



February 15, 2018

Via First Class Mail

RE: In re Velocity Holding Company, Inc., et al.,
Chapter 11 Case No. 17-12442 (KJC) (Jointly Administered)

TO ALL HOLDERS OF CLAIMS ENTITLED TO VOTE ON THE PLAN:

Velocity Holding Company, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”)¹ each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the “Court”) on November 15, 2015.

You have received this letter and the enclosed materials because you are entitled to vote on the *Joint Chapter 11 Plan of Reorganization of Velocity Holding Company, Inc. and its Affiliated Debtors* (as modified, amended, or supplemented from time to time, the “Plan”).² On February 14, 2018, the Court entered an order (the “Disclosure Statement Order”): (a) authorizing the Debtors to solicit acceptances for the Plan; (b) approving the *Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of Velocity Holding Company, Inc. and its Affiliated Debtors* (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Package”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan, and for filing objections to the Plan.

YOU ARE RECEIVING THIS LETTER BECAUSE YOU ARE ENTITLED TO VOTE ON THE PLAN. THEREFORE, YOU SHOULD READ THIS LETTER CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

In addition to this cover letter, the enclosed materials comprise your Solicitation Package, and were approved by the Court for distribution to holders of Claims in connection with the solicitation of votes to accept the Plan. The Solicitation Package consists of the following:

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.

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



- a. a copy of the Solicitation and Voting Procedures;
- b. a Ballot, together with detailed voting instructions and a pre-addressed, postage prepaid return envelope;
- c. this letter;
- d. the Disclosure Statement, as approved by the Court (and exhibits thereto, including the Plan);
- e. the Disclosure Statement Order (excluding the exhibits thereto, except the Solicitation and Voting Procedures);
- f. the notice of the hearing to consider confirmation of the Plan; and
- g. such other materials as the Court may direct.

Velocity Holding Company, Inc. (on behalf of itself and each of the other Debtors) has approved the filing of the Plan and the solicitation of votes to accept the Plan. The Debtors believe that the acceptance of the Plan is in the best interests of their estates, holders of Claims, and all other parties in interest. Moreover, the Debtors believe that any alternative other than Confirmation of the Plan could result in extensive delays and increased administrative expenses, which, in turn, likely would result in smaller distributions (or no distributions) on account of Claims asserted in the Chapter 11 Cases.

**THE DEBTORS STRONGLY URGE YOU TO PROPERLY AND TIMELY SUBMIT
YOUR BALLOT CASTING A VOTE TO ACCEPT THE PLAN.
BALLOTS SHOULD BE SUBMITTED VIA EITHER:**

**(A) FIRST CLASS MAIL (IN THE ENCLOSED REPLY ENVELOPE
PROVIDED) TO:**

**Donlin, Recano & Company, Inc.
Re: Velocity Holding Company, Inc., et al.
Attn: Voting Department
PO Box 192016 Blythebourne Station
Brooklyn, NY 11219;**

OR

(B) OVERNIGHT COURIER OR HAND DELIVERY TO:

**Donlin, Recano & Company, Inc.
Re: Velocity Holding Company, Inc., et al
Attn: Voting Department**



6201 15th Ave
Brooklyn, NY 11219

OR

(C) ELECTRONIC MAIL TO:

VelocityVote@DonlinRecano.com
with "Velocity Vote" on the Subject Line.³

**THE VOTING DEADLINE IS 4:00 P.M. PREVAILING EASTERN TIME ON
WEDNESDAY, MARCH 21, 2018**

The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions, however, please feel free to contact Donlin, Recano & Company, Inc., the notice and claims agent retained by the Debtors in the Chapter 11 Cases (the "Notice and Claims Agent"), by: (a) calling the Debtors' restructuring hotline at 800-581-5607 (toll free) or 212-771-1128 (international); (b) visiting the Debtors' restructuring website at: <https://www.donlinrecano.com/Clients/vhc/Index>; (c) writing to Donlin, Recano & Company, Inc., *Re: Velocity Holding Company, Inc., et al.*, Attn: Voting Department, PO Box 192016, Blythebourne Station, Brooklyn, NY 11219 (**first class mail**) or Donlin, Recano & Company, Inc., *Re: Velocity Holding Company, Inc., et al.*, Attn: Voting Department, 6201 15th Ave, Brooklyn, NY 11219 (**hand delivery or overnight mail**); and/or (d) emailing VelocityVote@donlinrecano.com. You may also obtain copies of any pleadings filed in the Chapter 11 Cases for a fee via PACER at: <http://www.deb.uscourts.gov>. Please be advised that the Notice and Claims Agent is authorized to answer questions about, and provide additional copies of, the solicitation materials, but may not advise you as to whether you should vote to accept or reject the Plan.

Sincerely,

/s/ Anthony Flanagan

Velocity Holding Company, Inc. on its own behalf
and for each of the Debtors

³ For any Ballot cast via electronic mail, the format of the attachment must be found in the common workplace and industry standard format (i.e., industry-standard PDF file) and the received date and time in the Notice and Claims Agent's inbox will be used as the timestamp for receipt.