

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

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In re:	)	
	)	Chapter 11
	)	
GST AUTOLEATHER, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 17-12100 (LSS)
	)	
Debtors.	)	(Jointly Administered)
	)	

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**DEBTORS' MOTION FOR ENTRY OF AN  
ORDER (I) CONDITIONALLY APPROVING THE ADEQUACY OF  
THE DISCLOSURE STATEMENT, (II) APPROVING THE SOLICITATION  
AND NOTICE PROCEDURES WITH RESPECT TO CONFIRMATION OF  
THE DEBTORS' JOINT CHAPTER 11 PLAN, (III) APPROVING THE FORMS OF  
BALLOTS AND NOTICES IN CONNECTION THEREWITH, (IV) SCHEDULING  
CERTAIN DATES WITH RESPECT THERETO, (V) SHORTENING THE NOTICE  
REQUIREMENTS RELATED THERETO, AND (VI) GRANTING RELATED RELIEF**

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GST AutoLeather, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), respectfully state the following in support of this motion:

**Preliminary Statement<sup>2</sup>**

1. The Debtors seek approval of this Motion to permit the Debtors to immediately begin solicitation of votes on the Plan, to combine the hearings on final approval of the Disclosure Statement and confirmation of the Plan, and to shorten the related notice requirements to allow the Combined Hearing to occur as near as possible to the anticipated closing date of the Sale Transaction. Based on the circumstances of this case, including the Committee's support

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: GST AutoLeather, Inc. (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GST AutoLeather HoldCo Corp. (4266); GST Innovations, LLC (5563); and Strategic Financial LLC (n/a). The location of the Debtors' service address is: 20 Oak Hollow Drive, Suite 300, Southfield, Michigan 48033.

<sup>2</sup> Capitalized terms not defined in this section shall have the meanings ascribed to them below.

and the substantial amount of information previously provided to creditors, the Debtors believe the expedited solicitation and hearing process proposed herein is reasonable and does not unfairly prejudice any creditors. All creditors and parties in interest with appropriate standing will be afforded adequate time to review the Plan and Disclosure Statement prior to the objection deadline. Moreover, this combined process will streamline and facilitate the Debtors' wind down of their estates. Accordingly, the Debtors seek (i) conditional approval of the Disclosure Statement so as to enable the Debtors to immediately begin soliciting votes on the Plan and (ii) to set a combined hearing on final approval of the Disclosure Statement and confirmation of the Plan for April 24, 2018, at 10:00 a.m. prevailing Eastern Time.

### **Relief Requested**

2. The Debtors seek entry of an order (the "Order"), substantially in the form attached hereto as **Exhibit A**, granting the following relief and such other relief as is just and proper:

- a. ***Disclosure Statement.*** Conditional approval of the *Disclosure Statement for the Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* [Docket No. 575], as may be modified, amended, or supplemented (the "Disclosure Statement") as containing "adequate information" pursuant to section 1125(f)(3) of the Bankruptcy Code;
- b. ***Combined Hearing.*** Schedule a final hearing (the "Combined Hearing") on approval of the Disclosure Statement combined with a hearing on confirmation of the *Joint Chapter 11 Plan of GST AutoLeather Inc. and its Debtor Affiliates*;
- c. ***Solicitation and Voting Procedures.*** Approving procedures for: (i) soliciting, receiving, and tabulating votes to accept or reject the Plan<sup>3</sup>; (ii) voting to accept or reject the Plan; and (iii) filing

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<sup>3</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the *Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* [Docket No. 574], filed contemporaneously herewith (as may be amended, supplemented, or modified from time to time, the "Plan").

objections to the Plan (the “Solicitation and Voting Procedures”), substantially in the form attached to the Order as Exhibit 1;

- d. ***Solicitation Packages.*** Finding that the solicitation materials and documents included in the solicitation packages (the “Solicitation Packages”) that will be sent to, among others, holders of Claims entitled to vote to accept or reject the Plan, comply with Rules 3017(d) and 2002(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”);
- e. ***Ballots.*** Approving the Class 4 ballot, Class 5 ballot, and the Class 6 ballot (collectively, the “Ballots”), substantially in the forms attached to the Order as Exhibits 2A, 2B, and 2C;
- f. ***Non-Voting Status Notices.*** Approving: (i) the form of notice applicable to holders of Claims and Interests that are Unimpaired under the Plan and who are, pursuant to section 1126(f) of the Bankruptcy Code, conclusively presumed to accept the Plan; (ii) the form of notice applicable to holders of Claims and Interests that are Impaired under the Plan and who are, pursuant to section 1126(g) of the Bankruptcy Code, conclusively deemed to reject the Plan; and (iii) the form of notice applicable to holders of Claims that are subject to a pending objection by the Debtors and who are not entitled to vote the disputed portion of such Claim (each, a “Non-Voting Status Notice”), substantially in the forms attached to the Order as Exhibits 3, 4, and 5, respectively;
- g. ***Cover Letter.*** Approving the form of letter (the “Cover Letter”) that the Debtors will send to holders of Claims entitled to vote to accept or reject the Plan urging such parties to vote in favor of the Plan, substantially in the form attached to the Order as Exhibit 6;
- h. ***Combined Hearing Notice.*** Approving the form and manner of notice of the hearing to be held by the Court to consider Confirmation of the Plan (the “Combined Hearing Notice”) pursuant to section 1129 of the Bankruptcy Code, substantially in the form attached to the Order as Exhibit 7;
- i. ***Assumption and Rejection Notices.*** Approving the form of notices to counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected pursuant to the Plan, (the “Assumption Notice” and the “Rejection Notice,” respectively) substantially in the forms attached to the Order as Exhibit 8 and Exhibit 9, respectively;

- j. ***Shortening Notice Period.*** Shortening the notice period for the Combined Hearing and the Objection Deadline pursuant to Bankruptcy Rule 9006(c) and Local Rule 9006-1(e); and
- k. ***Combined Hearing Timeline.*** Establishing the following dates and deadlines with respect to the Combined Hearing, subject to modification as necessary (the “Combined Hearing Timeline”):

Event	Date	Description
Voting Record Date	March 12, 2018	Date for determining (i) which holders of Claims in the Voting Classes, as defined herein, are entitled to vote to accept or reject the Plan and (ii) whether Claims have been properly assigned or transferred to an assignee under Bankruptcy Rule 3001(e) such that the assignee or transferee, as applicable, can vote to accept or reject the Plan as the holder of a Claim (the “ <u>Voting Record Date</u> ”)
Solicitation Deadline	March 15, 2018	Deadline for distributing Solicitation Packages, including Ballots, to holders of Claims entitled to vote to accept or reject the Plan (the “ <u>Solicitation Deadline</u> ”)
Deadline to File 3018 Motions	March 22, 2018	Date by which creditors seeking to have a claim temporarily allowed for purposes of voting to accept or reject the Plan pursuant to Bankruptcy Rule 3018(a) be required to file a motion (the “3018 Motion”)
Plan Supplement	April 10, 2018	Date by which the Debtors shall file the Plan Supplement
Voting Deadline	April 16, 2018, at 4:00 p.m., prevailing Eastern Time	Deadline by which <b><i>all</i></b> Ballots must be properly executed, completed, and delivered so that they are <b><i>actually received</i></b> (the “ <u>Voting Deadline</u> ”) by Epiq Bankruptcy Solutions, LLC, the notice, claims, and solicitation agent retained by the Debtors in the Chapter 11 Cases (the “ <u>Notice and Claims Agent</u> ”)

Event	Date	Description
Objection Deadline	April 17, 2018, at 4:00 p.m., prevailing Eastern Time	Deadline by which objections to the Plan and/or adequacy of the Disclosure Statement must be filed with the Court and served so as to be actually received by the appropriate notice parties (the “ <u>Objection Deadline</u> ”)
Deadline for Objections to 3018 Motions	April 17, 2018	Date by which the Debtors or other parties in interest must file objections to any 3018 Motions.
Deadline to File Confirmation Brief	April 19, 2018, at 4:00 p.m., prevailing Eastern Time	Date by which the Debtors shall file their brief in support of Confirmation (the “ <u>Confirmation Brief Deadline</u> ”)
Reply Deadline	April 19, 2018, at 4:00 p.m., prevailing Eastern Time	Deadline by which responses to objections to the Plan and/or adequacy of the Disclosure Statement must be filed with the Court and served so as to be <i>actually received</i> by the appropriate notice parties (the “ <u>Reply Deadline</u> ”)
Deadline to File Voting Report	April 19, 2018, at 4:00 p.m., prevailing Eastern Time	Date by which the report tabulating the voting on the Plan (the “ <u>Voting Report</u> ”) shall be filed with the Court
Combined Hearing Date	April 24, 2018, at 10:00 a.m. prevailing Eastern time	Date for the hearing at which the Court will consider Confirmation of the Plan (the “ <u>Combined Hearing Date</u> ”).

### **Jurisdiction and Venue**

3. The United States Bankruptcy Court for the District of Delaware (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 February 29, 2012. The Debtors confirm their consent, pursuant to Bankruptcy Rule 7008 and Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), 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.

4. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The bases for the relief requested herein are sections 105, 363, 1125, 1126, and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3016, 3017, 3018, and 3020, and Local Rules 2002-1 and 3017-2.

