

SO ORDERED: July 1, 2021.




Jeffrey J. Graham
United States Bankruptcy Judge

**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-JJG-11

(Jointly Administered)

**ORDER ESTABLISHING DEADLINES FOR FILING PROOFS OF CLAIM
AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

1. 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"),² 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, if any, before the Court (the "Hearing"); the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this

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); and HHG Distributing LLC (5875).

² Capitalized terms used but not otherwise defined in this Order shall have the meanings ascribed to such terms in the Motion.

is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and (iii) 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:

2. The Motion is **GRANTED** as set forth herein.
3. As used herein, (a) the term “claim” has the meaning given to it in section 101(5) of the Bankruptcy Code, and (b) the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code.
4. The forms of the Bar Date Notice, Customer Bar Date Notice, Publication Notice, Customer Publication Notice, the Proof of Claim Form, 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 and the Customer Bar Date Notice Package in the manner described below.
5. The Priority Claim Bar Date. Except as set forth below, all entities holding Priority Claims against the Debtors that arose before March 6, 2017 (the “Petition Date”) shall file proofs of claim by the **Priority Claim Bar Date of August 13, 2021, 2021 at 4:00 p.m. (Eastern time)**. The Priority Claim Bar Date shall apply to all claims that rose prior to the Petition Date and are entitled to priority pursuant to section 507(a) of the Bankruptcy Code (each, a “Priority Claim,” and collectively, “Priority Claims”).

6. The Customer Priority Claim Bar Date. Except as set forth below, the Debtors are authorize to fix and establish a Customer Priority Claim Bar Date in the event the Debtors determine allowed Priority Claims will receive distributions in these Chapter 11 Cases **on not less than 40 days' prior notice** as measured from the date the Debtors' serve notice of such Customer Priority Claim Bar Date on the Customers (and file such notice with the Court). The Customer Priority Claim Bar Date shall apply to all claims held by the Debtors' Customers that arose prior to the Petition Date and are entitled to priority pursuant to section 507(a) of the Bankruptcy Code.

7. The Governmental Bar Date. Except as set forth below, all governmental units holding claims against the Debtors that arose before the Petition Date and are entitled to priority pursuant to section 507(a) of the Bankruptcy Code shall file proofs of claim by the **Governmental Priority Claim Bar Date of August 13, 2021 at 4:00 p.m. (Eastern Time).**

8. The Administrative Expense Bar Date. Except as set forth below, all entities, including governmental units, holding claims (i) of any kind that first arose on or after the Petition Date through and including the date that the Court enters this Order, including claims under sections 365(d)(3), 365(d)(5) or 503(b)(1) through (8) of the Bankruptcy Code, and/or (ii) entitled to administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code, shall file such claims by the **Administrative Expense Bar Date of August 13, 2021 at 4:00 p.m. (Eastern Time).** The claims subject to the Administrative Expense Bar Date are referred to herein as "Administrative Expense Claims."

9. Subject to the terms described in this Order for holders of claims subject to the Bar Dates, the following entities shall file Priority Claims or Administrative Expense Claims, as applicable, on or before the Priority Claim Bar Date, the Customer Priority Claim Bar Date or the Administrative Expense Bar Date, as applicable:

- a. any entity (i) whose Priority Claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as any of disputed, contingent, or unliquidated and (ii) that desires to share in any distribution in any of these Chapter 11 Cases;
- b. any entity whose prepetition claim against the Debtors is included within the applicable Debtor's Schedules, but believes that its prepetition claim is not properly classified in the Schedules as a Priority Claim or is listed in an incorrect amount or against an incorrect Debtor and that desires to have its claim allowed as a Priority Claim or in an amount or against a Debtor different from the classification, amount or Debtor identified in the Schedules;
- c. any entity that believes it holds a Priority Claim; or
- d. any entity that believes it holds an Administrative Expense Claim.

