtors and their professionals, and in particular, their financial advisor Berkeley Research Group, LLC (“BRG”), whom Debtors retained in the days immediately preceding the Petition Date to, among other things, assist with the compilation and preparation of the Schedules and Statements.

B. Kevin J. Kovacs, Chief Financial Officer of the Debtors, has signed each set of Schedules and Statements. In signing the Schedules and Statements, Mr. Kovacs is attesting to the process used by Debtors and BRG in gathering and presenting data in the Schedules and Statements. Mr. Kovacs has not (and could not have) verified the completeness or accuracy of the financial data derived from Debtors’ books and records, including responses, statements and representations concerning assets and liabilities of Debtors presented in the Schedules and Statements.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: hhgregg, Inc. (0538); Gregg Appliances, Inc. (9508); HHG Distributing LLC (5875). The location of the Debtors’ corporate headquarters is 451 E. 96th Street, Indianapolis, Indiana 46240.

C. Mr. Kovacs, BRG, and Debtors and their respective agents, employees, attorneys, and advisors involved in the compilation and preparation of the Schedules and Statements (“Compilers”) do not guarantee or warrant the accuracy or completeness of the data, responses, statements, and representations that are provided in the Schedules and Statements, and none of the foregoing shall be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained in the Schedules and Statements. While commercially reasonable efforts have been made to provide accurate and complete information in the Schedules and Statements, inadvertent errors or omissions may exist. The Compilers expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided in the Schedules and Statements, or to notify any third party should the information be updated, modified, revised, or re-categorized. In no event will the Compilers be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Compilers are advised of the possibility of such damages.

D. In light of the foregoing, the Schedules and Statements are limited and must be read in connection with, and informed by, the following Global Notes and Statement of Limitations, Overview of Methodology and Disclaimers Regarding Debtors’ Schedules and Statements (“Global Notes”), which are incorporated by reference in, and comprise an integral part of, the Schedules and Statements.

Global Notes and Statement of Limitations

1. **Description of Chapter 11 Cases.** The Debtors continue to operate as debtors-in-possession in these Chapter 11 Cases, which are being jointly administered pursuant to orders entered by the Court on March 13, 2017. Notwithstanding the joint administration of the Chapter 11 Cases for procedural purposes, each Debtor has filed its own Schedules and Statements. The Compilers have endeavored to present information in the Schedules and Statements reported as of the close of business on the Petition Date but has not been able to do so consistently throughout. The Compilers have endeavored to note those circumstances where information is not as of the Petition Date.

2. **Global Notes Control.** These Global Notes pertain to and comprise an integral part of all of the Schedules and Statements and should be referenced in connection with any review thereof. In the event that the Schedules and Statements differ from these Global Notes, the Global Notes control.

3. **Reservations and Limitations.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, as noted above, inadvertent errors or omissions may exist. Debtors reserve all rights to amend or supplement the Schedules and Statements as is necessary and appropriate. Nothing contained in the Schedules and Statements constitutes a waiver of any of Debtors’ rights or an admission of any kind with respect to the Chapter 11 Cases or otherwise, including, but not limited to, any rights or claims of Debtors against any third party or issues involving substantive consolidation, equitable

subordination, or defenses or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable bankruptcy or non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph.

- (a) **No Admission.** Nothing contained in the Schedules and Statements is intended or should be construed as an admission or stipulation of the validity of any claim against Debtors, any assertion made therein or herein, or a waiver of Debtors' rights to dispute any claim or assert any cause of action or defense against any party.
- (b) **Recharacterization.** Notwithstanding that Debtors have made reasonable efforts to correctly characterize, classify, categorize, or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, Debtors nonetheless may have improperly characterized, classified, categorized, or designated certain items. Debtors thus reserve all rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements at a later time as is necessary and appropriate.
- (c) **Classifications.** Listing (i) a claim on Schedule D as "secured," (ii) a claim on Schedule E as "priority," (iii) a claim on Schedule F as "unsecured," or (iv) a contract on Schedule G as "executory" or "unexpired" does not constitute an admission by Debtors of the legal rights of the claimant or a waiver of Debtors' right to recharacterize or reclassify such claim or contract.
- (d) **Claims Description.** Due to the timing and circumstances surrounding the filing of the Chapter 11 Cases, Debtors have been unable to verify the validity and amounts of some creditors' claims, or the creditor claims reflected in the Debtors books do not include unprocessed claims, either because processing of invoices was not completed or the Debtors had yet to receive invoices for goods and services. As a result, Debtors have labeled some claims as disputed, liquidated and/or contingent on the Schedules. Any failure to designate a claim on a given Debtor's Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed," "contingent," or "unliquidated." Debtors reserve all rights to dispute, or assert offsets or defenses to, any claim ("Claim") reflected on their respective Schedules and Statements on any grounds, including, without limitation, liability or classification, or to otherwise subsequently designate such claims as "disputed," "contingent," or "unliquidated" or object to the extent, validity, enforceability, priority, or avoidability of any Claim. Moreover, listing a Claim does not constitute an admission of liability by a Debtor against which the Claim is listed or by any of Debtors. Debtors reserve all rights to amend their Schedules and Statements as necessary and appropriate, including, but not limited to, with respect to claim description and designation.
- (e) **Estimates and Assumptions.** The preparation of the Schedules and Statements required Debtors to make reasonable estimates and assumptions with respect to

the reported amounts of assets and liabilities, the amount of contingent assets and contingent liabilities on the date of the Schedules and Statements, and the reported amounts of revenues and expenses during the applicable reporting periods. Actual results could differ from those estimates.