### **Plan Summary**

6. These chapter 11 cases were commenced to sell substantially all of the Debtors' assets to maximize the value of recoveries for their creditors. The Plan distributes the proceeds the Debtors obtained (or will obtain prior to the effective date of the Plan) from the sale of substantially all of the Debtors' assets to GST Lender Acquisition Corp. (the "Purchaser"), an entity formed by the Senior Secured Lenders for the purposes of effectuating the purchase of the Acquired Assets. The Plan implements a global settlement among the Debtors, holders of more than 50 percent of the Prepetition Secured Lender Claims, the Committee, and holders of 100 percent of the Mezzanine Lender Claims, and provides for distributions to the Debtors' creditors in accordance therewith. The Plan also contemplates the appointment of a Plan Administrator to liquidate any remaining assets and distribute all proceeds according to the Plan. If confirmed and consummated, the Plan will facilitate the orderly wind down of the Debtors' estates.

7. For the reasons set forth below, the Disclosure Statement provides adequate information in respect of the Plan, ensuring that holders of Claims entitled to vote on the Plan receive information of a kind, and in sufficient detail, to make an informed judgment regarding acceptance or rejection of the Plan. And the proposed schedule and procedures to confirm and consummate the Plan move these chapter 11 cases forward expeditiously and efficaciously while

respecting due process and other procedural safeguards mandated under the Bankruptcy Code, Bankruptcy Rules, and Local Rules.

8. The Plan provides for the following distributions to be made to the Debtors' creditors:

Class	Claim/Interest	Treatment of Claim/Equity Interest
1	Secured Tax Claims	Each holder of an Allowed Secured Tax Claim shall receive, at the option of the Plan Administrator: either (i) payment in full in Cash of such holder's Allowed Secured Tax Claim; or (ii) equal semi-annual Cash payments commencing as of the Effective Date or as soon as reasonably practicable thereafter and continuing for five years, in an aggregate amount equal to such Allowed Secured Tax Claim, together with interest at the applicable non-default rate under non-bankruptcy law, subject to the option of the Plan Administrator to prepay the entire amount of such Allowed Secured Tax Claim during such time period.
2	Other Secured Claims	Each holder of an Allowed Other Secured Claim shall receive, at the option of the applicable Plan Administrator: (i) payment in full in Cash of such holder's Allowed Other Secured Claim; (ii) the collateral securing such holder's Allowed Other Secured Claim; (iii) Reinstatement of such holder's Allowed Other Secured Claim; or (iv) such other treatment rendering such holder's Allowed Other Secured Claim Unimpaired.
3	Other Priority Claims	Each holder of an Allowed Other Priority Claim shall receive payment in full in Cash of such holder's Allowed Other Priority Claim or such other treatment rendering such holder's Allowed Other Priority Claim Unimpaired.
4	Prepetition Secured Lender Claims	Each holder of an Allowed Prepetition Secured Lender Claims in an aggregate amount equal to the Purchaser Credit Bid will be satisfied, compromised, settled, released, and discharged in full in exchange for the Purchaser Credit Bid, and each holder of a remaining Allowed Prepetition Secured Lender Claim shall receive its Pro Rata share (not to exceed the amount of such holder's remaining Allowed Prepetition Secured Lender Claim) of Class 4's Pro Rata share of any (i) Excess Distributable Cash and (ii) proceeds of Retained Causes of Action in excess of the Retained Causes of Action Threshold Amount (in each case calculated based on the total aggregate amount of (x) Allowed Claims in Class 4 <i>minus</i> the Purchaser Credit Bid, (y) Allowed Claims in Class 5, and (z) Allowed Claims in Class 6). For the avoidance of doubt, no holder of a Prepetition Secured Lender Claim shall receive on account of such Prepetition Secured Lender Claim any share of the Unsecured Cash Pool or proceeds of Retained Causes of Action up to the Retained Causes of Action Threshold Amount.

Class	Claim/Interest	Treatment of Claim/Equity Interest
5	Unsecured Claims	Each holder of an Allowed Unsecured Claim shall receive its Pro Rata share (not to exceed the amount of such holder's Allowed Unsecured Claim) of (i) 75% of the Unsecured Cash Pool (equal to \$1,575,000.00); (ii) 75% of all proceeds of Retained Causes of Action up to the Retained Causes of Action Threshold Amount (that is, up to \$2,175,000); and (iii) Class 5's Pro Rata share of any (A) Excess Distributable Cash and (B) proceeds of Retained Causes of Action in excess of the Retained Causes of Action Threshold Amount (in each case calculated based on the total aggregate amount of (x) Allowed Claims in Class 4 <i>minus</i> the Purchaser Credit Bid, (y) Allowed Claims in Class 5, and (z) Allowed Claims in Class 6).
6	Mezzanine Lender Claims	Each holder of an Allowed Mezzanine Lender Claim shall (i) receive its Pro Rata share (not to exceed the amount of such holder's Allowed Mezzanine Lender Claim) of 25% of the Unsecured Cash Pool (equal to \$525,000.00) and (ii) 25% of all proceeds of Retained Causes of Action up to the Retained Causes of Action Threshold Amount (that is, up to \$725,000). In addition, each holder of an Allowed Mezzanine Lender Claim shall be deemed to have received its Pro Rata share of the Class 6 Pro Rata share of any (A) Excess Distributable Cash and (B) proceeds of Retained Causes of Action in excess of the Retained Causes of Action Threshold Amount (in each case calculated based on the total aggregate amount of (x) Allowed Claims in Class 4 <i>minus</i> the Purchaser Credit Bid, (y) Allowed Claims in Class 5, and (z) Allowed Claims in Class 6); <i>provided, however</i> , that any Excess Distributable Cash and/or proceeds of Retained Causes of Action in excess of the Retained Causes of Action Threshold Amount deemed to be received by a holder of an Allowed Mezzanine Lender Claim pursuant to this sentence shall actually be delivered to the Prepetition Secured Agent for subsequent distribution to holders of Prepetition Secured Lender Claims in accordance with the Prepetition Secured Credit Agreement Documents and Mezzanine Loan Documents; <i>provided further, however</i> , that, notwithstanding anything in the Mezzanine Loan Documents to the contrary, no holder of an Allowed Mezzanine Lender Claim shall be required to turn over to the Prepetition Secured Agent any distribution it receives pursuant to the first sentence of Article III.B.6(b) of the Plan.
7	Intercompany Claims	Each holder of Intercompany Claims shall not receive any distribution on account of such Intercompany Claims. On or after the Effective Date, the Plan Administrator may reconcile such Intercompany Claims as may be advisable in order to avoid the incurrence of any past, present, or future tax or similar liabilities by the Post-Effective Date Debtors.



<b>Class</b>	<b>Claim/Interest</b>	<b>Treatment of Claim/Equity Interest</b>
8	Intercompany Interests	Intercompany Interests shall be, at the option of the Plan Administrator, either: (i) Reinstated in accordance with Article III.G of the Plan; or (ii) Discharged, canceled, released, and extinguished as of the Effective Date, and will be of no further force or effect, and holders of Intercompany Interests will not receive any distribution on account of such Intercompany Interests.
9	Interests in Holdco	Interests in Holdco will be discharged, canceled, released, and extinguished as of the Effective Date, and will be of no further force or effect, and holders of Interests in Holdco will not receive any distribution on account of such Interests in Holdco.
10	Section 510(b) Claims	Allowed Section 510(b) Claims, if any, shall be discharged, canceled, released, and extinguished as of the Effective Date, and will be of no further force or effect, and holders of Allowed Section 510(b) Claims will not receive any distribution on account of such Allowed Section 510(b) Claims.

9. In accordance with the foregoing description of the treatment of holders of Claims and Interests, the Plan contemplates classifying holders of Claims and Interests into certain Classes of Claims and Interests for all purposes, including with respect to voting on the Plan, pursuant to section 1126 of the Bankruptcy Code. The following chart represents the Classes of Claims and Interests under the Plan, including whether such Classes are Impaired or Unimpaired:<sup>4</sup>

<b>Class</b>	<b>Claim/Interest</b>	<b>Status</b>	<b>Voting Rights</b>
1	Secured Tax Claims	Unimpaired	Not Entitled to Vote (Conclusively Presumed to Accept)
2	Other Secured Claims	Unimpaired	Not Entitled to Vote (Conclusively Presumed to Accept)
3	Other Priority Claims	Unimpaired	Not Entitled to Vote (Conclusively Presumed to Accept)
4	Prepetition Secured Lender Claims	Impaired	Entitled to Vote

<sup>4</sup> The Debtors reserve the right to separately classify Claims to the extent necessary to comply with any requirements under the Bankruptcy Code or applicable law.

Class	Claim/Interest	Status	Voting Rights
5	Unsecured Claims	Impaired	Entitled to Vote
6	Mezzanine Lender Claims	Impaired	Entitled to Vote
7	Intercompany Claims	Impaired	Not Entitled to Vote (Deemed to Reject)
8	Intercompany Interests	Impaired	Not Entitled to Vote (Deemed to Reject)
9	Interests in Holdco	Impaired	Not Entitled to Vote (Deemed to Reject)
10	Section 510(b) Claims	Impaired	Not Entitled to Vote (Deemed to Reject)

10. Based on the foregoing (and as discussed in greater detail herein), the Debtors are proposing to solicit votes to accept or reject the Plan from holders of Claims in Classes 4, 5, and 6 (the “Voting Classes”). The Debtors are *not* proposing to solicit votes from holders of Claims and Interests in Classes 1, 2, 3, 7, 8, 9, and 10 (the “Non-Voting Classes”).

