

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re:	:	Chapter 11
	:	
COLT HOLDING COMPANY LLC, <i>et al.</i> , ¹	:	Case No. 15-11296 (LSS)
	:	
Debtors.	:	Jointly Administered
	:	
	:	Re: D.I. 432

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

Upon the motion (the “**Motion**”)² of the Debtors for entry of an order (this “**Order**”) (i) establishing deadlines and procedures for filing proofs of claim (“**Proofs of Claim**”) in the Debtors’ chapter 11 cases (the “**Chapter 11 Cases**”); (ii) approving the proposed proof of claim form tailored to conform to the Chapter 11 Cases (the “**Proof of Claim Form**”); (iii) approving the proposed form of notice of deadlines and procedures for filing Proofs of Claim in the Chapter 11 Cases (the “**Bar Date Notice**”); and (iv) approving the proposed manner and sufficiency of service and publication of the Bar Date Notice, all as more fully set forth in the Motion; and due and sufficient notice of the Motion having been provided under the particular circumstances; and it appearing that no other or further notice need be provided; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Colt Holding Company LLC (0094); Colt Security LLC (4276); Colt Defense LLC (1950); Colt Finance Corp. (7687); New Colt Holding Corp. (6913); Colt’s Manufacturing Company LLC (9139); Colt Defense Technical Services LLC (8809); Colt Canada Corporation (5534); Colt International Coöperatief U.A. (6822); and CDH II Holdco Inc. (1782). The address of the Debtors’ corporate headquarters is: 547 New Park Avenue, West Hartford, Connecticut 06110.

² Capitalized terms used but not defined in this Order have the meanings used in the Motion.



pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order consistent with Article III of the United States Constitution; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and a hearing having been scheduled and held to consider the relief requested in the Motion (the “**Hearing**”); and the Court having reviewed and considered the *Limited Objection of International Union, UAW and its Local 376 to Debtors’ Motion for Entry of an Order Establishing Deadlines and Procedures for Filing Proofs of Claim and Approving Form and Manner Thereof*, dated September 15, 2015 [D.I. 465] (the “**Limited Objection**”) filed by the International Union, UAW and its Local 376 (together, the “**UAW**”) in response to the Motion, and the *Debtors’ Reply to the Limited Objection of International Union, UAW and its Local 376 to Debtors’ Motion for Entry of an Order Establishing Deadlines and Procedures for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof*, dated September 16, 2015 [D.I. 471] filed by the Debtors in further support of the Motion; and upon the record of the Hearing and all of the proceedings before the Court; and the Court having found and determined that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors, and any parties in interest; and that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and after due deliberation thereon and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is **GRANTED**, to the extent set forth herein.
2. The Limited Objection is **RESOLVED** pursuant to the terms of this Order.
3. Each person or entity, including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust, or governmental unit, that holds or asserts a claim, as defined in section 101(5) of the Bankruptcy Code, against

any of the Debtors shall file a separate Proof of Claim in the bankruptcy case of each Debtor against whom a claim is asserted; *provided, however*, that the Debtors may agree in writing to permit a claimant to file a Proof of Claim asserting a claim against more than one Debtor if such Proof of Claim clearly identifies each Debtor and its corresponding liability.

4. General Bar Date. Except as otherwise provided herein, any person or entity (excluding any governmental unit), asserting a claim against the Debtors in these Chapter 11 Cases must file a Proof of Claim so that it is actually received, as provided in paragraphs 9 and 10 below, by Kurtzman Carson Consultants LLC (“KCC”) on or before the General Bar Date to be designated by the Debtors, which shall be no earlier than the first business day that is at least 45 days after the date the Debtors complete service of the Bar Date Notice (the “**Service Date**”) at 5:00 p.m. (prevailing Eastern Time). The General Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 507(a)(4), (5), and (8) and 503(b)(9) of the Bankruptcy Code), and unsecured nonpriority claims. The Debtors shall include the designated General Bar Date in the Bar Date Notice and shall file a separate Notice of Designation of General Bar Date making the designated General Bar Date a matter of record. The Debtors may agree, by written stipulation in advance of the General Bar Date, to extend the General Bar Date on behalf of any claimant, but shall not be required to do so absent an order of the Court.

5. Governmental Unit Bar Date. All governmental units (as defined in section 101(27) of the Bankruptcy Code) asserting claims against one or more of the Debtors must file a Proof of Claim so that it is actually received, as provided in paragraphs 9 and 10 below, by KCC on or before **December 11, 2015 at 5:00 p.m. (prevailing Eastern Time)**.

6. Amended Schedule Bar Date. If, on or after the Service Date, the Debtors amend or supplement their Schedules to (a) reduce the undisputed, noncontingent, and liquidated amount of a claim, (b) change the nature or characterization of a claim, or (c) add a new claim to the Schedules, the affected claimant must file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim in accordance with the procedures described herein so that it is actually received, as provided in paragraphs 9 and 10 below, by KCC **on or before the later of (i) the General Bar Date or (ii) 30 days after the claimant is served with notice of the applicable amendment or supplement to the Schedules.**

7. Rejection Bar Date. In the event a Debtor rejects any executory contracts or unexpired leases pursuant to section 365 of the Bankruptcy Code, Proofs of Claim asserted in connection with such rejection must be filed so that they are actually received, as provided in paragraphs 9 and 10 below, by KCC **on or before the later of (i) the General Bar Date and (ii) 30 days after service of the order authorizing the rejection of such executory contract or unexpired lease.**

8. Notwithstanding any other provision of this Order, no Proof of Claim by or on behalf of (a) any active and/or retired member of UAW Local 376 and/or (b) any spouse or beneficiary of any such person, shall be required to be filed until entry of (i) an order authorizing rejection of the collective bargaining agreement entered into by the UAW and Colt's Manufacturing Company LLC on April 1, 2014 pursuant to section 1113 of the Bankruptcy Code or (ii) an order modifying or terminating retiree benefits pursuant to section 1114 of the Bankruptcy Code, as applicable. The deadline to file any such Proofs of Claim will be no later than the first business day that is 30 days after service of the applicable order.

