

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE

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In re: : **Chapter 11**
:
GT ADVANCED TECHNOLOGIES INC., et al.,: **Case No. 14-11916**
:
Debtors.¹ :
: **Joint Administration Requested**
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DEBTORS’ MOTION, PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a), 501, 502(b)(9), AND 503, BANKRUPTCY RULES 2002(l) AND 3003(c)(3), AND LBR 3001-1(b), FOR ENTRY OF ORDER (A) ESTABLISHING BAR DATE FOR FILING OF PROOFS OF CLAIM, (B) DESIGNATING FORM AND MANNER OF NOTICE THEREOF, AND (C) GRANTING RELATED RELIEF

GT Advanced Technologies Inc. (“GT”) and its affiliated debtors as debtors in possession in the above-captioned cases (collectively, “GTAT” or the “Debtors”) hereby submit this motion (the “Motion”), pursuant to sections 105, 501, 502(b)(9), and 503 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002(l) and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3001-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of New Hampshire (the “LBR”), for the entry of an order (a) establishing the bar date for filing proofs of claim, (b) designating the form and manner of notice thereof, and (c) granting GTAT such other further relief as is just and proper. In support of this Motion, GTAT respectfully represents:

¹ The Debtors, along with the last four digits of each debtor’s tax identification number, as applicable, are: GT Advanced Technologies Inc. (6749), GTAT Corporation (1760), GT Advanced Equipment Holding LLC (8329), GT Equipment Holdings, Inc. (0040), Lindbergh Acquisition Corp. (5073), GT Sapphire Systems Holding LLC (4417), GT Advanced Cz LLC (9815), GT Sapphire Systems Group LLC (5126), and GT Advanced Technologies Limited (1721). The Debtors’ corporate headquarters are located at 243 Daniel Webster Highway, Merrimack, NH 03054.



JURISDICTION, VENUE AND STATUTORY BASIS

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 105(a), 501, 502(b)(9), and 503 of the Bankruptcy Code, Bankruptcy Rules 2002(1) and 3003(c)(3), and LBR 3001-1(b).

BACKGROUND

3. On the date hereof (the "Petition Date"), GTAT commenced voluntary cases under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of New Hampshire (the "Court"). GTAT continues to operate its businesses and manage its properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases and no committees have been appointed or designated.

4. GTAT has requested that these chapter 11 cases be consolidated for procedural purposes only and jointly administered pursuant to Bankruptcy Rule 1015(b).

5. Information regarding GTAT's business, capital structure, and the circumstances leading to these chapter 11 cases is set forth in the *Declaration of Daniel W. Squiller in Support of Chapter 11 Petitions and First-Day Motions* (the "First Day Declaration"), which is incorporated herein by reference and filed contemporaneously herewith.

GTAT's Business

6. GTAT and its non-Debtor affiliates (collectively, the "GTAT Group") are leading manufacturers and suppliers of advanced materials and equipment for the global consumer

electronics, power electronics, solar, and LED industries. The GTAT Group designs and sells high-quality sapphire production equipment and materials for a wide variety of domestic and international markets, including the consumer electronics market. In addition, the GTAT Group's historical business is based in the solar industry, where it is a leading provider of key polysilicon and photovoltaic equipment, services and technologies. The GTAT Group is also in the process of developing and commercializing additional equipment and products, including an ion implantation equipment tool and advanced solar cell metallization and interconnect technology. As of the Petition Date, the GTAT Group employs approximately 1,100 full-time employees in the United States and abroad, approximately 1,000 of whom work for the Debtors. The stock of GT is publicly traded under the symbol "GTAT".

7. As of June 28, 2014, the GTAT Group's unaudited and consolidated financial statements reflected assets totaling approximately \$1.5 billion and liabilities totaling approximately \$1.3 billion.

RELIEF REQUESTED

8. Under LBR 3001-1(a), the Clerk of the Court customarily establishes a claims bar date that is 120 days after the petition date, unless the debtor files a motion seeking an alternative claims bar date pursuant to LBR 3001-1(b). By this Motion, GTAT seeks entry of such an order, substantially in form attached as Exhibit A (the "Proposed Bar Date Order") (a) establishing the deadline and related procedures for filing proofs of claim in these chapter 11 cases and (b) approving the form and manner of notice thereof.

BASIS FOR RELIEF REQUESTED

I. The Bar Dates

9. In order for GTAT to fully administer its chapter 11 estates and make distributions under a chapter 11 plan, GTAT must obtain complete and accurate information

regarding the nature, validity, and amount of all claims that will be asserted in these chapter 11 cases. The establishment of the claims bar dates described below is an essential component of those efforts.

10. The timing of filing of proofs of claim in a chapter 11 case generally is governed by Bankruptcy Rule 3003(c)(3), which provides in relevant part: “[t]he court shall fix and for cause shown may extend the time within which proofs of claim or interest may be filed.” FED. R. BANKR. P. 3003(c)(3). Moreover, Bankruptcy Rule 3003(c)(2) provides that any creditor who asserts a claim against a debtor that (a) is not scheduled or (b) is scheduled as disputed, contingent, or unliquidated must file a proof of claim by a bar date fixed by the Court, or such creditor shall not be treated as a creditor with respect to such claim for voting and distribution purposes. FED. R. BANKR. P. 3003(c)(2)

General Bar Date

11. GTAT requests that the Court establish 5:00 p.m. (E.T.) on the date that is 45 days after the date on which GTAT files and serve its *Schedules of Assets and Liabilities* (the “Schedules”) as the deadline for each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts), with the exception of governmental units and Apple Inc. and its affiliates (collectively, “Apple”), to file a proof of claim (“Proof of Claim”) with respect to any prepetition claim, as defined in section 101(5) of the Bankruptcy Code (“Claim”), including, without limitation, any claims under section 503(b)(9) of the Bankruptcy Code (“503(b)(9) Claim”), secured claims, and priority claims against GTAT.

12. On the Petition Date, GTAT filed a motion seeking an extension of its deadline to file its Schedules to 45 days after the Petition Date. After GTAT files its Schedules, GTAT will serve upon all known entities holding potential Claims, through its proposed claims and noticing agent, Kurtzman Carson Consultants LLC (the “Claims Agent”), a Proof of Claim form, in a

form substantially similar to the Proof of Claim form annexed as Exhibit 1 to the Proposed Bar Date Order (the “Proof of Claim Form”), and a notice of the Proposed Bar Date Order, in a form substantially similar to the notice annexed as Exhibit 2 to the Proposed Bar Date Order (the “Bar Date Notice” and, together with the Proof of Claim Form, the “Bar Date Package”). The date upon which GTAT commences service of the Bar Date Package is referred to herein as the “Service Date.” For the avoidance of doubt, GTAT requests that the Court establish the General Bar Date as 5:00 p.m. (E.T.) on the date that is 45 days after the Service Date. This ensures that potential creditors (other than Apple and governmental units) receive approximately 45 days’ notice after the Service Date to file their Claims in these chapter 11 cases. Moreover, on the actual Service Date, GTAT will file a notice on the docket indicating the exact calendar date of the General Bar Date.

Apple Bar Date

13. For reasons which GTAT has communicated to Apple and which GTAT will explain to the Court at the hearing on this Motion, GTAT requests that the Court establish 5:00 p.m. (E.T.) on the date that is forty-five days following the Petition Date as the deadline by which Apple must file a Proof of Claim (the “Apple Bar Date”) for any Claims Apple may hold that arose on or prior to the Petition Date. The Proposed Bar Date Order provides that the approval of this Motion will be without prejudice to the right of Apple to file a motion seeking an extension of the Apple Bar Date for cause, provided that any such motion is filed within 14 days of the entry and approval of the Proposed Bar Date Order.

14. GTAT’s Claims Agent will serve, by email, facsimile or overnight courier, a Bar Date Package on Apple as soon as practicable after entry of an order approving this Motion.

Governmental Bar Date

15. Section 502(b)(9) of the Bankruptcy Code provides that the “claim of a governmental unit shall be timely filed if it is filed before 180 days after the date of the order for relief or such later time as the Federal Rules of Bankruptcy Procedure may provide. . . .” 11 U.S.C. § 502(b)(9). GTAT proposes that the Court establish April 6, 2015 at 5:00 p.m. (E.T.) (the “Government Bar Date”) as the deadline for all governmental units (as such term is defined in section 101(27) of the Bankruptcy Code) to file a Proof of Claim in these chapter 11 cases on account of alleged Claims against GTAT.

Amended Schedules Bar Date

16. In the event that GTAT amends its Schedules to (a) designate a Claim as disputed, contingent, unliquidated, or undetermined, (b) change the amount of a Claim reflected therein, (c) change the classification of a Claim reflected therein, (d) add a Claim that was not listed on the Schedules, or (e) remove a Claim that was initially listed therein, GTAT will notify the applicable claimant of such amendment. GTAT proposes that the deadline for any holder of a Claim so designated, changed, added, or removed to file a Proof of Claim on account of any such Claim will be the later of (i) the General Bar Date or (ii) 5:00 p.m. (E.T.) on the date that is 30 days after GTAT provides notice to the holder of the amendment (the “Amended Schedules Bar Date”).

Rejection Bar Date

17. Certain entities may assert Claims in connection with GTAT’s rejection of executory contracts or unexpired leases pursuant to section 365 of the Bankruptcy Code (“Rejection Damage Claim”). GTAT proposes that any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that asserts a Rejection Damage Claim must file a Proof of Claim based on such rejection by the later of (i) the

General Bar Date or (ii) 5:00 p.m. (E.T.) on the date that is 30 days following the entry of the order approving the rejection of an executory contract or unexpired lease pursuant to which the entity asserting the Rejection Damage Claim is a party (the “Rejection Bar Date” together with the General Bar Date, the Governmental Bar Date, the Amended Schedules Bar Date and the Apple Bar, the “Bar Dates”). For the avoidance of doubt, to the extent GTAT rejects any executory contract or unexpired lease to which Apple is a party, Apple shall have until the Rejection Bar Date to file a Rejection Damage Claim.

18. Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a Claim (other than a Rejection Damage Claim) on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease, unless such party is expressly excluded from filing a Proof of Claim, must file a Proof of Claim for such amounts on or before the applicable Bar Date or such party shall not be permitted to vote to accept or reject any plan filed in these chapter 11 cases, participate in any distribution in these chapter 11 cases on account of such Claim, or receive further notices regarding such Claim.

19. At bottom, fixing the Bar Dates as described above will enable GTAT to receive, process, and begin its analysis of Claims in a timely and efficient manner and to proceed expeditiously to conclude the administration of these chapter 11 cases. GTAT submits that based on the procedures set forth below, the proposed Bar Dates will give creditors ample opportunity to prepare and file Proofs of Claim.

II. Proposed Procedures for Filing Proofs of Claim

20. LBR 3001-1(c) provides that all proofs of claim or interests must be filed with the Clerk of the Court, unless GTAT files an application to employ a claims agent (the “Claims Agent Application”) who will assist the Clerk of the Court with that function. If the Claims

Agent Application is approved by the Court, all Proofs of Claim can be filed with the claims agent. Concurrently with the filing of this Motion, GTAT has filed an application to employ Kurtzman Carson Consultants LLC as its Claims Agent.

21. Pursuant to the Proposed Bar Date Order, GTAT proposes the following procedures for filing Proofs of Claim:

- (a) A Proof of Claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Petition Date; (iii) conform substantially to the Proof of Claim Form (as defined below) or Official Bankruptcy Form No. 10 (“Official Form 10”); (iv) set forth with specificity the legal and factual basis for the alleged Claim; (v) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.
- (b) A Proof of Claim shall be deemed timely filed only if the Proof of Claim is mailed or delivered by hand, courier, or overnight service so as to be actually received by the Claims Agent on or before the applicable Bar Date at the following address:

GTAT Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245
- (c) Proofs of Claim sent by facsimile, telecopy, electronic mail, or other form of electronic transmission will not be accepted.
- (d) Proofs of claim shall specify by name and case number the Debtor against which the claim is filed; if the claimant wishes to assert a claim against more than one Debtor or has claims against different Debtors, the claimant shall file a separate Proof of Claim for each Debtor.

