

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

)	Chapter 15
In re:)	
)	
MOTORCYCLE TIRES & ACCESSORIES)	Case No. 19-12706 (KBO)
LLC, <i>et al.</i> , ¹)	Joint Administration Requested
)	
Debtors in a Foreign Proceeding)	
)	

FOREIGN REPRESENTATIVE’S MOTION FOR ENTRY OF AN ORDER SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE OF (I) FILING OF (A) PETITIONS PURSUANT TO CHAPTER 15 OF THE BANKRUPTCY CODE AND (B) FOREIGN REPRESENTATIVE’S MOTION FOR PROVISIONAL AND FINAL RELIEF IN RECOGNITION OF A FOREIGN MAIN PROCEEDING PURSUANT TO SECTIONS 105(a), 1519, 1520 AND 1521 OF THE BANKRUPTCY CODE; (II) ENTRY OF PROVISIONAL RELIEF ORDER; (III) DEADLINE TO OBJECT TO ENTRY OF RECOGNITION ORDER; (IV) HEARING FOR COURT TO CONSIDER CHAPTER 15 PETITIONS AND ENTRY OF RECOGNITION ORDER; (V) APPROVING THE MANNER OF SERVICE ON THE MASTER SERVICE LIST OF ANY PLEADINGS THAT THE FOREIGN REPRESENTATIVE FILES IN THE CHAPTER 15 CASES; AND (VI) GRANTING CERTAIN RELATED RELIEF

KPMG, Inc. (“KPMG” or the “Foreign Representative”), in its capacity as the court-appointed monitor and authorized foreign representative for the above-captioned debtors (collectively, the (“Debtors”), in the Canadian proceeding (the “Canadian Proceeding”) commenced under the Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the “CCAA”), pending before the Superior Court in Commercial Division in the in the District of Montreal (the “Canadian Court”), hereby moves (this “Motion”) this Court for entry of an order, pursuant to section 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (“Bankruptcy Code”), and Rules 2002, 9006 and 9007 of the Federal Rules of Bankruptcy

¹ The Debtors in these chapter 15 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Motorcycle Tires & Accessories LLC (8629); Moncy Holding Company, Inc. (6755); Moncy Financial Services Company, Inc. (7515); Moncy LLC (3654); and Nichols Motorcycle Supply, Inc. (4371). The Debtors’ mailing address is 1550 Melissa Court, Corona, CA 92879.

Procedure (the “Bankruptcy Rules”), specifying the form and manner of service of the notice of:

(i) the filing of (a) the Debtors’ chapter 15 petitions (collectively, the “Chapter 15 Petitions”) and (b) certain related pleadings pursuant to chapter 15 of the Bankruptcy Code, including the *Foreign Representative’s Motion for Provisional and Final Relief in Recognition of a Foreign Main Proceeding Pursuant to Sections 105(a), 1519, 1520 and 1521 of the Bankruptcy Code* (the “Recognition Motion”); (ii) this Court’s entry of the Provisional Relief Order (as defined below); (iii) the deadline to object to this Court’s entry of the Recognition Order (as defined below); and (iv) the hearing for this Court to consider the Chapter 15 Petitions and entry of the Recognition Order. In support of this Motion, the Debtors rely upon the *Declaration of Maxime Codère in Support of Foreign Representative’s (I) Verified Petitions Under Chapter 15, (II) Motion for Joint Administration, (III) Motion for Provisional and Final Relief in Recognition of A Foreign Main Proceeding, (IV) Motion to Establish Certain Notice Procedures in Connection with Filing of Verified Petitions Under Chapter 15 and (V) Motion to Assume Agency Agreement* (the “Codère Declaration”)² and the *Memorandum of Law in Support of Chapter 15 Petitions for Recognition of a Foreign Proceeding and Related Relief* (the “Memorandum of Law”) filed contemporaneously herewith and incorporated herein by reference. In further support of the relief requested herein, the Foreign Representative respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334.
2. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
3. Venue is proper in this Court and this District pursuant to 28 U.S.C. § 1410.

² Terms not otherwise defined have the meaning ascribed to them in the Codère Declaration.

4. The statutory predicates for the relief requested herein is section 105(a) of the Bankruptcy Code, along with Bankruptcy Rules 2002, 9006 and 9007.

