

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

In re:

G.I. SPORTZ INC., *et al*,¹

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 20-12610 (CSS)

(Jointly Administered)

Hearing Date: August 9, 2021 at 2:00 p.m. ET

Objection Deadline: July 30, 2021 at 4:00
p.m. (ET)

**NOTICE OF FILING OF RECEIVER'S FINAL REPORT OF G.I. SPORTZ INC.,
TIPPMANN US HOLDCO INC., GI SPORTZ DIRECT LLC, TIPPMANN SPORTS,
LLC, MISSION LESS LETHAL LLC, AND TIPPMANN FINANCE LLC,
PURSUANT TO BANKRUPTCY RULE 5009(c)**

PLEASE TAKE NOTICE that on June 30, 2021, KSV Restructuring Inc., in its capacity as the court-appointed receiver and authorized foreign representative (“**KSV**” or the “**Receiver**”) for the above-captioned debtors (collectively, the “**G.I. Sportz Debtors**”) in a proceeding under Canada’s *Bankruptcy and Insolvency Act* (Canada), R.S.C. 1985, c. B-3 (as amended, the “**BIA**”) and pending before the Superior Court (Commercial Division) of the Province of Québec, District of Montréal (the “**Québec Court**”), filed the *Receiver’s Motion for Entry of Order (I) Closing Chapter 15 Cases, (II) Granting Relief from Certain Noticing Requirements, and (III) Granting Related Relief* (the “**Motion**”).²

PLEASE TAKE FURTHER NOTICE that in connection with Motion and accordance with Local Rule 3022-1, the Receiver hereby files the *Receiver’s Final Report of G.I. Sportz Inc., Tippmann US Holdco Inc., GI Sportz Direct LLC, Tippmann Sports, LLC, Mission Less Lethal LLC, and Tippmann Finance LLC, Pursuant to Bankruptcy Rule 5009(c)*, attached hereto as **Exhibit A**.

¹ The last four digits of the United States Tax Identification Number, or similar foreign identification number, as applicable, follow in parentheses: G.I. Sportz Inc. (8551), Tippmann US Holdco Inc. (5037), GI Sportz Direct LLC (5359), Tippmann Sports, LLC (0385), Mission Less Lethal LLC (4604), and Tippmann Finance LLC (n/a). The G.I. Sportz Debtors’ executive headquarters is located at 6000 Kieran Street, St. Laurent, Québec.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion

Dated: June 30, 2021
Wilmington, Delaware

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/s/ Matthew B. Lunn

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*Attorneys for KSV Restructuring Inc., as court-
appointed Receiver and duly authorized Foreign
Representative of the G.I. Sportz Debtors*

EXHIBIT A

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

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RECEIVER’S FINAL REPORT OF G.I. SPORTZ INC., TIPPMMANN US HOLDCO INC., GI SPORTZ DIRECT LLC, TIPPMMANN SPORTS, LLC, MISSION LESS LETHAL LLC, AND TIPPMMANN FINANCE LLC, PURSUANT TO BANKRUPTCY RULE 5009(c)

KSV Restructuring Inc., in its capacity as the court-appointed receiver and authorized foreign representative (“KSV” or the “**Receiver**”) of the above-captioned debtors (collectively, the “**G.I. Sportz Debtors**”) in the proceeding (the “**Canadian Proceeding**”) commenced under Canada’s *Bankruptcy and Insolvency Act* (Canada), R.S.C. 1985, c. B-3 (as amended, the “**BIA**”) and pending before the Superior Court (Commercial Division) of the Province of Québec, District of Montréal (the “**Québec Court**”), respectfully submits this final report (this “**Report**”) pursuant to Rule 5009(c) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”). The Receiver respectfully represents as follows:

¹ The last four digits of the United States Tax Identification Number, or similar foreign identification number, as applicable, follow in parentheses: G.I. Sportz Inc. (8551), Tippmann US Holdco Inc. (5037), GI Sportz Direct LLC (5359), Tippmann Sports, LLC (0385), Mission Less Lethal LLC (4604), and Tippmann Finance LLC (n/a). The G.I. Sportz Debtors’ executive headquarters is located at 6000 Kieran Street, St. Laurent, Québec.