10. The following entities, including claims from entities that otherwise would be subject to the Bar Dates, need not file proofs of claim in these Chapter 11 Cases:

- a. any 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 Southern District of Indiana or (ii) the Debtors' claims and noticing agent, Donlin Recano & Company, Inc. ("Donlin Recano");
- b. any entity (i) whose Priority Claim against a Debtor is not listed as "disputed", "contingent", or "unliquidated" in the Schedules; (ii) agrees with the nature, classification and amount of its Priority Claim as identified in the Schedules; and (iii) does not dispute that the Priority Claim is an obligation of the specific Debtor against which the Priority Claim is listed in the Schedules;
- c. any entity whose Priority Claim or Administrative Expense Claim against a Debtor previously has been allowed by, or paid pursuant to, an order of the Court;
- d. any entity that holds a nonpriority unsecured claim against any of the Debtors; or
- e. any Debtor that has a claim against another Debtor.

11. In addition, holders of the following claims are not required to file an Administrative Expense Claim by the Administrative Expense Bar Date:

- a. any Administrative Expense Claims that (i) have been previously paid by the Debtors in the ordinary course of business or (ii) have otherwise been satisfied;
- b. Administrative Expense Claims previously filed with Donlin Recano or the Court;

- c. Administrative Expense Claims of any professional retained and employed by the Debtors or the Committee, pursuant to sections 327, 328, or 1103 of the Bankruptcy Code, including any ordinary course of business professionals retained, pursuant to an order of this Court approving the employment of ordinary course business professionals, for compensation, indemnification, or reimbursement of costs and expenses relating to professional services performed and expenses incurred on and after the Petition Date;
 - d. any claims by any member of the Committee for reimbursement of reasonable expenses incurred in connection with the member's service on the Committee;
 - e. any claims for fees payable to the Clerk of this Court;
 - f. any fees payable to the Office of the United States Trustee under 28 U.S.C. § 1930(a)(6) or accrued interest thereon arising under 31 U.S.C. § 3717; or
 - g. any claim by a governmental unit for a tax or penalty described in section 503(b)(1)(B) and (C) of the Bankruptcy Code, as provided for in section 503(b)(1)(D) of the Bankruptcy Code.
12. Parties asserting Priority Claims against the Debtors that accrued before the Petition Date in response to the Priority Claim Bar Date or the Customer Priority Claim Bar Date shall use a proof of claim form (the "Proof of Claim Form") substantially in the form attached as Exhibit B to the Motion.
13. Parties asserting Administrative Expense Claims that (i) accrued after the Petition Date through and including the date this Order is entered by the Court and/or (ii) are entitled to administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code, shall use the administrative expense claim form (the "Administrative Expense Claim Form") substantially in the form attached as Exhibit C to the Motion.
14. The following procedures for the filing of a Proof of Claim Form or Administrative Expense Claim Form (together, "Forms") shall apply:
- a. Each Form, including supporting documentation, must be submitted by electronic submission through the website of the Debtors' claims and noticing agent, Donlin Recano at <https://www.donlinrecano.com/Clients/hhg/FileClaim> or by hand

delivery, courier service, first-class mail, overnight mail as to be **actually received** by Donlin Recano on or before the applicable Bar Dates at:

If Form is sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: hhgregg, Inc., et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If Form is sent by Overnight Courier or Hand Delivery, send to:

Donlin, Recano & Company, Inc.
Re: hhgregg, Inc., et al.
6201 15th Avenue
Brooklyn, NY 11219

- b. **Forms will be deemed filed when actually received by the Debtors' claims agent, Donlin Recano. Forms may not be delivered via facsimile or electronic mail transmission.**
- c. Forms will be collected, docketed and maintained by Donlin Recano.
- d. All Forms shall be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. The Form shall 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 entity asserting claims against multiple Debtors shall file a separate Form with respect to each Debtor. In addition, any entity filing a claim shall identify on its form the particular Debtor against which the entity asserts its claim. Any claim filed under the joint administration case number, hhgregg, Inc., No. 17-01302-11, or that otherwise fails to identify a Debtor shall be deemed as filed only against Debtor Gregg Appliances, Inc. If 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.
- f. Any proof of claim asserting administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code must (i) include the value of the goods delivered to and received by the Debtor in the 20 days prior to the Petition Date, (ii) attach any documentation identifying the date such goods were received by the Debtor, (iii) state whether the amount asserted in the proof of claim represents a combination of goods and services and, if applicable, the portion of the claim that relates solely to the value of goods, and (iv) attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted.

