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

In re:)	
)	Chapter 11
)	
GUITAR CENTER, INC. <i>et al.</i> , ¹)	Case No. 20-34656 (KRH)
)	
Debtors.)	(Jointly Administered)
)	

**DECLARATION OF TIM MARTIN IN
SUPPORT OF CONFIRMATION OF THE JOINT PRE-PACKAGED
CHAPTER 11 PLAN OF REORGANIZATION OF GUITAR CENTER, INC. ET AL.**

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Guitar Center Holdings, Inc. (3262); Guitar Center, Inc. (0862); Guitar Center Stores, Inc. (4340); GTRC Services, Inc. (9503); GC Business Solutions, Inc. (3928); Guitar Center Gift Card Company, LLC (3370); Music & Arts Instructor Services, LLC (7811); and AVDG, LLC (4440). The Debtors' service address is 5795 Lindero Canyon Rd., Westlake Village, CA 91362.

I, Tim Martin, make this declaration pursuant to 28 U.S.C. § 1746:

BACKGROUND AND QUALIFICATIONS

1. I am the Executive Vice President and Chief Financial Officer of Guitar Center, Inc. (together with the other above-captioned debtors and debtors in possession, the “Debtors” or “Guitar Center”). I have served in this role since joining Guitar Center in October of 2012.

2. I have nearly two decades of experience as a senior financial executive, primarily as Chief Financial Officer for large retailers. From 2009 to 2012, I served as Chief Financial Officer of Lands’ End, a leading direct merchant of clothing and home decor. Before that, I spent three years at Coldwater Creek, Inc., a multi-specialty retailer, serving as Chief Financial Officer from 2007 to 2009 and as Vice President of Finance and Chief Accounting Officer from 2006 to 2007. Before that, I served as Chief Accounting Officer and Vice President of Finance and Global Commercial Operations for Amgen Inc., a pharmaceutical company, and as Chief Financial Officer of a division of Gap Inc., a leading international specialty retailer.

3. I submit this declaration (this “Declaration”) in support of confirmation of the *Amended Joint Pre-Packaged Chapter 11 Plan of Reorganization of Guitar Center, Inc. et al.* [Docket No. ____] (as it may be further modified, amended, or supplemented from time to time, the “Plan”).² Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge, input from the Debtors’ advisors, my review of relevant documents and information concerning the Debtors’ operations, financial affairs, and restructuring initiatives, or

² Capitalized terms used but not otherwise defined in this Declaration have the meanings ascribed to them in the Plan. Where context demands, the term “Plan” also includes the *Joint Pre-Packaged Chapter 11 Plan of Reorganization of Guitar Center, Inc. et al.* [Docket No. 16] (the “Original Plan”). An amended version of the Plan will be filed prior to the Combined Hearing. A detailed description of the Debtors and their businesses and the facts and circumstances surrounding these chapter 11 cases, are set forth in greater detail in the *Declaration of Tim Martin of Guitar Center Inc., in Support of Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”) [Docket No. 19], which is incorporated by reference in this Declaration.

my opinions based on my experience and knowledge. I am over the age of 18, and I am authorized to submit this Declaration on behalf of the Debtors, and, if I were called upon to testify, I could and would testify competently to the facts set forth in this Declaration.

THE PROPOSED RESTRUCTURING

4. The Plan is the result of extensive good faith negotiations between the Debtors and their key stakeholders and represents a comprehensive and value-maximizing restructuring for the benefit of all stakeholders—as evidenced by the fact that it has been comfortably accepted by each Class of Claims entitled to vote. Among other things, the Plan will:

- i. leave most Claims, including the General Unsecured Claims, unimpaired;
- ii. satisfy both the Prepetition ABL Claims and the Superpriority Secured Notes Claims on or before the Effective Date;
- iii. provide holders of Secured Notes Claims with \$160 million in New Preferred Equity and \$450 million in Cash;
- iv. provide holders of Unsecured Notes Claims with \$2 million in New Junior Preferred Equity;
- v. provide the Reorganized Debtors with access to (a) \$375 million under the New ABL Facility and (b) \$350 million in the New First Lien Debt; and
- vi. infuse \$165 million of new equity capital into the Reorganized Debtors in exchange for 100% of the common equity of the Reorganized Debtors (subject to dilution) and Warrants to purchase New Common Equity.