### **Basis for Relief**

#### **I. The Court Should Enter an Order Scheduling the Combined Hearing.**

##### **A. The Conditions Under Which a Combined Hearing Is Permissible.**

11. Section 1128 of the Bankruptcy Code provides that “[a]fter notice, the court shall hold a hearing on confirmation of a plan” and that “[a] party in interest may object to confirmation of a plan.” 11 U.S.C. § 1128; *see also* Fed. R. Bankr. P. 3017(c).<sup>5</sup>

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<sup>5</sup> Bankruptcy Rule 3017(c) provides that “[o]n or before approval of the disclosure statement, the court . . . may fix a date for the hearing on confirmation.” Fed R. Bankr. P. 3017(c).

12. Local Rule 3017-2(a) permits a combined hearing to consider approval of a disclosure statement and confirmation of a chapter 11 plan, and this Local Rule is applicable under the following circumstances:

- (a) Applicability. This Local Rule shall be applicable to all cases arising under chapter 11 of the Code where the following requirements are met:
  - (i) All or substantially all of the assets of the debtor[s] were or will be liquidated pursuant to a sale under 11 U.S.C. § 363; and
  - (ii) The plan of liquidation proposes to comply with section 1129(a)(9) of the Code; and
  - (iii) The plan of liquidation does not seek non-consensual releases/injunctions with respect to claims creditors may hold against non-debtor parties; and
  - (iv) the debtor's combined assets to be distributed pursuant to the proposed plan of liquidation are estimated, in good faith, to be worth less than \$25 million (excluding causes of action).

13. The Debtors submit that each requirement of Local Rule 3017-2(a) is satisfied because, (i) substantially all of the Debtors' assets will be sold pursuant to a sale under section 363 of the Bankruptcy Code and any remaining assets will be liquidated under the Plan, (ii) the Plan's proposed treatment of administrative and priority claims complies with section 1129(a)(9) of the Bankruptcy Code, (iii) the Plan does not seek nonconsensual releases or injunctions with respect to claims creditors may hold against non-Debtor parties, and (iv) the Debtors' combined assets to be distributed pursuant to the proposed plan of liquidation are estimated, in good faith, to be worth less than \$25 million (excluding causes of action).

14. Nevertheless, in the event that the Court determines that certain elements of Local Rule 3017-2 are not satisfied, the Debtors respectfully request that the Court grant the relief requested by this Motion pursuant to section 105 of the Bankruptcy Code. Section 105 of the Bankruptcy Code expressly authorizes the Court to "issue an order . . . that . . . provides that the

hearing on approval of the disclosure statement may be combined with the hearing on confirmation of the plan” where the court deems a combined hearing to be “appropriate to ensure the case is handled expeditiously and economically.” *See* 11 U.S.C. § 105(d)(2)(B)(vi); *see also In re Gulf Coast Oil Corp.*, 404 B.R. 407, 425 (Bankr. S.D. Tex. 2009) (“Section 1125(f) authorizes combined plans and disclosure statements in small business cases and § 105(d) authorizes the court to combine them in other cases.”); *In re Luminent Mortg. Capital Inc.*, Case No. 08-21389 (Bankr. D. Md. May 15, 2009). Pursuant to this authority, Courts in this District have combined hearings on approval of disclosure statements and confirmation of plans in chapter 11 cases. *See, e.g., In re Aquion Energy, Inc.*, Case No. 17-10500 (KJC) (Bankr. D. Del. Nov. 7, 2017); *In re Unilife Corp.*, Case No. 17-10805 (LSS) (Bankr. D. Del. Oct. 25, 2017); *In re Phoenix Brands, LLC*, Case No. 16-1124 (BLS) (Bankr. D. Del. Nov. 21, 2016); *In re JMO Wind Down, Inc.*, Case No. 16-10682 (BLS) (Bankr. D. Del. Sept. 1, 2016); *In re SDI Sols. LLC*, Case No. 16-10627 (CSS) (Bankr. D. Del. May 24, 2016); *In re Nuo Therapeutics, Inc.*, Case No. 16-10192 (MFW) (Bankr. D. Del. Mar 29, 2016); *In re Hipcricket, Inc.*, Case No. 15-10104 (LSS) (Bankr. D. Del. Mar. 31, 2015); *In re AFA Inv. Inc.*, Case No. 12-1 1 127 (MFW) (Bankr. D. Del. Jan. 16, 2014).

15. Consistent with the foregoing authority, the Debtors respectfully request that the Court consolidate its approval of the Disclosure Statement and confirmation of the Plan at the single Combined Hearing and enter an order scheduling the Combined Hearing for **April 24, 2018, at 10:00 a.m. prevailing Eastern Time**. A combined hearing will streamline and expedite the confirmation process, which will inure directly to the benefit of the Debtors’ creditors by hastening the implementation of the Plan. All creditors and parties in interest with appropriate standing will be afforded adequate time to review the Plan and Disclosure Statement

prior to the Objection Deadline. Moreover, this combined process will save significant administrative fees. Based on the circumstances of this case, including the Committee's support and the substantial amount of information previously provided to creditors, the Debtors believe the solicitation and hearing process proposed herein is reasonable and does not unfairly prejudice any creditors. Accordingly, the Combined Hearing will spare the Debtors from additional administrative expenses associated with a two-stage process and will promote judicial efficiency and economy.

## **II. The Court Should Conditionally, and On a Final Basis, Approve the Disclosure Statement.**

16. As noted above, the Debtors intend to seek approval of the Disclosure Statement at the Combined Hearing. By this Motion, the Debtors submit that the Disclosure Statement contains adequate information. Accordingly, the Debtors request that the Court (a) approve the Disclosure Statement on a conditional basis to permit the Debtors to use it in the solicitation process as described herein and (b) approve the Disclosure Statement on a final basis as part of the order confirming the Plan.

### **B. The Standard for Approval of the Disclosure Statement.**

17. Pursuant to section 1125 of the Bankruptcy Code, the proponent of a proposed chapter 11 plan must provide "adequate information" regarding that plan to holders of impaired claims and interests entitled to vote on the plan. 11 U.S.C. § 1125. Specifically, section 1125(a)(1) of the Bankruptcy Code provides, in relevant part, as follows:

'[A]dequate information' means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor's books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a

hypothetical investor of the relevant class to make an informed judgment about the plan.

*Id.* § 1125(a)(1).

18. The primary purpose of a disclosure statement is to provide all material information that creditors and interest holders affected by a proposed plan need to make an informed decision regarding whether or not to vote for the plan. *See, e.g., Century Glove, Inc. v. First Am. Bank of N.Y.*, 860 F.2d 94, 100 (3d Cir. 1988) (“[Section] 1125 seeks to guarantee a minimum amount of information to the creditor asked for its vote.”); *In re Monnier Bros.*, 755 F.2d 1336, 1342 (8th Cir. 1985) (“The primary purpose of a disclosure statement is to give the creditors the information they need to decide whether to accept the plan.”); *In re Phoenix Petrol., Co.*, 278 B.R. 385, 392 (Bankr. E.D. Pa. 2001) (“[T]he general purpose of the disclosure statement is to provide ‘adequate information’ to enable ‘impaired’ classes of creditors and interest holders to make an informed judgment about the proposed plan and determine whether to vote in favor of or against that plan.”); *In re Unichem Corp.*, 72 B.R. 95, 97 (Bankr. N.D. Ill. 1987) (“The primary purpose of a disclosure statement is to provide all material information which creditors and equity security holders affected by the plan need in order to make an intelligent decision whether to vote for or against the plan.”). Congress intended that such informed judgments would be needed to both negotiate the terms of, and vote on, a chapter 11 plan. *Century Glove, Inc.*, 860 F.2d at 100.

19. “Adequate information” is a flexible standard, based on the facts and circumstances of each case. 11 U.S.C. § 1125(a)(1) (“‘adequate information’ means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records”); *see also Oneida Motor Freight, Inc. v. United Jersey Bank*, 848 F.2d 414, 417 (3d Cir. 1988) (“From the

legislative history of § 1125 we discern that adequate information will be determined by the facts and circumstances of each case.”); *First Am. Bank of N.Y. v. Century Glove, Inc.*, 81 B.R. 274, 279 (D. Del. 1988) (noting that adequacy of disclosure for a particular debtor will be determined based on how much information is available from outside sources); S. Rep. No. 95-989, at 121 (1978), reprinted in 1978 U.S.C.C.A.N. 5787, 5907 (“the information required will necessarily be governed by the circumstances of the case”).

20. Courts in the Third Circuit and elsewhere acknowledge that determining what constitutes “adequate information” for the purpose of satisfying section 1125 of the Bankruptcy Code resides within the broad discretion of the court. *See, e.g., In re River Village Assoc.*, 181 B.R. 795, 804 (E.D. Pa. 1995) (“[T]he Bankruptcy Court is thus given substantial discretion in considering the adequacy of a disclosure statement.”); *In re Phoenix Petrol. Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001) (same); *Tex. Extrusion Corp. v. Lockheed Corp. (In re Tex. Extrusion Corp.)*, 844 F.2d 1142, 1157 (5th Cir. 1988) (“The determination of what is adequate information is subjective and made on a case by case basis. This determination is largely within the discretion of the bankruptcy court.”); *In re PC Liquidation Corp.*, 383 B.R. 856, 865 (E.D.N.Y. 2008) (internal citations omitted) (“The standard for disclosure is, thus, flexible and what constitutes ‘adequate disclosure’ in any particular situation is determined on a case-by-case basis, with the determination being largely within the discretion of the bankruptcy court.”); *In re Lisanti Foods, Inc.*, 329 B.R. 491, 507 (Bankr. D.N.J. 2005) (“The information required will necessarily be governed by the circumstances of the case.”).

