

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

VELOCITY HOLDING COMPANY, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-12442 (KJC)

(Jointly Administered)

Related to Docket No. 259, <sup>33</sup> §

**ORDER GRANTING DEBTORS' MOTION FOR  
ORDER PURSUANT TO SECTIONS 105(A), 501, 502, 503  
AND 1111(A) OF THE BANKRUPTCY CODE, BANKRUPTCY  
RULES 2002 AND 3003(C), AND LOCAL RULES 1009-2 AND 2002-1(E),  
(I) ESTABLISHING BAR DATES FOR FILING CLAIMS AGAINST THE  
DEBTORS AND (II) APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the "Motion") of the above-captioned debtors and debtors in possession (the "Debtors") for entry of an order pursuant to sections 105(a), 501, 502, 503 and 1111(a) of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c)(3), and Local Rules 1009-2 and 2002-1(e) for entry of an order (i) establishing deadlines for filing claims against the Debtors in the Chapter 11 Cases and (ii) approving the form and manner of notice thereof; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Velocity Holding Company, Inc. (1790); Velocity Pooling Vehicle, LLC (4630); Ed Tucker Distributor, Inc. (9197); Ralco Holdings, Inc. (0707); Rally Holdings, LLC (0707); Tucker Rocky Corporation (5967); Tucker-Rocky Georgia, LLC (8121); Motorsport Aftermarket Group, Inc. (0080); DFR Acquisition Corp. (4542); J&P Cycles, LLC (2512); Kuryakyn Holdings, LLC (2341); MAG Creative Group, LLC (4754); MAGNET Force, LLC (2635); Motorcycle Superstore, Inc. (1046); Motorcycle USA LLC (8994); Mustang Motorcycle Products, LLC (3660); Performance Machine, LLC (3924); Renthal America, Inc. (3827); and V&H Performance, LLC (2802). The location of the Debtors' service address is 651 Canyon Drive, Suite 100, Coppell, Texas 75019.

proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Motion and all other documents that have been filed in connection with the Motion; and the order being necessary or appropriate to carry out 11 U.S.C. § 331 and the other provisions of the Bankruptcy Code; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Each person or entity, including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit, that holds or asserts a claim, as defined in section 101(5) of the Bankruptcy Code, against the Debtors and is required to do so shall file a separate Proof of Claim Form in these Chapter 11 Cases.
3. A Proof of Claim Form shall be filed by the holder of the claim (the "Creditor") or an authorized representative of the Creditor. Any Proof of Claim Form submitted by an authorized representative of the Creditor shall state the basis for such authorization. Any person seeking to file a Proof of Claim Form on behalf of a Creditor without express written authorization shall seek authorization from the Court prior to the applicable Bar Date. All claims filed must be stated in U.S. dollars applying the conversion rate published by Bloomberg for November 15, 2017 at <https://www.bloomberg.com/markets/currencies>.
4. **General Bar Date.** Pursuant to Bankruptcy Rule 3003(c)(3), all persons and entities, except any governmental unit, that hold or wish to assert against the Debtors a claim arising (or deemed to have arisen) on or before the Petition Date, including but not limited to any claim arising under sections 503(b)(9), 507(a)(4) or 507(a)(5) of the Bankruptcy Code, are

required to file with the Debtors' claims and noticing agent, Donlin, Recano & Company, Inc. (the "Claims Agent"), on or before **March 13, 2018 at 5:00 p.m. prevailing Eastern Time** (the "General Bar Date"), a completed and executed Proof of Claim Form in substantially the form attached hereto as Exhibit 2 on account of any such claim in accordance with the procedures set forth below.

5. **Governmental Bar Date.** Pursuant to Bankruptcy Rule 3003(c) and section 502(b)(9) of the Bankruptcy Code, all governmental units that hold or wish to assert a claim arising (or deemed to have arisen) on or before the Petition Date against the Debtors are required to file with the Claims Agent on or before **May 14, 2018 at 5:00 p.m. prevailing Eastern Time** (the "Governmental Bar Date"), a completed and executed Proof of Claim Form in substantially the form attached hereto as Exhibit 2 on account of any such claim in accordance with the procedures set forth below.

6. **Amended Schedules Bar Date.** In accordance with Local Rule 1009-2, if a Debtor amends its Schedules to change the amount, nature, classification or characterization of a claim, or to schedule a new claim, the affected claimant shall be permitted to dispute the amount, nature, classification or characterization of the scheduled claim by filing with the Claims Agent a completed and executed Proof of Claim Form in substantially the form attached hereto as **Exhibit 2** on or before the later of (i) the General Bar Date or (ii) twenty-one (21) days from the date of the notice that is served alerting the affected creditor of the amendment to its Schedules. If a Debtor amends its Schedules with respect to the claim of a governmental unit, the affected governmental unit shall be permitted to dispute the amount, nature, classification or characterization of the scheduled claim by filing with the Claims Agent a completed and executed Proof of Claim Form in substantially the form attached hereto as **Exhibit 2** on or before

the later of (a) the Governmental Bar Date or (b) twenty-one (21) days from the date of the notice that is served alerting the affected governmental unit of the applicable amendment to its Schedules.