15. Any 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 claim or proof of interest on or before any of the Bar Dates on account of such Interest.

16. The Debtors 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; and (b) subsequently designate any Scheduled claim as disputed, contingent or unliquidated. Notwithstanding the foregoing, nothing contained herein shall preclude the Debtors from objecting to any claim, whether Scheduled or filed, on any grounds.

17. Entities that fail to properly file a Proof of Claim Form by the applicable Bar Date, shall be forever barred, estopped and enjoined from: (a) asserting any Priority Claim against the Debtors that such entity may possess and that (i) is in an amount that exceeds the Priority Claim amount, if any, that is identified in the Schedules on behalf of such entity as undisputed, noncontingent and liquidated or (ii) is of a different nature or classification than any Priority Claim identified in the Schedules on behalf of such entity (any such claim under this subparagraph (a) being referred to herein as an “Unscheduled Priority Claim”); and (b) receiving distributions in these Chapter 11 Cases in respect of an Unscheduled Priority Claim.

18. Further, entities that fail to properly file an Administrative Expense Claim Form by the Administrative Expense Bar Date for Administrative Expense Claims 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 in the Chapter 11 Cases on account of such Administrative Expense Claims.

19. Service of the Bar Dates Notice Package and Related Publication Notice. No later than five (5) business days after the entry of this Order, the Debtors, through Donlin Recano or otherwise, shall serve the Bar Dates Notice Package (such date, the "Service Date"), including a copy of the Bar Date Notice attached hereto as Exhibit 1, and the Proof of Claim Form substantially in the form attached to the Motion as Exhibit B, and the Administrative Expense Form substantially in the form attached to the Motion as Exhibit C, by first-class mail, postage prepaid (or equivalent service), on:

- a. all known potential holders of Priority Claims, including all entities listed in the Schedules as potential Priority Claims, except the Debtors are not required to serve the Customers;
- b. all known potential holders of Administrative Expense Claims, including entities listed in the Schedules as potential Administrative Expense Claims (if any);
- c. the office of the United States Trustee for the District of Indiana;
- d. counsel to the Committee;
- e. all parties that have requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002 as of the date of the entry of this Order;
- f. all counterparties to executory contracts and unexpired leases of the Debtors;
- g. all parties to litigation with the Debtors;
- h. the United States Attorney for the Southern District of Indiana;
- i. the Internal Revenue Service for the Southern District of Indiana and all other taxing authorities for the jurisdictions in which the Debtors conduct business;
- j. the Indiana Attorney General's office and all other relevant state attorneys general;
- k. all registered common stock Interests that hold shares in their own name directly with the Debtors (although copies of the Proof of Claim Form or the Administrative Expense Claim Form will not be provided to them); and

1. such additional persons and entities as deemed appropriate by the Debtors.
20. The Debtors shall cause the Bar Date Notice to be posted by the Service Date on the website established by Donlin Recano for these Chapter 11 Cases at <https://www.donlinrecano.com/Clients/hhg/Static/POC>.
21. Pursuant to Bankruptcy Rule 2002(l) and 9008, the Debtors shall publish notice of the Priority Claim Bar Date and the Administrative Expense Bar Date substantially in the form attached to the Motion as Exhibit D (the “Publication Notice”) in the national edition of *USA Today* as a means to provide notice of the Priority Claim Bar Date and the Administrative Expense Bar Date to such unknown potential claimants. The Debtors will cause such publication to occur no later than seven (7) days after the Service Date of the Bar Dates Notice Package.
22. Service of the Customer Bar Date Notice Package and Related Publication Notice.
In the event the Debtors determine allowed Priority Claims filed against the Debtors’ estates will receive distributions in these Chapter 11 Cases, the Debtors, through Donlin Recano or otherwise, shall serve the Customer Bar Date Notice Package so as to provide not less than 40 days’ notice of the Customer Bar Date from the date of service, and shall include a copy of the Customer Bar Date Notice attached hereto as Exhibit 2, and the Proof of Claim Form substantially in the form attached to the Motion as Exhibit B, by first-class mail, postage prepaid (or equivalent service), on:
 - a. the Debtors’ Customers known to potentially hold Priority Claims, including all such Customers listed in the Schedules as potential holders of Priority Claims;
 - b. the office of the United States Trustee for the District of Indiana;
 - c. counsel to the Committee;
 - d. all parties that have requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002 as of the date of the entry of this Order; and

e. such additional persons and entities as deemed appropriate by the Debtors.