- (f) **Causes of Action.** Despite reasonable efforts, Debtors may not have identified and/or set forth all of their causes of action (filed or potential) against third parties as assets in their Schedules and Statements, including, without limitation, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant bankruptcy and non-bankruptcy laws to recover assets. Debtors reserve all rights with respect to any causes of action, and nothing in these Global Notes or the Schedules and Statements should be construed as a waiver of any such causes of action.
- (g) **Insiders.** Where the Schedules and Statements require information regarding “insiders,” Debtors have included information with respect to individuals who serve or may have served as officers and directors (or the equivalent), as the case may be, during relevant time periods. Such individuals may no longer serve as an officer or director of Debtors. The listing of a party as an insider for purposes of the Schedules and Statements is not intended to be, nor should it be, construed as a legal characterization of such party as an insider and does not act as an admission of any fact, right, claim, or defense, and all such rights, claims and defenses are hereby expressly reserved. Information regarding the individuals listed as “insiders” in the Schedules and Statements has been included for informational purposes only and such information may not be used for the purposes of determining control of Debtors, the extent to which any individual exercised management responsibilities or functions, corporate decision-making authority over Debtors, or whether such individual could successfully argue that he or she is not an “insider” under applicable law, including the Bankruptcy Code and federal securities laws, or with respect to any theories of liability or any other purpose.

Overview of Methodology and Disclaimers

1. Basis of Presentation. For financial reporting purposes, Debtors prepare consolidated financial statements that are filed with the Securities and Exchange Commission (“SEC”) and that are audited annually. Unlike the consolidated financial statements, these Schedules and Statements reflect the separate assets and liabilities of each individual Debtor. These Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”); neither are they intended to reconcile to the financial statements filed by Debtors with the SEC. The Schedules and Statements contain unaudited information that is subject to further review and potential adjustment. The Schedules and Statements reflect the Compilers’ reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

2. Net Book Value. In certain instances, current market valuations for individual items of property and other assets are neither maintained by, readily available to, nor

ascertainable by Debtors. Accordingly, unless otherwise indicated, the Schedules and Statements reflect net book values. Market values may vary, sometimes materially, from net book values. Debtors do not have the resources, and believe that it would be an inefficient use of the assets of Debtors' estates, for Debtors to obtain the current market values of their assets. Accordingly, Debtors have indicated in the Schedules and Statements that the values of certain assets and liabilities are undetermined. Also, assets that have been fully depreciated or that were expensed for accounting purposes either do not appear in these Schedules and Statements or are listed with a zero-dollar value, as such assets have no net book value. The omission of an asset from the Schedules and Statements does not constitute a representation regarding the ownership of such asset, and any such omission does not constitute a waiver of any rights of Debtors with respect to such asset.

3. Property and Equipment. Unless otherwise indicated, owned property and equipment are valued at net book value. Debtors may lease furniture, fixtures, and equipment from certain third-party lessors. Nothing in the Schedules and Statements is, or should be construed as, an admission as to the determination of the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and Debtors reserve all rights with respect thereto.

4. Undetermined Amounts. The description of an amount as "unknown," "TBD," or "undetermined" is not intended to reflect upon the materiality of such amount.

5. Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.

6. Setoffs. Debtors routinely incur setoffs and net payments in the ordinary course of business. Such setoffs and nettings may occur due to a variety of transactions or disputes, including but not limited to, intercompany transactions, rebates, returns, refunds, negotiations, or application of prepayments or deposits. It would be unduly burdensome on Debtors' limited resources to list each such potential transaction, and all such potential setoff claims cannot be reasonably discerned at this time. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for, and as such, are or may be excluded from the Schedules and Statements. In addition, some amounts listed in the Schedules and Statements may have been affected by setoffs or nettings by third parties of which Debtors were not aware. Debtors reserve all rights to challenge any setoff and/or recoupment rights that may be asserted.

Specific Schedules Disclosures

7. Schedule D – Creditors Holding Secured Claims. Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights or inchoate statutory lien rights. All parties listed on Schedule D were compiled using the most recently available information from the Offices of the Indiana Secretary of State and the Offices of the Delaware Secretary of State.

8. Schedule E – Creditors Holding Unsecured Priority Claims. The Debtors, BRG, and their other advisors are currently conducting a review of Debtors' retirement plans to determine individual participants' claims for contributions to that plan. As a result, Debtors are listing all employees on Schedule E as having potential priority claims in an unknown amount and listing student claims as disputed, unliquidated, and contingent. The listing of a claim on Schedule E does not constitute an admission by Debtors that such claim or any portion thereof is entitled to priority status.

9. Schedule F – Creditors Holding Unsecured Nonpriority Claims. As of the time of filing of the Schedules and Statements, Debtors may not have received all invoices for payables, expenses, and other liabilities that may have accrued prior to the Petition Date. Accordingly, the information contained in Schedules D, E, and F may be incomplete. The Debtors reserve their rights, but undertake no obligations, to amend Schedules D, E, and F if and as they receive invoices and as the Debtors' reviews and audits are completed.

10. Schedule G – Executory Contracts. While every effort has been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G and to amend or supplement such Schedule as necessary.

Specific Statements Disclosures

11. Questions 1 and 2. The amounts listed in response to questions 1 and 2 on the Statements have been pulled directly from tax returns and the Debtors unaudited financial statements for the period ending February 28, 2017. They do not represent actual gross revenue and may include items properly and otherwise excluded on SEC and other public reporting.

12. Question 7. In response to question 7 on the Statements, Debtors restate and incorporate by reference the disclaimer listed under Section 3(f) of the Global Notes and Statement of Limitations above.

13. Questions 28 and 29. Some of the individuals listed in response to questions 28 and 29 no longer serve as an officer or director of Debtors. The listing of a party as an officer or director for purposes of the Schedules and Statements is not intended to be, nor should it be, construed as a legal characterization of such party as an insider and does not act as an admission of any fact, right, claim, or defense, and all such rights, claims and defenses are hereby expressly reserved. The individuals have been included for informational purposes only and such information may not be used for the purposes of determining control of Debtors or the extent to which any individual exercised management responsibilities or functions, corporate decision-making authority over Debtors.

Respectfully submitted,

MORGAN, LEWIS & BOCKIUS LLP

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/s/ Jeffrey A. Hokanson

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Proposed Counsel to the Debtors and Debtors in Possession

Fill in this information to identify the case:Debtor name HHG Distributing LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF INDIANACase number (if known) 17-01304-RLM-11☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☒ No. Go to Part 2.
☐ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

Part 2: Deposits and Prepayments**6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
☐ Yes Fill in the information below.

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**

- ☒ No. Go to Part 4.
☐ Yes Fill in the information below.

Part 4: Investments**13. Does the debtor own any investments?**

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets**18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.

Debtor HHG Distributing LLC
Name

Case number (if known) 17-01304-RLM-11

☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☒ No. Go to Part 10.
☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
☐ Yes Fill in the information below.

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☒ No. Go to Part 12.
☐ Yes Fill in the information below.

Debtor HHG Distributing LLC
NameCase number (if known) 17-01304-RLM-11**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	\$0.00	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$0.00	
88. Real property. <i>Copy line 56, Part 9.....></i>		\$0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+	\$0.00
91. Total. Add lines 80 through 90 for each column	\$0.00	+ 91b. \$0.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$0.00

Fill in this information to identify the case:

Debtor name HHG Distributing LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF INDIANA

Case number (if known) 17-01304-RLM-11

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☒ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☐ Yes. Fill in all of the information below.

Fill in this information to identify the case:Debtor name HHG Distributing LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF INDIANACase number (if known) 17-01304-RLM-11☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

3.1 Nonpriority creditor's name and mailing address

Wells Fargo Bank, NA
One Boston Place, 18th Floor
Boston, MA 02108Date(s) debt was incurred Last 4 digits of account number 2ZT

As of the petition filing date, the claim is: Check all that apply.

☒ Contingent
☐ Unliquidated
☐ DisputedBasis for the claim: Senior credit facilityIs the claim subject to offset? ☒ No ☐ Yes

Amount of claim

\$56,252,611.46

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

Total of claim amounts

5a. \$ 0.00

5b. + \$ 56,252,611.46

5c. \$ 56,252,611.46

Fill in this information to identify the case:Debtor name HHG Distributing LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF INDIANACase number (if known) 17-01304-RLM-11☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.**1. Does the debtor have any executory contracts or unexpired leases?**☒ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.☐ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal**Property*

(Official Form 206A/B).

2. List all contracts and unexpired leases**State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.1 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.2 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.3 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.4 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

Fill in this information to identify the case:Debtor name HHG Distributing LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF INDIANACase number (if known) 17-01304-RLM-11☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Codebtor**Column 2: Creditor***Name****Mailing Address****Name***Check all schedules that apply:*

2.1 Gregg Appliances, Inc. 4151 East 96th Street Indianapolis, IN 46240

Wells Fargo Bank, NA

☐ D _____☒ E/F 3.1☐ G _____

Fill in this information to identify the case:Debtor name HHG Distributing LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF INDIANACase number (if known) 17-01304-RLM-11☐ Check if this is an amended filing**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B*..... \$ 0.00**1b. Total personal property:**Copy line 91A from *Schedule A/B*..... \$ 0.00**1c. Total of all property:**Copy line 92 from *Schedule A/B*..... \$ 0.00**Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ 0.00**3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ 0.00**3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ 56,252,611.46**4. Total liabilities**
Lines 2 + 3a + 3b

\$ 56,252,611.46