7. **Rejection Bar Date.** Except as otherwise set forth in any order authorizing rejection of an executory contract or unexpired lease, if a Debtor, pursuant to section 365 of the Bankruptcy Code, rejects any executory contract or unexpired lease, all persons or entities that hold or wish to assert a claim arising from such rejection (a "Rejection Damage Claim") shall file with the Claims Agent a completed and executed Proof of Claim Form in substantially the form attached hereto as **Exhibit B** on or before the later of (i) the General Bar Date or (ii) thirty (30) days after entry of any order authorizing the rejection of such executory contract or unexpired lease; *provided, however*, that persons or entities asserting claims with respect to contracts or leases that are not Rejection Damage Claims must file a Proof of Claim Form on account of such claims by the General Bar Date.

8. Creditors holding or wishing to assert the following types of claims against the Debtors are not required to file a Proof of Claim Form:

- a. the United States Trustee on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
- b. any person or entity that has already properly filed a proof of claim against the correct Debtor(s) with either DRC or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- c. any person or entity (i) whose claim is listed in the Debtors' Schedules or any amendments thereto, and (ii) whose claim is *not* described therein as "disputed," "contingent," or "unliquidated," and (iii) who does not dispute the amount or characterization of its claim as set forth in its Schedules (including that the claim is an obligation of the specific Debtor against which the claim is listed in its Schedules);
- d. any professional that holds a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense, including any professionals retained by the Debtors or any statutory committee

pursuant to orders of this Court who may assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330 and 331 of the Bankruptcy Code;

- e. any party that is exempt from filing a proof of claim pursuant to an order of the Court in these Chapter 11 Cases, including, without limitation, the DIP Parties and the Prepetition Secured Parties in accordance with the *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363 and 364 (I) Authorizing the Debtors to Obtain Senior Secured Priming Superpriority Postpetition Financing, (II) Granting Liens and Superpriority Administrative Expense Status, (III) Authorizing the Use of Cash Collateral, (IV) Granting Adequate Protection, and (V) Granting Related Relief* [ECF No. 203] (the "Final DIP Order");
- f. any person or entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court, including any such person or entity whose claim has been paid in full and who disputes either the amount of its claim set forth in the Debtors' Schedules or any amendments thereto, or the characterization of its claim therein as "disputed," "contingent," or "unliquidated";
- g. any Debtor asserting a claim against another Debtor;
- h. any non-Debtor affiliate asserting a claim against any Debtor;
- i. any person asserting a claim previously allowed or paid pursuant to an order of the Court;
- j. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided, however*, that a current employee must submit a Proof of Claim by the General Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- k. any current or former officer, director, manager, or employee of any Debtor for claims based on indemnification, contribution, or reimbursement; and
- l. any person or entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration arising from goods and services provided to the Debtors in the ordinary course of business on or after the Petition Date; *provided* that any person or entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a request for payment or a Proof of Claim on or prior to the General Bar Date.

9. For the avoidance of doubt, neither the Prepetition ABL Agent nor any of the Prepetition ABL Lenders shall be required to file a Proof of Claim with respect to any of the Prepetition ABL Obligations, and the stipulations and findings set forth in the Final DIP Order shall constitute an informal proof of claim in respect thereof. Notwithstanding the foregoing, the Prepetition ABL Agent is authorized (but not obligated) to file a single, master Proof of Claim in the case of Velocity Holding Company, Inc., No. 17-12442 (KJC), on behalf of itself and the Prepetition ABL Lenders on account of their claims arising under the Prepetition ABL Documents and such master Proof of Claim shall be deemed filed as a claim against each of the Debtors in the Chapter 11 Cases.

10. The form of the following, attached hereto, are approved: (i) the Bar Date Notice (**Exhibit 1**); (ii) the Proof of Claim Form (**Exhibit 2**); and (iii) the Publication Notice (**Exhibit 3**).

11. The Debtors shall serve the Bar Date Notice, substantially in the form attached hereto as **Exhibit 1**, and a Proof of Claim Form, substantially in the form attached hereto as **Exhibit 2**, as appropriate, by first-class mail on or before **February 2, 2018**, to (i) all known creditors of the Debtors as reflected on the official creditor matrix; (ii) all former employees of the Debtors; (iii) all parties on the service list described in Local Rule 2002-1(c); (iv) the equity security holders of Debtor Velocity Holding Company, Inc.; (v) the Debtors' prepetition secured lenders; (v) the U.S. Trustee; and (vi) all relevant taxing authorities for the jurisdictions in which the Debtors do business.

12. The Debtors shall publish a notice, substantially in the form attached hereto as **Exhibit 3**, one time in the national edition of one of the following newspapers: *Wall Street Journal*, *The New York Times* or *USA Today*, no later than **February 2, 2018**.