23. The Debtors shall cause the Customer Bar Date Notice to be posted (if and when served) on the website established by Donlin Recano for these Chapter 11 Cases at <https://www.donlinrecano.com/Clients/hhg/Static/POC>.

24. Pursuant to Bankruptcy Rule 2002(l) and 9008, the Debtors shall publish notice of the Customer Priority Claim Bar Date substantially in the form attached to the Motion as Exhibit F (the “Customer Publication Notice”) in the national edition of *USA Today* as a means to provide notice of the Customer Priority Claim Bar Date to such unknown potential Customer claimants. The Debtors will cause such publication to occur no later than seven (7) days after the Service date of the Customer Bar Date Notice Package.

25. The Debtors and Donlin Recano 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.

26. 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 shall file proofs of claim or interest.

xxx

EXHIBIT 1

Bar Date Notice

**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-JJG-11

(Jointly Administered)

NOTICE OF BAR DATES FOR FILING CLAIMS

A HOLDER OF A POSSIBLE PRIORITY CLAIM OR POSSIBLE ADMINISTRATIVE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.

TO ALL KNOWN CREDITORS OF THE ABOVE-CAPTIONED ENTITIES (COLLECTIVELY, THE “DEBTORS”):

On [●], 2021, the United States Bankruptcy Court for the Southern District of Indiana (the “Court”) entered an order (the “Bar Date Order”) in the above-captioned chapter 11 cases establishing certain claims bar dates.

Pursuant to the Bar Date Order, the Court has established [●], 2021 at 4:00 p.m., Eastern Time as the bar date (the “Priority Claim Bar Date”) for filing prepetition priority claims in the Debtors’ chapter 11 cases.

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, 11 U.S.C. §§ 101, et seq. (the “Bankruptcy Code”), and includes all persons, estates, trusts, governmental units and the United States Trustee. In addition, the terms “persons” and “governmental units” are defined as set forth in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this notice, the term “claim” means, as to or against any of the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (i) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not

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); and HHG Distributing LLC (5875). The location of the Debtors’ headquarters is 160 West Carmel Drive, Suite 263, Carmel, IN 46032.

such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

THE BAR DATES

The Bar Date Order established the following bar dates for filing proofs of claim in these cases (collectively, the “Bar Dates”):

- a. **The Priority Claim Bar Date.** Pursuant to the Bar Date Order, except as described below, all entities holding Priority Claims (defined below) against the Debtors that arose before March 6, 2017 (the “Petition Date”) shall file proofs of claim by the **Priority Claim Bar Date of [●], 2021 at 4:00 p.m. (Eastern time)**. The Priority Claim Bar Date shall apply to all claims that rose prior to the Petition Date and are entitled to priority pursuant to section 507(a) of the Bankruptcy Code (each, a “Priority Claim,” and collectively, “Priority Claims”).
- b. **The Governmental Priority Claim Bar Date.** Pursuant to the Bar Date Order, except as described below, all governmental units holding claims against the Debtors that arose before the Petition Date and are entitled to priority pursuant to section 507(a) of the Bankruptcy Code must file proofs of claim by the **Governmental Priority Claim Bar Date of [●], 2021 at 4:00 p.m. (Eastern Time)**.
- c. **The Administrative Expense Bar Date.** Pursuant to the Bar Date Order, except as described below, all entities, including governmental units, holding claims (i) of any kind that first arose on or after the Petition Date through and including the date that the Court enters the Bar Date Order, including claims under sections 365(d)(3), 365(d)(5) or 503(b)(1) through (8) of the Bankruptcy Code, and/or (ii) entitled to administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code, shall file such claims by the **Administrative Expense Bar Date of [●], 2021 at 4:00 p.m. (Eastern Time)**. The claims subject to the Administrative Expense Bar Date are referred to herein as “Administrative Expense Claims.”