5. These transactions will de-leverage the Debtors' balance sheet by approximately \$800 million, thereby improving the Reorganized Debtors' financial condition and overall creditworthiness to help ensure their continued operations.

6. Leading up to the Petition Date, the Debtors engaged with their lenders to explore potential value-maximizing restructuring transactions. Ultimately, these hard-fought, arm's-length negotiations led to the Debtors, the Creditor Support Parties, and the Investor Support Parties entering into the Restructuring Support Agreement. Having secured the support of the

parties to the Restructuring Support Agreement, the Debtors solicited votes on the Plan prior to the Petition Date. This resulted in acceptance of the Plan by both Impaired Classes: (a) 80.84% of Class 4 (Secured Notes Claims); and (b) 98.73% of Class 6 (Unsecured Notes Claims).

7. I believe that the Plan achieves the objectives of chapter 11 of the Bankruptcy Code, is in the best interests of the Debtors and their stakeholders and that, accordingly, the Court should confirm the Plan.

THE DISCLOSURE STATEMENT SHOULD BE APPROVED ON A FINAL BASIS

8. In connection with the Plan, the Debtors and their advisors prepared the Disclosure Statement, which describes the terms of the Plan and its effects on the holders of Claims and Interests. I reviewed the Disclosure Statement before its distribution. In addition, multiple parties reviewed and commented on the Disclosure Statement including, among others, counsel for the Prepetition ABL Agent, the Creditor Support Parties, the Sponsor Support Party, the Carlyle Co-Investor, and the Brigade Co-Investor. Based on my discussions with the Debtors' advisors, I believe that the Disclosure Statement provides an accurate and thorough disclosure of the information required to enable the holders of Impaired Claims entitled to vote on the Plan to make an informed judgment on such vote.

9. Accordingly, I believe that the Disclosure Statement (i) contains adequate information that would enable a hypothetical investor typical of the holders of Claims and Interests to make an informed judgment about the Plan, and (ii) satisfies the disclosure requirements of sections 1126(b)(1) and 1125(g) of the Bankruptcy Code and applicable non-bankruptcy law, as those provisions have been explained to me.

THE PLAN SHOULD BE CONFIRMED

10. For the reasons detailed below, based on my discussions with the Debtors' advisors, I believe the Plan satisfies the applicable Bankruptcy Code requirements for confirmation. I have set forth the reasons for such belief below, except where such compliance is apparent on the face of the Plan or where it will be the subject of evidence introduced at the Combined Hearing.

A. THE PLAN COMPLIES WITH THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE.

1. The Plan Complies with Applicable Provisions of the Bankruptcy Code — § 1129(a)(1).

11. I believe that the Plan complies with all applicable provisions of the Bankruptcy Code. In particular, (i) the Plan's classification scheme generally tracks the Debtors' prepetition capital structure and classifies Claims and Interests based on the underlying instruments giving rise to such Claims and Interests (if any), and (ii) I believe the Plan provides adequate means for implementation as it: (a) authorizes the Debtors to take all actions necessary or appropriate to effectuate the Plan; (b) authorizes the Debtors and the Reorganized Debtors to fund distributions under the Plan from Cash on hand and the proceeds from the borrowings under the New ABL Facility, the issuance of the New First Lien Debt, and the New Common Equity Investment; (c) provides for the vesting of all estate assets in the Reorganized Debtors; (d) authorizes the Reorganized Debtors to execute certain contracts and engage in other actions contemplated under the Plan; (e) authorizes the Reorganized Debtors to adopt the New Corporate Governance Documents; and (f) provides for the appointment of the members of the New Board and the officers, directors, and/or managers of each of the Reorganized Debtors. The terms governing many of the transactions contemplated by the Plan, including the Restructuring Transactions, are set forth in greater detail in the Plan Supplement.

12. In addition, the Plan contemplates the adoption of the Management Incentive Plan and the Compensation and Benefit Programs. All payments under these programs will be earned and payable after the Effective Date of the Plan.

13. Furthermore, I believe that the decisions to assume or reject, as applicable, the Executory Contracts and Unexpired Leases in accordance with and subject to the terms and conditions of the Plan were made in the exercise of the Debtors' sound business judgment and will be beneficial to the Reorganized Debtors' business operations. Based upon the extensive analysis of the Reorganized Debtors' anticipated liquidity performed by the Debtors with the assistance of the advisors, I believe that the Reorganized Debtors that are assuming Executory Contracts or Unexpired Leases pursuant to the Plan will be fully capable of performing under such contracts or leases, as applicable, and that non-Debtor counterparties to such contracts or leases are adequately assured of the Reorganized Debtors' future performance thereunder.

14. The assumption by the Debtors of: (i) the Insurance Policies under Article V.E of the Plan; (ii) the Indemnification Agreements pursuant to Article V.F of the Plan; and (iii) the Benefit Programs under Article V.G of the Plan is of fundamental importance to the Reorganized Debtors' ongoing business, is a sound exercise of the Debtors' business judgment, and is in the best interest of the Debtors and their Estates.

2. The Debtors Have Complied with Applicable Provisions of the Bankruptcy Code — § 1129(a)(2).

15. I believe that the Debtors have complied with all applicable provisions of the Bankruptcy Code, including the solicitation and disclosure requirements of sections 1125 and 1126 of the Bankruptcy Code, and all orders of the Court entered in these cases.

3. The Debtors Proposed the Plan in Good Faith — § 1129(a)(3).

16. I believe that the Plan was proposed in good faith, with the legitimate and honest purpose of reorganizing the Debtors' businesses, and to enable the Debtors to achieve a fresh start. Based on my role with the Debtors and my discussions with the Debtors' advisors, I believe that the Plan was proposed with the goal of maximizing value and creditor recoveries and implementing the compromises and settlements agreed to with the Support Parties and has a high chance of success. I believe that the Plan will enable the Reorganized Debtors to right-size their balance sheet, improve liquidity, and strengthen go-forward operations—positioning the Reorganized Debtors for long-term success. Moreover, the Plan is the product of extensive arm's-length negotiations among the Debtors and the Support Parties and is calibrated for successful implementation. I believe that the Plan's strong support by the Voting Classes is a testament to this reality. Accordingly, the Plan has been proposed in good faith and not by any means forbidden by law.

4. Payment for Services or Costs and Expenses — § 1129(a)(4).

17. I understand that any payment made or promised by the Debtors for professional services rendered or for costs and expenses incurred in or in connection with these cases, or in connection with the Plan and incident to these cases, has been approved by this Court or will be subject to the Court's approval as reasonable. I believe that the Plan contains appropriate procedures for filing applications for final allowance of compensation and reimbursement of expenses by the professionals retained in these cases.

5. Certain Disclosures — § 1129(a)(5).

18. The Debtors will disclose, prior to the Combined Hearing the identities and affiliations of the persons proposed to serve, after confirmation of the Plan, on the New Board, as well as the identity of all insiders that the Reorganized Debtors will employ or retain and the nature

of such insiders' compensation. I believe that the appointment of these individuals to such offices is consistent with the interests of creditors and equity security holders and with public policy.

6. The Plan Is in the Best Interests of Creditors — § 1129(a)(7).

19. I am familiar with the liquidation analysis attached as **Exhibit E** to the Disclosure Statement ("Liquidation Analysis") and its underlying financial data and assumptions. Nothing has come to my attention since the filing of the Disclosure Statement that would lead me to believe that the Liquidation Analysis should be revised in any way.

20. Having compared the estimated recoveries under the Plan to the estimated recoveries based on the Liquidation Analysis, I believe that the holders of Allowed Claims and Interests in every Impaired Class will recover as much or more under the Plan on account of such Claims or Interests than what they would receive if the Debtors were liquidated under chapter 7 of the Bankruptcy Code on the Effective Date. Accordingly, I believe that the Plan is in the best interests of the holders of Impaired Claims and Interests, including those that voted to reject the Plan, and that the Plan therefore complies with section 1129(a)(7) of the Bankruptcy Code.

7. The Plan Is Feasible — § 1129(a)(11).

21. The Debtors worked with their advisors to prepare the financial projections attached as **Exhibit D** to the Disclosure Statement (the "Financial Projections"). The Debtors thoroughly analyzed, and thus I am satisfied as to, the ability of the Reorganized Debtors to meet their obligations under the Plan and to continue as a going concern without the need for further financial restructuring. I believe that the assumptions upon which the Financial Projections are based are reasonable. Based on the Financial Projections, I believe the Debtors will have sufficient resources to make all payments required pursuant to the Plan and that confirmation is not likely to be followed by liquidation or the need for further reorganization.