III. Parties Required to File Proofs of Claim by the Bar Dates

22. GTAT proposes that each of the following entities that fails to file a Proof of Claim by the applicable Bar Date with respect to a Claim shall not be treated as a creditor with

respect to such Claim for the purposes of voting and distribution under any plan confirmed in these chapter 11 cases:

- (a) Apple;
- (b) any entity whose Claim against GTAT is not listed in the Schedules or whose Claim is listed in the Schedules but is listed therein as disputed, contingent, or unliquidated and that desires to participate in these chapter 11 cases or share in any distribution under any confirmed chapter 11 plan in these chapter 11 cases;
- (c) any entity that believes that its Claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its Claim allowed in a classification or amount other than that identified in the Schedules; and
- (d) any entity that believes that its Claim as listed in the Schedules is not an obligation of the specific Debtor against which the Claim is listed and that desires to have its Claim allowed against a Debtor other than that identified in the Schedules.

IV. Parties Not Required to File Proofs of Claim by the Bar Dates

23. Pursuant to the Proposed Bar Date Order, the following persons or entities whose Claims would otherwise be subject to a Bar Date need not file a Proof of Claim on or before the applicable Bar Date with respect to the Claims described below:

- (a) Any person or entity whose Claim is listed on the Schedules and (i) whose Claim is not described thereon as “disputed,” “contingent,” or “unliquidated,” (ii) who does not dispute the amount or classification of the Claim set forth in the Schedules; and (iii) who does not dispute that the Claim is an obligation of the specific Debtor against which the Claim is listed on the Schedules;
- (b) Any person or entity whose Claim has been paid in full by GTAT in accordance with an order of this Court;
- (c) Professionals retained by GTAT or any statutory creditors’ committee (the “Committee”) pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court’s approval pursuant to sections 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);

- (d) Current officers and directors of GTAT who assert Claims for indemnification or contribution arising as a result of such officers' or directors' prepetition or postpetition services to GTAT;
- (e) Any direct or indirect non-debtor subsidiary or affiliate of GTAT;
- (f) Any person or entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- (g) Any person or entity that holds an interest in GTAT, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; provided, however, that interest holders that wish to assert Claims (as opposed to ownership interests) against GTAT that arise out of or relate to the ownership or purchase of an interest, including Claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date, unless another exception identified herein applies;
- (h) Any holder of a Claim, other than a 503(b)(9) Claim, allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense, which claims will be subject to a separate bar date;
- (i) Any person or entity that holds a Claim that has been allowed by an order of the Court entered on or before the applicable Bar Date;
- (j) Any holder of a Claim for which a separate deadline for filing a Proof of Claim is fixed by an order of the Court; and
- (k) Any holder of a Claim who has already properly filed a Proof of Claim with the Claims Agent or the Clerk of the Court on account of such Claim, utilizing a Claim form that substantially conforms to the Proof of Claim Form or Official Form 10.

24. Any person or entity that relies on the Schedules has the responsibility to determine that the Claim is accurately listed in the Schedules.

V. Consequences of Failure to File a Proof of Claim

25. Pursuant to Bankruptcy Rule 3003(c)(2), GTAT requests that any holder of a Claim against GTAT, other than those not required to file a Proof of Claim pursuant to the Proposed Bar Date Order, who fails to file a Proof of Claim on or before the applicable Bar Date not be permitted to vote to accept or reject any plan filed in these chapter 11 cases, participate in

any distribution in these chapter 11 cases on account of such Claim, or receive further notices regarding such Claim.

VI. Notice of Bar Dates and Bar Order

26. Pursuant to the Proposed Bar Date Order and Bankruptcy Rule 2002(a)(7), GTAT proposes to serve, through the Claims Agent, the Bar Date Package by first-class mail upon the following parties (the “Notice Parties”):

- (a) the U.S. Trustee;
- (b) counsel to any statutory committee appointed in these chapter 11 cases;
- (c) all known holders of Claims listed on the Schedules at the addresses stated therein;
- (d) all parties known to GTAT as having potential Claims against GTAT’s estates as of the Bar Date and their counsel (if known);
- (e) all known equity security holders of GTAT;
- (f) all parties who have requested notice pursuant to Bankruptcy Rule 2002 (as of the date of the entry of the Proposed Bar Date Order);
- (g) all counterparties to any of GTAT’s executory contracts and unexpired leases listed on the Schedules at the addresses stated therein;
- (h) the attorneys of record to all parties to pending litigation against GTAT (as of the date of the entry of the Proposed Bar Date Order);
- (i) the United States Attorney’s Office for the District of New Hampshire and the state attorneys general for the jurisdictions in which GTAT do business;
- (j) the Internal Revenue Service and all taxing and regulatory authorities for the jurisdictions in which GTAT does business; and
- (k) the Securities and Exchange Commission.

27. After the initial mailing of the Bar Date Package, GTAT anticipates that it may be appropriate to make supplemental mailings of notices in a number of situations, including in the event that (a) notices are returned by the post office with forwarding addresses (unless notices

are returned as “return to sender” without a forwarding address, in which case GTAT should not be required to mail additional notices to such creditors), (b) certain parties acting on behalf of parties in interest that decline to pass along notices to these parties and instead return their names and addresses to GTAT for direct mailing, and (c) additional potential claimants subsequently become known as a result of the Bar Date noticing process or otherwise. In this regard, GTAT requests that the Court permit them, with the assistance of the Claims Agent, to make supplemental mailings of the Bar Date Package in these and similar circumstances at any time in advance of the Bar Date, with any such mailings being deemed timely and the relevant Bar Date being applicable to recipient creditors. GTAT believes that these proposed supplemental mailings will help provide actual notice to known creditors wherever practicable, while at the same time preserving the integrity of the applicable Bar Date.

28. GTAT will post as soon as practicable the Proof of Claim Form and the Bar Date Notice on the website established by the Claims Agent for GTAT’s chapter 11 cases.

29. The proposed Bar Date Notice notifies the parties of the Bar Dates and contains information regarding who must file a Proof of Claim, the procedure for filing a Proof of Claim, the consequences of a failure to timely file a Proof of Claim, and where parties can find further related information.

30. In the interest of ensuring that all creditors receive notice of the Bar Dates, and in light of the size and reach of GTAT’s businesses, GTAT has determined that it would be prudent and in the best interest of its estates to give supplemental notice by publication. Thus, in accordance with Bankruptcy Rule 2002(l), GTAT seeks authority to publish the Bar Date Notice, modified for publication in substantially the form annexed as Exhibit 3 to the Proposed Bar Date Order (the “Publication Notice”), once in the national edition of either the *New York Times* or the

Wall Street Journal, on or before 30 days prior to the General Bar Date, thus satisfying the requirements of Bankruptcy Rule 2002(a)(7). The Publication Notice will include a telephone number that creditors may call and a website that they may visit to obtain copies of the Proof of Claim Form, and information concerning the procedures for filing Proofs of Claim in these chapter 11 cases.

VII. The Proof of Claim Form

31. GTAT, with the assistance of the Claims Agent, has prepared the Proof of Claim Form annexed as Exhibit 1 to the Proposed Bar Date Order. The Proof of Claim Form substantially conforms to Official Form 10, but is tailored to these chapter 11 cases. The substantive modifications to the Official Form 10 proposed by GTAT include the following:

- (a) adding a field to determine whether a 503(b)(9) Claim is being asserted; and
- (b) indicating how GTAT has identified each creditor's respective claim on the Schedules, including the amount of the claim, type of Claim held by such creditor (*i.e.*, non-priority unsecured, priority unsecured, secured), and whether the claim has been listed as contingent, unliquidated, or disputed.

32. When sent to a creditor, the Proof of Claim Form will be further customized (to the extent possible) to contain certain information about the creditor. Any entity that relies on the information in the Schedules will bear full and absolute responsibility for determining that its Claim is accurately listed therein.

BASIS FOR RELIEF REQUESTED

The Court has Authority To Establish the Bar Dates

33. Bankruptcy Rule 3003(c)(3) provides that the Court "shall fix. . . the time within which proofs of claim or interest may be filed." Bankruptcy Rule 2002(a)(7) provides that debtors must provide at least 21 days' notice by mail of the deadline to file proofs of claim. In

addition, Bankruptcy Rule 2002(p)(2) requires debtors to provide 30 days' notice to creditors with a foreign address. Bankruptcy Rule 3002(c)(1) provides that "[a] proof of claim filed by a governmental unit . . . is timely filed if it is filed not later than 180 days after the date or the order for relief." FED. R. BANKR. P. 3002(c)(1).

34. GTAT submits that the proposed Bar Dates and notice procedures described herein comply with the Bankruptcy Rules and provide sufficient time for all parties in interest to assert any Claims. Further, because the proposed procedures will provide notice to all known parties in interest by mail and notice to any unknown parties in interest by publication, GTAT submits that the proposed notice procedures are reasonably calculated to provide notice to all parties that may wish to assert a Claim in these chapter 11 cases.

35. The Claims Agent will post the Proof of Claim Form, along with instructions for filing Proofs of Claim, on the website established for these chapter 11 cases (<http://www.kccllc.net/GTAT>). The Bar Date Notice will also provide that GTAT's Schedules may be accessed through the same website or by contacting the Claims Agent at (888) 647-1732 (or outside of the U.S. at (310) 751-2622)). Accordingly, GTAT submits that no further or other notice of the Bar Dates is necessary and that the proposed notice procedures set forth herein provide due and proper notice of the Bar Dates.

The Proposed Publication Notice is Adequate

36. In order to provide broad and appropriate notice to potential creditors, GTAT proposes, pursuant to Bankruptcy Rule 2002(1), to publish notice of the Bar Dates in a national newspaper. Specifically, GTAT intends to publish notice of the Bar Dates in the national edition of either the *New York Times* or the *Wall Street Journal* on or before 30 days prior to the General Bar Date, thus satisfying the requirements of Bankruptcy Rule 2002(a)(7). The Debtors believe

that a broad, national publication such as those proposed here provides more than adequate notice of the Bar Dates to potential unknown holders of claims.

RESERVATION OF RIGHTS

37. Nothing contained herein is intended or should be construed as an admission of the validity of any claim against GTAT, a waiver of GTAT's rights to dispute any claim, or an approval or assumption of any agreement, contract, or lease under section 365 of the Bankruptcy Code. GTAT expressly reserves its right to contest any invoice or claim related to the relief requested herein in accordance with applicable law.

NOTICE

38. Notice of this Motion has been provided by email, facsimile or overnight courier to: (a) the Office of the United States Trustee for Region 1, 1000 Elm Street, Suite 605 Manchester, NH 03101, Attn: Geraldine L. Karonis; (b) the creditors holding the 30 largest unsecured claims against GTAT's estates (on a consolidated basis); (c) the indenture trustee for the Debtors' (i) 3.00% Convertible Senior Notes due 2017, and (ii) 3.00% Convertible Senior Notes due 2020, U.S. Bank National Association, 60 Livingston Avenue, St. Paul, MN 55107, Attn: Hazrat R. Haniff; (d) the Internal Revenue Service, 1000 Elm St., 9th Floor Manchester, NH 03101, Attn: District and Regional Directors; (e) U.S. Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549; (f) Apple Inc., 1 Infinite Loop, Cupertino, CA 95014, Attn: Jessica L. Fink, Senior Restructuring Counsel; and (g) those parties who have formally filed requests for notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002.

NO PRIOR REQUEST

39. No previous request for the relief sought herein has been made by GTAT to this or any other court.

WAIVER OF MEMORANDUM OF LAW

40. GTAT requests that the Court waive and dispense with the requirement set forth in LBR 7102(b)(2) that any motion filed shall have an accompanying memorandum of law. The legal authorities upon which GTAT relies are set forth in the Motion. Accordingly, GTAT submits that a waiver of the LBR 7102(b)(2) requirement is appropriate under these circumstances.