FILING CLAIMS

1. WHO MUST FILE A PROOF OF CLAIM

Subject to the terms described in the Bar Date Order for holders of claims subject to the Bar Dates, the following entities **MUST** file Priority Claims or Administrative Expense Claims, as applicable, on or before the Priority Claim Bar Date or the Administrative Expense Bar Date, as applicable:

- a. any entity (i) whose Priority Claim against a Debtor is not listed in the applicable Debtor’s Schedules (defined and discussed below) or is listed as any of disputed, contingent, or unliquidated and (ii) that desires to share in any distribution in any of these Chapter 11 Cases;

- b. any entity whose prepetition claim against the Debtors is included within the applicable Debtor's Schedules, but believes that its prepetition claim is not properly classified in the Schedules as a Priority Claim or is listed in an incorrect amount or against an incorrect Debtor and that desires to have its claim allowed as a Priority Claim or in an amount or against a Debtor different from the classification, amount or Debtor identified in the Schedules;
- c. any entity that believes it holds a Priority Claim; or
- d. and any entity that believes it holds an Administrative Expense Claim.

2. WHAT TO FILE

Priority Claims

Parties asserting Priority Claims **must** use the proof of claim form included in this notice (the "**Proof of Claim Form**"). Additional copies of the Proof of Claim Forms may be obtained at the following website: <https://www.donlinrecano.com/Clients/hhg/Static/POC> (the "**Claim Agent Website**").

Administrative Expense Claims

Parties asserting Administrative Expense Claims **must** use the administrative expense claim form (the "**Administrative Expense Claim Form**") included in this notice. Additional copies of the Administrative Expense Claim Forms may be obtained at the Claim Agent Website.

3. WHEN AND WHERE TO FILE

Each Proof of Claim Form and Administrative Expense Claim Form, including supporting documentation, must be submitted by electronic submission through the website of the Debtors' claims and noticing agent, Donlin Recano & Company, Inc. ("**Donlin Recano**"), at <https://www.donlinrecano.com/Clients/hhg/FileClaim>, or by hand delivery, courier service, U.S. first-class mail, or overnight mail as to be **actually received** by Donlin Recano on or before the applicable Bar Dates at:

If Proof of Claim Form and/or Administrative Expense Claim Form is sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: hhgregg, Inc., et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If Proof of Claim Form and/or Administrative Expense Claim Form is sent by Overnight Courier or Hand Delivery, send to:

Donlin, Recano & Company, Inc.
Re: hhgregg, Inc., et al.
6201 15th Avenue
Brooklyn, NY 11219

Proof of Claim Forms and Administrative Expense Claim Forms will be deemed filed when **actually received** by Donlin Recano on or before the applicable Bar Date. **Proof of Claim Forms and Administrative Expense Claim Forms may not be delivered via facsimile or electronic mail transmission.**

Proof of Claim Forms and Administrative Expense Claim Forms will be collected, docketed and maintained by Donlin Recano. If you want to receive acknowledgement of Donlin Recano's receipt of a Proof of Claim Form and/or Administrative Expense Claim Form, you must submit by the applicable Bar Date and concurrently with submitting your original Proof of Claim Form and/or Administrative Expense Claim Form include (i) a copy of the original Proof of Claim Form and/or Administrative Expense Claim Form and (ii) a self-addressed, postage prepaid return envelope.

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. You should attach to your 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.

Any entity asserting Priority Claims and/or Administrative Expense Claims against multiple Debtors must file a separate form with respect to each Debtor. In addition, any entity filing a claim must identify on its form the particular Debtor against which the entity asserts its claim. Any claim filed under the joint administration case number, hhgregg, Inc., No. 17-01302-JJG-11, or that otherwise fails to identify a Debtor shall be deemed as filed **only** against Debtor Gregg Appliances, Inc. If 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.

Any proof of claim asserting administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code must (i) include the value of the goods delivered to and received by the Debtor in the 20 days prior to the Petition Date, (ii) attach any documentation identifying the date such goods were received by the Debtor, (iii) state whether the amount asserted in the proof of claim represents a combination of goods and services and, if applicable, the portion of the claim that relates solely to the value of goods, and (iv) attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted.