13. All Proof of Claim Forms mailed by first class mail or delivered via overnight courier or hand delivery to the Claims Agent will be deemed timely filed only if actually received by the Claims Agent on or before the applicable Bar Date associated with such claim at the applicable address listed below:

**If by first class mail, to:**

Donlin, Recano & Company, Inc.  
Re: Velocity Holding Company, Inc., et al.  
P.O. Box 199043  
Blythebourne Station  
Brooklyn, NY 11219

**If by Overnight Courier or Hand Delivery, to:**

Donlin, Recano & Company, Inc.  
Re: Velocity Holding Company, Inc., et al.  
6201 15th Avenue  
Brooklyn, NY 11219

14. Proof of Claim Forms shall not be submitted by facsimile, telecopy, e-mail or other electronic means, and Proof of Claim Forms submitted by such means shall not be deemed timely filed; *provided* that creditors may submit Proof of Claim Forms electronically to DRC at <https://www.donlinrecano.com/Clients/vhc/FileClaim>, and Proof of Claims Forms submitted through this web address shall be deemed timely filed so long as they are submitted on or before the applicable Bar Date associated with such claim.

15. Any entity asserting a claim against more than one Debtor shall file a separate Proof of Claim Form with respect to each such Debtor and identify on each Proof of Claim Form the particular Debtor against which their claim is asserted. If more than one Debtor is listed on any particular Proof of Claim Form, such claim shall be deemed to have been filed only against the first listed Debtor. Any Proof of Claim Form filed under the joint administration case number (*In re Velocity Holdings Company, Inc.*, Case No. 17-12442 (KJC)) or otherwise without

identifying a Debtor shall be deemed as filed only against Velocity Holding Company, Inc.

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

17. Notification of the relief granted in this Order as provided herein is fair and reasonable and approved, and will provide good, sufficient and proper notice to all creditors of their obligations in connection with claims they may have against the Debtors in these Chapter 11 Cases.

18. Nothing in this Order shall be deemed to prejudice the Debtors' right to object to any claim, whether filed or scheduled, on any ground; to dispute or assert offsets against or defenses to any claim, whether filed or scheduled, as to amount, nature, classification, characterization or otherwise; or to subsequently designate any claim as contingent, unliquidated or disputed.

19. Nothing contained herein shall limit, abridge or otherwise affect the Debtors' right to request that the Court fix a date by which the holder of a claim that is specifically excluded from the requirements to file such a claim by this Order must file a proof of claim.

20. The provisions of this Order apply to all claims (except as otherwise set forth herein) of whatever character against the Debtors or their property, whether they are secured or



unsecured, entitled or not entitled to priority, liquidated or unliquidated, or fixed or contingent.

21. The Debtors are authorized to take such steps, expense such monies, and perform such acts as they deem reasonably necessary to fulfill the notice requirements established by this Order.

22. The Debtors are authorized to make non-substantive changes to the exhibits to this Order without further Order of the Court, including without limitation, changes to (i) correct typographical and grammatical errors, (ii) update references to cited pleadings and orders, and (iii) conform changes among this Order, the exhibits and any other related materials prior to their mailing to parties in interest.

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

Dated: Jan 22, 2018  
Wilmington, Delaware

  
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THE HONORABLE KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Bar Date Notice**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

VELOCITY HOLDING COMPANY, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-12442 (KJC)

(Jointly Administered)

Related to Docket No. \_\_\_\_

**NOTICE OF BAR DATES FOR FILING PROOFS OF CLAIM**

**PLEASE TAKE NOTICE THAT:**

On November 15, 2017 (the “Petition Date”), the following debtors and debtors in possession in the above-captioned case (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”):

- DFR Acquisition Corp., Case No. 17-12443 (KJC)
- Ed Tucker Distributor, Inc., Case No. 17-12444 (KJC)
- J&P Cycles, LLC, Case No. 17-12445 (KJC)
- Kuryakyn Holdings, LLC, Case No. 17-12447 (KJC)
- MAG Creative Group, LLC, Case No. 17-12448 (KJC)
- Magnet Force, LLC, Case No. 17-12449 (KJC)
- Motorcycle Superstore, Inc., Case No. 17-12450 (KJC)
- Motorcycle USA LLC, Case No. 17-12451 (KJC)
- Motorsport Aftermarket Group, Inc., Case No. 17-12452 (KJC)
- Mustang Motorcycle Products, LLC, Case No. 17-12453 (KJC)
- Performance Machine, LLC, Case No. 17-12454 (KJC)

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Velocity Holding Company, Inc. (1790); Velocity Pooling Vehicle, LLC (4630); Ed Tucker Distributor, Inc. (9197); Ralco Holdings, Inc. (0707); Rally Holdings, LLC (0707); Tucker Rocky Corporation (5967); Tucker-Rocky Georgia, LLC (8121); Motorsport Aftermarket Group, Inc. (0080); DFR Acquisition Corp. (4542); J&P Cycles, LLC (2512); Kuryakyn Holdings, LLC (2341); MAG Creative Group, LLC (4754); MAGNET Force, LLC (2635); Motorcycle Superstore, Inc. (1046); Motorcycle USA LLC (8994); Mustang Motorcycle Products, LLC (3660); Performance Machine, LLC (3924); Renthal America, Inc. (3827); and V&H Performance, LLC (2802). The location of the Debtors’ service address is 651 Canyon Drive, Suite 100, Coppell, Texas 75019.