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WHEREFORE, GTAT respectfully requests entry of the attached order granting the relief requested herein and granting GTAT such other and further relief as is just and proper.

Dated: October 6, 2014
Manchester, NH

/s/ Daniel W. Sklar

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Proposed Co-Counsel to the Debtors and Debtors in Possession

EXHIBIT A

PROPOSED ORDER

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE

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In re: : **Chapter 11**
 :
GT ADVANCED TECHNOLOGIES INC., et al., : **Case No. 14-11916**
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Debtors.¹ :
 : **Jointly Administered**
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 : **RE: Docket No. __**
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ORDER, PURSUANT TO BANKRUPTCY CODE SECTIONS 105(A), 501, 502(b)(9), AND 503, BANKRUPTCY RULES 2002(L) AND 3003(C)(3), AND LBR 3001-1(b), (A) ESTABLISHING BAR DATE FOR FILING OF PROOFS OF CLAIM, (B) DESIGNATING FORM AND MANNER OF NOTICE THEREOF, AND (C) GRANTING RELATED RELIEF

Upon the motion (the “Motion”)² of GT Advanced Technologies Inc. (“GT”) and its affiliated debtors as debtors in possession (collectively, “GTAT” or the “Debtors”), for entry of an order, pursuant to sections 105, 501, 502(b)(9), and 503 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002(l) and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3001-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of New Hampshire (the “LBR”), (a) establishing the bar date for filing proofs of claim (b) designating the form and manner of notice thereof, and (C) granting GTAT such other further relief as is just and proper, as set forth more fully in the Motion; and upon consideration of the First Day Declaration; and it appearing that the relief

¹ The Debtors, along with the last four digits of each debtor’s tax identification number, as applicable, are: GT Advanced Technologies Inc. (6749), GTAT Corporation (1760), GT Advanced Equipment Holding LLC (8329), GT Equipment Holdings, Inc. (0040), Lindbergh Acquisition Corp. (5073), GT Sapphire Systems Holding LLC (4417), GT Advanced Cz LLC (9815), GT Sapphire Systems Group LLC (5126), and GT Advanced Technologies Limited (1721). The Debtors’ corporate headquarters are located at 243 Daniel Webster Highway, Merrimack, NH 03054.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

requested is in the best interests of GTAT's estates, its creditors, and other parties in interest; and this 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 pursuant to 28 U.S.C. § 157; and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Except as otherwise provided herein, all persons or entities (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against GTAT ("Claim"), including, without limitation, any claims under section 503(b)(9) of the Bankruptcy Code ("503(b)(9) Claim"), secured claims, and priority claims, which arose on or prior to the Petition Date, who do not file a proof of such Claim (a "Proof of Claim") in the manner provided for herein so that it is actually received on or before 5:00 p.m. (E.T.) on the date which is 30 days after the Service Date (the "General Bar Date") shall not be permitted to vote to accept or reject any plan filed in these chapter 11 cases, participate in any distribution in these chapter 11 cases on account of such Claim, or receive further notices regarding such Claim.
3. Except with respect to Rejection Damage Claims, if Apple Inc. or its affiliates (collectively, "Apple") do not file a Proof of Claim on account of any Claims Apple may hold that arose on or prior to the Petition Date so that it is actually received on or before 5:00 p.m.

(ET) on the date that is forty-five days following the Petition Date (the “Apple Bar Date”), Apple shall not be permitted to vote to accept or reject any plan filed in these chapter 11 cases, participate in any distribution in these chapter 11 cases on account of such Claim, or receive further notices regarding such Claim; provided, however, that the entry of this Order shall be without prejudice to the right of Apple to file a motion seeking an extension of the Apple Bar Date for cause, provided that any such motion is filed within 14 days of the entry of this Order.

4. GTAT shall cause a copy of the Bar Date Notice and a Proof of Claim (the “Bar Date Notice Package”) to be served, by email, facsimile or overnight courier, on Apple as soon as practicable after entry of this Order.

5. Except as otherwise provided herein, all governmental units, as defined in section 101(27) of the Bankruptcy Code, who do not file a Proof of Claim so that it is actually received on or before April 6, 2015 at 5:00 p.m. (E.T.) (the “Government Bar Date”) shall not be permitted to vote to accept or reject any plan filed in these chapter 11 cases, participate in any distribution in these chapter 11 cases on account of such Claim, or receive further notices regarding such Claim.

6. The following procedures apply for the filing of Proofs of Claim in these chapter 11 cases:

- (a) A Proof of Claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Petition Date; (iii) conform substantially to the Proof of Claim Form (as defined below) or Official Bankruptcy Form No. 10 (“Official Form 10”); (iv) set forth with specificity the legal and factual basis for the alleged Claim; (v) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.
- (b) A Proof of Claim shall be deemed timely filed only if the Proof of Claim is mailed or delivered by hand, courier, or overnight service so as to be

actually received by the Claims Agent on or before the applicable Bar Date at the following address:

GTAT Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245

- (c) Proofs of Claim sent by facsimile, telecopy, electronic mail, or other form of electronic transmission will not be accepted.
- (d) Proofs of Claim shall specify by name and case number the Debtor against which the claim is filed; if the claimant wishes to a claim against more than one Debtor or has claims against different Debtors, the claimant shall file a separate Proof of Claim for each Debtor.

7. The following persons and entities are not required to file a Proof of Claim on or before the applicable Bar Date:

- (a) Any person or entity whose Claim is listed on the Schedules and (i) whose Claim is not described thereon as “disputed,” “contingent,” or “unliquidated,” (ii) who does not dispute the amount or classification of the Claim set forth in the Schedules; and (iii) who does not dispute that the Claim is an obligation of the specific Debtor against which the Claim is listed on the Schedules;
- (b) Any person or entity whose Claim has been paid in full by GTAT in accordance with any order of this Court;
- (c) Professionals retained by GTAT or any statutory creditors’ committee (the “Committee”) pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court’s approval pursuant to sections 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- (d) Current officers and directors of GTAT who assert Claims for indemnification or contribution arising as a result of such officers’ or directors’ prepetition or postpetition services to GTAT;
- (e) Any direct or indirect non-debtor subsidiary or affiliate of GTAT;
- (f) Any person or entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- (g) Any person or entity that holds an interest in GTAT, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to

purchase, sell or subscribe to such a security or interest; provided, however, that interest holders that wish to assert Claims (as opposed to ownership interests) against GTAT that arise out of or relate to the ownership or purchase of an interest, including Claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date, unless another exception identified herein applies;

- (h) Any holder of a Claim, other than a 503(b)(9) Claim, allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense, which claims will be subject to a separate bar date;
- (i) Any person or entity that holds a Claim that has been allowed by an order of the Court entered on or before the applicable Bar Date;
- (j) Any holder of a Claim for which a separate deadline for filing a Proof of Claim is fixed by an order of the Court; and
- (k) Any holder of a Claim who has already properly filed a Proof of Claim with the Claims Agent or the Clerk of the United States Bankruptcy Court for the District of New Hampshire on account of such Claim, utilizing a Claim form that substantially conforms to the Proof of Claim Form or Official Form 10.

8. If GTAT amends or supplements the Schedules subsequent to the date of service of the Bar Date Notice, GTAT shall give notice of any such amendment or supplement to the holders of Claims affected thereby, and such holders shall be afforded the later of (i) the General Bar Date or (ii) 5:00 p.m. (E.T.) on the date that is 30 days from the date on which such notice is given, to file Proofs of Claim with respect to their Claims (the "Amended Schedules Bar Date").

9. Any person or entity holding a Claim arising from GTAT's rejection of an executory contract or unexpired lease (a "Rejection Damage Claim") must file a Proof of Claim on account of such Rejection Damage Claim on or before the later of (i) the General Bar Date or (ii) 5:00 p.m. (E.T.) on the date that is 30 days following the entry of the order approving the rejection of the executory contract or unexpired lease pursuant to which the entity asserting the Rejection Damage Claim is a party (the "Rejection Bar Date," and collectively with the General

Bar Date, the Apple Bar Date, the Government Bar Date, and the Amended Schedules Bar Date, the “Bar Dates”).

10. Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a Claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a Rejection Damage Claim) must file a Proof of Claim for such amounts on or before the applicable Bar Date unless such party is expressly excluded from filing a Proof of Claim.

11. Any holder of a Claim against GTAT, other than those not required to file a Proof of Claim pursuant to the terms of this Order, who fails to file a Proof of Claim in accordance with this Order on or before the applicable Bar Date shall not be permitted to vote to accept or reject any plan of reorganization filed in these chapter 11 cases, participate in any distribution in these chapter 11 cases on account of such Claim, or receive further notices regarding such Claim.

12. GTAT shall cause copies of the Bar Date Notice Package to be mailed to all the Notice Parties (as identified in the Motion) by first class mail. On the date GTAT commences service of the Bar Date Notice Package (the “Service Date”), GTAT shall also file on the docket in these chapter 11 cases a copy of the Bar Date Notice that specifies the actual date of the General Bar Date. On or prior to the Service Date, GTAT shall post the Proof of Claim Form and Bar Date Notice on the website established by the Claims Agent for these chapter 11 cases

13. GTAT is hereby authorized to provide supplemental mailings of the Bar Date Package at any time in advance of the applicable Bar Date, as may be necessary in situations, including, without limitation, (a) notices that are returned by the post office with forwarding addresses, (b) certain parties acting on behalf of parties in interest that decline to pass along notices to these parties and instead return their names and addresses to GTAT for direct mailing

and (c) additional potential claimants that subsequently become known to GTAT as the result of the Bar Date noticing process or otherwise. Notwithstanding the foregoing, GTAT shall not be required to provide any additional notice to any party to whom GTAT mailed the Bar Date Package in accordance with the terms of this Order and such notice was returned to GTAT as undeliverable without a forwarding address.

14. The Proof of Claim Form and the Bar Date Notice, in substantially the form attached hereto as Exhibit 1 and Exhibit 2, respectively, are hereby approved in all respects. Prior to mailing the Bar Date Notice and the Proof of Claim Forms, GTAT may fill in, or cause to be filled in, any missing dates and other information, correct any typographical errors, conform the provisions thereof to the provisions of this Order, and make such other, non-material changes as GTAT deems necessary or appropriate.

15. Pursuant to Bankruptcy Rule 2002(f), GTAT shall publish notice of the Bar Date, in substantially the form attached hereto as Exhibit 3 (the "Publication Notice"), once in the national edition of either the *New York Times* or the *Wall Street Journal*, at least 30 days prior to the General Bar Date, which publication is hereby approved in all respects and shall be deemed good, adequate, and sufficient publication notice of the Bar Date. Prior to publishing the Publication Notice, GTAT may fill in, or caused to be filled in, any missing dates and other information, correct any typographical errors, conform the provisions thereof to the provisions of this Order and make such other, non-material changes as GTAT deems necessary or appropriate.

16. Nothing in this Order (i) shall impair, prejudice, waive or otherwise affect the rights of GTAT to dispute, or to assert offsets or defenses to, any Claim reflected in the Schedules or to object to any Claim or Proof of Claim filed in these chapter 11 cases, as to amount, liability, characterization or otherwise, and to subsequently designate any claim as

disputed, contingent or unliquidated on the Schedules or otherwise or (ii) shall preclude GTAT from objecting to any Claim, whether scheduled or filed or unfiled, on any grounds.

17. Entry of this Order is without prejudice to the rights of GTAT to seek a further order of this Court fixing a date by which any holders of Claims or interests not subject to the Bar Dates established herein must file such Proofs of Claim or interest or be forever barred, estopped, and enjoined from (i) voting to accept or reject any plan filed in these chapter 11 cases and (ii) participating in or otherwise receiving any payment or distribution of property from GTAT, its estates, or its successors or assigns with respect to such Claims.

