

**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)**

**RECEIVER’S MOTION FOR ENTRY OF ORDER (I) CLOSING CHAPTER 15 CASES,
(II) GRANTING RELIEF FROM CERTAIN NOTICING REQUIREMENTS, AND (III)
GRANTING RELATED RELIEF**

KSV Restructuring Inc., in its capacity as the court-appointed receiver and authorized foreign representative (“**KSV**” or the “**Receiver**”) for the above-captioned affiliated 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 motion (the “**Motion**”) pursuant to sections 105, 350(a), 1517(d) and 1518(1) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 5009 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 5009-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), for entry of an order (i) closing the G.I. Sportz Debtors’ chapter

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.

15 cases (collectively, the “**Chapter 15 Cases**”), (ii) granting relief from certain noticing requirements, and (iii) granting related relief. In support of this Motion, the Receiver respectfully represents as follows:

JURISDICTION

1. The Court has 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 as of February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Pursuant to Local Rule 9013-1(f), the Receiver consents to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1410(3) because placing venue in this District will be consistent with the interests of justice and convenience for the G.I. Sportz Debtors, having regard to the relief sought by the Receiver.

3. The statutory predicates for the relief requested herein are sections 105, 350(a) and 1517 of the Bankruptcy Code, Bankruptcy Rule 5009, and Local Rule 5009-2. Section 1517(d) of the Bankruptcy Code provides that a case under chapter 15 of the Bankruptcy Code may be closed in the manner prescribed under section 350 of the Bankruptcy Code.

BACKGROUND

4. 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.

5. 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].

6. 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 assets 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 Sale Motion), except as otherwise provided in the Purchase Agreement, and (c) granting related relief.

7. 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 U.S. 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.

8. 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].

9. The Canadian Proceeding and the Chapter 15 Cases have facilitated an orderly sale of all of the G.I. Sportz Debtors' businesses and assets. The G.I. Sportz Debtors have no known remaining assets of any significance and since the TSA period 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 and intends to do so 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.

11. 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].

RELIEF REQUESTED

12. By this Motion, the Receiver respectfully seeks the entry of an order, substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**”), finding that the Chapter 15 Cases are fully administered, approving the Final Report (as defined below), waiving certain notice requirements, and closing the Chapter 15 Cases without prejudice pursuant to sections 105, 350, 1517(d) and 1518(1) of the Bankruptcy Code, Bankruptcy Rule 5009(c), and Local Rule 5009-2.

BASIS FOR RELIEF REQUESTED

13. Section 1517(d) of the Bankruptcy Code provides that “[a] case under this chapter [15] may be closed in the manner prescribed under section 350.” 11 U.S.C. § 1517(d). Pursuant to section 350 of the Bankruptcy Code, a bankruptcy case may be closed “[a]fter an estate is fully administered.” 11 U.S.C. § 350(a). Bankruptcy Rule 5009(c) provides:

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) (emphasis added). Pursuant to Local Rule 5009-2, “a foreign representative . . . may seek the entry of a final decree when the purpose of the representative’s appearance in the Court is completed” Del. Bankr. L.R. 5009-2.

14. As of the date hereof, the Receiver has fulfilled the purposes of its appearance before this Court in connection with the Chapter 15 Cases. There are no outstanding motions, contested matters or adversary proceedings. Based on the foregoing, the Receiver has determined that it no longer requires that assistance of this Court in connection with the administration of the Canadian Proceeding.

15. Concurrently herewith, the Receiver has filed a final report (the “**Final Report**”) pursuant to Bankruptcy Rule 5009(c) describing the nature and results of the Receiver’s activities before this Court and the status of the Canadian Proceeding. The Receiver has provided the Office of the United States Trustee for the District of Delaware and all parties receiving notice of this Motion with a copy of the Final Report, and submits that no other parties must be given notice of the Final Report pursuant to Bankruptcy Rule 5009. The Receiver also has filed contemporaneously herewith the *Affidavit of Service* confirming that, consistent with the relief requested herein, the requisite parties were notified, and that they have until July 30, 2021 to object to the closure of the Chapter 15 Cases. In accordance with Bankruptcy Rule 5009 and Local Rule 5009-2, the Receiver expects to file a certification indicating that no objections were received in response to the Motion, or that any such objections were resolved by the Receiver and the applicable objecting party (the “**Certification of No Objection**”).

16. Upon the filing of the Certification of No Objection and barring any objections to the Final Report and Motion, the Chapter 15 Cases will be presumed fully administered pursuant to Bankruptcy Rule 5009(c) and Local Rule 5009-2(b). Thus, the

Receiver submits that the Chapter 15 Cases should be closed at that time. With respect to closing, however, the Chapter 15 Cases should be subject to reopening to “accord relief to the debtor, or for other cause.” 11. U.S.C. § 350(b).

17. The Receiver additionally requests that it be relieved from serving this Motion on all parties to litigation pending in the United States in which the G.I. Sportz Debtors were a party as of the commencement of the Chapter 15 Cases. Such relief is consistent with the relief granted in this Court’s *Order Specifying Form and Manner of Notice* [Docket No. 16] (the “**Form and Manner Order**”) and is appropriate here for the same reasons. The rights of the parties to any litigation concerning the G.I. Sportz Debtors in the United States will not be affected or prejudiced by the relief sought herein (or indeed the Chapter 15 Cases at all). The Receiver, therefore, respectfully requests that the Court waive the notice requirements of Bankruptcy Rule 5009(c), and Local Rule 5009-2 as to those parties.