22. Furthermore, the Plan will eliminate approximately \$800 million of the Debtors' funded debt obligations, thereby reducing debt service expenses, and provides for the infusion of an additional \$165 million of new equity capital (subject to reduction to no less than \$150 million), \$375 million under the New ABL Facility and of \$350 million of the New First Lien Debt (\$15 million of which was added for additional liquidity after the execution of the Restructuring Support Agreement) to, among other use of proceeds, support the Reorganized Debtors' operations upon emergence.

23. As a result, I believe that confirmation of the Plan is not likely to be followed by liquidation or the need for further reorganization.

B. THE PRINCIPAL PURPOSE OF THE PLAN IS NOT THE AVOIDANCE OF TAXES, AS REQUIRED UNDER SECTION 1129(D) OF THE BANKRUPTCY CODE.

24. The principal purpose of the Plan is not to avoid taxes or the application of section 5 of the Securities Act. Rather, I believe the Debtors filed the Plan to efficiently and responsibly reorganize their capital structure, preserve the going concern value of their businesses, and provide recoveries to their stakeholders. Accordingly, the Plan satisfies the requirements of section 1129(d) of the Bankruptcy Code.

C. THE PLAN APPROPRIATELY INCORPORATES SETTLEMENT OF CLAIMS AND CAUSES OF ACTION.

25. The Plan embodies a global settlement between the Debtors and all major parties in interest. The Plan resolves a host of potential claims and causes of action whose success is highly uncertain and which could cause extensive delays and increased costs and uncertainty.

1. The Debtor Releases Are Appropriate.

26. Consistent with the Restructuring Support Agreement, the Plan contains releases by both the Debtors and certain third parties. I have reviewed the appropriateness of the Plan's releases in light of the comprehensive settlement embodied in the Plan.

27. Based on my review, I believe that the releases set forth in Article IX.B.1 of the Plan (the "Debtors' Releases") are appropriate, justified by the Debtors' business judgment, fair and equitable, and in the best interests of the Debtors' estates.

28. I believe that the Debtors' Releases are an essential component of the Debtors' restructuring and are being given in recognition of the Released Parties' contributions to such restructuring. I believe that the Debtors' successful reorganization would be impossible without the contributions and concessions of the Released Parties embodied in the Plan, all of which were necessary for the Debtors' swift emergence from bankruptcy protection.

29. I believe that the Released Parties are providing consideration for the Debtors' Releases, including in the form of, as applicable: (a) the agreement to fund payments to the Debtors' ordinary course unsecured creditors, such as employees, trade vendors and other service providers;³ (b) the agreement to provide exit financing in the form of the New ABL Facility and the New First Lien Debt and the New Common Equity Investment; (c) the agreement by (i) the Secured Notes Support Parties to extinguish their Secured Notes Claims, including their Liens, and (ii) the Unsecured Notes Support Parties to extinguish their Unsecured Notes Claims, in each

³ See, e.g., *Final Order: (I) Authorizing Payment Of Prepetition Obligations Owed To Trade Creditors In The Ordinary Course Of Business; (II) Granting Administrative Expense Priority To All Undisputed Obligations On Account Of Outstanding Orders; And (III) Granting Related Relief* [Docket No. 237]; and *Final Order: (I) Authorizing The Debtors To (A) Pay Prepetition Wages, Salaries, Other Compensation, And Reimbursable Expenses, And (B) Continue Employee Benefits Programs; And (II) Granting Related Relief* [Docket No. 249].

case, in exchange for a reduced recovery that permits the Allowed General Unsecured Claims to be satisfied in full; and (d) the willingness to support the transactions contemplated by the Plan.

30. Based on my involvement in the negotiation of the Restructuring Support Agreement and the Plan, I believe that the Debtors' Releases were vigorously negotiated by sophisticated entities that were represented by able counsel and financial advisors. These release provisions were a necessary element of consideration that the Released Parties required before entering into the Restructuring Support Agreement and agreeing to support the Plan. I believe that the Debtors' Releases provide the Debtors and the Released Parties with the global closure for which they negotiated in exchange for, among other things, the various concessions and benefits provided to the Debtors under the Plan.

31. Furthermore, I believe that the Debtors' Releases are narrowly tailored and balance the desire for the comprehensive, consensual and expedient settlement and resolution of claims held by and against the Debtors with the ability of the Debtors to pursue valid claims and thereby maximize recoveries for the Debtors' stakeholders. In addition, prosecution of potential claims and Causes of Action released by the Debtors' Releases would be complex and time consuming, could mire parties in interest in costly litigation rather than ensure their participation in a consensual pre-packaged restructuring, and likely would result in lower recoveries for creditors. Furthermore, the Debtors are not releasing any obligations of any party under the Plan, or any documents contained in the Plan Supplement, or any Causes of Action retained by the Debtors and the Reorganized Debtors pursuant to Article IV.H of the Plan, including those set forth on **Exhibit J** to the Plan Supplement.

32. Based on the foregoing and my discussions with the Debtors' advisors, I believe that the Debtors' Releases (i) represent a valid exercise of the Debtors' business judgment, (ii) are

in the best interests of creditors and equity holders, (iii) are consistent with applicable law, and (iv) represent a valid settlement and release of claims the Debtors may have against the Released Parties. Moreover, each Voting Class has voted in favor of the Plan, including the Debtors' Releases, and no economic stakeholder has objected to the Debtors' Releases.

2. The Third-Party Releases Are Appropriate.

33. Article IX.B.2 of the Plan contains releases by certain third parties (the "Third-Party Releases"). As described above, the restructuring contemplated in the Plan is value-maximizing, permits the Debtors to satisfy all Allowed General Unsecured Claims in full, and would not be possible absent the support of the Released Parties. I believe, based on my discussions with the Debtors' advisors, that the Third-Party Releases are essential to the Debtors' reorganization, integral to the Plan, and a condition of the settlement embodied in the Plan and the Restructuring Support Agreement, particularly at a time of exceptional stress on the U.S. and global economy imposed by the COVID-19 Pandemic. Indeed, the Third-Party Releases (together with the Debtors' Releases) are an integral component of the Debtors' restructuring and were a key inducement to bring stakeholder groups to the bargaining table. Put simply, the Debtors' key stakeholders would be unwilling to support the Plan without assurances that they would not be subject to post-emergence litigation or other disputes relating to the restructuring. Therefore, I believe that the Third-Party Releases not only benefit the Released Parties, but also the Debtors' post-emergence enterprise as a whole as they provide finality and closure for the Debtors and the Chapter 11 Cases.

34. Further, I believe the Third-Party Releases are consensual. The Third-Party Releases are consensual because the Plan, the Disclosure Statement, and the Ballots describe the Third-Party Releases in bold-faced text and with sufficient detail and clearly provide a mechanism by which holders of Claims and Interests may opt out of giving the Third-Party Releases. The Ballots

give holders of Claims in the Voting Classes that vote to reject the Plan or that abstain from voting on the Plan the opportunity to opt out of the Third-Party Releases by checking the applicable box. The other holders of Claims and Interests were given the opportunity to opt out by objecting to the Third-Party Releases.

35. I believe that, even if the Third-Party Releases were not consensual, they are justified under the circumstances of these cases. First, I believe there is an identity of interests between the Debtors and the Released Parties. I believe that each of the Released Parties, as stakeholders and key participants in the Debtors' reorganization process, shares a common goal with the Debtors in seeing the Plan succeed and this company emerge a healthy enterprise. Furthermore, the Debtors are obligated to indemnify certain Released Parties pursuant to the agreements governing the DIP Facilities, the Prepetition ABL Facility, the Superpriority Secured Notes, the Secured Notes, and the Unsecured Notes or, in the case of directors and officers of the Debtors, the Indemnification Agreements. Therefore, I believe that any claim against these Released Parties is, in reality, a claim against the Debtors.

36. In addition, as I described herein, the Released Parties have made a substantial contribution to the Debtors' reorganization.

37. Based on all of the foregoing, I believe the Third-Party Releases should be approved.

3. The Exculpation Provisions Are Appropriate.

38. Article IX.A of the Plan (the "Exculpation Provision") provides exculpation from any claim or Cause of Action in connection with or arising out of the administration of the Debtors' chapter 11 cases and certain related transactions, except for acts or omissions that constitute actual fraud, willful misconduct, or gross negligence.