4. CLAIMS FOR WHICH PROOFS OF CLAIM NEED NOT BE FILED

The Bar Date Order further provides that the following entities, whose claims otherwise would be subject to the Priority Claim Bar Date or the Governmental Bar Date, need not file claims in these cases:

- a. any 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 Indiana or (ii) the Debtors' claims and noticing agent, Donlin Recano;
- b. any entity (i) whose Priority Claim against a Debtor is not listed as "disputed", "contingent", or "unliquidated" in the Schedules; (ii) agrees with the nature, classification and amount of its Priority Claim as identified in the Schedules; and (iii) does not dispute that the Priority Claim is an obligation of the specific Debtor against which the Priority Claim is listed in the Schedules;
- c. any entity whose Priority Claim or Administrative Expense Claim against a Debtor previously has been allowed by, or paid pursuant to, an order of the Court;
- d. any entity that holds a nonpriority unsecured claim against any of the Debtors; or
- e. any Debtor that has a claim against another Debtor.

In addition, the Bar Date Order provides that holders of the following claims are not required to file an Administrative Expense Claim by the Administrative Expense Bar Date:

- a. any Administrative Expense Claims that (i) have been previously paid by the Debtors in the ordinary course of business or (ii) have otherwise been satisfied;
- b. Administrative Expense Claims previously filed with Donlin Recano or the Court;
- c. Administrative Expense Claims of any professional retained and employed by the Debtors or the Committee, pursuant to sections 327, 328, or 1103 of the Bankruptcy Code, including any ordinary course of business professionals retained, pursuant to an order of this Court approving the employment of ordinary course business professionals, for compensation, indemnification, or reimbursement of costs and expenses relating to professional services performed and expenses incurred on and after the Petition Date;
- d. any claims by any member of the Committee for reimbursement of reasonable expenses incurred in connection with the member's service on the Committee;
- e. any claims for fees payable to the Clerk of this Court;

- f. any fees payable to the Office of the United States Trustee under 28 U.S.C. § 1930(a)(6) or accrued interest thereon arising under 31 U.S.C. § 3717; or
- g. any claim by a governmental unit for a tax or penalty described in section 503(b)(1)(B) and (C) of the Bankruptcy Code, as provided for in section 503(b)(1)(D) of the Bankruptcy Code.

5. THE DEBTORS' SCHEDULES AND ACCESS THERETO

As noted herein, you may be listed as the holder of a claim against one or more of the Debtors in the applicable Debtor's schedules of assets and liabilities and/or schedule of executory contracts and unexpired leases (collectively, the "Schedules"). If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules.

Copies of the Debtors' Schedules are available for no charge on Donlin Recano at <https://www.donlinrecano.com/Clients/hhg/Static/SOALS>. The Schedules are also available for inspection on the Court's internet website at <http://www.insb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.gov>.

Copies of the Schedules may also be obtained by written request to counsel to the Debtors, Morgan, Lewis & Bockius LLP, 101 Park Avenue, New York, NY 10178 Attn: Craig A. Wolfe (craig.wolfe@morganlewis.com).

NO REQUIREMENT FOR STOCKHOLDERS TO FILE PROOFS OF INTEREST

Any 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 claim or proof of interest on or before any of the Bar Dates on account of such Interest.

CONSEQUENCES OF FAILURE TO FILE A CLAIM

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

Further, entities that fail to properly file an Administrative Expense Claim Form by the Administrative Expense Bar Date for Administrative Expense Claims 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 in the Chapter 11 Cases on account of such Administrative Expense Claims.

RESERVATION OF RIGHTS

The Debtors reserve all rights and defenses with respect to all Priority Claims and/or Administrative Expense Claims, including, without limitation, the right to object to any proof of claim on account of such Priority Claims and/or Administrative Expense Claims on any grounds. The Debtors also reserve all rights and defenses to any claim listed on the Schedules, including, among other things, the right to dispute any such claim and assert any setoffs or defenses.

ADDITIONAL INFORMATION

If you require additional information regarding the filing of a claim, you may contact Donlin Recano at (800) 591-8252 or by submitting an inquiry via email at hhgregginfo@donlinrecano.com. Copies of the Bar Date Order and other information regarding the Debtors' chapter 11 cases are available for inspection free of charge on Donlin Recano's website at: <https://www.donlinrecano.com/Clients/hhg/Index>.