18. The requirement set forth in LBR 7102(b)(2) that any motion filed shall have an accompanying memorandum of law is waived.

19. GTAT and its Claims Agent are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

20. This Court retains jurisdiction with respect to all matters arising from or related to the interpretation, implementation or enforcement of this Order.

Date: _____, 2014
Manchester, NH

CHIEF UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

PROOF OF CLAIM FORM

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEW HAMPSHIRE		PROOF OF CLAIM									
Indicate Debtor against which you assert a claim by checking the appropriate box below. (Check only one Debtor per claim form.)											
<table style="width:100%; border: none;"> <tr> <td style="width:33%; border: none;"><input type="checkbox"/> GT Advanced Technologies Inc. (14-11916)</td> <td style="width:33%; border: none;"><input type="checkbox"/> GT Advanced Technologies Limited (14-11920)</td> <td style="width:33%; border: none;"><input type="checkbox"/> GT Sapphire Systems Holding LLC (14-11924)</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> GT Advanced Cz LLC (14-11925)</td> <td style="border: none;"><input type="checkbox"/> GT Equipment Holdings, Inc. (14-11917)</td> <td style="border: none;"><input type="checkbox"/> GTAT Corporation (14-11919)</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> GT Advanced Equipment Holding LLC (14-11929)</td> <td style="border: none;"><input type="checkbox"/> GT Sapphire Systems Group LLC (14-11923)</td> <td style="border: none;"><input type="checkbox"/> Lindbergh Acquisition Corp. (14-11922)</td> </tr> </table>			<input type="checkbox"/> GT Advanced Technologies Inc. (14-11916)	<input type="checkbox"/> GT Advanced Technologies Limited (14-11920)	<input type="checkbox"/> GT Sapphire Systems Holding LLC (14-11924)	<input type="checkbox"/> GT Advanced Cz LLC (14-11925)	<input type="checkbox"/> GT Equipment Holdings, Inc. (14-11917)	<input type="checkbox"/> GTAT Corporation (14-11919)	<input type="checkbox"/> GT Advanced Equipment Holding LLC (14-11929)	<input type="checkbox"/> GT Sapphire Systems Group LLC (14-11923)	<input type="checkbox"/> Lindbergh Acquisition Corp. (14-11922)
<input type="checkbox"/> GT Advanced Technologies Inc. (14-11916)	<input type="checkbox"/> GT Advanced Technologies Limited (14-11920)	<input type="checkbox"/> GT Sapphire Systems Holding LLC (14-11924)									
<input type="checkbox"/> GT Advanced Cz LLC (14-11925)	<input type="checkbox"/> GT Equipment Holdings, Inc. (14-11917)	<input type="checkbox"/> GTAT Corporation (14-11919)									
<input type="checkbox"/> GT Advanced Equipment Holding LLC (14-11929)	<input type="checkbox"/> GT Sapphire Systems Group LLC (14-11923)	<input type="checkbox"/> Lindbergh Acquisition Corp. (14-11922)									
NOTE: This form should not be used to make a claim for an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) arising after the commencement of the case. A "request" for payment of an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) may be filed pursuant to 11 U.S.C. § 503.											
Name of Creditor (the person or other entity to whom the debtor owes money or property):		<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____									
Name and address where notices should be sent:											
Telephone number: _____ email: _____		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars. 5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. §507 (a)(4). <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5). <input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8). <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(____). Amount entitled to priority: \$ _____ * Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment									
Name and address where payment should be sent (if different from above):											
Telephone number: _____ email: _____											
1. Amount of Claim as of Date Case Filed: \$ _____ If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.											
2. Basis for Claim: _____ (See instruction #2)											
3. Last four digits of any number by which creditor identifies debtor: _____	3a. Debtor may have scheduled account as: _____ (See instruction #3a)	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)									
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable (when case was filed) Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____											
6. Claim Pursuant to 11 U.S.C. § 503(b)(9): Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ _____ (See instruction #6)											
7. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #7)											
8. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #8, and the definition of "redacted".) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:											
9. Signature: (See instruction #9) Check the appropriate box. <input type="checkbox"/> I am the creditor. <input type="checkbox"/> I am the creditor's authorized agent. <input type="checkbox"/> I am the trustee, or the debtor, or their authorized agent. <input type="checkbox"/> I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3004.) (See Bankruptcy Rule 3005.)											
I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief. Print Name: _____ Title: _____ Company: _____ (Signature) _____ (Date)		COURT USE ONLY									
Address and telephone number (if different from notice address above): _____ Telephone number: _____ Email: _____											

B 10 Modified (Official Form 10) (04/13) cont.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form**Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Claim Pursuant to 11 U.S.C. §503(b)(9):

Check this box if you have a claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim. (See Definitions.)

7. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

8. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

9. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS**Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Claim Pursuant to 11 U.S.C. §503(b)(9):

Any claim entitled to treatment in accordance with Section 503(b)(9) of the Bankruptcy Code. Specifically, Section 503(b)(9) claims are those claims for the "value of any goods received by the debtor, within 20 days before the date of commencement of a case under this title in which the goods have been sold to the debtor in the ordinary course of such debtor's business." 11 U.S.C. § 503(b)(9)

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION**Acknowledgment of Filing of Claim**

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <http://www.kccllc.net/GTAT>

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

GTAT Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245

EXHIBIT 2

BAR DATE NOTICE

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE**

	X	
	:	
<i>In re:</i>	:	Chapter 11
	:	
GT ADVANCED TECHNOLOGIES, INC., et al.;	:	Case No. 14-11916
	:	
Debtors.¹	:	
	:	Jointly Administered
	:	
	:	
	X	

NOTICE OF BAR DATES FOR FILING PROOFS OF CLAIM

On October 6, 2014 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, “GTAT” or the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of New Hampshire (the “Court”).

On _____, the Court entered an order in the chapter 11 cases [Docket No. ____] (the “Bar Date Order”)² establishing certain claims bar dates in these chapter 11 cases. Under the Bar Date Order, the Court established _____ at 5:00 p.m. (E.T.) as the general claims bar date (the “General Bar Date”). Except as described below, the Bar Date Order requires all persons or entities that have or assert any prepetition claims (“Claim”) against GTAT to file proofs of claim with Kurtzman Carson Consultants LLC (“KCC”), the claims and noticing agent in these chapter 11 cases, so that their proofs of claim are actually received by the Claims Agent on or before 5:00 p.m. (E.T.) on the General Bar Date.

For your convenience, enclosed with this Notice is a proof of claim form, which identifies on its face the amount, nature, and classification of your Claim(s), if any, listed in GTAT’s schedules of assets and liabilities filed in these chapter 11 cases (the “Schedules”). If GTAT believes that you hold a Claim against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your Claim listed in the Schedules.

¹ The Debtors, along with the last four digits of each debtor’s tax identification number, as applicable, are: GT Advanced Technologies Inc. (6749), GTAT Corporation (1760), GT Advanced Equipment Holding LLC (8329), GT Equipment Holdings, Inc. (0040), Lindbergh Acquisition Corp. (5073), GT Sapphire Systems Holding LLC (4417), GT Advanced Cz LLC (9815), GT Sapphire Systems Group LLC (5126), and GT Advanced Technologies Limited (1721). The Debtors’ corporate headquarters are located at 243 Daniel Webster Highway, Merrimack, NH 03054.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Bar Date Order.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE YOU HAVE A CLAIM.

Definitions

“Entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes, but is not limited to, all persons (including, without limitation, individuals, partnerships and corporations), estates, trusts, and governmental units.

“Governmental Unit” has the meaning given to it in section 101(27) of the Bankruptcy Code and includes, without limitation, the United States; states; commonwealths; districts; territories; municipalities; foreign states; or departments; agencies or instrumentalities of the United States.

“Claim” shall mean, as to or against GTAT and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, legal, equitable, secured or unsecured; or (b) 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.

“503(b)(9) Claim” shall mean a Claim for the value of any goods received by GTAT within 20 days before the Petition Date and such goods were sold to GTAT in the ordinary course of GTAT’s business.

WHO MUST FILE A PROOF OF CLAIM AND THE APPLICABLE BAR DATES

The Bar Dates

The Bar Date Order established the following bar dates for filing proofs of claim in these chapter 11 cases (collectively, the “Bar Dates”):

- (a) **General Bar Date**: The last date and time for all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert a Claim, **including, without limitation, any claims under section 503(b)(9) of the Bankruptcy Code** (“503(b)(9) Claim”), secured claims, and priority claims, which arose on or prior to the Petition Date, to file proofs of such claim is the General Bar Date.
- (b) **Apple Bar Date**: Except with respect to Rejection Damage Claims, the last date and time for Apple Inc. or its affiliates to file Proofs of Claim against GTAT on account of Claims arising on or prior to the Petition Date is **forty-five days after the Petition Date** (the “Apple Bar Date”).

- (c) **Government Bar Date:** The last date and time for filing proofs of claim by governmental units (as defined in section 101(27) of the Bankruptcy Code) against GTAT is **April 6, 2015 at 5:00 p.m. (E.T.)** (the "Government Bar Date").
- (d) **Amended Schedules Bar Date:** If GTAT amends or supplements its Schedules subsequent to the service of this Notice, GTAT will give notice of any such amendment or supplement to the holders of Claims affected thereby, and such holders shall be afforded the later of (i) the General Bar Date or (ii) 5:00 p.m. (E.T.) on the date that is 30 days from the date on which such notice is given, to file Proofs of Claim with respect to their Claims (the "Amended Schedules Bar Date").
- (e) **Rejection Bar Date:** The last date and time for any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) whose Claim arises out of the Court-approved rejection of an executory contract or unexpired lease in accordance with section 365 of the Bankruptcy Code ("Rejection Damage Claim") to file a Proof of Claim is the later of (i) the General Bar Date or (ii) 5:00 p.m. (E.T.) on the date that is 30 days following the entry of the order approving the rejection of the executory contract or unexpired lease pursuant to which the entity asserting the Rejection Damage Claim is a party (the "Rejection Bar Date," and collectively with the General Bar Date, the Apple Bar Date, the Government Bar Date and the Amended Schedules Bar Date, the "Bar Dates").

Entities That Must File Proof of Claim by the Applicable Bar Date

Subject to the terms described above for holders of a Rejection Damage Claim, without limitation, each of the following entities that fails to file a Proof of Claim by the applicable Bar Date with respect to a Claim shall not be treated as a creditor with respect to such Claim for the purposes of voting and distribution under any plan confirmed in these chapter 11 cases:

- (a) Apple;
- (b) any entity whose prepetition claim against GTAT is not listed in the Schedules or whose prepetition claim is listed in the Schedules but is listed therein as disputed, contingent, or unliquidated and that desires to participate in these chapter 11 cases or share in any distribution under any confirmed chapter 11 plan in these chapter 11 cases;
- (c) any entity that believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its claim allowed in a classification or amount other than that identified in the Schedules; and
- (d) any entity that believes that its prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed

and that desires to have its claim allowed against a debtor other than that identified in the Schedules.

