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*Co-Counsel for the Reorganized Debtor*

**IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE EASTERN DISTRICT OF VIRGINIA  
 RICHMOND DIVISION**

In re:	)	
	)	Chapter 11
	)	
GUITAR CENTER HOLDINGS, INC., <sup>1</sup>	)	Case No. 20-34657 (KRH)
	)	
Reorganized Debtor.	)	(Formerly Jointly Administered
	)	Under the Lead Case: Guitar
	)	Center, Inc., Case No. 20-34656)
	)	

**FINAL DECREE (I) CLOSING CHAPTER 11 CASE AND (II) TERMINATING  
 PRIME CLERK LLC AS CLAIMS, NOTICING, AND ADMINISTRATIVE AGENT**

Upon the motion (the "Motion")<sup>2</sup> of the above-captioned reorganized debtor (the "Reorganized Debtor") for entry of a final decree (this "Final Decree") closing the Remaining Case and terminating Prime Clerk’s engagement as the claims, noticing, and administrative agent for the Cases, all as more fully set forth in the Motion; and this Court having jurisdiction over this

<sup>1</sup> The Reorganized Debtor in this case, along with the last four digits of the Reorganized Debtor’s federal tax identification number, is Guitar Center Holdings, Inc. (3262).

<sup>2</sup> Capitalized terms used but not otherwise defined in this Final Decree have the meanings given to such terms in the Motion.

matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated August 15, 1984; and this Court having found that venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Reorganized Debtor, the Reorganized Debtor's creditors, and other parties in interest; and this Court having found that notice of the Motion and opportunity for a hearing on the relief sought in the Motion were appropriate under the circumstances and that no other or further notice need be provided; and this Court having found that the estate of the Reorganized Debtor has been fully administered; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted in this Final Decree; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY**

**ORDERED THAT:**

1. The Motion is granted.
2. The Remaining Case is hereby closed effective as of the date of entry of this Final Decree.
3. The Clerk of the Court shall enter this Final Decree on the Remaining Case docket and thereafter such docket shall be marked as "Closed."
4. Entry of this Final Decree is without prejudice to the rights of the Reorganized Debtor or any other party in interest to seek to reopen the Remaining Case, or any Affiliated Case, for good cause shown in accordance with section 350(b) of the Bankruptcy Code.
5. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a).
6. Subject to the performance of Prime Clerk's obligations pursuant to this Final Decree, Prime Clerk's engagement as the claims, noticing, and administrative agent for the Cases

is terminated effective as of the date of this Final Decree, and Prime Clerk is deemed discharged of its obligations in the Cases. Prime Clerk shall coordinate with the Clerk of the Court regarding the transfer of copies of all Proofs of Claim and related registers to the Clerk of the Court, or as otherwise directed by this Court or the Clerk of the Court.

7. The terms and conditions of this Final Decree shall be immediately effective and enforceable upon its entry.

8. The Reorganized Debtor is authorized to take all actions necessary to effectuate the relief granted in this Final Decree.

9. This Court hereby retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Decree.

Dated: Sep 23 2021  
Richmond, Virginia

/s/ Kevin R Huennekens  
THE HONORABLE KEVIN R. HUENNEKENS  
UNITED STATES BANKRUPTCY JUDGE

Entered On Docket: Sep 23 2021

WE ASK FOR THIS:

/s/ Jennifer E. Wuebker

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**CERTIFICATION OF ENDORSEMENT**  
**UNDER LOCAL BANKRUPTCY RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Jennifer E. Wuebker