BANKRUPTCY RULE 5009(c)

1. Bankruptcy Rule 5009(c) provides:

Cases Under Chapter 15. A foreign representative in a proceeding recognized under §1517 of the Code shall file a final report when the purpose of the representative's appearance in the court is completed. The report shall describe the nature and results of the representative's activities in the court. The foreign representative shall transmit the report to the United States trustee, and give notice of its filing to the debtor, all persons or bodies authorized to administer foreign proceedings of the debtor, all parties to litigation pending in the United States in which the debtor was a party at the time of the filing of the petition, and such other entities as the court may direct. The foreign representative shall file a certificate with the court that notice has been given. If no objection has been filed by the United States trustee or a party in interest within 30 days after the certificate is filed, there shall be a presumption that the case has been fully administered.

Fed. R. Bankr. P. 5009(c). The Receiver files this Report in satisfaction of Bankruptcy Rule 5009(c).

REPORT ON THE STATUS OF THIS CHAPTER 15 CASES

2. On October 15, 2020, GIS Debt Acquisition Partnership (the “**Partnership**”) made an application under the BIA seeking, among other things, the appointment of KSV as Receiver of the assets of the G.I. Sportz Debtors, as the G.I. Sportz Debtors had no ability to fully repay or refinance the secured obligations then owing to the Partnership in the principal amount of approximately USD \$29,432,889. Subsequently, the Québec Court entered the *Order Appointing a Receiver* (the “**Receivership Order**”), which was attached as **Exhibit B** to each of the G.I. Sportz Debtors’ *Chapter 15 Petition for Recognition of a Foreign Proceeding*. The Receivership Order, among other things, appointed KSV as the Receiver and determined that the Receiver shall serve as the foreign representative of the G.I.

Sportz Debtors. In addition, the Receivership Order empowered the Receiver to sell all or any part of the G.I. Sportz Debtors' assets. *See* Receivership Order, ¶¶ 10-11.

3. On October 16, 2020, the Receiver commenced these Chapter 15 Cases by filing, among other things, chapter 15 petitions and the *Verified Petition for Recognition of Foreign Proceedings and Related Relief* seeking recognition by this Court of the Canadian Proceeding as a foreign main proceeding under chapter 15 of the Bankruptcy Code [Docket No. 2]. On October 19, 2020, the Court entered the *Order Granting Provisional Relief in Aid of the Canadian Proceeding* which operated as a stay of execution against the G.I. Sportz Debtors' businesses and assets within the territorial jurisdiction of the United States pursuant to sections 362, 365(e), 1519(a)(1), and 1521 of the Bankruptcy Code, pending entry of a recognition order (the "**Provisional Order**"). [Docket No. 17].

4. On October 27, 2020, the Receiver filed the *Receiver's Motion, Pursuant to Sections 105(a), 363, 1501 and 1521 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004, and 9014 for the Entry of an Order (i) Recognizing and Enforcing the Approval and Vesting Order, (ii) Authorizing the Sale of All or Substantially All of the G.I. Sportz Debtors' Assets Free and Clear of Any and All Liens, Claims, Encumbrances, and Other Interests; and (iii) Granting Related Relief* (the "**U.S. Sale Motion**") [Docket No. 21], seeking, among other things, the entry of an order (a) recognizing and enforcing the *Approval and Vesting Order* (the "**Approval and Vesting Order**") to be granted by the Québec Court, which authorized the sale and transfer by the Receiver of the G.I. Sportz Debtors' right, title, and interest in substantially all of the business of the G.I. Sportz Debtors (collectively, the "**Purchased Assets**") to Kore Outdoor Inc. and Kore Outdoor (US) Inc. (together, "**Kore**" or the "**Purchaser**"), in accordance with the terms of that certain Asset Purchase Agreement, dated as of October 27, 2020, by and

between the Receiver, and the Purchaser, an affiliate of Fulcrum Capital Partners (Collector) V, LP (“**Fulcrum**”), the majority shareholder of the G.I. Sportz Debtors and an affiliate of the Partnership (such transaction, the “**Sale**”), (b) authorizing, pursuant to section 363 of the Bankruptcy Code, the Sale of the G.I. Sportz Debtors’ right, title, and interest in and to the Purchased Assets to the Purchaser, free and clear of all Interests (as defined in the U.S. Sale Motion), except as otherwise provided in the Purchase Agreement, and (c) granting related relief.