- Ralco Holdings, Inc., Case No. 17-12455 (KJC)
- Rally Holdings, LLC, Case No. 17-12456 (KJC)
- Renthal America, Inc., Case No. 17-12457 (KJC)
- Tucker Rocky Corporation, Case No. 17-12458 (KJC)
- Tucker-Rocky Georgia, LLC, Case No. 17-12459 (KJC)
- Velocity Holding Company, Inc., Case No. 17-12442 (KJC)
- Velocity Pooling Vehicle, LLC, Case No. 17-12441 (KJC)
- V&H Performance, LLC, Case No. 17-12460 (KJC)

On January \_\_\_, 2018, the Bankruptcy Court entered an order (ECF No. \_\_\_) (the “Bar Date Order”) establishing certain deadlines for filing proofs of claim against the Debtors (the “Bar Dates”), including a General Bar Date, Governmental Bar Date, Amended Schedules Bar Date and Rejection Bar Date. A copy of the Bar Date Order, Proof of Claim Form (as defined below), or other case pleadings, including its Schedules (as defined below), may be (i) viewed and downloaded free of charge at the Debtors’ case website ([www.donlinrecano.com/vhc](http://www.donlinrecano.com/vhc)) or, for a fee, at the Bankruptcy Court’s website (<http://www.deb.uscourts.gov>); (ii) examined between the hours of 8:00 a.m. and 4:00 p.m. prevailing Eastern Time, Monday through Friday, excluding federal holidays, at the Office of the Clerk of the Bankruptcy Court (the “Clerk”), 824 N. Market St., 3rd Floor, Wilmington, Delaware 19801; or (iii) obtained by written request to Donlin, Recano & Company, Inc. (“DRC”), the Debtors’ Court-appointed claims and noticing agent, at P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219.

The Bar Dates and the procedures set forth below for the filing of proofs of claim against the Debtors apply to all claims against the Debtors that arose (or are deemed to have arisen) on or prior to the Petition Date, except for the types of claims listed in Section 1 below, including claims arising under sections 503(b)(9), 507(a)(4) and 507(a)(5) of the Bankruptcy Code.<sup>2</sup>

## **1. WHO MUST FILE A PROOF OF CLAIM**

You **must** file a proof of claim to share in distributions from the Debtors’ bankruptcy estates if you hold a claim<sup>3</sup> that arose (or is deemed to have arisen) on or before the Petition Date, and it is

<sup>2</sup> Bankruptcy Code section 503(b)(9) provides that “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” is entitled to administrative priority. Sections 507(a)(4) and 507(a)(5) apply to claims for wages, salaries, commissions, vacation, severance, sick leave pay and contributions to an employee benefit plan arising 180 days before the petition date.

<sup>3</sup> Under Bankruptcy Code section 101(5) and as used herein, the word “claim” means (i) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (ii) a 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.

not one of the kinds of claims set forth in this Section. You must file a proof of claim by the applicable Bar Date even if your claim is not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date.

Specifically, and without limiting the generality of Bankruptcy Rule 3003(c)(2), you **must** file a proof of claim on or before the applicable Bar Date if:

- a. your claim against the Debtors is not listed on its Schedules (defined in Section 5 below) or is listed on its Schedules as contingent, unliquidated or disputed; or
- b. you dispute the amount, nature, classification or characterization of your claim, as listed in its Schedules (including that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules).

The following parties do **not** need to file a proof of claim (except as otherwise ordered by the Bankruptcy Court):

- a. the United States Trustee on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
- b. any person or entity that has already properly filed a proof of claim against the correct Debtor(s) with either DRC or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- c. any person or entity (i) whose claim is listed in the Debtors' Schedules or any amendments thereto, and (ii) whose claim is ***not*** described therein a "disputed," "contingent," or "unliquidated," and (iii) who does not dispute the amount or characterization of its claim as set forth in its Schedules (including that the claim is an obligation of the specific Debtor against which the claim is listed in its Schedules);
- d. any professional that holds a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense, including any professionals retained by the Debtors or any statutory committee pursuant to orders of this Court who may assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330 and 331 of the Bankruptcy Code;
- e. any party that is exempt from filing a proof of claim pursuant to an order of the Court in these Chapter 11 Cases, including, without limitation, the DIP Parties and the Prepetition Secured Parties in accordance with the *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363 and 364 (I) Authorizing the Debtors to Obtain Senior Secured Priming Superpriority Postpetition Financing, (II) Granting Liens and Superpriority Administrative Expense Status, (III) Authorizing the Use of Cash Collateral, (IV) Granting Adequate Protection, and (V) Granting Related Relief* [ECF No. 203];