BACKGROUND

5. On the date of the filing of this Motion (the "Petition Date"), the Foreign Representative commenced the Debtors' chapter 15 cases (collectively, the "Chapter 15 Cases") by filing petitions (the "Chapter 15 Petitions") for the Debtors pursuant to sections 1504 and 1515 of the Bankruptcy Code.

6. The Canadian Proceeding was commenced under the CCAA, pursuant to which the Canadian Court entered an order appointing KPMG as monitor and authorizing it to act as foreign representative of the Debtors on December 2, 2019 (as amended and restated on December 12, 2019, the "CCAA Order").

7. Contemporaneously with the filing of this Motion, the Foreign Representative filed a motion, requesting (i) entry of a provisional order (the "Provisional Relief Order"), on an interim basis, (a) enforcing the Order and (b) staying any collection activity by creditors against the Debtors' assets in the United States, (ii) entry of a final order (the "Recognition Order") after notice and a hearing, granting recognition of the Canadian Proceeding as a foreign main proceeding under section 1517 of the Bankruptcy Code and enforcing the Order on a permanent basis in the United States and (iii) such other and further relief as this Court deems just and proper.

8. Additional information about the Debtors' business, the events leading up to the Petition Date, and the facts and circumstances surrounding the Debtors, the Canadian Proceeding and the Chapter 15 Cases can be found in the Codère Declaration.

RELIEF REQUESTED

9. By this Motion, the Foreign Representative respectfully requests the Court to enter an order, substantially in the form attached hereto (the “Proposed Notice Order”): (i) approving the notice, substantially in the form attached as **Exhibit 1** to the Proposed Notice Order (the “Recognition Notice”), of (a) the filing of the Chapter 15 Petitions and certain related pleadings pursuant to chapter 15 of the Bankruptcy Code, including the Recognition Motion, (b) this Court’s entry of the Provisional Relief Order, (c) the deadline (the “Recognition Objection Deadline”) to object to this Court’s entry of the Recognition Order, and (d) the hearing (the “Recognition Hearing”) for this Court to consider the Chapter 15 Petitions and entry of the Recognition Order; (ii) approving the manner of service of the Recognition Notice on any party that files a notice of appearance in the Chapter 15 Cases; (iii) approving the manner of service on the Master Service List (as defined below) of any pleadings that the Foreign Representative files in the Chapter 15 Cases; and (iv) granting certain related relief.

A. Recognition Notice

10. Pursuant to Bankruptcy Rule 2002(q), the Foreign Representative proposes to serve the Recognition Notice, together with the Provisional Relief Order and the proposed Recognition Order, by United States or Canadian mail, first class postage prepaid, within three (3) business days of the entry of the Proposed Notice Order, on: (i) all persons or bodies authorized to administer foreign proceedings of the Debtors; (ii) all entities against whom provisional relief is being sought under section 1519 of the Bankruptcy Code in the Recognition Motion, including, but not limited to, all known creditors; (iii) all parties to litigation pending in the United States in which the Debtors are a party as of the Petition Date; (iv) the Office of the United States Trustee for the District of Delaware; (v) the Debtors; (vi) the Internal Revenue

Service; (vii) the Securities and Exchange Commission; and (viii) all other parties (the “Other Interested Parties”) which have requested notice in these Chapter 15 Cases (collectively, the “Notice Parties”).

11. The Recognition Notice will: (i) notify the Notice Parties of the filing of the Chapter 15 Petitions and certain related pleadings pursuant to chapter 15 of the Bankruptcy Code, including the Recognition Motion; (ii) include a copy of the Provisional Relief Order and the proposed Recognition Order; (iii) set forth the Recognition Objection Deadline and the date and time of the Recognition Hearing; and (iv) provide a website maintained by the Foreign Representative, a telephone number and an email address by which interested parties may obtain various pleadings filed in the Chapter 15 Cases.

B. Notice of Appearance

12. In the event any Other Interested Party subsequently files a notice of appearance in the Chapter 15 Cases, the Foreign Representative will serve the Recognition Notice, together with the Provisional Relief Order and the proposed Recognition Order, on such party within three (3) business days of the filing of such notice of appearance to the extent the Foreign Representative has not already served such documents on the party.