21. In making a determination as to whether a disclosure statement contains adequate information as required by section 1125 of the Bankruptcy Code, courts typically look for disclosures related to topics such as:

- a. the events that led to the filing of a bankruptcy petition;
- b. the relationship of the debtor with its affiliates;
- c. a description of the available assets and their value;
- d. information relevant to the company's liquidation;
- e. the source of information stated in the disclosure statement;
- f. the debtors' condition while in chapter 11;
- g. claims asserted against the debtor;
- h. the estimated return to creditors under a chapter 7 liquidation;
- i. information relevant to the plan administrator;
- j. the chapter 11 plan or a summary thereof;
- k. financial information, valuations, and projections relevant to a creditor's decision to accept or reject the chapter 11 plan;
- l. information relevant to the risks posed to creditors under the plan;
- m. the actual or projected realizable value from recovery of preferential or otherwise avoidable transfers;
- n. litigation likely to arise in a nonbankruptcy context; and
- o. tax attributes of the debtors.

*See In re U.S. Brass Corp.*, 194 B.R. 420, 424–25 (Bankr. E.D. Tex. 1996); *see also In re Scioto Valley Mortg. Co.*, 88 B.R. 168, 170–71 (Bankr. S.D. Ohio 1988) (listing the factors courts have considered in determining the adequacy of information provided in a disclosure statement); *In re Metrocraft Pub. Serv., Inc.*, 39 B.R. 567, 568 (Bankr. N.D. Ga. 1984) (same). Disclosure regarding all topics is not necessary in every case. *See In re U.S. Brass Corp.*, 194 B.R. at 424; *see also In re Phoenix Petrol. Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001) (“[C]ertain categories of information which may be necessary in one case may be omitted in another; no one list of categories will apply in every case.”).



**C. The Disclosure Statement Contains Adequate Information in Accordance with Section 1125 of the Bankruptcy Code.**

22. The Disclosure Statement provides “adequate information” to allow holders of Claims in the Voting Classes to make informed decisions about whether to vote to accept or reject the Plan. Specifically, the Disclosure Statement contains a number of categories of information that courts consider “adequate information,” including, without limitation:

<b>Category</b>	<b>Description</b>	<b>Location in Disclosure Statement</b>
Debtors’ Corporate History, Structure, and Business Overview	An overview of the Debtors’ corporate history, business operations, organizational structure, and capital structure.	Article IV
Events Leading to the Chapter 11 Filings	An overview of the Debtors’ out-of-court restructuring efforts in response to deteriorating economic conditions, including the negotiations with respect to the Plan.	Article V
Events of the Chapter 11 Cases	A summary of the motions filed on October 3, 2017 (the “ <u>Petition Date</u> ”) as well as some significant events of these Chapter 11 Cases.	Article VI
Risk Factors	Certain risks associated with the Debtors’ businesses, as well as certain risks associated with forward-looking statements and an overall disclaimer as to the information provided by and set forth in the Disclosure Statement.	Article IX
Solicitation and Voting Procedures	A description of the procedures for soliciting votes to accept or reject the Plan and voting on the Plan.	Article III.E and F
Confirmation of the Plan	Confirmation procedures and statutory requirements for Confirmation and Consummation of the Plan, including a liquidation analysis, financial projections, and a valuation.	Article VIII

Category	Description	Location in Disclosure Statement
Certain United States Federal Income Tax Consequences of the Plan	A description of certain U.S. federal income tax law consequences of the Plan.	Article X

23. Based on the foregoing, the Debtors submit that the Disclosure Statement complies with all aspects of section 1125 of the Bankruptcy Code and addresses the information set forth above in a manner that provides adequate information to holders of Claims entitled to vote to accept or reject the Plan. Accordingly, the Debtors submit that the Disclosure Statement contains “adequate information” and therefore should be conditionally approved immediately, and on a final basis at the Combined Hearing.

**D. The Disclosure Statement Provides Sufficient Notice of Injunction, Release, and Exculpation Provisions in the Plan.**

24. Bankruptcy Rule 3016(c) requires that, if a plan provides for an injunction against conduct not otherwise enjoined under the Bankruptcy Code, the plan and disclosure statement must describe, in specific and conspicuous language, the acts to be enjoined and the entities subject to the injunction. Fed. R. Bankr. P. 3016(c).

25. Additionally, Local Rule 3017-2(c)(ii) requires a debtor to “(A) recite whether the proposed form of order and/or plan of liquidation contains any provisions of the type indicated below and (B) identify the location of any such provision in the proposed form of order and/or plan of liquidation.” In satisfaction of Local Rule 3017-2(c)(ii), the Debtors state as follows:

26. Article VIII.F of the Plan describes in detail the entities subject to an injunction under the Plan and the acts that they are enjoined from pursuing. Further, the language in Article VIII.F of the Plan is in bold, making it conspicuous to anyone who reads it. Moreover, Articles VIII.C and D of the Plan describe in detail entities subject to or providing a release

under the Plan, and the Claims and Causes of Action so released, and Article VIII.E of the Plan describes in detail the entities entitled to exculpation under the Plan. Each of the foregoing sections is set forth, conspicuously, in bold. Accordingly, the Debtors respectfully submit that the Disclosure Statement complies with Bankruptcy Rule 3016(c) and Local Rule 3017-2(c) by conspicuously describing the conduct and parties enjoined, released, or exculpated by the Plan.

**III. The Court Should Approve the Solicitation and Voting Procedures, Including the Voting and Tabulation Procedures, the Materials, and the Timeline for Soliciting Votes on the Plan.**

**A. The Standard for Approval of Voting and Tabulation Procedures.**

27. Section 1126(c) of the Bankruptcy Code provides that:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under section (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designed under subsection (e) of this section, that have accepted or rejected the plan.

11 U.S.C. § 1126(c). Additionally, Bankruptcy Rule 3018(c) provides, in part, that “[a]n acceptance or rejection [of a plan] shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity security holder or an authorized agent and conform to the appropriate Official Form.” Fed. R. Bankr. P. 3018(c). Consistent with these requirements, the Debtors propose to use the Solicitation and Voting Procedures, which procedures include specific voting and tabulation requirements and processes, as follows (the “Voting and Tabulation Procedures”).

**B. Completion of Ballots.**

28. To facilitate the process of tabulating all votes received, the Debtors propose that a Ballot be counted in determining the acceptance or rejection of the Plan only if it satisfies certain criteria. Specifically, the Voting and Tabulation Procedures provide that the Debtors not

count a Ballot if it is, among other things, illegible, submitted by a holder of a Claim that is not entitled to vote on the Plan, unsigned, or not clearly marked. Further, the Debtors, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report.

**C. General Ballot Tabulation and Voting Procedures.**

29. The proposed Voting and Tabulation Procedures set forth specific criteria with respect to the general tabulation of Ballots, and voting procedures applicable to holders of Claims. The Debtors believe that the proposed Voting and Tabulation Procedures will facilitate the Plan confirmation process. Specifically, the procedures will clarify any obligations of holders of Claims entitled to vote to accept or reject the Plan and will create a straightforward process by which the Debtors can determine whether they have satisfied the numerosity requirements of section 1126(c) of the Bankruptcy Code. Accordingly, the Debtors submit that the Voting and Tabulation Procedures are in the best interests of their estates, holders of Claims, and other parties in interest, and that good cause supports the relief requested herein.

**D. The Court Should Approve the Forms of the Ballots.**

30. In accordance with Bankruptcy Rule 3018(c), the Debtors have prepared and customized the Ballots. Although based on Official Form, the Ballots have been modified to (a) address the particular circumstances of the Chapter 11 Cases and (b) include certain additional information that is relevant and appropriate for Claims in certain of the Voting Classes. The proposed Ballots for each Voting Class are annexed as Exhibits 2A, 2B, and 2C to the Order. The Debtors respectfully submit that the forms of the Ballots comply with Bankruptcy Rule 3018(c) and, therefore, should be approved.

**E. The Court Should Approve the Form and Distribution of the Solicitation Packages and Cover Letter to Parties Entitled to Vote on the Plan.**

31. Bankruptcy Rule 3017(d) specifies the materials to be distributed to holders of allowed claims upon approval of a disclosure statement, including the court-approved plan and disclosure statement and notice of the time within which acceptances and rejections of the plan may be filed. Fed. R. Bankr. P. 3017(d).

32. In accordance with this requirement, the Debtors propose to send the Solicitation Packages to provide holders of Claims in the Voting Classes with the information they need to be able to make informed decisions with respect to how to vote on the Plan. Specifically, on or before the Solicitation Deadline, the Debtors will cause the Solicitation Packages to be distributed by first-class U.S. mail to those holders of Claims in the Voting Classes. Each Solicitation Package will include the following materials:

- 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. the Cover Letter;
- d. a letter from the Committee in support of confirmation of the Plan
- e. the Disclosure Statement (and exhibits thereto, including the Plan);
- f. the Order (without exhibits except the Solicitation and Voting Procedures, as set forth above);
- g. the Combined Hearing Notice; and
- h. such other materials as the Court may direct.