Entities Not Required to File Proofs of Claim by the Applicable Bar Date

The Bar Date Order further provides that the following persons and entities need not file proofs of claim on or before the applicable Bar Date:

- (a) Any person or entity whose Claim is listed on the Schedules and (i) whose Claim is not described thereon as “disputed,” “contingent,” or “unliquidated,” (ii) who does not dispute the amount or classification of the Claim set forth in the Schedules; and (iii) who does not dispute that the Claim is an obligation of the specific Debtor against which the Claim is listed on the Schedules’
- (b) Any person or entity whose Claim has been paid in full by GTAT in accordance with an order of this Court ;
- (c) Professionals retained by GTAT or any statutory creditors’ committee (the “Committee”) pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court’s approval pursuant to sections 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- (d) Current officers and directors of GTAT who assert Claims for indemnification or contribution arising as a result of such officers’ or directors’ prepetition or postpetition services to GTAT;
- (e) Any direct or indirect non-debtor subsidiary or affiliate of GTAT;
- (f) Any person or entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- (g) Any person or entity that holds an interest in GTAT, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; provided, however, that interest holders that wish to assert Claims (as opposed to ownership interests) against GTAT that arise out of or relate to the ownership or purchase of an interest, including Claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date, unless another exception identified herein applies;
- (h) Any holder of a Claim, other than a 503(b)(9) Claim, allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense, which claims will be subject to a separate bar date;

- (i) Any person or entity that holds a Claim that has been allowed by an order of the Court entered on or before the applicable Bar Date;
- (j) Any holder of a Claim for which a separate deadline for filing a Proof of Claim is fixed by an order of the Court; and
- (k) Any holder of a Claim who has already properly filed a Proof of Claim with the Claims Agent or the Clerk of the United States Bankruptcy Court for the District of New Hampshire on account of such Claim, utilizing a Claim form that substantially conforms to the Proof of Claim Form or Official Form 10.

CONSEQUENCES OF FAILURE TO FILE TIMELY PROOF OF CLAIM

Any person, entity, or governmental unit not excepted from filing a Proof of Claim pursuant to the Bar Date Order, that fails to do so by the applicable Bar Date and in the form and manner provided for in the Bar Date Order shall not be permitted to vote to accept or reject any plan filed in these chapter 11 cases, participate in any distribution in these chapter 11 cases on account of such Claim, or receive further notices regarding such Claim.

If it is unclear from the Schedules whether your Claim is disputed, contingent, or unliquidated or is otherwise properly listed and classified, you must file a Proof of Claim on or before the applicable Bar Date. Any person, entity, or governmental unit that relies on the information in the Schedules bears full and absolute responsibility for determining that its Claim is accurately listed therein.

RESERVATION OF RIGHTS

GTAT reserves the right to dispute, or to assert offsets or defenses to, any Claim reflected in the Schedules or to object to any Claim or Proof of Claim filed in these chapter 11 cases, as to amount, liability, characterization, or otherwise, and to subsequently designate any claim as disputed, contingent, or unliquidated on the Schedules or otherwise. Nothing contained in this Notice shall preclude GTAT from objecting to any Claim, whether scheduled or filed or unfiled, on any grounds.

PROCEDURES FOR FILING PROOFS OF CLAIM

Except as otherwise provided herein, Proofs of Claim must be filed so as to be actually received no later than 5:00 p.m. (E.T.) on the applicable Bar Date, at the following address:

GTAT Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245

A Proof of Claim will be deemed timely only if the original Proof of Claim is mailed or delivered by hand, courier or overnight service so as to be **actually received** by the Claims Agent on or before the applicable Bar Date. Proofs of Claim may not be sent by facsimile, telecopy, electronic mail or other form of electronic transmission. A claimant who wishes to receive acknowledgement of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to the Claims Agent along with the original Proof of Claim.

If you file a Proof of Claim, your Proof of Claim must: (a) be written in the English language; (b) be denominated in lawful currency of the United States as of the Petition Date; (c) conform substantially to the enclosed proof of claim form or Official Bankruptcy Form No. 10 (“Official Form 10”);³ (d) set forth with specificity the legal and factual basis for the alleged Claim; (e) include supporting documentation (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available; and (f) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Proofs of Claim shall specify by name and case number the Debtor against which the claim is filed. If you are asserting a claim against more than one Debtor or have claims against multiple Debtors, you must file a separate Proof of Claim for each Debtor.

ADDITIONAL INFORMATION

You may be listed as the holder of a Claim against GTAT in the Schedules. If you hold or assert a Claim that is not listed in the Schedules, or if you disagree with the amount, characterization or priority of your claim as listed in the Schedules, or your Claim is listed in the Schedules as “contingent,” “unliquidated,” or “disputed,” or you dispute that the Claim is an obligation of the specific debtor entity against which the Claim is listed in the Schedules, you will be forever barred from asserting such Claim if you do not file a Proof of Claim. Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the Office of the Clerk of the United States Bankruptcy Court for the District of New Hampshire, 3rd Floor, 1000 Elm Street, Suite 1001 Manchester, NH 03101-1708. In addition, copies of the Schedules and the Bar Date Order may be viewed on the internet for a fee at the Court’s website (<http://www.nhb.uscourts.gov/>) by following directions for accessing the Court’s electronic filing system on such website, or free of charge on the Claims Agent’s website for these chapter 11 cases (<http://www.kccllc.net/GTAT>).

Questions concerning the contents of this Notice and requests for additional Proof of Claim forms should be directed to KCC at (888) 647-1732 (or outside of the U.S. at (310) 751-2622)). Please note that KCC’s staff is not permitted to give legal advice. You should consult with your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a Proof of Claim.

³ Official Form 10 can be found at www.uscourts.gov/bkforms/index.html, the Official Website for the United States Bankruptcy Courts.

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*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

EXHIBIT 2

PUBLICATION NOTICE

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE**

	X	
	:	
In re:	:	Chapter 11
	:	
GT ADVANCED TECHNOLOGIES INC., et al.,	:	Case No. 14-11916
	:	
Debtors.¹	:	
	:	Jointly Administered
	:	
	:	
	X	

NOTICE OF BAR DATES FOR FILING PROOFS OF CLAIM

On October 6, 2014 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, “GTAT” or the “Debtors”) each filed a voluntary for relief under the United States Bankruptcy Code in the United States Bankruptcy Court for the District of New Hampshire (the “Court”). On _____, the Court entered an order in these chapter 11 cases (the “Bar Date Order”) establishing certain claims bar dates in these chapter 11 cases.² Under the Bar Date Order, the Court established _____, 2014 at 5:00 p.m. (E.T.) as the general claims bar date (the “General Bar Date”). Except as described below, the Bar Date Order requires all entities that have or assert any pre-petition claims (“Claim”) against GTAT to file proofs of claim with Kurtzman Carson Consultants LLC (the “Claims Agent”), the claims and noticing agent in these chapter 11 cases, so that their proofs of claim are actually received by the Claims Agent on or before 5:00 p.m. (E.T.) on the General Bar Date. As used in this Notice, the term “Claim” shall mean, as to or against GTAT and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, legal, equitable, secured, or unsecured; or (b) 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.

The Bar Date Order established the following bar dates for filing proofs of claim in these chapter 11 cases (collectively, the “Bar Dates”):

¹ The Debtors, along with the last four digits of each debtor’s tax identification number, as applicable, are: GT Advanced Technologies Inc. (6749), GTAT Corporation (1760), GT Advanced Equipment Holding LLC (8329), GT Equipment Holdings, Inc. (0040), Lindbergh Acquisition Corp. (5073), GT Sapphire Systems Holding LLC (4417), GT Advanced Cz LLC (9815), GT Sapphire Systems Group LLC (5126), and GT Advanced Technologies Limited (1721). The Debtors’ corporate headquarters are located at 243 Daniel Webster Highway, Merrimack, NH 03054.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Bar Date Order.

General Bar Date: The last date and time for all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert a Claim, including, without limitation, any claims under section 503(b)(9) of the Bankruptcy Code (“503(b)(9) Claim”), secured claims, and priority claims, which arose on or prior to the Petition Date, to file proofs of such claim is the General Bar Date.

Apple Bar Date: Except with respect to Rejection Damage Claims, the last date and time for Apple Inc. or its affiliates to file Proofs of Claim against GTAT on account of Claims Apple may hold that arose on or prior to the Petition Date is forty-five days after the Petition Date (the “Apple Bar Date”).

Government Bar Date: The last date and time for filing proofs of claim by governmental units (as defined in section 101(27) of the Bankruptcy Code) against GTAT is April 6, 2015 at 5:00 p.m. (E.T.) (the “Government Bar Date”).

Amended Schedules Bar Date: If GTAT amends or supplements its Schedules subsequent to the service of this Notice, GTAT will give notice of any such amendment or supplement to the holders of Claims affected thereby, and such holders shall be afforded the later of (i) the General Bar Date or (ii) 5:00 p.m. (E.T.) on the date that is 30 days from the date on which such notice is given, to file Proofs of Claim with respect to their Claims (the “Amended Schedules Bar Date”).

Rejection Bar Date: The last date and time for any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) whose Claim arises out of the Court-approved rejection of an executory contract or unexpired lease in accordance with section 365 of the Bankruptcy Code (“Rejection Damage Claim”) to file a Proof of Claim is the later of (i) the General Bar Date or (ii) 5:00 p.m. (E.T.) on the date that is 30 days following the entry of the order approving the rejection of the executory contract or unexpired lease pursuant to which the entity asserting the Rejection Damage Claim is a party (the “Rejection Bar Date,” and collectively with the General Bar Date, the Apple Bar Date, the Government Bar Date and the Amended Schedules Bar Date, the “Bar Dates”).

Entities That Must File Proofs of Claim by the Bar Date: Subject to the terms described above for holders of a Rejection Damage Claim, without limitation, each of the following entities that fails to file a Proof of Claim by the applicable Bar Date with respect to a Claim shall not be entitled to participate in any voting or distribution under any plan that is filed in these chapter 11 cases on account of such Claim, or receive any further notices regarding such Claim: (i) Apple; (ii) any entity whose Claim against GTAT is not listed in GTAT’ Schedules or whose Claim is listed in the Schedules but is listed therein as disputed, contingent, or unliquidated and that desires to participate in these chapter 11 cases or share in any distribution under any confirmed chapter 11 plan in these chapter 11 cases; (iii) any entity that believes that its Claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its Claim allowed in a classification or amount other than that identified in the Schedules; and (iv) any entity that believes that its Claim as listed in the Schedules is not an obligation of the specific Debtor against which the Claim is listed and that desires to have its Claim allowed against a Debtor other than that identified in the Schedules.

Entities Not Required to File Proofs of Claim by the Applicable Bar Date: The Bar Date Order further provides that the following persons and entities need not file proofs of claim on or before the applicable Bar Date: (a) any person or entity whose Claim is listed on the Schedules and (i) whose Claim is not described thereon as “disputed,” “contingent,” or “unliquidated,” (ii) who does not dispute the amount or classification of the Claim set forth in the Schedules; and (iii) who does not dispute that the Claim is an obligation of the specific debtor against which the Claim is listed on the Schedules; (b) any person or entity whose Claim has been paid in full by GTAT pursuant to the order of the Court; (c) professionals retained by GTAT or any statutory creditors’ committee appointed in the chapter 11 cases pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court’s approval pursuant to sections 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c); (d) current officers and directors of GTAT which assert claims for indemnification or contribution arising as a result of such officers’ or directors’ prepetition or postpetition services to GTAT; (e) any direct or indirect non-debtor subsidiary or affiliate of GTAT; (f) any person or entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930; (g) any person or entity that holds an interest in GTAT, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; provided, however, that interest holders that wish to assert Claims (as opposed to ownership interests) against GTAT that arise out of or relate to the ownership or purchase of an interest, including Claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date, unless another exception identified herein applies; (h) any holder of a Claim, other than a 503(b)(9) Claim, allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense, which claims will be subject to a separate bar date; (j) any person or entity that holds a Claim that has been allowed by an order of the Court entered on or before the applicable Bar Date; (k) any holder of a Claim for which a separate deadline for filing a Proof of Claim is fixed by an order of the Court; and (l) any holder of a Claim who has already properly filed a Proof of Claim with the Claims Agent or the Clerk of the United States Bankruptcy Court for the District of New Hampshire on account of such Claim, utilizing a Claim form that substantially conforms to the Proof of Claim Form or Official Form 10.