9. Proofs of Claim mailed or delivered to KCC will be deemed timely filed only if actually received by KCC on or before the applicable Bar Date associated with such claim at the following address: 2335 Alaska Avenue, El Segundo, California 90245.

10. KCC shall not accept Proofs of Claim by facsimile, telecopy, e-mail, or other electronic submission.

11. The following persons or entities are not required to file Proofs of Claim:

- the U.S. Trustee on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
- any person or entity that has already properly filed a Proof of Claim against the correct Debtor(s) with either KCC or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- any person or entity (i) whose claim is listed in the Debtors' Schedules or any amendments thereto *and* (ii) whose claim is not described therein as "disputed," "contingent," or "unliquidated," *and* (iii) who does not dispute the amount or characterization of its claim as set forth in the Schedules (including that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules);
- professionals retained by the Debtors or any statutory committee pursuant to orders of this Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code;
- current officers and directors of the Debtors who assert claims for indemnification and/or contribution arising as a result of such officers' or directors' prepetition or postpetition services to the Debtors;
- any Debtor asserting a claim against another Debtor;
- any person or entity whose claim against the Debtors has been allowed by an order of the Court, entered on or before the applicable Bar Date;
- a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided, however,*

that a current employee must submit a proof of claim by the General Bar Date for all other claims arising before the Petition Date, including claims for benefits not provided for pursuant to an order of this Court, wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;

- any entity holding a claim for which a separate deadline is or has been fixed by this Court;
- holders of claims that are limited exclusively to the repayment of principal, interest, or other applicable fees and charges (a “**Debt Claim**”) owed under any bond or note issued by the Debtors pursuant to an indenture (a “**Debt Instrument**”); *provided, however*, that: (i) an indenture trustee under a Debt Instrument (the “**Indenture Trustee**”) must file one Proof of Claim, on or before the General Bar Date, with respect to all of the amounts owed under each of the Debt Instruments and such Proof of Claim shall be deemed to be asserted by the Indenture Trustee against every Debtor that is liable for the Debt Claim, without the necessity of filing separate Proofs of Claim against each Debtor, so long as the Proof of Claim sets forth in reasonable detail the basis and amount of the claim asserted against each Debtor and (ii) any holder of a Debt Claim wishing to assert a claim, other than a Debt Claim, arising out of or relating to a Debt Instrument must file a proof of claim on or before the General Bar Date, unless another exception in this paragraph applies; and
- the DIP Parties and the Prepetition Secured Parties, as defined in and under the *Final Order: (I) Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 Authorizing the Debtors to (A) Postpetition Financing, (B) Grant Senior Liens and Superpriority Administrative Expense Status, (C) Use Cash Collateral of Prepetition Secured Parties, and (D) Grant Adequate Protection to Prepetition Secured Parties; and (III) Granting Related Relief* [D.I. 202].

12. Except as otherwise provided herein, any entity asserting a Proof of Claim against more than one Debtor shall file a separate Proof of Claim with respect to each such Debtor and identify on each Proof of Claim the particular Debtor against which their claim is asserted. If more than one Debtor is listed on any particular Proof of Claim Form, such claim shall be deemed to have been filed only against the first listed Debtor. Any claim filed under the joint administration case number (Colt Holding Company LLC, *et al.*, Case No. 15-11296) or

otherwise without identifying a Debtor shall be deemed as filed only against Debtor Colt Holding Company LLC.

13. Any person or entity that is required to file a timely Proof of Claim in the form and manner specified by this Order and who fails to do so on or before the Bar Date associated with such claim (a) shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors or thereafter filing a Proof of Claim with respect thereto in these Chapter 11 Cases; (b) shall not, with respect to such claim, be treated as a creditor of the Debtors for the purpose of voting on any plan in the Chapter 11 Cases; and (c) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim in the Chapter 11 Cases.

14. The Bar Date Notice, substantially in the form attached to the Motion as Exhibit C, and the Proof of Claim Form, substantially in the form attached to the Motion as Exhibit B, are hereby approved in all respects.

15. The Bar Date Notice shall be deemed good, adequate, and sufficient notice of the relief granted by this Order to all known creditors of the Debtors if it is served, together with the Proof of Claim Form, via first-class U.S. mail, postage prepaid, no later than 45 days before the General Bar Date, upon all known persons and entities holding potential claims against the Debtors.

16. The Debtors will publish the Publication Notice, substantially in the form attached to the Motion as Exhibit D, in the national editions of *USA Today* and *The Globe and Mail*, *The Hartford Courant*, and *The Record* (Waterloo, Ontario edition), no later than 21 days prior to the General Bar Date, which Publication Notice is hereby approved in all respects and shall be deemed good, adequate, and sufficient notice of the General Bar Date by publication. In

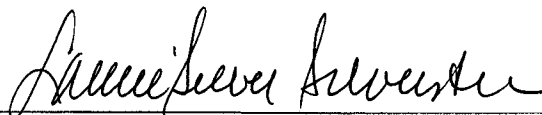
addition, the Debtors may, but are not required to, place the Publication Notice in local newspapers, trade journals or similar publications.

17. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute, or to assert offsets or defenses to, any claim reflected in the Schedules as to amount, liability, characterization, or otherwise, and to subsequently designate any claim as disputed, contingent, or unliquidated.

18. The Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

19. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: September 25 2015
Wilmington, Delaware



THE HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE