

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re	:	Chapter 11
RADIOSHACK CORPORATION, <i>et al.</i> , ¹	:	Case No. 15-10197 (BLS)
Debtors.	:	(Joint Administration)
	:	Related Docket Nos. 1768, 2333, 2350, 2357,
	:	2453

**ORDER APPROVING STIPULATION FOR IMPLEMENTATION
OF PROTOCOL WITH VERIZON AND AT&T IN CONNECTION
WITH THE TRANSFER OF CUSTOMER DATA TO GENERAL WIRELESS**

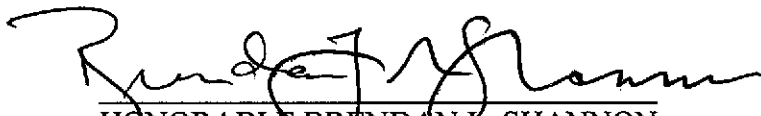
The Court, having considered the *Stipulation for Implementation of Protocol With Verizon and AT&T in Connection With the Transfer of Customer Data to General Wireless* (the "Stipulation"); and the Court having determined that good and adequate causes exists for the approval of the Stipulation to, among other things, resolve the Wireless Objections (as defined in the Stipulation); and the Court having determined that no further notice of the Stipulation must be given, it is hereby:

ORDERED that the Stipulation attached as Exhibit A is approved

ORDERED that the terms and conditions of the Stipulation shall be immediately effective and enforceable upon entry of this Order.

ORDERED that the Court shall retain exclusive jurisdiction to, among other things, resolve any disputes, interpret, implement, and enforce the terms and provisions of this Stipulation, the Wireless Protocol (as defined in the Stipulation) and all modifications and amendments thereto.

Dated: June 19, 2015
Wilmington, Delaware


HONORABLE BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE

¹ The Debtors are the following eighteen entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): RadioShack Corporation (7710); Atlantic Retail Ventures, Inc. (6816); Ignition L.P. (3231); ITC Services, Inc. (1930); Merchandising Support Services, Inc. (4887); RadioShack Customer Service LLC (8866); RadioShack Global Sourcing Corporation (0233); RadioShack Global Sourcing Limited Partnership (8723); RadioShack Global Sourcing, Inc. (3960); RS Ig Holdings Incorporated (8924); RSIgnite, LLC (0543); SCK, Inc. (9220); Tandy Finance Corporation (5470); Tandy Holdings, Inc. (1789); Tandy International Corporation (9940); TE Electronics LP (9965); Trade and Save LLC (3850); and TRS Quality, Inc. (5417). The address of each of the Debtors is 300 RadioShack Circle, Fort Worth, Texas 76102.

EXHIBIT A

limited to, intellectual property and customer information (collectively, the "Assets"), to the successful bidder;

WHEREAS, General Wireless is the successful bidder for the Assets and the sale order (the "IP Sale Order") approving the IP Sale Motion and the Asset Purchase Agreement with General Wireless (the "APA") has been or will be approved substantially contemporaneously with the approval of this Stipulation;

WHEREAS, VZW filed its Preliminary Objection and Reservation of Rights to the IP Sale Motion [Docket No. 1932] (the "VZW Objection");

WHEREAS, this Court entered the Order Authorizing and Approving the Settlement and Release Agreement with AT&T and General Wireless Pursuant to Rule 9019 [Docket No. 1673] (the "AT&T Settlement Order," and such agreement the "AT&T Settlement Agreement");

WHEREAS, AT&T filed its Limited Objection and Reservation of Rights to the IP Sale Motion [Docket No. 2042] (the "AT&T Objection", and together with the VZW Objection, the "Wireless Objections");

WHEREAS, this Court, on June 8, 2015, entered an Interim Order Approving the Interim Stipulation for Implementation of Protocols with Verizon and AT&T in Connection with the Transfer of Customer Data to General Wireless (Docket No. 2357); and

WHEREAS, the Stipulating Parties desire to resolve the Wireless Objections and have undertaken commercially reasonable efforts to agree on a certain protocol attached hereto as Exhibits 1 (the "Wireless Protocol"), which prevent the Debtors from selling, transferring or disclosing the confidential and proprietary information of customers, or commercial information, of either AT&T and VZW in connection with the sale of the Documents (as defined in the APA),

Customer Information (as defined in the APA), and Store Licensee Assets (as defined in the APA); and

WHEREAS, the Stipulating Parties have identified a list of SKUs, which is attached to the Wireless Protocol that shall be the subject of the customer information and data that will not be transferred to General Wireless.

IT IS HEREBY STIPULATED, ORDERED, ADJUDGED AND DECREED THAT:

1. The Stipulating Parties hereby agree to take all necessary actions immediately to implement the Wireless Protocol.

2. The Stipulating Parties will continue to work together in good faith to resolve, consistent with the guiding principles (the "Rules") in paragraph 46 of the IP Sale Order, any issues that may arise while the Wireless Protocol is being implemented. The Stipulating Parties may modify or amend the Wireless Protocol as necessary upon the written consent by the Stipulating Parties without further Court approval.

3. Upon completion of the Collection and Transfer Phase specified in the Wireless Protocol, a representative of the Debtors, after consultation with Stroz Friedberg, LLC ("Stroz Friedberg"), shall certify to the Court that with respect to the Documents, Customer Information, the Store Licensee Assets, AT&T Protected Information and VZW Protected Information (all as defined in the IP Sale Order), the Collection and Transfer Phase and Section 7 of the AT&T Settlement Agreement have been completed (the "Certification"), provided, however, that each of the Stipulating Parties reserves its rights to seek this Court's assistance in the event a dispute arises in the implementation of the Wireless Protocol.

4. Upon Certification, the Documents, Customer Information, and Store Licensee Assets, all as modified through the implementation of the Wireless Protocol, shall be transferred to General Wireless pursuant to the terms of the APA and the IP Sale Order.

5. In connection with Stroz Friedberg's assistance to the Debtors in establishing and implementing the Wireless Protocol, AT&T shall be permitted to hold back 50% of the expected reasonable costs and fees of Stroz Friedberg from the Inventory Purchase Price (as defined in the AT&T Settlement Agreement).

6. Nothing in this Stipulation shall, or shall be deemed to, amend or modify the AT&T Settlement Agreement, the AT&T Settlement Order or the Verizon Agent Agreement (as defined in the Bidding Procedures Order [Docket No. 1981]). AT&T reserves all of its rights under the AT&T Settlement Agreement, the AT&T Settlement Order and applicable law. VZW reserves all of its rights under the VZW Agent Agreement and applicable law.

7. This Stipulation will be binding on any successor in interest to the Debtors, including a chapter 7 trustee or a successor under any plan of reorganization or liquidation.

8. Each undersigned counsel represents and warrants that it is fully authorized to execute this Stipulation on behalf of the person and entities indicated below.

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Exhibit 1

WIRELESS PROTOCOL

6/15/2015 DRAFT
SUBJECT TO FRE 408

AT&T/VZW Protocol

General Provisions • The purpose of this protocol is to ensure that no AT&T Protected Information (as defined in the AT&T Settlement Agreement and AT&T Settlement Order) and no VZW Protected Information (as defined in the Bidding Procedures Order [Dkt. No. 1981]) is sold, transferred or disclosed by the Debtors to General Wireless Operations Inc. ("<u>GW</u>") or any other party.	
• All of the processes described herein will be performed by the Debtors' team along with team members from Stroz Friedberg, LLC ("<u>Stroz Friedberg</u>").	
• Any issues that arise in determining whether certain information should be included in the final table delivered to GW ("<u>Cleaned CI Data</u>" defined below) or otherwise should be raised with parties' counsel, and the parties should work together in good faith to reach a resolution.	
• Debtor will insure that any Documents (as defined in the Sale Order) being transferred to GW separate from the databases discussed in this protocol (whether in electronic or paper form) will be free from any AT&T Protected Information and free from any VZW Protected Information.	

Collection and Transfer Phase	
The agreed-upon list of SKUs that are not to be sent to GW will be added as a new table in DB2 named "Agreed_Upon_SKUs_to_Hold_Back"	Create a new table with the SKUs the parties agreed will not be included in the sale to GW. These SKUs are listed on Schedule 1 for AT&T and Schedule 2 for VZW attached hereto.
Any remaining SKUs related to AT&T Mobility, LLC and its affiliates ("AT&T") and any remaining SKUs related to Celco Partnership d/b/a Verizon Wireless and its affiliates ("VZW") will be added as a new table in DB2 named "Agreed_Upon_SKUs_to_Allow_Through"	Create a new table with any AT&T-related SKUs and any VZW-related SKUs that will be included in the sale to GW. This is intended for quality control purposes ("QC"). This should be a null set for VZW and, if not, it should be reviewed for QC before delivery to GW.
The table Agreed_Upon_SKUs_to_Hold_Back will then be joined to the table STP.ST_SALE_TKT_MDS. Any matching sales tickets based on SKU_ID will have the fields TS_PTN_NBR, SLTKT_DT, USER_NBR, STR_ID, SLTKT_NBR, SLTKT_TM, CUST_NBR, and CNTC_METHOD_ID added to a new table "Sales_Tickets_to_Hold_Back". This process will be repeated for the table STP.ST_SALE_TKT_SVP. All remaining transactions will be added to a new table named "Sales_Tickets_to_Provide_to_GW" using the same 8 fields.	Retrieve list of all sales transactions containing one or more SKUs from the list of held-back SKUs and create new table, Sales_Tickets_to_Hold_Back, with those transactions. This is an initial list of transactions that are not to be used in creating the table to be provided to GW.

6 new views named GW_CUSTOMER, GW_CNTRC_METHOD, GW_SALE_TKT, GW_SALE_TKT_PMT, GW_SALE_TKT_MDS and GW_SALE_TKT_SVP will be created in DB2 to reference data that is in progress for filtering and field selection. - These views will be created pointing to their production counterparts excluding tickets identified in SALES_TICKETS_TO_HOLD_BACK - These views will only include information dated 2/5/2010 through 3/31/2015 (based on the STP.ST_RS_SALE_TKT.SLTKT_DT) - These views will only include the fields agreed upon for production to GW	Select the fields to be transferred from the tables in which they are stored, filter to include those beginning 2/5/2010 (5 years before Petition Date) through 3/31/2015, and show results in new temporary views. All deletions of information and email addresses will be made in new tables. No information or email addresses in the Debtors' original tables will be deleted. Using the production CUSTOMER table will ensure the best available customer data will be included in the data for GW.
Email addresses on transactions older than 2/5/2013 will be excluded from the view GW_CNTRC_METHOD. If this is not practical, then CNTRC_METHOD_ID will be removed from all transactions older than 2/5/2013 in the table Sales_Tickets_to_Provide_to_GW to ensure that only 2 years of email addresses are provided to GW.	Delete email addresses prior to 2/5/2013 (2 years before the Petition Date).
Email addresses will be excluded from the view GW_CNTRC_METHOD based on opt out status and undeliverable status. If this is not practical, then CNTRC_METHOD_ID will be removed from transactions based on opt out status and undeliverable status in the table Sales_Tickets_to_Provide_to_GW.	Delete all opt-out or undeliverable email addresses.
Clear (nulled) other customer information as indicated by database (if necessary)	Where the database includes markers that information is not to be used for marketing (e.g., the customer's address is maintained on a "do not mail" list), Stroz Friedberg will create additional filters to follow those instructions.

In the view GW_SALE_TKT_MDS use a CASE statement, REPLACE, or other function to update SKU_SLMKR_DESC to the more generic name where SKU_ID in (list of SKUs needing descriptions redacted) and SKU_SLMKR_DESC like '%ATT%' OR '%AT&T%'	For the seven (fix-it) SKUs including identification of AT&T, all reference to AT&T will be redacted from the SKU Descriptions; the resulting SKU Descriptions will be non-carrier specific descriptions. These SKUs are listed on Schedule 3 attached hereto.
GW_SALE_TKT_MDS and GW_SALE_TKT_SVP will then be joined to Agreed_Upon_SKUs_to_Hold_Back as a QC step. The results of the join should be zero rows	QC: Show all SKUs to be held back that are in the data for delivery. If the steps above were performed correctly, there should be no results.
- GW_SALE_TKT_MDS and GW_SALE_TKT_SVP will then be joined through an INNER JOIN with NOT EXISTS to Agreed_Upon_SKUs_to_Allow_Through to hide the AT&T/VZW SKUs that have already been agreed upon to pass through - The resulting rows will be searched for "AT&T", "ATT", and other variations on the AT&T name in the SKU_SLMKR_DESC - The resulting rows will also be searched for "VZ", "VZW", "VZN", "VRZN", "VERI", "CDMA", and other variations on the VZW name in the SKU_SLMKR_DESC - Any resulting rows will be reviewed by the appropriate carrier and lists will be prepared to determine if they should be added to the list of SKUs to allow through or to hold back - Based on SKUs found and the updated lists of agreed upon SKUs, parts of the process will be repeated to address the changes - Once no SKU Descriptions are found containing the variations of AT&T/VZW other than the agreed upon ones, this part of the process will be considered complete	QC: Show all records that do not include any AT&T/VZW SKUs that may be provided, to show any miscode AT&T/VZW items. Unless it is obvious that the record is not an AT&T/VZW item, the results should be reviewed by appropriate parties. This process would be repeated as necessary.

- Create additional views named GW_ALL_CUSTOMER, GW_ALL_CNTRC_METHD, GW_ALL_SALE_TKT, GW_ALL_SALE_TKT_PMT, GW_ALL_SALE_TKT_MDS and GW_ALL_SALE_TKT_SVP that include all fields available in the corresponding production tables and filter the transactions to exclude AT&T and VZW transactions. Set the filters to also exclude any customer information received prior to 4/1/2015. If not practical, make a copy of the CUSTOMER table with only records updated on or after 4/1/2015. Do not exclude any opt-out or do-not-mail address information. Perform the same QC steps and prepare the data for export to GW.

Repeat the whole process of selecting data for export and filtering out AT&T and VZW transactions for data in the date range 4/1/2015 to 5/31/2015 including all fields that GW would like to receive. Filter out only two things, AT&T/VZW transactions and Customer information provided prior to 4/1/2015.

- Data in the Dealer Franchise ("DF") Transactions Database will be handled in a similar way to the corporate DB2 data described above for AT&T sales transaction and AT&T customer data, but with the noted exception listed below. The DF data is held in one table in a MS SQL database. A copy will be made named DF_Data_for_GW, which will have the same updates made to restrict email addresses to two years and any other applicable updates covered by this protocol. The same set of AT&T SKU numbers will be used to sort out which transactions do and which do not get copied to the table DF_Data_for_GW. The VZW SKU numbers will NOT be used to sort out which transactions do and which do not get copied to the table DF_Data_for_GW. For VZW transactions, no SKU numbers or descriptions will be removed from the data being sent to GW from the DF data. The same QC process will be performed to identify any AT&T SKU Descriptions that need to be reviewed.
 - CUST_POSTL_CD Franchise data does not contain this field.
 - CUST_CNTRY_ISO_CD Franchise data does not contain this field.
 - CUST_NBR Franchise POS assigns this. This is not the same as the customer number in the central database.

The AT&T sales transaction and AT&T customer data coming from Dealer Franchise stores will be handled in the same way as the corporate data in this protocol, using the same AT&T SKU numbers and process to sort out transactions that should or should not be provided to GW.

The VZW sales transaction and VZW customer data coming from Dealer Franchise stores will be included in the data provided to GW, subject to a confidentiality agreement between VZW and GW to be incorporated in a side letter negotiated contemporaneously herewith.

- The now cleaned and verified views/tables with the 2/5/2010 – 3/31/2015 data GW_SALE_TKT, GW_CNTRC_METHOD, GW_SALE_TKT_PMT, GW_SALE_TKT_MDS, and GW_SALE_TKT_SVP as well as DF_Data_for_GW will be exported to flat files or other format agreed upon in two copies for delivery to General Wireless (the “Cleaned CI Data”) including only the agreed upon fields.
- The now cleaned and verified views/tables with the 4/1/2015 – 5/31/2015 data GW_ALL_CUSTOMER, GW_ALL_CNTRC_METHOD, GW_ALL_SALE_TKT, GW_ALL_SALE_TKT_PMT, GW_ALL_SALE_TKT_MDS and GW_ALL_SALE_TKT_SVP will be exported to flat files or other format agreed upon in two copies for delivery to General Wireless including all available fields.

Export 2 copies in format agreeable to all parties so there is a backup copy in the event of any delivery problems.

For data after 3/31/2015, provide all fields to GW and repeat this process periodically, as necessary until new GW IT systems are implemented.

Destruction Phase • Prior to the transfer of any hardware to GW or any other party (other than a transfer to a chapter 7 or liquidating trustee or similar technical transfer), and after accounting for the Debtors' legal hold obligations, the data cleanup phase will begin and the following protocols will be used: ○ Any information out of the Debtor's systems being held for legal hold purposes will be subject to review by Stroz Friedberg ○ Any Customer and/or related Customer Purchase information out of these systems being held for legal hold purposes will not be accessed by GW ○ Other information (not Customer or related Customer Purchase information) will be made available to GW as needed to convert to new IT Systems. Examples of this information are (but not limited to) Store Location and Merchandising (Pricing, Assortment, Inventory). Any such information to be provided to or accessed by GW will be subject to review by Stroz Friedberg to ensure that no AT&T Protected Information and no VZW Protected Information is included. ○ The Debtors may not provide access to any information out of its systems being held for legal hold purposes to any party without prior notice to AT&T and VZW, which notice shall be delivered in accordance with the requirements of the VZW/RadioShack Agent Agreement and/or the AT&T Settlement Agreement, as applicable. ○ Data cleanup prior to hardware transfer will consist of deleting all data from all tables in DB2 by dropping all tables	All Debtor server, mainframe, etc., locations containing AT&T Protected Information, VZW Protected Information, and/or customer or sales data protected by the Sale Order, the AT&T Settlement Agreement, AT&T Settlement Order, and this Protocol will be cleaned up ensuring the destruction of the AT&T Protected Information and the destruction of the VZW Protected Information, subject to any legal hold obligations, prior to the transfer of any hardware to GW or any other party (other than a transfer to a chapter 7 or liquidating trustee).
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- o Prior to any hardware transfer, the system holding DB2 will be wiped using the Debtors' standard protocol for data destruction as described by the IT team (a full wipe of the data) - o Prior to any hardware transfer, all backups of the DB2 database and the system that holds it will be wiped or degaussed and shredded - o The Datawarehousing, StoreCenter, ReturnCenter, in-store POS servers, DF POS Transaction Database, and any other systems holding customer or sales transaction data will be wiped with the same protocol prior to any transfer of hardware. - o Backups of the Datawarehousing, StoreCenter, ReturnCenter, in-store POS servers, DF POS Transaction Database, and any other systems holding customer or sales transaction data will be wiped or degaussed and shredded prior to any transfer of hardware.	<i>(continued from previous page)</i>
• Once data destruction is complete, the Debtors or the relevant successor in interest will certify that all copies of customer and sales data has been destroyed pursuant to paragraph 36(2)f of the Sale Order. Stroz Friedberg may certify that it participated in and/or observed all aspects of the data extraction and destruction and that both were done in accordance with the agreed upon protocol.	The Debtors or a successor entity will certify destruction of AT&T Protected Information and VZW Protected Information including any information protected by the Sale Order and this Protocol, and Stroz Friedberg may certify (i) its involvement and (ii) that the Protocol was followed.