- f. any person or entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court, including any such person or entity whose claim has been paid in full and who disputes either the amount of its claim set forth in the Debtors' Schedules or any amendments thereto, or the characterization of its claim therein as "disputed," "contingent," or "unliquidated";
- g. any Debtor asserting a claim against another Debtor;
- h. any non-Debtor affiliate asserting a claim against any Debtor;
- i. any person asserting a claim previously allowed or paid pursuant to an order of the Court;
- j. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided, however*, that a current employee must submit a Proof of Claim by the General Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- k. any current or former officer, director, manager, or employee of any Debtor for claims based on indemnification, contribution, or reimbursement; and
- l. any person or entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration arising from goods and services provided to the Debtors in the ordinary course of business on or after the Petition Date, *provided that* any person or entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code **must** assert such claims by filing a request for payment or a Proof of Claim on or prior to the General Bar Date.

**You should not file a Proof of Claim Form if you do not have a claim against the Debtors. The fact that you received this Notice does not mean that you have a claim against the Debtors.** All claims must be denominated in U.S. dollars, converted at the rate published by Bloomberg for November 15, 2017 at <https://www.bloomberg.com/markets/currencies>.

## **2. WHAT FORMS AND DOCUMENTS TO FILE**

Any proof of claim previously and properly filed with either DRC or the Clerk prior to the mailing of this Notice shall be deemed to be, and shall be treated as, a properly-filed claim subject to the rights of the Debtors or any party in interest to object to the allowance thereof. No additional proof of claim or request for payment is required to be asserted with respect to such a previously-filed claim.

**If you have not filed your proof of claim yet**, your proof of claim should be submitted on the proof of claim form enclosed with this Notice (the “Proof of Claim Form”). If you are a scheduled creditor receiving a customized Proof of Claim Form and you disagree with the information on the customized Proof of Claim Form, you should make any necessary changes to the information on the pre-printed form regarding your claim and file the Proof of Claim as instructed with your modifications. If the Debtors believe 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. Additional copies of the Proof of Claim Form and general information related to this case can be downloaded free of charge at [www.donlinrecano.com/vhc](http://www.donlinrecano.com/vhc).

All Proof of Claim Forms must be filed with original signatures and be written in English. You should attach to your completed Proof of Claim Form copies of any documents on which the claim is based or an explanation as to why such documents are not available.

**You should review and follow the instructions on the Proof of Claim Form prior to filing your Proof of Claim.**

### **3. WHEN AND WHERE TO FILE**

**General Bar Date.** Except as otherwise provided herein, each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, or trust) holding or asserting a claim against the Debtors that arose (or is deemed to have arisen) on or before the Petition Date, including but not limited to claims under sections 503(b)(9), 507(a)(4) or 507(a)(5) of the Bankruptcy Code, must file a Proof of Claim Form so that it is actually received by DRC **on or before March 13, 2018 at 5:00 p.m. prevailing Eastern Time** (the “General Bar Date”).

**Governmental Bar Date.** Each governmental unit holding or asserting a claim against the Debtors that arose (or is deemed to have arisen) on or before the Petition Date must file a Proof of Claim Form so that it is actually received by DRC **on or before May 14, 2018 at 5:00 p.m. prevailing Eastern Time**.

**Amended Schedules Bar Date.** If, on or after the date the Debtors serve this Notice, a Debtor amends its Schedules to change the amount, nature, classification or characterization of a claim, or to schedule a new claim, the affected claimant may dispute the amount, nature, classification or characterization of the scheduled claim by filing a Proof of Claim Form with respect to the scheduled claim, so that the Proof of Claim Form is actually received by DRC **on or before the later of (i) the General Bar Date or (ii) twenty-one (21) days from the date of the notice that is served alerting the affected creditor of the applicable amendment to its Schedules**.

**Rejection Damages Bar Date.** If a Debtor, pursuant to section 365 of the Bankruptcy Code, rejects any executory contract or unexpired lease, each person or entity holding or asserting a claim arising from such rejection must file a Proof of Claim Form so that it is actually received by DRC **on or before the later of (i) the General Bar Date or (ii) thirty (30) days after entry**

**of any order authorizing the rejection of an executory contract or unexpired lease.**

Persons or entities filing Proof of Claim Forms must deliver, by first class mail, overnight courier, or hand delivery, such forms to DRC at the following applicable address:

**If by first class mail, to:**

Donlin, Recano & Company, Inc.  
Re: Velocity Holding Company, Inc., et al.  
P.O. Box 199043  
Blythebourne Station  
Brooklyn, NY 11219

**If by Overnight Courier or Hand Delivery, to:**

Donlin, Recano & Company, Inc.  
Re: Velocity Holding Company, Inc., et al.  
6201 15th Avenue  
Brooklyn, NY 11219

Creditors may also file claims electronically with DRC only at the following web address:  
<https://www.donlinrecano.com/Clients/vhc/FileClaim>.