NOTICE

18. Notice of this Motion will be provided to: (a) the Office of the United States Trustee for the District of Delaware; (b) counsel to the Partnership; (c) counsel to Fulcrum; (d) counsel to the Purchaser; and (e) all other persons to whom notice is required in these Chapter 15 Cases pursuant to the Form and Manner Order. In light of the nature of the relief requested by this Motion, the Receiver respectfully submits that no other or further notice is necessary or required.

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WHEREFORE, the Receiver respectfully requests that this Court (a) enter the Proposed Order substantially in the form attached hereto as **Exhibit A** closing the Chapter 15 Cases; (b) waive the litigation party notice requirements pursuant to Bankruptcy Rule 5009(c) and Local Rule 5009-2; and (c) grant such other and further relief as is just and appropriate under the circumstances.

Dated: June 30, 2021
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Matthew B. Lunn

Michael R. Nestor (No. 3526)

Matthew B. Lunn (No. 4119)

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appointed Receiver and duly authorized Foreign
Representative of the G.I. Sportz Debtors*

**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 MOTION FOR ENTRY OF ORDER (I) CLOSING CHAPTER 15 CASES, (II) GRANTING RELIEF FROM CERTAIN NOTICING REQUIREMENTS, AND (III) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE that 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 attached *Motion for Entry of Order (I) Closing Chapter 15 Cases, (II) Granting Relief from Certain Noticing Requirements, and (III) Granting Related Relief* (the “**Motion**”).

PLEASE TAKE FURTHER NOTICE that a hearing (the “**Hearing**”) to consider the Motion will be held on **August 9, 2021 at 2:00 p.m. (ET)** before the Honorable Christopher S. Sontchi at the United States Bankruptcy Court for the District of Delaware (the “**Court**”), 824 North Market Street, 5th Floor, Courtroom No. 6, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that any objections to the Motion must be filed on or before **July 30, 2021 at 4:00 p.m. (ET)** (the “**Objection Deadline**”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection so as to be actually received by the following parties on or before the Objection Deadline: (i) Young Conway Stargatt & Taylor LLP, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Michael R. Nestor (mnestor@ycst.com) and Matthew B. Lunn (mlunn@ycst.com)).

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PLEASE TAKE FURTHER NOTICE that you need not appear at the Hearing if you do not object to the relief request in the Motion.

PLEASE TAKE FURTHER NOTICE that the Hearing may be continued or adjourned from time to time without further notice other than an announcement of the adjourned date or dates at the Hearing or at a later hearing or by notice filed on this Court's docket.

PLEASE TAKE FURTHER NOTICE THAT, IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.

PLEASE TAKE FURTHER NOTICE that additional copies of the Motion are available: (a) by accessing the Court's internet website at <https://ecf.deb.uscourts.gov> (a login and a password to the Court's Public Access to Court Electronic Records are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>); (b) from the Receiver's website at <https://www.ksvadvisory.com/insolvency-cases/case/gisportz>; or (c) upon written request to the Receiver's counsel addressed to: Young Conaway Stargatt & Taylor LLP, (Attn.: Troy Bollman, paralegal, (tbollman@ycst.com)) (without cost).

Dated: Wilmington, Delaware
June 30, 2021

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Matthew B. Lunn

Michael R. Nestor (No. 3526)

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EXHIBIT A

Proposed Order

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

<i>In re:</i>	Chapter 15
G.I. SPORTZ INC., <i>et al.</i> , ¹	Case No. 20-12610 (CSS)
Debtors in a Foreign Proceeding.	(Jointly Administered)
	Docket Ref. No. __

**ORDER CLOSING CHAPTER 15 CASES
AND WAIVING CERTAIN NOTICE REQUIREMENTS**

Upon consideration of the motion (the “**Motion**”)² of 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**”), pursuant to sections 105, 350(a), 1517(d) and 1518(1) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 5009 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 5009-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”) for entry of an order closing the G.I. Sportz Debtors’ chapter 15 cases (the “**Chapter 15**”

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

Cases”) and relief from certain noticing requirements; and the accompanying *Certification Regarding Filing and Service of Motion to Close the Chapter 15 Cases and Relief from Certain Noticing Requirements* [Docket No. ____]; and upon consideration of the Final Report and the Certification of No Objection; and the Court finding that (a) the Court has 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 as of February 29, 2012, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) notice of the Motion was due and proper under the circumstances; and it appearing that the relief requested in the Motion is in the best interest of the G.I. Sportz Debtors, their creditors and other parties-in-interest; and after due deliberation, and good and sufficient cause appearing therefor:

IT IS HEREBY ORDERED, ADJUDGED and DECREED that:

1. The Motion is GRANTED as set forth herein.
2. The requirement that notice of the Final Report and Motion be served on all parties to litigation pending in the United States in which the G.I. Sportz Debtors are party, as set forth in Bankruptcy Rule 5009(c) and Local Rule 5009-2, is waived.
3. The Final Report is approved.
4. The Chapter 15 Cases are hereby closed.
5. This Order is without prejudice to the rights of any party to seek to reopen the Chapter 15 Cases for cause pursuant to section 350(b) of the Bankruptcy Code.
6. Any orders heretofore entered by this Court in the Chapter 15 Cases shall survive the entry of this Order.

7. This Court shall retain jurisdiction with respect to its prior orders in the Chapter 15 Cases, the enforcement, amendment or implementation of this Order or requests for any additional relief in or related to the Chapter 15 Cases.