Consequences of Failure to File Proof of Claim: Any person, entity, or governmental unit not excepted from filing a Proof of Claim pursuant to the Bar Date Order, that fails to do so by the applicable Bar Date and in the form and manner provided for in the Bar Date Order shall not be permitted to vote to accept or reject any plan filed in these chapter 11 cases, participate in any distribution in these chapter 11 cases on account of such Claim, or receive further notices regarding such Claim. If it is unclear from the Schedules whether your Claim is disputed, contingent, or unliquidated or is otherwise properly listed and classified, you must file a Proof of Claim on or before the applicable Bar Date. Any person, entity, or governmental unit that relies on the information in the Schedules bears full and absolute responsibility for determining that its Claim is accurately listed therein.

Procedures for Filing Proofs of Claim: A Proof of Claim will be deemed timely only if the original Proof of Claim is mailed or delivered by hand, courier or overnight service so as to be actually received by the Claims Agent on or before the applicable Bar Date, at the following address:

GTAT Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245

Proofs of Claim may not be sent by facsimile, telecopy, electronic mail or other form of electronic transmission. A claimant who wishes to receive acknowledgement of receipt of its Proof of Claim form may submit a copy of the Proof of Claim form and a self-addressed, stamped envelope to the Claims Agent along with the original Proof of Claim. If you file a Proof of Claim, your Proof of Claim must: (a) be written in the English language; (b) be denominated in lawful currency of the United States as of the Petition Date; (c) conform substantially to Official Bankruptcy Form No. 10; (d) set forth with specificity the legal and factual basis for the alleged Claim; (e) include supporting documentation (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available; and (f) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Proofs of Claim shall specify by name and case number the Debtor against which the claim is filed. If a claimant wishes to assert a claim against more than one Debtor or has claims against different Debtors, the claimant shall file a separate Proof Of Claim for each Debtor.

Additional Information: Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the Office of the Clerk of the United States Bankruptcy Court for the District of New Hampshire, 3rd Floor, 1000 Elm Street, Suite 1001 Manchester, NH 03101-1708. In addition, copies of the Schedules and the Bar Date Order may be viewed on the internet for a fee at the Court's website (<http://www.nhb.uscourts.gov/>) by following directions for accessing the Court's electronic filing system on such website, or free of charge on the Claims Agent's website for these chapter 11 cases (<http://www.kccllc.net/GTAT>). Questions concerning the contents of this Notice and requests for additional Proof of Claim forms should be directed to the Claims Agent at (888) 647-1732 (or outside the U.S. at (310) 751-2622). Please note that the Claims Agent's staff is not permitted to give legal advice. You should consult with your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a Proof of Claim.

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*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

EXHIBIT A

PROPOSED ORDER

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE

-----X
: **Chapter 11**
: **Case No. 14-11916**
: **Jointly Administered**
: **RE: Docket No. __**
-----X

ORDER, PURSUANT TO BANKRUPTCY CODE SECTIONS 105(A), 501, 502(b)(9), AND 503, BANKRUPTCY RULES 2002(L) AND 3003(C)(3), AND LBR 3001-1(b), (A) ESTABLISHING BAR DATE FOR FILING OF PROOFS OF CLAIM, (B) DESIGNATING FORM AND MANNER OF NOTICE THEREOF, AND (C) GRANTING RELATED RELIEF

Upon the motion (the “Motion”)² of GT Advanced Technologies Inc. (“GT”) and its affiliated debtors as debtors in possession (collectively, “GTAT” or the “Debtors”), for entry of an order, pursuant to sections 105, 501, 502(b)(9), and 503 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002(l) and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3001-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of New Hampshire (the “LBR”), (a) establishing the bar date for filing proofs of claim (b) designating the form and manner of notice thereof, and (C) granting GTAT such other further relief as is just and proper, as set forth more fully in the Motion; and upon consideration of the First Day Declaration; and it appearing that the relief

¹ The Debtors, along with the last four digits of each debtor’s tax identification number, as applicable, are: GT Advanced Technologies Inc. (6749), GTAT Corporation (1760), GT Advanced Equipment Holding LLC (8329), GT Equipment Holdings, Inc. (0040), Lindbergh Acquisition Corp. (5073), GT Sapphire Systems Holding LLC (4417), GT Advanced Cz LLC (9815), GT Sapphire Systems Group LLC (5126), and GT Advanced Technologies Limited (1721). The Debtors’ corporate headquarters are located at 243 Daniel Webster Highway, Merrimack, NH 03054.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

requested is in the best interests of GTAT's estates, its creditors, and other parties in interest; and this 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 pursuant to 28 U.S.C. § 157; and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Except as otherwise provided herein, all persons or entities (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against GTAT ("Claim"), including, without limitation, any claims under section 503(b)(9) of the Bankruptcy Code ("503(b)(9) Claim"), secured claims, and priority claims, which arose on or prior to the Petition Date, who do not file a proof of such Claim (a "Proof of Claim") in the manner provided for herein so that it is actually received on or before 5:00 p.m. (E.T.) on the date which is 30 days after the Service Date (the "General Bar Date") shall not be permitted to vote to accept or reject any plan filed in these chapter 11 cases, participate in any distribution in these chapter 11 cases on account of such Claim, or receive further notices regarding such Claim.
3. Except with respect to Rejection Damage Claims, if Apple Inc. or its affiliates (collectively, "Apple") do not file a Proof of Claim on account of any Claims Apple may hold that arose on or prior to the Petition Date so that it is actually received on or before 5:00 p.m.

(ET) on the date that is forty-five days following the Petition Date (the “Apple Bar Date”), Apple shall not be permitted to vote to accept or reject any plan filed in these chapter 11 cases, participate in any distribution in these chapter 11 cases on account of such Claim, or receive further notices regarding such Claim; provided, however, that the entry of this Order shall be without prejudice to the right of Apple to file a motion seeking an extension of the Apple Bar Date for cause, provided that any such motion is filed within 14 days of the entry of this Order.

4. GTAT shall cause a copy of the Bar Date Notice and a Proof of Claim (the “Bar Date Notice Package”) to be served, by email, facsimile or overnight courier, on Apple as soon as practicable after entry of this Order.

5. Except as otherwise provided herein, all governmental units, as defined in section 101(27) of the Bankruptcy Code, who do not file a Proof of Claim so that it is actually received on or before April 6, 2015 at 5:00 p.m. (E.T.) (the “Government Bar Date”) shall not be permitted to vote to accept or reject any plan filed in these chapter 11 cases, participate in any distribution in these chapter 11 cases on account of such Claim, or receive further notices regarding such Claim.

6. The following procedures apply for the filing of Proofs of Claim in these chapter 11 cases:

- (a) A Proof of Claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Petition Date; (iii) conform substantially to the Proof of Claim Form (as defined below) or Official Bankruptcy Form No. 10 (“Official Form 10”); (iv) set forth with specificity the legal and factual basis for the alleged Claim; (v) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.
- (b) A Proof of Claim shall be deemed timely filed only if the Proof of Claim is mailed or delivered by hand, courier, or overnight service so as to be

actually received by the Claims Agent on or before the applicable Bar Date at the following address:

GTAT Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245

- (c) Proofs of Claim sent by facsimile, telecopy, electronic mail, or other form of electronic transmission will not be accepted.
- (d) Proofs of Claim shall specify by name and case number the Debtor against which the claim is filed; if the claimant wishes to a claim against more than one Debtor or has claims against different Debtors, the claimant shall file a separate Proof of Claim for each Debtor.

7. The following persons and entities are not required to file a Proof of Claim on or before the applicable Bar Date:

- (a) Any person or entity whose Claim is listed on the Schedules and (i) whose Claim is not described thereon as “disputed,” “contingent,” or “unliquidated,” (ii) who does not dispute the amount or classification of the Claim set forth in the Schedules; and (iii) who does not dispute that the Claim is an obligation of the specific Debtor against which the Claim is listed on the Schedules;
- (b) Any person or entity whose Claim has been paid in full by GTAT in accordance with any order of this Court;
- (c) Professionals retained by GTAT or any statutory creditors’ committee (the “Committee”) pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court’s approval pursuant to sections 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- (d) Current officers and directors of GTAT who assert Claims for indemnification or contribution arising as a result of such officers’ or directors’ prepetition or postpetition services to GTAT;
- (e) Any direct or indirect non-debtor subsidiary or affiliate of GTAT;
- (f) Any person or entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- (g) Any person or entity that holds an interest in GTAT, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to

purchase, sell or subscribe to such a security or interest; provided, however, that interest holders that wish to assert Claims (as opposed to ownership interests) against GTAT that arise out of or relate to the ownership or purchase of an interest, including Claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date, unless another exception identified herein applies;

- (h) Any holder of a Claim, other than a 503(b)(9) Claim, allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense, which claims will be subject to a separate bar date;
- (i) Any person or entity that holds a Claim that has been allowed by an order of the Court entered on or before the applicable Bar Date;
- (j) Any holder of a Claim for which a separate deadline for filing a Proof of Claim is fixed by an order of the Court; and
- (k) Any holder of a Claim who has already properly filed a Proof of Claim with the Claims Agent or the Clerk of the United States Bankruptcy Court for the District of New Hampshire on account of such Claim, utilizing a Claim form that substantially conforms to the Proof of Claim Form or Official Form 10.

8. If GTAT amends or supplements the Schedules subsequent to the date of service of the Bar Date Notice, GTAT shall give notice of any such amendment or supplement to the holders of Claims affected thereby, and such holders shall be afforded the later of (i) the General Bar Date or (ii) 5:00 p.m. (E.T.) on the date that is 30 days from the date on which such notice is given, to file Proofs of Claim with respect to their Claims (the “Amended Schedules Bar Date”).

9. Any person or entity holding a Claim arising from GTAT’s rejection of an executory contract or unexpired lease (a “Rejection Damage Claim”) must file a Proof of Claim on account of such Rejection Damage Claim on or before the later of (i) the General Bar Date or (ii) 5:00 p.m. (E.T.) on the date that is 30 days following the entry of the order approving the rejection of the executory contract or unexpired lease pursuant to which the entity asserting the Rejection Damage Claim is a party (the “Rejection Bar Date,” and collectively with the General

Bar Date, the Apple Bar Date, the Government Bar Date, and the Amended Schedules Bar Date, the "Bar Dates").

10. Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a Claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a Rejection Damage Claim) must file a Proof of Claim for such amounts on or before the applicable Bar Date unless such party is expressly excluded from filing a Proof of Claim.

11. Any holder of a Claim against GTAT, other than those not required to file a Proof of Claim pursuant to the terms of this Order, who fails to file a Proof of Claim in accordance with this Order on or before the applicable Bar Date shall not be permitted to vote to accept or reject any plan of reorganization filed in these chapter 11 cases, participate in any distribution in these chapter 11 cases on account of such Claim, or receive further notices regarding such Claim.

12. GTAT shall cause copies of the Bar Date Notice Package to be mailed to all the Notice Parties (as identified in the Motion) by first class mail. On the date GTAT commences service of the Bar Date Notice Package (the "Service Date"), GTAT shall also file on the docket in these chapter 11 cases a copy of the Bar Date Notice that specifies the actual date of the General Bar Date. On or prior to the Service Date, GTAT shall post the Proof of Claim Form and Bar Date Notice on the website established by the Claims Agent for these chapter 11 cases

13. GTAT is hereby authorized to provide supplemental mailings of the Bar Date Package at any time in advance of the applicable Bar Date, as may be necessary in situations, including, without limitation, (a) notices that are returned by the post office with forwarding addresses, (b) certain parties acting on behalf of parties in interest that decline to pass along notices to these parties and instead return their names and addresses to GTAT for direct mailing

and (c) additional potential claimants that subsequently become known to GTAT as the result of the Bar Date noticing process or otherwise. Notwithstanding the foregoing, GTAT shall not be required to provide any additional notice to any party to whom GTAT mailed the Bar Date Package in accordance with the terms of this Order and such notice was returned to GTAT as undeliverable without a forwarding address.