6/15/2015 DRAFT
SUBJECT TO FRE 408

Schedule 1

AT&T SKUs Not Included in Sale

1000432	1002068	1002386	1002668	1002911	1003423	1003597	1020102	1020292	1020358
1000729	1002083	1002397	1002669	1002984	1003437	1003606	1020103	1020293	1020359
1000977	1002094	1002409	1002670	1003006	1003438	1003614	1020105	1020294	1020361
1000978	1002095	1002411	1002671	1003017	1003439	1020018	1020107	1020297	1020381
1001033	1002099	1002415	1002672	1003118	1003443	1020020	1020110	1020301	1020382
1001034	1002101	1002428	1002682	1003119	1003444	1020023	1020115	1020304	1020385
1001473	1002102	1002429	1002700	1003120	1003446	1020026	1020118	1020305	1020387
1001501	1002109	1002437	1002701	1003239	1003447	1020028	1020120	1020306	1020388
1001545	1002139	1002438	1002706	1003243	1003448	1020030	1020122	1020308	1020390
1001625	1002140	1002441	1002708	1003260	1003456	1020031	1020124	1020309	1020393
1001626	1002141	1002442	1002713	1003261	1003470	1020033	1020126	1020310	1020396
1001627	1002142	1002450	1002714	1003263	1003471	1020034	1020128	1020311	1020403
1001638	1002165	1002460	1002718	1003264	1003472	1020036	1020130	1020312	1020407
1001662	1002166	1002466	1002733	1003269	1003488	1020041	1020135	1020313	1020410
1001667	1002167	1002478	1002738	1003271	1003491	1020043	1020140	1020314	1020414
1001703	1002169	1002480	1002747	1003280	1003495	1020075	1020142	1020315	1020415
1001716	1002170	1002486	1002748	1003313	1003499	1020076	1020147	1020321	1020416
1001749	1002171	1002501	1002749	1003314	1003501	1020077	1020155	1020322	1020417
1001858	1002190	1002502	1002750	1003315	1003502	1020078	1020158	1020328	1020419
1001859	1002228	1002521	1002751	1003366	1003518	1020079	1020162	1020329	1020420
1001883	1002230	1002522	1002757	1003368	1003580	1020080	1020163	1020331	1020423
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1001930	1002238	1002524	1002759	1003371	1003582	1020082	1020198	1020333	1020428
1001942	1002247	1002547	1002773	1003392	1003583	1020083	1020222	1020334	1020437
1001944	1002253	1002548	1002800	1003393	1003584	1020084	1020228	1020335	1020459
1001945	1002303	1002578	1002806	1003395	1003585	1020085	1020235	1020336	1020462
1001976	1002304	1002610	1002815	1003396	1003590	1020086	1020261	1020340	1020463
1001978	1002340	1002611	1002816	1003397	1003593	1020087	1020283	1020341	1020464
1001980	1002347	1002648	1002828	1003420	1003594	1020088	1020284	1020350	1020465
1002001	1002368	1002649	1002852	1003421	1003595	1020089	1020290	1020351	1020467
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Schedule 2**VZW SKUs Not Included in Sale**

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1070955	1070956	1070957	1070958	1070959	1070960	1070961	1070963	1070964	1070965
1070966	1070967	1070968	1070970	1070971	1070972	1070979	1070980	1070981	1070982
1070983	1070989	1070990	1070991	1070996	1070997	1070998	1070999	1071000	1071001
1071004	1071005	1071006	1071007	1071008	1071009	1071010	1071011	1071012	1071013
1071014	1071015	1071016	1071017	1071018	1071019	1071020	1071021	1071022	1071023
1071024	1071025	1071026	1071027	1071028	1071029	1071030	1071031	1071032	1071033
1071034	1071035	1071036	1071037	1071038	1071039	1071040	1071041	1071042	1071043
1071044	1071045	1071046	1071047	1071048	1071049	1071050	1071051	1071052	1071053
1071054	1071055	1071056	1071057	1071058	1071059	1071060	1071061	1071062	1071063
1071064	1071065	1071066	1071067	1071068	1071069	1071070	1071071	1071072	1071073
1071074	1071075	1071076	1071077	1071078	1071080	1071081	1071082	1071083	1071253
1071254	1071255	1071256	1071257	1071258	1071259	1071260	1071261	1071262	1071263
1071264	1071265	1071266	1071267	1071269	1071270	1071272	1071273	1071274	1071275
1071276	1071277	1071279	1071280	1071281	1071282	1071284	1071285	1071286	1071316
1071338	1071339	1071340	1071352	1071391	1071392	1071393	1071397	1071398	1071399
1071401	1071402	1078006	1078007	1078008	1000101	1000129	1000130	1000143	1000362
1000367	1000620	1001164	1000131	1001428	1001429	1001593	1001706	1000858	1000950
1002587	1002629	1003218	1003231	1003267	1003270	1003281	1003316	1003330	1003367
1003370	1003372	1003373	1003374	1003375	1003383	1003384	1003398	1003399	1003416
1003428	1003429	1003430	1003431	1003445	1003453	1003454	1003455	1003478	1003486
1003498	1003500	1003504	1003506	1003507	1003510	1003586	1003587	1003588	1003591

6/15/2015 DRAFT
SUBJECT TO FRE 408

Schedule 3

AT&T SKUs to be Replaced with Generic Descriptions

6801306
6801323
6801375
6801407
6801439
6801460
6802207