33. The Debtors request that they be authorized to distribute the Plan, the Disclosure Statement, and the Order (without exhibits, except for the Solicitation and Voting Procedures) to holders of Claims entitled to vote on the Plan in electronic format (*i.e.*, on a CD-ROM or flash drive). **Only** the Ballots, the Cover Letter, a letter from the Committee in support of

confirmation of the Plan, and the Combined Hearing Notice will be provided in paper format. Distribution in this manner will translate into significant monetary savings for the Debtors' estates (the Plan, the Disclosure Statement, and the proposed Order, collectively, total approximately 200 pages) by reducing printing and postage costs. Bankruptcy courts in this district have permitted debtors to transmit solicitation documents in electronic format in other large chapter 11 cases in the interest of saving printing and mailing costs. *See, e.g., In re Energy Future Holdings Corp.*, No. 14-10979 (CSS) (Bankr. D. Del. Sept. 6, 2017) (authorizing the debtors to transmit solicitation documents in electronic format); *In re Aspect Software Parent, Inc.*, No. 16-10597 (MFW) (Bankr. D. Del. Apr. 26, 2016) (same); *In re Magnum Hunter Res. Corp.*, No. 15-12533 (KG) (Bankr. D. Del. Feb. 26, 2016) (same); *In re Source Home Entm't, LLC*, No. 14-11553 (KG) (Bankr. D. Del. Jan. 12, 2015) (same); *In re GSE Envtl., Inc.*, No. 14-11126 (MFW) (Bankr. D. Del. June 13, 2014) (same).<sup>6</sup>

34. Additionally, the Debtors will provide a complete Solicitation Package (excluding the Ballots, the Cover Letter, and a letter from the Committee in support of confirmation of the Plan) to the Office of the United States Trustee for the District of Delaware and all parties required to be notified under Rule 2002 of the Bankruptcy Rules and Rule 2002-1 of the Local Rules (the "2002 List") as of the Voting Record Date. Any party that receives the materials in electronic format but would prefer paper format may contact the Notice and Claims Agent and request paper copies of the corresponding materials previously received in electronic format (to be provided at the Debtors' expense). The Debtors will not mail Solicitation Packages or other solicitation materials to holders of Claims that have already been paid in full during the Chapter

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<sup>6</sup> Because of the voluminous nature of the orders cited herein, such orders are not attached to this motion. Copies of these orders are available upon request to the Debtors' counsel.

11 Cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court.

35. The Debtors respectfully request that the Notice and Claims Agent be authorized (to the extent not authorized by another order of the Court) to assist the Debtors in (a) distributing the Solicitation Package, (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by holders of Claims against the Debtors, (c) responding to inquiries from holders of Claims and Interests and other parties in interest relating to the Disclosure Statement, the Plan, the Ballots, the Solicitation Packages, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, (d) soliciting votes on the Plan, and (e) if necessary, contacting creditors regarding the Plan.

**F. The Court Should Approve Procedures for the Resolution of Disputed Claims for Voting Purposes.**

36. The Debtors have established Solicitation and Voting Procedures, which includes procedures for the treatment of Claims in a Voting Class subject to pending objections. Such procedures contemplate furnishing the holder of such Claim with a Disputed Claim Notice and deeming the holder not entitled to vote to accept or reject the Plan on account of such Claim until the occurrence of a Resolution Event (as such terms are defined in the Solicitation and Voting Procedures). The Debtors respectfully request this Court authorize the procedures for the resolution of Disputed Claims as such procedures are customary and should be approved.

**G. The Court Should Approve the Notice of Combined Hearing.**

37. The Debtors will serve the Combined Hearing Notice on all known holders of Claims and Interests and the 2002 List (regardless of whether such parties are entitled to vote on the Plan) by no later than **March 15, 2018**, which will provide all parties in interest with at least

28 days' notice of the Objection Deadline and at least 35 days' notice of the Combined Hearing. The Combined Hearing Notice will include the following: (a) instructions as to how to view or obtain copies of the Disclosure Statement (including the Plan and the other exhibits thereto), the Order, and all other materials in the Solicitation Package (*excluding* Ballots) from the Notice and Claims Agent and/or the Court's website via PACER; (b) notice of the Voting Deadline; (c) notice of the date by which the Debtors will file the Plan Supplement; (d) notice of the Objection Deadline; and (e) notice of the Combined Hearing Date and information related thereto.

38. Bankruptcy Rule 2002(l) permits the Court to "order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice." Fed. R. Bankr. P. 2002(l). Therefore, in addition to the foregoing distribution of the Combined Hearing Notice, the Debtors will publish the Combined Hearing Notice in a format modified for publication (the "Publication Notice") as soon as reasonably practicable on one occasion each in the *New York Times* (national edition), *The DailyDAC*, and *The Detroit News*. The Debtors believe that the Publication Notice will provide sufficient notice of, among other things, the entry of the Order, the Voting Deadline, the Objection Deadline, and the Combined Hearing to parties who did not otherwise receive notice thereof by mail. Additionally, service and publication of the Combined Hearing Notice comports with the requirements of Bankruptcy Rule 2002 and should be approved.



**H. The Court Should Approve the Form of Notices to Non-Voting Classes.**

39. As discussed above, the Non-Voting Classes are *not* entitled to vote on the Plan. As a result, they will *not* receive Solicitation Packages and, instead, the Debtors propose that such parties receive a Non-Voting Status Notice. Specifically, in lieu of solicitation materials, the Debtors propose to provide the following to holders of Claims and Interests in Non-Voting Classes:

<b>Class(es)</b>	<b>Status</b>	<b>Treatment</b>
1, 2, 3	Unimpaired—Conclusively Presumed to Accept	Will receive a notice, substantially in the form attached to the Order as <u>Exhibit 3</u> , in lieu of a Solicitation Package.
9, 10	Impaired—Deemed to Reject	Will receive a notice, substantially in the form attached to the Order as <u>Exhibit 4</u> , in lieu of a Solicitation Package.
N/A	Disputed Claims	holders of Claims that are subject to a pending objection by the Debtors are not entitled to vote the disputed portion of their claim. As such, holders of such Claims will receive a notice, substantially in the form attached to the Order as <u>Exhibit 5</u> (which notice shall be served together with such objection).

40. The Debtors will not provide the holders of Class 7 Intercompany Claims or Class 8 Intercompany Interests with a Solicitation Package or any other type of notice in connection with solicitation. Intercompany Claims will be cancelled with no distribution made on account of the Intercompany Claims. Intercompany Interests will be, at the option of the Plan Administrator, either reinstated in accordance with Article III.G of the Plan, or discharged, canceled, released, and extinguished as of the Effective Date. Thus, holders of Intercompany Claims and holders of Intercompany Interests will not be entitled to vote to accept or reject the

Plan. Nevertheless, in light of the fact that the Intercompany Claims and Intercompany Interests are all held by the Debtors or affiliates of the Debtors, the Debtors are requesting a waiver from any requirement to serve such holders of Intercompany Claims and Intercompany Interests.

41. Each of the Non-Voting Status Notices will include, among other things: (a) instructions as to how to view or obtain copies of the Disclosure Statement (including the Plan and the other exhibits thereto), the Order, and all other materials in the Solicitation Package (*excluding* Ballots) from the Notice and Claims Agent free of charge and/or the Court's website via PACER; (b) a disclosure regarding the settlement, release, exculpation, and injunction language set forth in Article VIII of the Plan; (c) notice of the Objection Deadline; and (d) notice of the Combined Hearing Date; and (e) information related thereto.

42. The Debtors believe that the mailing of Non-Voting Status Notices in lieu of Solicitation Packages satisfies the requirements of Bankruptcy Rule 3017(d). Accordingly the Debtors do not intend to distribute Solicitation Packages to holders of Claims and Interests in the Non-Voting Classes.

43. The Debtors further request that they not be required to mail Solicitation Packages or other solicitation materials to: (a) holders of Claims that have already been paid in full during the Chapter 11 Cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court; or (b) any party to whom the Disclosure Statement Hearing Notice was sent but was subsequently returned as undeliverable.

**I. The Court Should Approve the Notices to Contract and Lease Counterparties.**

44. Article V of the Plan, except as otherwise provided by the Plan, provides that each Executory Contract and Unexpired Lease not previously rejected, assumed, or assumed and assigned shall be deemed automatically rejected pursuant to sections 365 and 1123 of the

Bankruptcy Code, unless such Executory Contract or Unexpired Lease: (a) is identified on the Schedule of Assumed Executory Contracts and Unexpired Leases; (b) is the subject of a motion to assume such Executory Contracts or Unexpired Leases that is pending on the Confirmation Date; (c) is a contract, release, or other agreement or document entered into in connection with the Plan; (d) is a directors and officers insurance policy; (e) is the Asset Purchase Agreement; or (f) is an Assigned Contract pursuant to and as defined in the Asset Purchase Agreement. Entry of the Confirmation Order by the Bankruptcy Court shall constitute approval of such assumptions, assignments, and rejections, including the assumption of the Executory Contracts or Unexpired Leases as provided in the Plan Supplement, pursuant to sections 365(a) and 1123 of the Bankruptcy Code. *See* Plan at Art. V.A. Additionally, Article V.D. of the Plan provides that the Debtors will provide Cure Notices of proposed assumption and proposed amounts of Cure Claims to the applicable third parties. *Id.* at Art. V.D.

45. To ensure that counterparties to Executory Contracts and Unexpired Leases receive notice of assumption or rejection of their Executory Contract or Unexpired Lease (and any corresponding Cure Claim) pursuant to the Plan, the Debtors will mail an Assumption Notice or a Rejection Notice, as appropriate, within the time periods specified in the Plan.

**J. The Court Should Approve the Voting Record Date, Solicitation Deadline, and Voting Deadline.**

46. Bankruptcy Rule 3017(d) provides that, for the purposes of soliciting votes in connection with the confirmation of a plan, “creditors and equity security holders shall include holders of stocks, bonds, debentures, notes, and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes. Fed. R. Bankr.