Proof of Claim Forms will be deemed timely and properly filed only if such forms are actually received by DRC on or before the applicable Bar Date. Please do not file your Proof of Claim Form with the Clerk.

**Proof of Claim Forms shall not be submitted by facsimile, telecopy, e-mail or other electronic means, and Proof of Claim Forms submitted by such means shall not be deemed timely filed.**

**4. CONSEQUENCES OF FAILURE TO TIMELY FILE A PROOF OF CLAIM FORM**

**ANY PERSON OR ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM FORM IN THE FORM AND MANNER SPECIFIED IN THE BAR DATE ORDER AND FAILS TO DO SO ON OR BEFORE THE APPLICABLE BAR DATE: (I) SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS, THEIR ESTATES OR THE PROPERTY OF THE ESTATES, OR THEREAFTER FILING A PROOF OF CLAIM FORM WITH RESPECT THERETO IN THE CHAPTER 11 CASES; (II) SHALL NOT, WITH RESPECT TO SUCH CLAIM, BE TREATED AS A CREDITOR OF THE DEBTORS FOR THE PURPOSE OF VOTING UPON ANY PLAN IN THIS PROCEEDING; AND (III) SHALL NOT RECEIVE OR BE ENTITLED TO RECEIVE ANY PAYMENT OR DISTRIBUTION OF PROPERTY FROM THE DEBTORS OR THEIR SUCCESSORS OR ASSIGNS WITH RESPECT TO SUCH CLAIM.**



**5. THE DEBTORS' SCHEDULES AND ACCESS THERETO**

You may be listed as the holder of a claim against the Debtors in their schedules of assets and liabilities (the "Schedules"), copies of which may be obtained as set forth above.

If you rely on its Schedules, it is your responsibility to determine that your claim is accurately listed therein. As set forth above, if (i) you agree with the amount, nature, classification and characterization of your claim as listed in its Schedules, and (ii) your claim is not described as "disputed", "contingent" or "unliquidated" in its Schedules, you need not file a Proof of Claim Form for such claim. Otherwise, or if you decide to file a Proof of Claim Form, you must do so on or before the applicable Bar Date, in accordance with the procedures set forth in this Notice.

**A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE AND ANY RELATED MATTERS, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM FORM.**

This notice is only a summary of the Bar Date Order. All creditors and other parties in interest are referred to the text of the Bar Date Order itself and to the Bankruptcy Code, the Bankruptcy Rules and the Local Rules for additional information regarding the filing and treatment of proofs of claim.

*If you have any questions relating to this Notice, contact DRC at 800-581-5607 (toll free) or 212-771-1128 (international) or [vhcinfo@donlinrecano.com](mailto:vhcinfo@donlinrecano.com).*

**NEITHER THE ATTORNEYS FOR THE DEBTORS, NOR DRC, NOR THE CLERK IS AUTHORIZED TO PROVIDE YOU WITH LEGAL ADVICE.**

Wilmington, Delaware  
Dated: [•], 2018

Respectfully submitted,

**COLE SCHOTZ P.C.**

/s/

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*Counsel to the Debtors*

**Exhibit 2**

**Proof of Claim Form**

**Fill in this information to identify the case:**

In re: Velocity Holding Company, Inc., et al.

or name: \_\_\_\_\_

United States Bankruptcy Court for the District of Delaware

Case number: \_\_\_\_\_

**Proof of Claim**

Your claim is scheduled by the Debtor as:

**Proof of Claim**

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Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense other than a claim arising under section 503(b)(9). Make such a request according to 11 U.S.C. § 503. Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

**Part 1: Identify the Claim**

<b>1. Who is the current creditor?</b> Name and address of the creditor.	Name and address of creditor (the person or entity to be paid for this claim):  Other names the creditor used with the debtor: _____	
<b>2. Has this claim been acquired from someone else?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
<b>3. Where should notices and payments to the creditor be sent?</b>  Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).	<b>Where should notices to the creditor be sent?</b>  Name: _____ Address: _____ City: _____ State: _____ Zip: _____ Phone: _____ Email: _____  Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	<b>Where should payments to the creditor be sent? (if different)</b>  Name: _____ Address: _____ City: _____ State: _____ Zip: _____ Phone: _____ Email: _____
<b>4. Does this claim amend one already filed?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known): _____ Filed on (MM/DD/YYYY): _____	
<b>5. Do you know if anyone else has filed a proof of claim for this claim?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	

**Part 2: Give Information About the Claim as of the Date the Case was Filed**

<b>6. Do you have any number you use to identify the debtor?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any identification number used: _____	
<b>7. How much is the claim?</b>  \$ _____	<b>Does this amount include interest or other charges?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).	
<b>8. What is the basis of the claim?</b> Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. _____		

