

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

In re:

VELOCITY HOLDING COMPANY, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 17-12442 (KJC)

(Jointly Administered)

Related to Docket No. 347

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)

¹ 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 22, 2018, the Bankruptcy Court entered an order (ECF No. 347) (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) 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.²

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 claim³ that arose (or is deemed to have arisen) on or before the Petition Date, and it is

² 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.

³ 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 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];

- 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.

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.

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

Wilmington, Delaware
Dated: January 23, 2018

Respectfully submitted,

COLE SCHOTZ P.C.

/s/ Patrick J. Reilley
Norman L. Pernick (No. 2290)
Patrick J. Reilley (No. 4451)
500 Delaware Avenue, Suite 1410
Wilmington, DE 19801
Telephone: (302) 652-3131
Facsimile: (302) 652-3117
Email: npernick@coleschotz.com
preilley@coleschotz.com

-and-

PROSKAUER ROSE LLP
Jeff J. Marwil (admitted *pro hac vice*)
Paul V. Possinger (admitted *pro hac vice*)
Christopher M. Hayes (admitted *pro hac vice*)
Jeramy D. Webb (admitted *pro hac vice*)
70 West Madison, Suite 3800
Chicago, Illinois 60602
Telephone: (312) 962-3550
Facsimile: (312) 962-3551
Email: jmarwil@proskauer.com
ppossinger@proskauer.com
chayes@proskauer.com
jwebb@proskauer.com

Counsel to the Debtors and Debtors in Possession