P. 3018(a). Additionally, Local Rule 3017-1(b) provides that “[t]he plan proponent shall timely file a motion to be heard at a disclosure statement hearing for approval of the voting procedures, including the form of ballots, the voting agent and the manner and time of voting.” Del. Bankr. L.R. 3017-1(b). Similarly, Bankruptcy Rule 3017(c) provides that before approving a disclosure statement, the Court must fix a time within which holders of claims and interests may accept or reject a plan and may fix a date for the hearing on confirmation of a plan. *See* Fed. R. Bankr. P. 3017(c).

47. The Debtors request that the Court exercise its authority under Bankruptcy Rules 3017(d) and 3018(a) and Local Rule 3017-2(c) to establish March 12, 2018, as the Voting Record Date. Moreover, the Debtors propose that, with respect to any transferred Claim, the transferee shall be entitled to receive a Solicitation Package and, if the holder of such Claim is entitled to vote with respect to the Plan, cast a Ballot on account of such Claim ***only if***: (a) all actions necessary to effectuate the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date or (b) the transferee files by the Voting Record Date (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer. In the event a Claim is transferred after the Voting Record Date, the transferee of such Claim shall be bound by any vote on the Plan made by the holder of such Claim as of the Voting Record Date.

48. The Debtors request that, after the Debtors distribute Solicitation Packages to holders of Claims entitled to vote on the Plan by the Solicitation Deadline, the Court require that all holders of Claims entitled to vote on the Plan complete, execute, and return their customized Ballots so that they are ***actually received*** by the Notice and Claims Agent on or before the Voting Deadline.

49. The foregoing timing and materials will afford holders of Claims entitled to vote on the Plan at least 28 days within which to review and analyze such materials and subsequently make an informed decision as to whether to vote to accept or reject the Plan before the Voting Deadline consistent with the requirements of the applicable Bankruptcy Rules. *See* Fed. R. Bankr. P. 3017(d) (after approval of a disclosure statement, the debtor must transmit the plan, the approved disclosure statement, a notice of the time within which acceptances and rejections of such plan may be filed, and any other information that the court may direct to certain holders of claims). Accordingly, the Debtors request that the Court approve the form of, and the Debtors' proposed procedures for distributing, the Solicitation Packages to the holders of Claims in the Voting Classes.

**IV. The Court Should Approve the Procedures for Confirming the Plan, Approving the Disclosure Statement, and Shorten the Notice Requirement Related Thereto.**

**A. The Court Should Approve the Procedures for Filing Objections to the Plan.**

50. Bankruptcy Rules 2002(b) and (d) require no less than 28 days' notice to all holders of Claims of the time fixed for filing objections to the hearing on confirmation of a chapter 11 plan. Additionally, Local Rule 3017-2 requires no less than 38 days between the time of entry of the Order and the time fixed for filing objections to a combined hearing on confirmation of a chapter 11 plan and adequacy of the disclosure statement.

51. A court may, however, shorten such notice periods pursuant to Bankruptcy Rule 9006(c) for cause shown. Specifically, Bankruptcy Rule 9006(c)(1) provides that "when an act is required or allowed to be done at or within a specific time by these rules or by a notice given thereunder or by order of the court, the court for cause shown may in its discretion with or without motion or notice order the period reduced." Fed. R. Bankr. P. 9006(c)(1). The Debtors

request that the Court establish **April 17, 2018**, at 4:00 p.m. prevailing Eastern Time as the Objection Deadline.

52. The Debtors also request that the Court direct the manner in which parties in interest may object to confirmation of the Plan or the adequacy of the Disclosure Statement. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” Fed. R. Bankr. P. 3020(b)(1). The Combined Hearing Notice will require that objections to confirmation of the Plan or requests for modifications to the Plan, if any, must:

- a. be in writing;
- b. conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court;
- c. state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and
- d. be filed with the Court (contemporaneously with a proof of service) upon the applicable notice parties so to be ***actually received*** on or before the Objection Deadline.

53. The Debtors also request that they (and other parties in support of the Plan) be permitted to file a reply to any objections to Confirmation of the Plan or adequacy of the Disclosure Statement by 4:00 p.m., prevailing Eastern Time on the date that is three business days before the Combined Hearing.

54. Finally, the Debtors request that the Court establish 4:00 p.m., prevailing Eastern time on the date that is three business days before the Combined Hearing as the Confirmation Brief Deadline.

55. Pursuant to Local Rule 3017-2(c)(iv), the Combined Hearing should not occur earlier than forty-five (45) days after entry of the order approving this Motion. If the Court

enters the order on the date that this Motion is scheduled for hearing, March 12, 2018, and schedules the Combined Hearing on April 24, 2018 as requested herein, the Debtors propose to provide only forty-three (43) days' notice from entry of the order to the Combined Hearing. The Debtors request that this Court approve this shortened notice period. It is appropriate to shorten the scheduling requirements for the Combined Hearing in accordance with section 9006(c)(1) of the Bankruptcy Code. *First*, the plan is confirmable and supported by the parties to a plan support agreement, including holders of more than 50 percent of the Prepetition Secured Lender Claims, the Committee, and holders of 100 percent of the Mezzanine Lender Claims. *Second*, there are only approximately 325 claims against the Debtors. *Third*, the proposed Combined Hearing Timeline will allow for the Combined Hearing to occur as near as possible to the anticipated closing date of the Sale Transaction. Therefore, cause exists to shorten the notice periods as proposed in the Combined Hearing Timeline.

56. The Debtors believe that the Objection Deadline, the Reply Deadline, and the Confirmation Brief Deadline, will afford the Court, the Debtors, and other parties in interest reasonable time to consider the Plan and Disclosure Statement, and any objections and proposed modifications thereto prior to the Combined Hearing.

#### **Non-Substantive Modifications**

57. The Debtors request authorization to make non-substantive changes to the Disclosure Statement, Disclosure Statement Hearing Notice, Plan, Combined Hearing Notice, Solicitation Packages, Non-Voting Status Notices, Ballots, Publication Notice, Cover Letter, Solicitation and Voting Procedures, Assumption and Rejection Notices, Voting and Tabulation Procedures, and related documents without further order of the Court, including changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages before

distribution. For the avoidance of doubt, such authority is not intended to derogate any provisions of the plan support agreement governing the modification of the Plan and other definitive documentation described therein.

**Notice**

58. The Debtors will provide notice of this motion to: (a) the Office of the United States Trustee for the District of Delaware; (b) counsel to the Official Committee of Unsecured Creditors; (c) counsel to the agent under the Debtors' first-lien credit facility and the Debtors' debtor-in-possession credit facility; (d) counsel to the agent under the Debtors' mezzanine credit facility; (e) the United States Attorney's Office for the District of Delaware; (f) the Internal Revenue Service; (g) the office of the attorneys general for the states in which the Debtors operate; and (h) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

**No Prior Request**

59. No prior motion for the relief requested herein has been made to this or any other court.

*[Remainder of page intentionally left blank]*



WHEREFORE, the Debtors respectfully request that the Court enter the Order, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Wilmington, Delaware  
Dated: February 16, 2018

/s/ Laura Davis Jones

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*Counsel to the Debtors*

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

In re:

GST AUTOLEATHER, INC., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 17-12100 (LSS)  
)  
) (Jointly Administered)  
)

Objection Deadline: March 2, 2018 at 4:00 p.m. (Eastern time)  
Hearing Date: March 12, 2018 at 11:00 a.m. (Eastern time)

**NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ORDER  
(I) CONDITIONALLY APPROVING THE ADEQUACY OF THE DISCLOSURE  
STATEMENT, (II) APPROVING THE SOLICITATION AND NOTICE PROCEDURES  
WITH RESPECT TO CONFIRMATION OF THE DEBTORS' JOINT CHAPTER  
11 PLAN, (III) APPROVING THE FORMS OF BALLOTS AND NOTICES IN  
CONNECTION THEREWITH, (IV) SCHEDULING CERTAIN DATES WITH  
RESPECT THERETO, (V) SHORTENING THE NOTICE REQUIREMENTS  
RELATED THERETO, AND (VI) GRANTING RELATED RELIEF**

TO: (a) the Office of the United States Trustee for the District of Delaware; (b) counsel to the Official Committee of Unsecured Creditors; (c) counsel to the agent under the Debtors' first-lien credit facility and the Debtors' debtor-in-possession credit facility; (d) counsel to the agent under the Debtors' mezzanine credit facility; (e) the United States Attorney's Office for the District of Delaware; (f) the Internal Revenue Service; (g) the office of the attorneys general for the states in which the Debtors operate; and (h) any party that has requested notice pursuant to Bankruptcy Rule 2002.

**PLEASE TAKE NOTICE** that on February 16, 2018, the above-captioned debtors and debtors in possession, (collectively, the "Debtors") filed the *Debtors' Motion for Entry of an Order (I) Conditionally Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Joint Chapter 11 Plan, (III) Approving the Forms of Ballots and Notices in Connection Therewith,*

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: GST AutoLeather, Inc. (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GST AutoLeather HoldCo Corp. (4266); GST Innovations, LLC (5563); and Strategic Financial LLC (n/a). The location of the Debtors' service address is: 20 Oak Hollow Drive, Suite 300, Southfield, Michigan 48033.

*(IV) Scheduling Certain Dates with Respect Thereto, (V) Shortening the Notice Requirements Related Thereto, and (VI) Granting Related Relief* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Bankruptcy Court”). A copy of the Motion is attached hereto.