<b>9. Is all or part of the claim secured?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property.	<b>Nature of property:</b> <input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> .	<input type="checkbox"/> Motor vehicle <input type="checkbox"/> Other (describe): _____
<b>Basis for perfection:</b> _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)			
<b>Value of property:</b> \$ _____		<b>Amount of the claim that is secured:</b> \$ _____	
<b>Amount of the claim that is unsecured</b> (the sum of the secured and unsecured amounts should match the amount in line 7): \$ _____			
<b>Amount necessary to cure any default as of the date of the petition:</b> \$ _____		<b>Annual interest rate</b> (when case was filed): _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable	

<b>10. Is this claim based on a lease?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. <b>Amount necessary to cure any default as of the date of the petition.</b> \$ _____
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<b>11. Is this claim subject to a right of setoff?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. Identify the property: _____
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<b>12. Is all or part of the claim entitled to: (i) priority under 11 U.S.C. § 507(a), or (ii) administrative expense under 11 U.S.C. § 503(b)(9)?</b>  A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.  <small>* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.</small>	<input type="checkbox"/> No <input type="checkbox"/> Yes. <i>Check all that apply:</i> <ul style="list-style-type: none"> <li><input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). _____</li> <li><input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). _____</li> <li><input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). _____</li> <li><input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). _____</li> <li><input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). _____</li> <li><input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies. _____</li> <li><input type="checkbox"/> Value of goods received by the debtor within 20 days before the date of commencement of the case. 11 U.S.C. § 503(b)(9). _____</li> </ul>	<b>Amount entitled to priority</b>  \$ _____  \$ _____  \$ _____  \$ _____  \$ _____  \$ _____
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**Part 3: Sign Below**

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- ☐ I am the creditor.  
☐ I am the creditor's attorney or authorized agent.  
☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.  
☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that 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.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date (MM/DD/YYYY): \_\_\_\_\_

Signature: \_\_\_\_\_

**Print the name of the person who is completing and signing this claim:**

First name: \_\_\_\_\_ Middle: \_\_\_\_\_ Last: \_\_\_\_\_

Title: \_\_\_\_\_

Company (identify the corporate servicer as the company if the authorized agent is a servicer): \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Email: \_\_\_\_\_

## Instructions for Proof of Claim

United States Bankruptcy Court

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These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157 and 3571.

### How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form. You must fill in the specific Debtor name and case number against which your claim is being asserted. If you are asserting claims against more than one Debtor, you MUST file a separate proof of claim for each debtor.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form. Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the reverse page.)  
  
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called "Bankruptcy Rule") 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

### Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may access the claims agent's website ([www.donlinrecano.com/vhc](http://www.donlinrecano.com/vhc)) to view the filed form.

### Understand the terms used in this form

**Administrative expense:** Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate. 11 U.S.C. § 503.

**Administrative expense claim under 11 U.S.C. §503(b)(9):** Administrative expense claims under 11 U.S.C. §503(b)(9) include those claims for the value of any goods received by the debtor, within 20 days before the date of commencement of a case under the Bankruptcy Code in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

**Claim:** A creditor's right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. §101 (5). A claim may be secured or unsecured.

**Creditor:** A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. § 101 (10).

**Debtor:** A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

**Evidence of perfection:** Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

**Information that is entitled to privacy:** A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

**Priority claim:** A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. § 507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

**Proof of claim:** A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

**Redaction of information:** Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

**Secured claim under 11 U.S.C. § 506(a):** A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

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 may be a lien.

**Setoff:** Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

**Uniform claim identifier:** An optional 24-character identifier that some creditors use to facilitate electronic payment.

**Unsecured claim:** A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

### Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some 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, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

**Do not file these instructions with your form.**

**Exhibit 3**

**Publication Notice**



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

VELOCITY HOLDING COMPANY, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-12442 (KJC)

(Jointly Administered)

**NOTICE OF ENTRY OF BAR DATE ORDER ESTABLISHING  
DEADLINES FOR FILING OF CLAIMS AGAINST THE DEBTORS**

**PLEASE TAKE NOTICE THAT:**

On November 15, 2017 (the “Petition Date”), the following debtors and debtors in possession in the above-captioned case (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”):

- DFR Acquisition Corp., Case No. 17-12443 (KJC)
- Ed Tucker Distributor, Inc., Case No. 17-12444 (KJC)
- J&P Cycles, LLC, Case No. 17-12445 (KJC)
- Kuryakyn Holdings, LLC, Case No. 17-12447 (KJC)
- MAG Creative Group, LLC, Case No. 17-12448 (KJC)
- Magnet Force, LLC, Case No. 17-12449 (KJC)
- Motorcycle Superstore, Inc., Case No. 17-12450 (KJC)
- Motorcycle USA LLC, Case No. 17-12451 (KJC)
- Motorsport Aftermarket Group, Inc., Case No. 17-12452 (KJC)
- Mustang Motorcycle Products, LLC, Case No. 17-12453 (KJC)
- Performance Machine, LLC, Case No. 17-12454 (KJC)
- Ralco Holdings, Inc., Case No. 17-12455 (KJC)