39. I believe, based on my discussions with the Debtors' advisors, that the Exculpation Provision is narrowly tailored to protect the Exculpated Parties from inappropriate litigation based on the Debtors' restructuring and does not release any claim based on any act or omission that constitutes actual fraud, willful misconduct, or gross negligence.

40. Further, I believe that it is appropriate to extend the Exculpation Provision to the Exculpated Parties that are not case fiduciaries. All of the Exculpated Parties have acted in good faith in working cooperatively, hand-in-hand with the Debtors, to achieve a consensual reorganization of the Debtors, were integral participants in the Plan negotiation process, and were instrumental in ensuring the success of the Debtors' restructuring. Moreover, the Exculpated Parties participated in these cases in reliance upon the protections afforded to them by the Exculpation Provision. I believe that failure to approve the Exculpation Provision would undermine the compromises and settlements embodied in the Plan and Restructuring Support Agreement by allowing parties to pursue claims post-emergence that are otherwise fully and finally resolved by the Plan.

41. Therefore, I believe that the Exculpated Parties are entitled to the protections afforded by the Exculpation Provision, and that the Exculpation Provision should be approved as an integral component of the overall settlement embodied in the Plan.

D. EXIT FINANCING

42. The Debtors have obtained sufficient exit financing in the form of the New First Lien Debt and the New ABL Facility to assure that the Reorganized Debtors can perform in accordance with the Financial Projections. The New First Lien Debt⁴ is the product of arm's-length and good faith negotiations.

⁴ The *Declaration of Eric Winthrop in Support of Confirmation of the Joint Pre-Packaged Chapter 11 Plan of Reorganization of Guitar Center, Inc. et al.*, filed concurrently herewith, discusses the New ABL Facility.

43. The New First Lien Debt, in the form of senior secured notes, will be issued by Reorganized Guitar Center in the aggregate face amount of \$350 million. Pursuant to the *Order: (A) Authorizing the Debtors To (I) Assume and Perform Under the Fee Letter with UBS Securities LLC, (II) Pay Fees and Expenses in Connection Therewith, (III) Form the Notes Entities and Have Them Perform Under the Documents Related to the Exit Notes and the Related Escrow, and (IV) Fund Certain Amounts into the Escrow Account; and (B) Granting Related Relief* [Docket No. 175] (the “Debt Financing Order”), the Debtors engaged UBS Securities LLC (“UBS”) as their exclusive lead bookrunner and lead underwriter, placement agent or initial purchaser of the New First Lien Debt.

44. Upon entry of the Debt Financing Order, the Debtors’ senior managers and UBS successfully marketed the New First Lien Debt to prospective purchasers. As a result, on December 8, 2020, the New First Lien Debt offering priced at 8.5% in an offering that was oversubscribed. Pending the Effective Date, Escrow Co. (as defined in the Debt Financing Order) will hold the proceeds of the New First Lien Debt in an escrow account secured by a first priority lien in favor of the holders of the New First Lien Debt. On the Effective Date, all proceeds of the New First Lien Debt offering will be released from the escrow account to the Reorganized Debtors to fund their obligations under the Plan and their ordinary course obligations.

45. Based on my experience, current market conditions, the Debtors’ circumstances, and my participation in the negotiation of the New First Lien Debt, I believe that the New First Lien Debt, in conjunction with the New ABL Facility, represents the best available option to address the Reorganized Debtors’ projected liquidity needs.

GOOD CAUSE EXISTS TO WAIVE THE STAY OF THE CONFIRMATION ORDER

46. I understand that certain Bankruptcy Rules provide for the stay of an order

confirming a chapter 11 plan, but that such a stay may be waived by the Court upon a showing of good cause.

47. I submit that good cause exists here because these cases operate on a strict, expedited timeline. Among other things, the Debtors need confirmation to occur immediately in order to ensure completion of the New First Lien Debt prior to the year's end. Otherwise, particularly with the oncoming holiday season, the Debtors risk weeks of delays in raising this necessary capital raise. Additionally, each day the Debtors remain in chapter 11 they incur significant administrative and professional costs.

CONCLUSION

48. For the foregoing reasons, I believe that the Plan should be confirmed.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

Dated: December 14, 2020
Westlake, California

/s/ Tim Martin
Tim Martin
Chief Financial Officer and
Executive Vice President
Guitar Center, Inc.