**PLEASE TAKE FURTHER NOTICE** that any response or objection to the entry of an order with respect to the relief sought in the Motion must be filed with the Bankruptcy Court on or before **March 2, 2018 at 4:00 p.m. prevailing Eastern time.**

**PLEASE TAKE FURTHER NOTICE** that at the same time, you must also serve a copy of the response or objection upon: (a) the Debtors, GST AutoLeather, Inc., 20 Oak Hollow Drive, Suite 300, Southfield, Michigan 48033, Attn: Jonathan Hickman; (b) counsel to the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Ryan Blaine Bennett and Benjamin M. Rhode; (c) co-counsel to the Debtors, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn: Laura Davis Jones; (d) counsel to the agent under the Debtors’ first lien credit facility and the Debtors’ debtor in possession credit facility, Paul Hastings LLP, 200 Park Avenue, New York, New York 10166, Attn: Andrew V. Tenzer; (e) counsel to the agent under the Debtors’ mezzanine credit facility, McGuire Woods LLP, 434 Fayetteville Street, Suite 2600, Raleigh, North Carolina 27601, Attn: Anne E. Croteau, and McGuireWoods LLP, 2001 K Street N.W., Suite 400, Washington, DC 20006, Attn: Douglas M. Foley; (f) counsel to any statutory committee appointed in these cases; and (g) Office of The United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Timothy J. Fox, Esq.

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

**PLEASE TAKE FURTHER NOTICE** THAT A HEARING TO CONSIDER THE FINAL RELIEF SOUGHT IN THE MOTION WILL BE HELD ON **MARCH 12, 2018, AT 2:00 P.M. PREVAILING EASTERN TIME** BEFORE THE HONORABLE LAURIE SELBER SILVERSTEIN AT THE UNITED STATES BANKRUPTCY COURT, 824 MARKET STREET, 6<sup>TH</sup> FLOOR, COURTROOM NO. 2, WILMINGTON, DELAWARE 19801.

*[Remainder of Page Intentionally Left Blank]*

Wilmington, Delaware  
Dated: February 16, 2018

*/s/ Laura Davis Jones*

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Laura Davis Jones (DE Bar No. 2436)  
Timothy P. Cairns (DE Bar No. 4228)  
Joseph M. Mulvihill (DE Bar No. 6061)  
**PACHULSKI STANG ZIEHL & JONES LLP**  
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- and -

James H.M. Sprayregen, P.C.  
Ryan Blaine Bennett (admitted *pro hac vice*)  
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*Counsel to the Debtors*

**EXHIBIT A**

**Combined Hearing Order**

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

In re:

GST AUTOLEATHER, INC., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 17-12-100 (LSS)  
)  
) (Jointly Administered)  
)  
) Re: Docket No. \_\_

**ORDER (I) CONDITIONALLY APPROVING THE ADEQUACY OF THE  
DISCLOSURE STATEMENT, (II) APPROVING THE SOLICITATION AND NOTICE  
PROCEDURES WITH RESPECT TO CONFIRMATION OF THE DEBTORS'  
PROPOSED JOINT CHAPTER 11 PLAN, (III) APPROVING THE FORMS OF  
BALLOTS AND NOTICES IN CONNECTION THEREWITH, (IV) SCHEDULING  
CERTAIN DATES WITH RESPECT THERETO, (V) SHORTENING THE NOTICE  
REQUIREMENTS RELATED THERETO AND (VI) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of the Debtors for entry of an order (this “Order”) pursuant to sections 105, 363, 1125, 1126, and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3016, 3017, 3018, 3020, and Local Rules 2002-1 and 3017-2 (a) conditionally approving the adequacy of the *Disclosure Statement for the Joint Chapter 11 Plan of GST AutoLeather Inc. and its Debtor Affiliates* (the “Disclosure Statement”); (b) approving the Solicitation and Voting Procedures; (c) approving the Voting Record Date, Solicitation Deadline, and Voting Deadline; (d) approving the manner and form of the Solicitation Packages and the materials contained therein; (e) approving the Non-Voting Status Notices; (f) approving the form of notices to counterparties to Executory Contracts and Unexpired Leases that will be assumed or

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: GST AutoLeather, Inc. (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GST AutoLeather HoldCo Corp. (4266); GST Innovations, LLC (5563); and Strategic Financial LLC (n/a). The location of the Debtors’ service address is: 20 Oak Hollow Drive, Suite 300, Southfield, Michigan 48033.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

rejected pursuant to the Plan; (g) approving the Voting and Tabulation Procedures; (h) approving the Objection Deadline, Combined Hearing Date, and Combined Hearing Notice; (i) shortening the notice requirements related thereto; and (j) dates and deadlines related thereto, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and venue being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and upon consideration of the record of the Hearing and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is ORDERED:

1. The Motion is granted as provided herein.

**I. Conditional Approval of the Disclosure Statement.**

2. The Disclosure Statement is conditionally approved as providing holders of Claims entitled to vote on the Plan with adequate information to make an informed decision as to whether to vote to accept or reject the Plan in accordance with section 1125(a)(1) of the Bankruptcy Code. Any objections to the adequacy of the information contained in the Disclosure Statement are expressly reserved for consideration at the Combined Hearing (as defined below).



**II. Approval of the Solicitation and Voting Procedures.**

3. The Debtors are authorized to solicit, receive, and tabulate votes to accept the Plan in accordance with the Solicitation and Voting Procedures attached hereto as Exhibit 1, which are hereby approved in their entirety.

**III. Approval of the Materials and Timeline for Soliciting Votes and the Procedures for Confirming the Plan.****A. Approval of Key Dates and Deadlines with Respect to the Plan and Disclosure Statement.**

4. The following dates are hereby established (subject to modification as necessary) with respect to the solicitation of votes to accept, and voting on, the Plan as well as filing objections to the Plan and confirming the Plan (all times prevailing Eastern Time):

<b>Event</b>	<b>Date</b>
Voting Record Date	March 12, 2018
Solicitation Deadline	March 15, 2018
Deadline to file 3018 Motions	March 22, 2018
Deadline to File Plan Supplement	April 10, 2018
Voting Deadline	April 16, 2018, at 4:00 p.m., prevailing Eastern Time
Objection Deadline	April 17, 2018, at 4:00 p.m., prevailing Eastern Time
Deadline to file Objections to 3018 Motions	April 17, 2018
Deadline to File Confirmation Brief	April 19, 2018, at 4:00 p.m. prevailing Eastern Time
Reply Deadline	April 19, 2018, at 4:00 p.m. prevailing Eastern Time
Deadline to File Voting Report	April 19, 2018, at 4:00 p.m. prevailing Eastern Time
Combined Hearing Date	April 24, 2018, at 10:00 a.m. prevailing Eastern Time

**B. Approval of the Form of, and Distribution of, Solicitation Packages to Parties Entitled to Vote on the Plan**

5. In addition to the Disclosure Statement and exhibits thereto, including the Plan and this Order (without exhibits, except the Solicitation Procedures), the Solicitation Packages to be transmitted on or before the Solicitation Deadline to those holders of Claims in the Voting Classes entitled to vote on the Plan as of the Voting Record Date, shall include the following, the form of each of which is hereby approved:

- a. an appropriate form of Ballot attached hereto as Exhibits 2A, 2B, and 2C;<sup>3</sup>
- b. the Cover Letter attached hereto as Exhibit 6;
- c. a letter from the Committee in support of confirmation of the Plan; and
- d. the Combined Hearing Notice attached hereto as Exhibit 7.

6. The Solicitation Packages provide the holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Rules.

7. The Debtors shall distribute Solicitation Packages to all holders of Claims entitled to vote on the Plan on or before the Solicitation Deadline. Such service shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

8. The Debtors are authorized, but not directed or required, to distribute the Plan, the Disclosure Statement, and this Order to holders of Claims entitled to vote on the Plan in electronic format (i.e., on a CD-ROM or flash drive). The Ballots as well as the Cover Letter

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<sup>3</sup> The Debtors will make every reasonable effort to ensure that any holder of a Claim who has filed duplicate Claims against the Debtors (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class, receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class.

and the Combined Hearing Notice will *only* be provided in paper form. On or before the Solicitation Deadline, the Debtors shall provide a complete Solicitation Package to the U.S. Trustee and all parties on the 2002 List as of the Voting Record Date.

9. Any party that receives materials in electronic format, but would prefer to receive materials in paper format, may contact the Notice and Claims Agent and request paper copies of the corresponding materials previously received in electronic format (to be provided at the Debtors' expense).

10. The Notice and Claims Agent is authorized to assist the Debtors in (a) distributing the Solicitation Package, (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by holders of Claims against the Debtors, (c) responding to inquiries from holders of Claims and Interests and other parties in interest relating to the Disclosure Statement, the Plan, the Ballots, the Solicitation Packages, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, (d) soliciting votes on the Plan, and (e) if necessary, contacting creditors regarding the Plan.

**C. Approval of Procedures for Resolution of Disputed Claims for Voting Purposes.**

11. The procedures for the resolution of Disputed Claims for voting purposes as set forth in the Solicitation and Voting Procedures are hereby approved.

12. Notwithstanding anything else to the contrary herein, the Debtors will not file any substantive Claim objections prior to the Voting Deadline.

13. Any party wishing to file a motion under Bankruptcy Rule 3018(a) to temporarily allow a Claim or Interest for purposes of voting to accept or reject the Plan shall have until 14 days prior to the Voting Deadline to file such motion.