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Velocity Holding Company, Inc. (1790); Velocity Pooling Vehicle, LLC (4630); Ed Tucker Distributor, Inc. (9197); Ralco Holdings, Inc. (0707); Rally Holdings, LLC (0707); Tucker Rocky Corporation (5967); Tucker-Rocky Georgia, LLC (8121); Motorsport Aftermarket Group, Inc. (0080); DFR Acquisition Corp. (4542); J&P Cycles, LLC (2512); Kuryakyn Holdings, LLC (2341); MAG Creative Group, LLC (4754); MAGNET Force, LLC (2635); Motorcycle Superstore, Inc. (1046); Motorcycle USA LLC (8994); Mustang Motorcycle Products, LLC (3660); Performance Machine, LLC (3924); Renthal America, Inc. (3827); and V&H Performance, LLC (2802). The location of the Debtors’ service address is 651 Canyon Drive, Suite 100, Coppell, Texas 75019.

- Rally Holdings, LLC, Case No. 17-12456 (KJC)
- Renthall America, Inc., Case No. 17-12457 (KJC)
- Tucker Rocky Corporation, Case No. 17-12458 (KJC)
- Tucker-Rocky Georgia, LLC, Case No. 17-12459 (KJC)
- Velocity Holding Company, Inc., Case No. 17-12442 (KJC)
- Velocity Pooling Vehicle, LLC, Case No. 17-12441 (KJC)
- V&H Performance, LLC, Case No. 17-12460 (KJC)

On January \_\_, 2018, the Bankruptcy Court entered an order (ECF No. \_\_) (the “Bar Date Order”) establishing certain deadlines for filing proofs of claim against the Debtors (the “Bar Dates”), including a General Bar Date, Governmental Bar Date, certain Administrative Claims, Amended Schedules Bar Date and Rejection Bar Date with Donlin, Recano & Company, Inc. (“DRC”), the Debtors’ Court-appointed claims and noticing agent.

**General Bar Date.** Each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, or trust) holding or asserting a claim (as such term is defined in Bankruptcy Code section 101(5)) against the Debtors that arose (or is deemed to have arisen) on or before the Petition Date, including but not limited to claims arising under sections 503(b)(9), 507(a)(4) or 507(a)(5) of the Bankruptcy Code, must file a Proof of Claim Form so that it is actually received by DRC **on or before March 13, 2018 at 5:00 p.m. prevailing Eastern Time.**

**Governmental Bar Date.** Each governmental unit holding or asserting a claim against the Debtors that arose (or is deemed to have arisen) on or before the Petition Date must file a Proof of Claim Form so that it is actually received by DRC **on or before May 14, 2018 at 5:00 p.m. prevailing Eastern Time.**

Proof of Claim Forms must be delivered to DRC, so that such forms are actually received by the applicable Bar Date, at the following applicable address: **If by first class mail**, to Donlin, Recano & Company, Inc., *Re: Velocity Holding Company, Inc., et al.*, P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219, and, **if by Overnight Courier or Hand Delivery**, to Donlin, Recano & Company, Inc., *Re: Velocity Holding Company, Inc., et al.*, 6201 15th Avenue, Brooklyn, NY 11219. Creditors may also file claims electronically with DRC **only** at the following web address: <https://www.donlinrecano.com/Clients/vhc/FileClaim>. Proof of Claim Forms shall not be submitted by facsimile, telecopy, e-mail or other electronic means, and Proof of Claim Forms submitted by such means shall not be deemed timely filed. All claims must be in English and denominated in U.S. dollars, converted at the rate published by Bloomberg for November 15, 2017 at <https://www.bloomberg.com/markets/currencies>.

**Any person or entity that is required to file a Proof of Claim Form in the form and manner specified in the Bar Date Order and that fails to do so on or before the applicable Bar Date: (i) shall be forever barred, estopped and enjoined from asserting such claim against the Debtors, their estates or their property, or thereafter filing a Proof of Claim Form with respect thereto in the Chapter 11 Cases; (ii) shall not, with respect to such claim, be treated as a creditor of the Debtors for the purpose of voting upon any plan in this proceeding; and**

(iii) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim.

Copies of the Bar Date Order, the Proof of Claim Forms, and the Debtors' schedules of assets and liabilities may be viewed and downloaded free of charge at DRC's website ([www.donlinrecano.com/vhc](http://www.donlinrecano.com/vhc)) and also may be obtained by written request to DRC at Donlin, Recano & Company, Inc., *Re: Velocity Holding Company, Inc., et al.*, P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219.

Questions concerning this Notice should be directed to DRC at 800-581-5607 (toll free) or 212-771-1128 (international) or [vhcinfo@donlinrecano.com](mailto:vhcinfo@donlinrecano.com). Please note that DRC's staff is not permitted to give legal advice.

**COLE SCHOTZ P.C.**

/s/

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-and-

**PROSKAUER ROSE LLP**

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Paul V. Possinger (admitted *pro hac vice*)  
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*Counsel to the Debtors*