C. Master Service List

13. The Foreign Representative proposes to serve all pleadings that it files in the Chapter 15 Cases by United States or Canadian mail, first class postage prepaid, on: (i) counsel for any known secured creditors of the Debtors; (ii) principal parties that have appeared in the Canadian Proceeding; (iii) the Debtors; (iv) the Internal Revenue Service; (v) the Securities and Exchange Commission; (vi) the Office of the United States Trustee for the District of Delaware, and (vii) any Other Interested Parties (collectively, the “Master Service List”).

BASIS FOR RELIEF REQUESTED

14. Pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002, 9006 and 9007, the Foreign Representative respectfully requests this Court enter the Proposed Notice Order: (i) approving the form and manner of service upon the Notice Parties of (a) the filing of the Chapter 15 Petitions and certain related pleadings pursuant to chapter 15 of the Bankruptcy Code, including the Recognition Motion, (b) this Court's entry of the Provisional Relief Order, (c) the Recognition Objection Deadline, and (d) the Recognition Hearing; and (ii) approving the manner of service on the Master Service List of any subsequent pleadings that the Foreign Representative files in the Chapter 15 Cases.

15. Bankruptcy Rule 2002(q) provides, in pertinent part, that:

The clerk, or some other person as the court may direct, shall forthwith give the debtor, all persons or bodies authorized to administer foreign proceeding of the debtor, all entities against whom provisional relief is being sought under § 1519 of the Code, all parties to litigation pending in the United States in which the debtor is a party at the time of the filing of the petition, and such other entities as the court may direct, at least 21 days' notice by mail of the hearing on the petition for recognition of a foreign proceeding. The notice shall state whether the petition seeks recognition as a foreign main proceeding or foreign nonmain proceeding.

Fed. R. Bankr. P. 2002(q).

16. Bankruptcy Rule 2002(m), in turn, provides that “the court may from time to time enter orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by [the Bankruptcy Rules].” *Id.* at 2002(m).

17. Bankruptcy Rule 1011(b) provides, among other things, that a party objecting to

a petition to commence an ancillary proceeding under chapter 15 of the Bankruptcy Code has twenty-one (21) days from the date of service of the summons to respond thereto. *Id.* at 1011(b). Because the summons requirement of Bankruptcy Rule 1010 does not apply to petitions for recognition of a foreign main proceeding, the Foreign Representative believes that the reference to “summons” in Bankruptcy Rule 1011(b) is inapplicable. *See* Fed. R. Bankr. P. 1010, 2008 Advisory Committee’s Note (“This rule does not apply to a petition for recognition of a foreign main proceeding.”); 9 *Collier on Bankruptcy*, ¶ 1010[6] (Alan N. Resnick, et al. (16th ed. rev. 2010)). Accordingly, the Foreign Representative requests the Court to declare that no summons is required under Bankruptcy Rule 1011(b).

18. The Debtors have hundreds of potential creditors, and other parties-in-interest, all of which need to be provided with notice of the Provisional Relief Order, the proposed Recognition Order, the Recognition Objection Deadline and the Recognition Hearing. Under the facts and circumstances of the Debtors’ Chapter 15 Cases, the Foreign Representative submits that service of the Recognition Notice in the manner proposed herein will provide the Notice Parties due and sufficient notice and service of such matters and any associated objection deadlines and hearing dates.

19. Furthermore, the Recognition Notice provides multiple efficient ways for any party receiving such notice to obtain copies of pleadings filed in these Chapter 15 Cases, as it provides a website maintained by the Foreign Representative, a telephone number and an email address that can be used to obtain critical documents—including the Recognition Motion, the Provisional Relief Order and the proposed Recognition Order—in the Chapter 15 Cases. Additionally, service by the Foreign Representative of all pleadings that it files in the Chapter 15 Cases by United States or Canadian mail, first class postage prepaid, on the Master Service

List is an efficient and effective way to provide notice to such parties. At the same time, it does not burden the Foreign Representative or the Debtors with the significant costs necessarily associated with copying and mailing the various documents filed in these cases to hundreds of creditors and other parties-in-interest.

20. Accordingly, the Foreign Representative requests the Court to declare that its service to the Notice Parties of the Recognition Notice, together with the Provisional Relief Order and the proposed Recognition Order, as proposed herein is due and sufficient notice and service on all interested parties of the filing of the Chapter 15 Petitions, the Recognition Motion, this Court's entry of the Provisional Relief Order, and the proposed Recognition Order.