14. The Proof of Claim Form and the Bar Date Notice, in substantially the form attached hereto as Exhibit 1 and Exhibit 2, respectively, are hereby approved in all respects. Prior to mailing the Bar Date Notice and the Proof of Claim Forms, GTAT may fill in, or cause to be filled in, any missing dates and other information, correct any typographical errors, conform the provisions thereof to the provisions of this Order, and make such other, non-material changes as GTAT deems necessary or appropriate.

15. Pursuant to Bankruptcy Rule 2002(f), GTAT shall publish notice of the Bar Date, in substantially the form attached hereto as Exhibit 3 (the "Publication Notice"), once in the national edition of either the *New York Times* or the *Wall Street Journal*, at least 30 days prior to the General Bar Date, which publication is hereby approved in all respects and shall be deemed good, adequate, and sufficient publication notice of the Bar Date. Prior to publishing the Publication Notice, GTAT may fill in, or caused to be filled in, any missing dates and other information, correct any typographical errors, conform the provisions thereof to the provisions of this Order and make such other, non-material changes as GTAT deems necessary or appropriate.

16. Nothing in this Order (i) shall impair, prejudice, waive or otherwise affect the rights of GTAT to dispute, or to assert offsets or defenses to, any Claim reflected in the Schedules or to object to any Claim or Proof of Claim filed in these chapter 11 cases, as to amount, liability, characterization or otherwise, and to subsequently designate any claim as

disputed, contingent or unliquidated on the Schedules or otherwise or (ii) shall preclude GTAT from objecting to any Claim, whether scheduled or filed or unfiled, on any grounds.

17. Entry of this Order is without prejudice to the rights of GTAT to seek a further order of this Court fixing a date by which any holders of Claims or interests not subject to the Bar Dates established herein must file such Proofs of Claim or interest or be forever barred, estopped, and enjoined from (i) voting to accept or reject any plan filed in these chapter 11 cases and (ii) participating in or otherwise receiving any payment or distribution of property from GTAT, its estates, or its successors or assigns with respect to such Claims.

18. The requirement set forth in LBR 7102(b)(2) that any motion filed shall have an accompanying memorandum of law is waived.

19. GTAT and its Claims Agent are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

20. This Court retains jurisdiction with respect to all matters arising from or related to the interpretation, implementation or enforcement of this Order.

Date: _____, 2014
Manchester, NH

CHIEF UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

PROOF OF CLAIM FORM

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEW HAMPSHIRE		PROOF OF CLAIM
Indicate Debtor against which you assert a claim by checking the appropriate box below. (Check only one Debtor per claim form.)		
GT Advanced Technologies Inc. (14-11916)	GT Advanced Technologies Limited (14-11920)	GT Sapphire Systems Holding LLC (14-11924)
GT Advanced Cz LLC (14-11925)	GT Equipment Holdings, Inc. (14-11917)	GTAT Corporation (14-11919)
GT Advanced Equipment Holding LLC (14-11929)	GT Sapphire Systems Group LLC (14-11923)	Lindbergh Acquisition Corp. (14-11922)
NOTE: This form should not be used to make a claim for an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) arising after the commencement of the case. A "request" for payment of an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property):		<input type="checkbox"/> Check this box if this claim amends a previously filed claim.
Name and address where notices should be sent:		Court Claim Number: _____ (If known) Filed on: _____
Telephone number: _____ email: _____		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.
Name and address where payment should be sent (if different from above):		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. §507 (a)(4). Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5). Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7). Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8). Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(____). Amount entitled to priority: \$ _____ * Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment
Telephone number: _____ email: _____		
1. Amount of Claim as of Date Case Filed: \$ _____ If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
2. Basis for Claim: _____ (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor: _____	3a. Debtor may have scheduled account as: _____ (See instruction #3a)	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: _____ Annual Interest Rate _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable (when case was filed) Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: _____ Basis for perfection: _____ Amount of Secured Claim: _____ Amount Unsecured: _____		
6. Claim Pursuant to 11 U.S.C. § 503(b)(9): Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. _____ (See instruction #6)		
7. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #7)		
8. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #8, and the definition of "redacted".) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		
9. Signature: (See instruction #9) Check the appropriate box. <input type="checkbox"/> I am the creditor. <input type="checkbox"/> I am the creditor's authorized agent. I am the trustee, or the debtor, or their authorized agent. I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3004.) (See Bankruptcy Rule 3005.)		
I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.		COURT USE ONLY
Print Name: _____		
Title: _____	(Signature) _____	
Company: _____ (Date) _____		
Address and telephone number (if different from notice address above): _____		
Telephone number: _____ Email: _____		

B 10 Modified (Official Form 10) (04/13) cont.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Claim Pursuant to 11 U.S.C. §503(b)(9):

Check this box if you have a claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim. (See Definitions.)

7. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

8. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

9. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Claim Pursuant to 11 U.S.C. §503(b)(9):

Any claim entitled to treatment in accordance with Section 503(b)(9) of the Bankruptcy Code. Specifically, Section 503(b)(9) claims are those claims for the "value of any goods received by the debtor, within 20 days before the date of commencement of a case under this title in which the goods have been sold to the debtor in the ordinary course of such debtor's business." 11 U.S.C. § 503(b)(9)

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <http://www.kccllc.net/GTAT>

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

GTAT Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245

EXHIBIT 2

BAR DATE NOTICE

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE YOU HAVE A CLAIM.

Definitions

“Entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes, but is not limited to, all persons (including, without limitation, individuals, partnerships and corporations), estates, trusts, and governmental units.

“Governmental Unit” has the meaning given to it in section 101(27) of the Bankruptcy Code and includes, without limitation, the United States; states; commonwealths; districts; territories; municipalities; foreign states; or departments; agencies or instrumentalities of the United States.

“Claim” shall mean, as to or against GTAT and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, legal, equitable, secured or unsecured; or (b) 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.

“503(b)(9) Claim” shall mean a Claim for the value of any goods received by GTAT within 20 days before the Petition Date and such goods were sold to GTAT in the ordinary course of GTAT’s business.

WHO MUST FILE A PROOF OF CLAIM AND THE APPLICABLE BAR DATES

The Bar Dates

The Bar Date Order established the following bar dates for filing proofs of claim in these chapter 11 cases (collectively, the “Bar Dates”):

- (a) **General Bar Date**: The last date and time for all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert a Claim, **including, without limitation, any claims under section 503(b)(9) of the Bankruptcy Code** (“503(b)(9) Claim”), secured claims, and priority claims, which arose on or prior to the Petition Date, to file proofs of such claim is the General Bar Date.
- (b) **Apple Bar Date**: Except with respect to Rejection Damage Claims, the last date and time for Apple Inc. or its affiliates to file Proofs of Claim against GTAT on account of Claims arising on or prior to the Petition Date is **forty-five days after the Petition Date** (the “Apple Bar Date”).

- (c) **Government Bar Date:** The last date and time for filing proofs of claim by governmental units (as defined in section 101(27) of the Bankruptcy Code) against GTAT is **April 6, 2015 at 5:00 p.m. (E.T.)** (the "Government Bar Date").
- (d) **Amended Schedules Bar Date:** If GTAT amends or supplements its Schedules subsequent to the service of this Notice, GTAT will give notice of any such amendment or supplement to the holders of Claims affected thereby, and such holders shall be afforded the later of (i) the General Bar Date or (ii) 5:00 p.m. (E.T.) on the date that is 30 days from the date on which such notice is given, to file Proofs of Claim with respect to their Claims (the "Amended Schedules Bar Date").
- (e) **Rejection Bar Date:** The last date and time for any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) whose Claim arises out of the Court-approved rejection of an executory contract or unexpired lease in accordance with section 365 of the Bankruptcy Code ("Rejection Damage Claim") to file a Proof of Claim is the later of (i) the General Bar Date or (ii) 5:00 p.m. (E.T.) on the date that is 30 days following the entry of the order approving the rejection of the executory contract or unexpired lease pursuant to which the entity asserting the Rejection Damage Claim is a party (the "Rejection Bar Date," and collectively with the General Bar Date, the Apple Bar Date, the Government Bar Date and the Amended Schedules Bar Date, the "Bar Dates").

Entities That Must File Proof of Claim by the Applicable Bar Date

Subject to the terms described above for holders of a Rejection Damage Claim, without limitation, each of the following entities that fails to file a Proof of Claim by the applicable Bar Date with respect to a Claim shall not be treated as a creditor with respect to such Claim for the purposes of voting and distribution under any plan confirmed in these chapter 11 cases:

- (a) Apple;
- (b) any entity whose prepetition claim against GTAT is not listed in the Schedules or whose prepetition claim is listed in the Schedules but is listed therein as disputed, contingent, or unliquidated and that desires to participate in these chapter 11 cases or share in any distribution under any confirmed chapter 11 plan in these chapter 11 cases;
- (c) any entity that believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its claim allowed in a classification or amount other than that identified in the Schedules; and
- (d) any entity that believes that its prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed

and that desires to have its claim allowed against a debtor other than that identified in the Schedules.

Entities Not Required to File Proofs of Claim by the Applicable Bar Date

The Bar Date Order further provides that the following persons and entities need not file proofs of claim on or before the applicable Bar Date:

- (a) Any person or entity whose Claim is listed on the Schedules and (i) whose Claim is not described thereon as “disputed,” “contingent,” or “unliquidated,” (ii) who does not dispute the amount or classification of the Claim set forth in the Schedules; and (iii) who does not dispute that the Claim is an obligation of the specific Debtor against which the Claim is listed on the Schedules’
- (b) Any person or entity whose Claim has been paid in full by GTAT in accordance with an order of this Court ;
- (c) Professionals retained by GTAT or any statutory creditors’ committee (the “Committee”) pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court’s approval pursuant to sections 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- (d) Current officers and directors of GTAT who assert Claims for indemnification or contribution arising as a result of such officers’ or directors’ prepetition or postpetition services to GTAT;
- (e) Any direct or indirect non-debtor subsidiary or affiliate of GTAT;
- (f) Any person or entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- (g) Any person or entity that holds an interest in GTAT, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; provided, however, that interest holders that wish to assert Claims (as opposed to ownership interests) against GTAT that arise out of or relate to the ownership or purchase of an interest, including Claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date, unless another exception identified herein applies;
- (h) Any holder of a Claim, other than a 503(b)(9) Claim, allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense, which claims will be subject to a separate bar date;

- (i) Any person or entity that holds a Claim that has been allowed by an order of the Court entered on or before the applicable Bar Date;
- (j) Any holder of a Claim for which a separate deadline for filing a Proof of Claim is fixed by an order of the Court; and
- (k) Any holder of a Claim who has already properly filed a Proof of Claim with the Claims Agent or the Clerk of the United States Bankruptcy Court for the District of New Hampshire on account of such Claim, utilizing a Claim form that substantially conforms to the Proof of Claim Form or Official Form 10.

CONSEQUENCES OF FAILURE TO FILE TIMELY PROOF OF CLAIM

Any person, entity, or governmental unit not excepted from filing a Proof of Claim pursuant to the Bar Date Order, that fails to do so by the applicable Bar Date and in the form and manner provided for in the Bar Date Order shall not be permitted to vote to accept or reject any plan filed in these chapter 11 cases, participate in any distribution in these chapter 11 cases on account of such Claim, or receive further notices regarding such Claim.

If it is unclear from the Schedules whether your Claim is disputed, contingent, or unliquidated or is otherwise properly listed and classified, you must file a Proof of Claim on or before the applicable Bar Date. Any person, entity, or governmental unit that relies on the information in the Schedules bears full and absolute responsibility for determining that its Claim is accurately listed therein.

RESERVATION OF RIGHTS

GTAT reserves the right to dispute, or to assert offsets or defenses to, any Claim reflected in the Schedules or to object to any Claim or Proof of Claim filed in these chapter 11 cases, as to amount, liability, characterization, or otherwise, and to subsequently designate any claim as disputed, contingent, or unliquidated on the Schedules or otherwise. Nothing contained in this Notice shall preclude GTAT from objecting to any Claim, whether scheduled or filed or unfiled, on any grounds.

PROCEDURES FOR FILING PROOFS OF CLAIM

Except as otherwise provided herein, Proofs of Claim must be filed so as to be actually received no later than 5:00 p.m. (E.T.) on the applicable Bar Date, at the following address:

GTAT Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245

A Proof of Claim will be deemed timely only if the original Proof of Claim is mailed or delivered by hand, courier or overnight service so as to be **actually received** by the Claims Agent on or before the applicable Bar Date. Proofs of Claim may not be sent by facsimile, telecopy, electronic mail or other form of electronic transmission. A claimant who wishes to receive acknowledgement of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to the Claims Agent along with the original Proof of Claim.

If you file a Proof of Claim, your Proof of Claim must: (a) be written in the English language; (b) be denominated in lawful currency of the United States as of the Petition Date; (c) conform substantially to the enclosed proof of claim form or Official Bankruptcy Form No. 10 (“Official Form 10”);³ (d) set forth with specificity the legal and factual basis for the alleged Claim; (e) include supporting documentation (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available; and (f) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Proofs of Claim shall specify by name and case number the Debtor against which the claim is filed. If you are asserting a claim against more than one Debtor or have claims against multiple Debtors, you must file a separate Proof of Claim for each Debtor.

ADDITIONAL INFORMATION

You may be listed as the holder of a Claim against GTAT in the Schedules. If you hold or assert a Claim that is not listed in the Schedules, or if you disagree with the amount, characterization or priority of your claim as listed in the Schedules, or your Claim is listed in the Schedules as “contingent,” “unliquidated,” or “disputed,” or you dispute that the Claim is an obligation of the specific debtor entity against which the Claim is listed in the Schedules, you will be forever barred from asserting such Claim if you do not file a Proof of Claim. Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the Office of the Clerk of the United States Bankruptcy Court for the District of New Hampshire, 3rd Floor, 1000 Elm Street, Suite 1001 Manchester, NH 03101-1708. In addition, copies of the Schedules and the Bar Date Order may be viewed on the internet for a fee at the Court’s website (<http://www.nhb.uscourts.gov/>) by following directions for accessing the Court’s electronic filing system on such website, or free of charge on the Claims Agent’s website for these chapter 11 cases (<http://www.kccllc.net/GTAT>).

Questions concerning the contents of this Notice and requests for additional Proof of Claim forms should be directed to KCC at (888) 647-1732 (or outside of the U.S. at (310) 751-2622)). Please note that KCC’s staff is not permitted to give legal advice. You should consult with your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a Proof of Claim.

³ Official Form 10 can be found at www.uscourts.gov/bkforms/index.html, the Official Website for the United States Bankruptcy Courts.

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*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

EXHIBIT 2

PUBLICATION NOTICE

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE

-----X
:

In re: : **Chapter 11**

:

GT ADVANCED TECHNOLOGIES INC., et al.,: **Case No. 14-11916**

:

Debtors.¹ :

: **Jointly Administered**

:

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NOTICE OF BAR DATES FOR FILING PROOFS OF CLAIM

On October 6, 2014 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, “GTAT” or the “Debtors”) each filed a voluntary for relief under the United States Bankruptcy Code in the United States Bankruptcy Court for the District of New Hampshire (the “Court”). On _____, the Court entered an order in these chapter 11 cases (the “Bar Date Order”) establishing certain claims bar dates in these chapter 11 cases.² Under the Bar Date Order, the Court established _____, 2014 at 5:00 p.m. (E.T.) as the general claims bar date (the “General Bar Date”). Except as described below, the Bar Date Order requires all entities that have or assert any pre-petition claims (“Claim”) against GTAT to file proofs of claim with Kurtzman Carson Consultants LLC (the “Claims Agent”), the claims and noticing agent in these chapter 11 cases, so that their proofs of claim are actually received by the Claims Agent on or before 5:00 p.m. (E.T.) on the General Bar Date. As used in this Notice, the term “Claim” shall mean, as to or against GTAT and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, legal, equitable, secured, or unsecured; or (b) 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.

The Bar Date Order established the following bar dates for filing proofs of claim in these chapter 11 cases (collectively, the “Bar Dates”):

¹ The Debtors, along with the last four digits of each debtor’s tax identification number, as applicable, are: GT Advanced Technologies Inc. (6749), GTAT Corporation (1760), GT Advanced Equipment Holding LLC (8329), GT Equipment Holdings, Inc. (0040), Lindbergh Acquisition Corp. (5073), GT Sapphire Systems Holding LLC (4417), GT Advanced Cz LLC (9815), GT Sapphire Systems Group LLC (5126), and GT Advanced Technologies Limited (1721). The Debtors’ corporate headquarters are located at 243 Daniel Webster Highway, Merrimack, NH 03054.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Bar Date Order.

General Bar Date: The last date and time for all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert a Claim, including, without limitation, any claims under section 503(b)(9) of the Bankruptcy Code (“503(b)(9) Claim”), secured claims, and priority claims, which arose on or prior to the Petition Date, to file proofs of such claim is the General Bar Date.

Apple Bar Date: Except with respect to Rejection Damage Claims, the last date and time for Apple Inc. or its affiliates to file Proofs of Claim against GTAT on account of Claims Apple may hold that arose on or prior to the Petition Date is forty-five days after the Petition Date (the “Apple Bar Date”).

Government Bar Date: The last date and time for filing proofs of claim by governmental units (as defined in section 101(27) of the Bankruptcy Code) against GTAT is April 6, 2015 at 5:00 p.m. (E.T.) (the “Government Bar Date”).

Amended Schedules Bar Date: If GTAT amends or supplements its Schedules subsequent to the service of this Notice, GTAT will give notice of any such amendment or supplement to the holders of Claims affected thereby, and such holders shall be afforded the later of (i) the General Bar Date or (ii) 5:00 p.m. (E.T.) on the date that is 30 days from the date on which such notice is given, to file Proofs of Claim with respect to their Claims (the “Amended Schedules Bar Date”).

Rejection Bar Date: The last date and time for any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) whose Claim arises out of the Court-approved rejection of an executory contract or unexpired lease in accordance with section 365 of the Bankruptcy Code (“Rejection Damage Claim”) to file a Proof of Claim is the later of (i) the General Bar Date or (ii) 5:00 p.m. (E.T.) on the date that is 30 days following the entry of the order approving the rejection of the executory contract or unexpired lease pursuant to which the entity asserting the Rejection Damage Claim is a party (the “Rejection Bar Date,” and collectively with the General Bar Date, the Apple Bar Date, the Government Bar Date and the Amended Schedules Bar Date, the “Bar Dates”).

Entities That Must File Proofs of Claim by the Bar Date: Subject to the terms described above for holders of a Rejection Damage Claim, without limitation, each of the following entities that fails to file a Proof of Claim by the applicable Bar Date with respect to a Claim shall not be entitled to participate in any voting or distribution under any plan that is filed in these chapter 11 cases on account of such Claim, or receive any further notices regarding such Claim: (i) Apple; (ii) any entity whose Claim against GTAT is not listed in GTAT’ Schedules or whose Claim is listed in the Schedules but is listed therein as disputed, contingent, or unliquidated and that desires to participate in these chapter 11 cases or share in any distribution under any confirmed chapter 11 plan in these chapter 11 cases; (iii) any entity that believes that its Claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its Claim allowed in a classification or amount other than that identified in the Schedules; and (iv) any entity that believes that its Claim as listed in the Schedules is not an obligation of the specific Debtor against which the Claim is listed and that desires to have its Claim allowed against a Debtor other than that identified in the Schedules.

Entities Not Required to File Proofs of Claim by the Applicable Bar Date: The Bar Date Order further provides that the following persons and entities need not file proofs of claim on or before the applicable Bar Date: (a) any person or entity whose Claim is listed on the Schedules and (i) whose Claim is not described thereon as “disputed,” “contingent,” or “unliquidated,” (ii) who does not dispute the amount or classification of the Claim set forth in the Schedules; and (iii) who does not dispute that the Claim is an obligation of the specific debtor against which the Claim is listed on the Schedules; (b) any person or entity whose Claim has been paid in full by GTAT pursuant to the order of the Court; (c) professionals retained by GTAT or any statutory creditors’ committee appointed in the chapter 11 cases pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court’s approval pursuant to sections 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c); (d) current officers and directors of GTAT which assert claims for indemnification or contribution arising as a result of such officers’ or directors’ prepetition or postpetition services to GTAT; (e) any direct or indirect non-debtor subsidiary or affiliate of GTAT; (f) any person or entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930; (g) any person or entity that holds an interest in GTAT, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; provided, however, that interest holders that wish to assert Claims (as opposed to ownership interests) against GTAT that arise out of or relate to the ownership or purchase of an interest, including Claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date, unless another exception identified herein applies; (h) any holder of a Claim, other than a 503(b)(9) Claim, allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense, which claims will be subject to a separate bar date; (j) any person or entity that holds a Claim that has been allowed by an order of the Court entered on or before the applicable Bar Date; (k) any holder of a Claim for which a separate deadline for filing a Proof of Claim is fixed by an order of the Court; and (l) any holder of a Claim who has already properly filed a Proof of Claim with the Claims Agent or the Clerk of the United States Bankruptcy Court for the District of New Hampshire on account of such Claim, utilizing a Claim form that substantially conforms to the Proof of Claim Form or Official Form 10.

Consequences of Failure to File Proof of Claim: Any person, entity, or governmental unit not excepted from filing a Proof of Claim pursuant to the Bar Date Order, that fails to do so by the applicable Bar Date and in the form and manner provided for in the Bar Date Order shall not be permitted to vote to accept or reject any plan filed in these chapter 11 cases, participate in any distribution in these chapter 11 cases on account of such Claim, or receive further notices regarding such Claim. If it is unclear from the Schedules whether your Claim is disputed, contingent, or unliquidated or is otherwise properly listed and classified, you must file a Proof of Claim on or before the applicable Bar Date. Any person, entity, or governmental unit that relies on the information in the Schedules bears full and absolute responsibility for determining that its Claim is accurately listed therein.

Procedures for Filing Proofs of Claim: A Proof of Claim will be deemed timely only if the original Proof of Claim is mailed or delivered by hand, courier or overnight service so as to be actually received by the Claims Agent on or before the applicable Bar Date, at the following address:

GTAT Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245

Proofs of Claim may not be sent by facsimile, telecopy, electronic mail or other form of electronic transmission. A claimant who wishes to receive acknowledgement of receipt of its Proof of Claim form may submit a copy of the Proof of Claim form and a self-addressed, stamped envelope to the Claims Agent along with the original Proof of Claim. If you file a Proof of Claim, your Proof of Claim must: (a) be written in the English language; (b) be denominated in lawful currency of the United States as of the Petition Date; (c) conform substantially to Official Bankruptcy Form No. 10; (d) set forth with specificity the legal and factual basis for the alleged Claim; (e) include supporting documentation (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available; and (f) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Proofs of Claim shall specify by name and case number the Debtor against which the claim is filed. If a claimant wishes to assert a claim against more than one Debtor or has claims against different Debtors, the claimant shall file a separate Proof Of Claim for each Debtor.

Additional Information: Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the Office of the Clerk of the United States Bankruptcy Court for the District of New Hampshire, 3rd Floor, 1000 Elm Street, Suite 1001 Manchester, NH 03101-1708. In addition, copies of the Schedules and the Bar Date Order may be viewed on the internet for a fee at the Court's website (<http://www.nhb.uscourts.gov/>) by following directions for accessing the Court's electronic filing system on such website, or free of charge on the Claims Agent's website for these chapter 11 cases (<http://www.kccllc.net/GTAT>). Questions concerning the contents of this Notice and requests for additional Proof of Claim forms should be directed to the Claims Agent at (888) 647-1732 (or outside the U.S. at (310) 751-2622)). Please note that the Claims Agent's staff is not permitted to give legal advice. You should consult with your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a Proof of Claim.

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