Donlin Recano cannot advise you how to file, or whether you should file, a claim. You may wish to consult an attorney regarding this matter.

Dated: _____, 2021

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EXHIBIT 2

Customer Bar Date Notice

**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-JJG-11

(Jointly Administered)

NOTICE OF CUSTOMER PRIORITY CLAIM BAR DATE FOR FILING CLAIMS

A HOLDER OF A POSSIBLE PRIORITY CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.

TO ALL KNOWN CUSTOMERS OF THE ABOVE-CAPTIONED ENTITIES (COLLECTIVELY, THE “DEBTORS”):

On [●], 2021, the United States Bankruptcy Court for the Southern District of Indiana (the “Court”) entered an order (the “Bar Date Order”) in the above-captioned chapter 11 cases establishing certain claims bar dates.

Pursuant to the Bar Date Order, the Court has established [●], 2021 at 4:00 p.m., Eastern Time as the bar date (the “Customer Priority Claim Bar Date”) for filing prepetition priority claims in these Chapter 11 Cases by the Debtors’ Customers.

As used in this Notice, the term “Customer” means the Debtors’ retail customers in connection with their brick and mortar and online businesses.

As used in this notice, the term “claim” means, as to or against any of the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (i) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

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); and HHG Distributing LLC (5875). The location of the Debtors’ headquarters is 160 West Carmel Drive, Suite 263, Carmel, IN 46032.

THE BAR DATES

The Bar Date Order established the following bar date for filing proofs of claim in these cases by the Debtors' Customers (the "Bar Date"):

- a. **The Customer Priority Claim Bar Date.** Pursuant to the Bar Date Order, except as described below, all Customers holding Priority Claims against the Debtors that arose before March 6, 2017 (the "Petition Date") shall file proofs of claim by the **Customer Priority Claim Bar Date of [●], 2021 at 4:00 p.m. (Eastern time).** The Customer Priority Claim Bar Date shall apply to all claims that rose prior to the Petition Date and are entitled to priority pursuant to section 507(a) of the Bankruptcy Code (each, a "Priority Claim," and collectively, "Priority Claims").

FILING CLAIMS

1. WHO MUST FILE A PROOF OF CLAIM

Subject to the terms described in the Bar Date Order for holders of claims subject to the Bar Date, the following Customers **MUST** file Priority Claims on or before the Customer Priority Claim Bar Date:

- a. any Customer (i) whose Priority Claim against a Debtor is not listed in the applicable Debtor's Schedules (defined and discussed below) or is listed as any of disputed, contingent, or unliquidated and (ii) that desires to share in any distribution in any of these Chapter 11 Cases;
- b. any Customer whose prepetition claim against the Debtors is included within the applicable Debtor's Schedules, but believes that its prepetition claim is not properly classified in the Schedules as a Priority Claim or is listed in an incorrect amount or against an incorrect Debtor and that desires to have its claim allowed as a Priority Claim or in an amount or against a Debtor different from the classification, amount or Debtor identified in the Schedules; or
- c. any Customer that believes it holds a Priority Claim.

2. WHAT TO FILE

Priority Claims

Customers asserting Priority Claims must use the proof of claim form included in this notice (the "Proof of Claim Form"). Additional copies of the Proof of Claim Forms may be obtained through the website of the Debtors' claims and noticing agent, Donlin Recano & Company, Inc. ("Donlin Recano") at <https://www.donlinrecano.com/Clients/hhg/Static/POC>.

3. WHEN AND WHERE TO FILE

Customers must submit each Proof of Claim Form including supporting documentation by electronic submission through the website of Donlin Recano, at <https://www.donlinrecano.com/Clients/hhg/FileClaim>, or by hand delivery, courier service, U.S. first-class mail, or overnight mail as to be **actually received** by Donlin Recano on or before the applicable Bar Dates at:

If Proof of Claim Form is sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: hhgregg, Inc., et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If Proof of Claim Form is sent by Overnight Courier or Hand Delivery, send to:

Donlin, Recano & Company, Inc.
Re: hhgregg, Inc., et al.
6201 15th Avenue
Brooklyn, NY 11219

Proof of Claim Forms will be deemed filed when **actually received** by Donlin Recano on or before the Customer Priority Claim Bar Date. **Proof of Claim Forms may not be delivered via facsimile or electronic mail transmission.**

Proof of Claim Forms will be collected, docketed and maintained by Donlin Recano. If you want to receive acknowledgement of Donlin Recano's receipt of a Proof of Claim Form, you must submit by the Customer Priority Claim Bar Date and concurrently with submitting your original Proof of Claim Form include (i) a copy of the original Proof of Claim Form and (ii) a self-addressed, postage prepaid return envelope.

All Proof of Claim 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. You should attach to your 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.

Any Customer asserting Priority Claims against multiple Debtors must file a separate Proof of Claim Form with respect to each Debtor. In addition, any Customer filing a claim must identify on its form the particular Debtor against which the entity asserts its claim. Any claim filed under the joint administration case number, hhgregg, Inc., No. 17-01302-JJG-11, or that otherwise fails to identify a Debtor shall be deemed as filed **only** against Debtor Gregg Appliances, Inc. If 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.

4. CLAIMS FOR WHICH PROOFS OF CLAIM NEED NOT BE FILED

The Bar Date Order further provides that the following Customers, whose claims otherwise would be subject to the Customer Priority Claim Bar Date, need not file claims in these cases:

- a. any Customer that already has filed a signed proof of claim on account of any Priority 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 Indiana or (ii) the Debtors' claims and noticing agent, Donlin Recano & Company, Inc.;
- b. any Customer (i) whose Priority Claim against a Debtor is not listed as "disputed", "contingent", or "unliquidated" in the Schedules; (ii) agrees with the nature, classification and amount of its Priority Claim as identified in the Schedules; and (iii) does not dispute that the Priority Claim is an obligation of the specific Debtor against which the Priority Claim is listed in the Schedules;
- c. any Customer whose claim against a Debtor previously has been allowed by, or paid pursuant to, an order of the Court; or
- d. any Customer that holds a nonpriority unsecured claim against any of the Debtors.

5. THE DEBTORS' SCHEDULES AND ACCESS THERETO

As noted herein, you may be listed as the holder of a claim against one or more of the Debtors in the applicable Debtor's schedules of assets and liabilities and/or schedule of executory contracts and unexpired leases (collectively, the "Schedules"). If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules.

Copies of the Debtors' Schedules are available for no charge on Donlin Recano at <https://www.donlinrecano.com/Clients/hhg/Static/SOALS>. The Schedules are also available for inspection on the Court's internet website at <http://www.insb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.gov>.

Copies of the Schedules may also be obtained by written request to counsel to the Debtors, Morgan, Lewis & Bockius LLP, 101 Park Avenue, New York, NY 10178 Attn: Craig A. Wolfe (craig.wolfe@morganlewis.com).

CONSEQUENCES OF FAILURE TO FILE A CLAIM

Customers that fail to properly file a Proof of Claim Form by the Customer Priority Claim Bar Date, **shall be forever barred, estopped and enjoined** from: (a) asserting any Priority Claim against the Debtors that such entity may possess and that (i) is in an amount that exceeds the Priority Claim amount, if any, that is identified in the Schedules on behalf of such entity as undisputed, noncontingent and liquidated or (ii) is of a different nature or classification than any Priority Claim identified in the Schedules on behalf of such entity (any such claim under this subparagraph (a) being referred to herein as an “**Unscheduled Priority Claim**”); and (b) receiving distributions in these Chapter 11 Cases in respect of an Unscheduled Priority Claim.

RESERVATION OF RIGHTS

The Debtors reserve all rights and defenses with respect to all Priority Claims, including, without limitation, the right to object to any proof of claim on account of such Priority Claims on any grounds. The Debtors also reserve all rights and defenses to any claim listed on the Schedules, including, among other things, the right to dispute any such claim and assert any setoffs or defenses.

ADDITIONAL INFORMATION

If you require additional information regarding the filing of a claim, you may contact Donlin Recano at (800) 591-8252 or by submitting an inquiry via email at hhgregginfo@donlinrecano.com. Copies of the Bar Date Order and other information regarding the Debtors' chapter 11 cases are available for inspection free of charge on Donlin Recano's website at: <https://www.donlinrecano.com/Clients/hhg/Index>.

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