21. Finally, section 1514(c) of the Bankruptcy Code states that when "a notification of commencement of a case is to be given to foreign creditors, such notification shall (1) indicate the time period for filing proofs of claim and specify the place for filing such proofs of claim; [and] (2) indicate whether secured creditors need to file proofs of claim." 11 U.S.C. § 1514(c). It is not clear to the Foreign Representative that section 1514 of the Bankruptcy Code has any application in the context of an ancillary case under chapter 15 of the Bankruptcy Code. Furthermore, the claims process in the instant cases will be established in the Canadian Proceeding, and ample notice of all relevant claim bar dates and relevant filing requirements will be provided therein. Therefore, out of an abundance of caution, the Foreign Representative respectfully requests that, to the extent applicable, the notice requirements of section 1514(c) of the Bankruptcy Code be waived in the Chapter 15 Cases.

NOTICE

22. The Foreign Representative has provided notice of this Motion to the following parties or their respective counsel: (a) the office of the U.S. Trustee for the District of Delaware;

(b) counsel to BMO; and (c) any party that has requested notice pursuant to Bankruptcy Rule 2002. As this Motion is seeking “first day” relief, within two business days of the hearing on this Motion, the Foreign Representative will serve copies of this Motion and any order entered in respect to this Motion as required by Local Rule 9013-1(m). In light of the nature of the relief requested herein, the Foreign Representative submits that no other or further notice of this Motion is necessary or required.

CONCLUSION

WHEREFORE, the Foreign Representative respectfully requests this Court enter an order, in substantially the form attached hereto, granting the relief requested herein and such other and further relief as this Court deems just and proper.

Dated: December 19, 2019
Wilmington, Delaware

POTTER ANDERSON & CORROON LLP

/s/ R. Stephen McNeill

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

)	Chapter 15
In re:)	
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MOTORCYCLE TIRES & ACCESSORIES)	Case No. 19-12706 (KBO)
LLC, <i>et al.</i> , ¹)	Joint Administration Requested
)	
Debtors in a Foreign Proceeding)	
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ORDER SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE OF (I) FILING OF (A) PETITIONS PURSUANT TO CHAPTER 15 OF THE BANKRUPTCY CODE AND (B) FOREIGN REPRESENTATIVE’S MOTION FOR PROVISIONAL AND FINAL RELIEF IN RECOGNITION OF A FOREIGN MAIN PROCEEDING PURSUANT TO SECTIONS 105(a), 1519, 1520 AND 1521 OF THE BANKRUPTCY CODE; (II) ENTRY OF PROVISIONAL RELIEF ORDER; (III) DEADLINE TO OBJECT TO ENTRY OF RECOGNITION ORDER; (IV) HEARING FOR COURT TO CONSIDER CHAPTER 15 PETITIONS AND ENTRY OF RECOGNITION ORDER; (V) APPROVING THE MANNER OF SERVICE ON THE MASTER SERVICE LIST OF ANY PLEADINGS THAT THE FOREIGN REPRESENTATIVE FILES IN THE CHAPTER 15 CASES; AND (VI) GRANTING CERTAIN RELATED RELIEF

Upon consideration of the motion (the “Motion”)² of KPMG, Inc. (“KPMG” or the “Foreign Representative”), in its capacity as the court-appointed monitor and authorized foreign representative for the above-captioned debtors (collectively, the (“Debtors”), in the Canadian proceeding (the “Canadian Proceeding”) commenced under the Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the “CCAA”), pending before the Superior Court in Commercial Division in the in the District of Montreal (the “Canadian Court”), hereby moves (this “Motion”) this Court for entry of an order, pursuant to section 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”)

¹ The Debtors in these chapter 15 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Motorcycle Tires & Accessories LLC (8629); Moncy Holding Company, Inc. (6755); Moncy Financial Services Company, Inc. (7515); Moncy LLC (3654); and Nichols Motorcycle Supply, Inc. (4371). The Debtors’ mailing address is 1550 Melissa Court, Corona, CA 92879.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Motion.

and Rules 2002, 9006 and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), specifying the form and manner of service of the notice of (i) the filing of (a) the Debtors’ chapter 15 petitions (collectively, the “Chapter 15 Petitions”) and (b) certain related pleadings pursuant to chapter 15 of the Bankruptcy Code, including the Recognition Motion, (ii) this Court’s entry of the Provisional Relief Order, (iii) the deadline to object to this Court’s entry of the Recognition Order, and (iv) the hearing for this Court to consider the Chapter 15 Petitions and entry of the Recognition Order, and granting certain related relief; and upon the Codère Declaration; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested in the Motion is in the best interests of the Foreign Representative, the Debtors and other parties-in-interest in the Chapter 15 Cases; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is granted as set forth herein.
2. The Recognition Notice, substantially in the form attached hereto as **Exhibit 1**, is hereby approved.
3. Prior to mailing the Recognition Notice, the Foreign Representative may fill in any missing dates and other information, correct any typographical errors, confirm the provisions thereof to the provisions of this Order, and make such other and further non-material, non-substantive changes as the Foreign Representative deems necessary or appropriate.
4. The Foreign Representative shall serve, or cause to be served, on the Notice Parties: (i) the Recognition Notice, (ii) the Provisional Relief Order, and (iii) the proposed Recognition Order by United States or Canadian mail, first class postage prepaid, by close of business on December 23, 2019.

5. The Foreign Representative shall serve, or cause to be served, on the Master Service List, including any party requesting to be added thereto, all pleadings filed by the Foreign Representative in the Chapter 15 Cases by United States or Canadian mail, first class postage prepaid and no further or additional notice will be required. Service of all pleadings filed in these Chapter 15 Cases on the Master Service List is hereby approved as due and sufficient notice of such pleadings on all interested parties in these Chapter 15 Cases.

6. To the extent not previously served, in the event any other interested party files a notice of appearance in the Chapter 15 Cases, the Foreign Representative shall serve, or cause to be served, on such party the Recognition Notice, the Provisional Relief Order, and the proposed Recognition Order (or, to the extent the proposed Recognition Order has previously been entered by this Court, the Recognition Order) within three (3) business days of the filing of such notice of appearance by United States or Canadian mail, first class postage prepaid.

7. Service of the Recognition Notice, the Provisional Relief Order, and the proposed Recognition Order in accordance with this Order is hereby approved as due and sufficient notice and service of the filing of the Chapter 15 Petitions, the Recognition Motion, the Provisional Relief Order, the proposed Recognition Order, the Recognition Hearing and the Recognition Objection Deadline on all interested parties in the Chapter 15 Cases.

8. All notice requirements specified in section 1514(c) of the Bankruptcy Code are hereby waived or otherwise deemed inapplicable to the Chapter 15 Cases.

9. Bankruptcy Rule 1010 does not apply to the Debtors' petitions seeking recognition of a foreign main proceeding and therefore the summons requirements in Bankruptcy Rule 1011(b) are inapplicable to the Chapter 15 Petitions and the Recognition Motion and any requirements under the Bankruptcy Code, the Bankruptcy Rules or otherwise for notice thereof.

10. This Court shall retain jurisdiction with respect to any and all matters arising from or related to the interpretation or implementation of this Order.

EXHIBIT 1

Recognition Notice

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

)	Chapter 15
In re:)	
)	
MOTORCYCLE TIRES & ACCESSORIES)	Case No. 19-12706 (KBO)
LLC, <i>et al.</i> , ¹)	Joint Administration Requested
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Debtors in a Foreign Proceeding)	

**NOTICE OF (I) FILING OF (A) PETITIONS PURSUANT TO CHAPTER 15 OF THE
BANKRUPTCY CODE AND (B) FOREIGN REPRESENTATIVE’S MOTION FOR
PROVISIONAL AND FINAL RELIEF IN RECOGNITION OF A FOREIGN MAIN
PROCEEDING PURSUANT TO SECTIONS 105(a), 1519, 1520 AND 1521 OF THE
BANKRUPTCY CODE; (II) ENTRY OF PROVISIONAL RELIEF ORDER; (III)
DEADLINE TO OBJECT TO ENTRY OF RECOGNITION ORDER; AND (IV)
HEARING FOR COURT TO CONSIDER CHAPTER 15 PETITIONS AND
ENTRY OF RECOGNITION ORDER**

PLEASE TAKE NOTICE that on December 19, 2019, KMPG Inc. (the “Foreign Representative”), in its capacity as the court-appointed monitor and authorized Foreign Representative for the above-captioned debtors (collectively, the “Debtors”) pursuant to an order entered (the “CCAA Order”) in Canadian proceedings (the “Canadian Proceeding”) commenced under the under the Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the “CCAA”), pending before the Superior Court in Commercial Division in the in the District of Montreal (the “Canadian Court”), filed petitions (collectively, the “Chapter 15 Petitions”) under chapter 15 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), commencing the Debtors’ chapter 15 cases (collectively, the “Chapter 15 Cases”) ancillary to the Canadian Proceeding.

PLEASE TAKE FURTHER NOTICE that in the Chapter 15 Cases, the Foreign Representative has filed the *Foreign Representative’s Motion for Provisional and Final Relief In Recognition of a Foreign Main Proceeding Pursuant to Sections 105(a), 1519, 1520 and 1521 of the Bankruptcy Code* (the “Recognition Motion”), requesting the United States Bankruptcy Court for the District of Delaware (the “Court”) to (i) enter a provisional order (the “Provisional Relief Order”), on an interim basis, (a) enforcing the CCAA Order and (b) staying any collection activity by creditors against the Debtors’ assets in the United States, (ii) enter a final order (the “Recognition Order”), after notice and a hearing, (a) granting recognition of the Canadian Proceeding as a foreign main proceeding under section 1517 of the Bankruptcy Code, (b) enforcing the CCAA Order on a permanent basis in the United States and (iii) grant such other and further relief as the Court deems just and proper.

¹ The Debtors in these chapter 15 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Motorcycle Tires & Accessories LLC (8629); Moncy Holding Company, Inc. (6755); Moncy Financial Services Company, Inc. (7515); Moncy LLC (3654); and Nichols Motorcycle Supply, Inc. (4371). The Debtors’ mailing address is 1550 Melissa Court, Corona, CA 92879.

PLEASE TAKE FURTHER NOTICE that copies of the Chapter 15 Petitions and certain other pleadings filed contemporaneously therewith in support of the Chapter 15 Petitions, including the Recognition Motion, are available by contacting counsel to the Foreign Representative, R. Stephen McNeill, at Potter, Anderson & Corroon, LLP at (302) 984-6000 or rmcneill@potteranderson.com or accessing the Foreign Representative's websites (www.kpmg.com/ca/motovan and www.kpmg.com/ca/motovan-fr).

PLEASE TAKE FURTHER NOTICE that on December ___, 2019, the Court entered the Provisional Relief Order [D.I. ___]. A copy of the Provisional Relief Order is attached hereto as **Exhibit A**. Pursuant to the Provisional Relief Order, among other things, the Court (i) scheduled a hearing (the "Recognition Hearing") to consider entry of the Recognition Order for _____, ___ 2020 at __:___ .m.(prevailing Eastern Time) before the Honorable _____ at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, ___ Floor, Courtroom No. ___, Wilmington, Delaware 19801, and (ii) established on or before 4:00 p.m. (prevailing Eastern Time) on _____, ___ 2020, (the "Recognition Objection Deadline") as the deadline to object to the Court's entry of the Recognition Order. A copy of the Foreign Representative's proposed Recognition Order is attached hereto as **Exhibit B**.

PLEASE TAKE FURTHER NOTICE that pursuant to the Provisional Relief Order, any responses or objections to the Chapter 15 Petitions or the Court's entry of the Recognition Order shall be (i) made in writing, describe the basis therefore, and indicate the nature and extent of the respondent's interests in the Debtors' Chapter 15 Cases, (ii) filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and (iii) served upon Potter Anderson & Corroon LLP, Hercules Plaza, Sixth Floor, 1313 North Market Street, P.O. Box 951, Wilmington, Delaware 19899-0951 (Attn: Jeremy W. Ryan), on or before the Recognition Objection Deadline.

PLEASE TAKE FURTHER NOTICE that all parties-in-interest in the Chapter 15 Cases that are opposed to the Chapter 15 Petitions or the Court's entry of the Recognition Order must appear at the Recognition Hearing, which hearing may be adjourned from time to time without further notice except for an in-Court announcement at the Recognition Hearing or a filing by the Foreign Representative on the docket of the Chapter 15 Cases of the date and time to which the Recognition Hearing has been adjourned.

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PLEASE TAKE FURTHER NOTICE THAT IF NO RESPONSES OR OBJECTIONS ARE RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE FOREIGN REPRESENTATIVE AND ENTER THE RECOGNITION ORDER WITHOUT FURTHER NOTICE OR A HEARING.

Dated: December ____, 2019
Wilmington, Delaware

POTTER ANDERSON & CORROON LLP

/s/ Draft

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