5. On November 11, 2020, the Québec Court heard the motion to approve the Sale and granted the Approval and Vesting Order on November 12, 2020. On November 17, 2020, the Court entered an order granting the relief requested by the Sale Motion and giving full force and effect to the Approval and Vesting Order in the United States [Docket No. 37]. The Sale closed on November 30, 2020. In connection with the Sale, the G.I. Sportz Debtors and the Purchaser entered into a transition services agreement (the “**TSA**”). Under the TSA, during a post-closing, transition period the Receiver agreed to cause the G.I. Sportz Debtors to (i) remain in possession of certain leased premises for the Purchaser’s benefit and (ii) provide the Purchaser with the benefit of certain contracts and employees. This transition period expired on May 30, 2021.

6. Also on November 17, 2020, the Court entered the *Order Granting Recognition and Related Relief*, recognizing the Canadian Proceeding as a foreign main proceeding pursuant to section 1517(b)(1) of the Bankruptcy Code and giving full force and effect to the Receivership Order (and any amendments or extensions thereof as may have been granted from time to time by the Québec Court) pursuant to sections 1507 and 1521 of the Bankruptcy Code and extending all other relief granted on a provisional basis by the Provisional Order on a final basis [Docket No. 36].

7. Additional details regarding the G.I. Sportz Debtors' business, corporate organization, capital structure, and circumstances leading to the Canadian Proceeding, are set forth in the (i) *Affidavit of Gregory Collings*, executed on October 8, 2020, and (ii) the *Report of KSV Restructuring Inc. as Proposed Receiver of G.I. Sportz Inc., Tippmann US Holdco Inc., GI Sportz Direct LLC, Tippmann Finance LLC, Tippmann Sports, LLC, and Mission Less Lethal LLC*, dated as of October 9, 2020, both of which were submitted to the Québec Court, and which are attached as **Exhibits A** and **B**, respectively, to the *Declaration of Matthew B. Lunn in Support of the Verified Petition for Recognition of Foreign Main Proceeding and Related Relief* [Docket No. 3].

**REPORT ON THE NATURE AND RESULTS
OF THE RECEIVER'S ACTIVITIES IN
THE CANADIAN PROCEEDING AND THE CHAPTER 15 CASES**

8. Since the granting of the Approval and Vesting Order, and the closing of the Sale, the Receiver has continued to work with the Purchaser to fully transition the business to the Purchaser in accordance with the TSA. The leased premises subject to the TSA have now all been vacated and the contracts and employees governed by the TSA have been terminated or transitioned to the Purchaser. There are no known obligations outstanding under the TSA.

9. The Canadian Proceeding and the Chapter 15 Cases have facilitated an orderly sale of substantially all of the G.I. Sportz Debtors' businesses and assets. The G.I. Sportz Debtors have no known remaining assets of any significance and because the TSA has expired, there is no need for the continuation of the Canadian Proceeding.

10. The Receiver believes it is appropriate and reasonable to seek a termination of the Canadian Proceeding and a discharge of the Receiver in the Canadian Proceeding in the near term. Since the Canadian Proceeding was recognized by the Court as a

foreign main proceeding, procedurally a termination of the Chapter 15 Cases is being sought before the Receiver seeks a termination of the Canadian Proceeding.

CONCURRENT REQUEST TO CLOSE THE CHAPTER 15 CASES

11. The Receiver submits that, at this time, there is no further restructuring activity for this Court to conduct in the context of the Chapter 15 Cases. Indeed, the primary purposes of the Chapter 15 Cases, being recognition of the Canadian Proceeding and the Sale, have been achieved. Any additional matters to be resolved are entirely within the context of the Canadian Proceeding. The Receiver therefore believes that it no longer needs to make further appearances before this Court in the Chapter 15 Cases.

12. Concurrently herewith the Receiver is filing the *Receiver's Motion for Entry of Order (I) Closing Chapter 15 Cases, (II) Granting Relief from Certain Noticing Requirements, and (III) Granting Related Relief* (the "**Case Closing Motion**"), pursuant to which the Receiver seeks entry of a final decree closing the Chapter 15 Cases. Pursuant to Bankruptcy Rule 5009(c), parties-in-interest have thirty (30) days from the date hereof to object to closure of the Chapter 15 Cases. In the event that no such objections are filed, or such objections have been consensually resolved, the Receiver will file a certification seeking entry of the proposed order attached to the Case Closing Motion, thereby closing the Chapter 15 Cases.

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Respectfully Submitted on June 30, 2021
by:

/s/ David Sieradzki

David Sieradzki, on behalf of
KSV Restructuring Inc., solely in its
capacity as the court-appointed receiver and duly
authorized foreign representative of the G.I. Sportz
Debtors, and not in its personal capacity.