**D. Approval of the Combined Hearing Notice.**

14. The Combined Hearing Notice, in the form attached hereto as Exhibit 7 to be filed by the Debtors and served upon parties in interest in the Chapter 11 Cases on or before March 15, 2018, or as soon as reasonably practicable thereafter, constitutes adequate and sufficient notice of the hearings to consider approval of the Plan, the manner in which a copy of the Plan could be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. The Debtors shall publish the Combined Hearing Notice (in a format modified for publication) as soon as reasonably practicable one time each in *The New York Times* (national edition), *The DailyDAC*, and *The Detroit News*.

**E. Approval of the Form of Notices to Non-Voting Classes.**

15. Except to the extent the Debtors determine otherwise, the Debtors are not required to provide Solicitation Packages to holders of Claims or Interests in Non-Voting Classes, as such holders are not entitled to vote on the Plan. Instead, on or before the Solicitation Deadline, the Notice and Claims Agent shall mail (first-class postage prepaid) a Non-Voting Status Notice in lieu of Solicitation Packages, the form of each of which is hereby approved, to those parties, outlined below, who are not entitled to vote on the Plan:

<b>Class(es)</b>	<b>Status</b>	<b>Treatment</b>
1, 2, 3	Unimpaired—Conclusively Presumed to Accept	Will receive a notice, substantially in the form attached to the Order as <u>Exhibit 3</u> , in lieu of a Solicitation Package.
9, 10	Impaired—Deemed to Reject	Will receive a notice, substantially in the form attached to the Order as <u>Exhibit 4</u> , in lieu of a Solicitation Package.

Class(es)	Status	Treatment
N/A	Disputed Claims	holders of Claims that are subject to a pending objection by the Debtors are not entitled to vote the disputed portion of their claim. As such, holders of such Claims will receive a notice, substantially in the form attached to the Order as <u>Exhibit 5</u> (which notice shall be served together with such objection).

16. The Debtors are not required to provide the holders of Class 7 Intercompany Claims or Class 8 Intercompany Interests with a Solicitation Package or any other type of notice in connection with solicitation.

17. The Debtors are not required to mail Solicitation Packages or other solicitation materials to: (a) holders of Claims that have already been paid in full during the Chapter 11 Cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court or (b) any party to whom the Disclosure Statement Hearing Notice was sent but was subsequently returned as undeliverable.

**F. Approval of Notices to Contract and Lease Counterparties.**

18. The Debtors are authorized to mail a notice of assumption or rejection of any Executory Contracts or Unexpired Leases (and any corresponding Cure Claims), in the forms attached hereto as Exhibit 8 and Exhibit 9 to the applicable counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected pursuant to the Plan (as the case may be), within the time periods specified in the Plan;

**G. Approval of the Procedures for Filing Objections to the Plan and/or Adequacy of the Disclosure Statement.**

19. Objections to the Plan will not be considered by the Court unless such objections are timely filed and properly served in accordance with this Order. Specifically, all objections to

confirmation of the Plan, adequacy of the Disclosure Statement or requests for modifications to the Plan, if any, ***must***: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the notice parties so as to be ***actually received*** on or before the April 17, 2018, at 4:00 p.m., prevailing Eastern Time, by each of the notice parties identified in the Combined Hearing Notice.

#### **IV. Miscellaneous.**

20. The Debtors' rights are reserved to modify the Plan in accordance with Article X thereof, including the right to withdraw the Plan as to an individual Debtor at any time before the Confirmation Date.

21. Nothing in this Order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a proof of claim after the Voting Record Date.

22. Sufficient cause has been shown to shorten time periods pursuant to Bankruptcy Rule 9006(c).

23. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

24. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

25. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective upon its entry.

26. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

27. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: \_\_\_\_\_, 2018  
Wilmington, Delaware

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THE HONORABLE LAURIE SELBER SILVERSTEIN  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1**

**Form of Solicitation and Voting Procedures**





(1) first class mail (using the reply envelope provided in the Solicitation Package or otherwise); (2) overnight courier; or (3) personal delivery so that they are ***actually received***, in any case, no later than the Voting Deadline by the Notice and Claims Agent. All Ballots should be sent to: GST AutoLeather, Inc c/o Epiq Ballot Processing, 10300 SW Allen Blvd., Beaverton, Oregon 97005.

**C. Form, Content, and Manner of Notices.**

**1. The Solicitation Package.**

The following materials shall constitute the solicitation package (the “Solicitation Package”):

- a. a copy of these Solicitation and Voting Procedures;
- b. the *Notice of Hearing to Consider Confirmation of the Chapter 11 Plan and Adequacy of the Disclosure Statement Filed By the Debtors and Related Voting and Objection Procedures*, in substantially the form annexed as Exhibit 7 to the Combined Hearing Order (the “Combined Hearing Notice”);
- c. a cover letter, in substantially the form annexed as Exhibit 6 to the Combined Hearing Order describing the contents of the Solicitation Package and urging the holders of Claims in each of the Voting Classes to vote to accept the Plan;
- d. a letter from the Committee in support of confirmation of the Plan;
- e. the applicable form of Ballot, in substantially the form of Ballots annexed as Exhibit 2A, 2B, and 2C to the Combined Hearing Order, as applicable;
- f. the approved Disclosure Statement (and exhibits thereto, including the Plan); and
- g. any additional documents that the Court has ordered to be made available.

**2. Distribution of the Solicitation Package.**

The Solicitation Package shall provide the Plan, the Disclosure Statement, and the Combined Hearing Order (without exhibits except the Solicitation Procedures) in electronic format (*i.e.*, CD-ROM or flash drive format), and all other contents of the Solicitation Package, including Ballots, shall be provided in paper format. Any party that receives the materials in electronic format but would prefer paper format may contact Epiq Bankruptcy Solutions, LLC (the “Notice and Claims Agent”) by: (a) calling the Debtors’ restructuring hotline at (866) 897-6433 (toll free) or (646) 282-2500 (international) and requesting to speak with a member of the Solicitation Team; (b) visiting the Debtors’ restructuring website at: <http://dm.epiq11.com/GAL/>; (c) writing to writing to GST AutoLeather, Inc. c/o Epiq Ballot Processing 10300 SW Allen Blvd., Beaverton, Oregon 97005; and/or (d) emailing

tabulation@epiqglobal.com with a reference to “GST AutoLeather” in the subject line and requesting paper copies of the corresponding materials previously received in electronic format (to be provided at the Debtors’ expense).

The Debtors shall serve, or cause to be served, all of the materials in the Solicitation Package (excluding the Ballots, the Cover Letter, and a letter from the Committee in support of confirmation of the Plan) on: (a) the U.S. Trustee; and (b) all parties who have requested service of papers in this case pursuant to Bankruptcy Rule 2002 as of the Voting Record Date. In addition, the Debtors shall mail, or cause to be mailed on or before March 15, 2018, the Solicitation Package to all holders of Claims in the Voting Classes who are entitled to vote, as described in Section D below.

To avoid duplication and reduce expenses, the Debtors will make commercially reasonable efforts to ensure that any holder of a Claim who has filed duplicative Claims against a Debtor (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class as against that Debtor.

**3. Resolution of Disputed Claims for Voting Purposes; Resolution Event.**

- a. Absent a further order of the Court, the holder of a Claim in a Voting Class that is the subject of a pending objection on a “reduce and allow” basis shall be entitled to vote such Claim in the reduced amount contained in such objection.
- b. If a Claim in a Voting Class is subject to an objection other than a “reduce and allow” objection that is filed with the Court on or prior to seven days before the Voting Deadline: (i) the Debtors shall cause the applicable holder to be served with a Disputed Claim Notice substantially in the form annexed as Exhibit 5 to the Combined Hearing Order (which notice shall be served together with such objection); and (ii) the applicable holder shall not be entitled to vote to accept or reject the Plan on account of such claim unless a Resolution Event (as defined herein) occurs as provided herein.
- c. If a Claim in a Voting Class is subject to an objection other than a “reduce and allow” objection that is filed with the Court less than seven days prior to the Voting Deadline, the applicable Claim shall be deemed temporarily allowed for voting purposes only, without further action by the holder of such Claim and without further order of the Court, unless the Court orders otherwise.
- d. A “Resolution Event” means the occurrence of one or more of the following events no later than two business days prior to the Voting Deadline:
  - i. an order of the Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;

- ii. an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
  - iii. a stipulation or other agreement is executed between the holder of such Claim and the Debtors resolving the objection and allowing such Claim in an agreed upon amount; or
  - iv. the pending objection is voluntarily withdrawn by the objecting party.
- e. No later than one business day following the occurrence of a Resolution Event, the Debtors shall cause the Notice and Claims Agent to distribute via email, hand delivery, or overnight courier service a Solicitation Package and a pre-addressed, postage prepaid envelope to the relevant holder to the extent such holder has not already received a Solicitation Package containing a Ballot.

**4. Non-Voting Status Notices for Unimpaired Classes and Classes Deemed to Reject the Plan.**

Certain holders of Claims and Interests that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code will receive only the *Non-Voting Status Notice for Unimpaired Claims Conclusively Presumed to Accept the Plan*, substantially in the form annexed as Exhibit 3 to the Combined Hearing Order. Such notice will instruct these holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots). Certain holders of Claims and Interests who are not entitled to vote because they are deemed to reject the Plan under section 1126(g) of the Bankruptcy Code will receive the *Non-Voting Status Notice to holders of Impaired Claims and Equity Interests Deemed to Reject the Plan*, substantially in the form annexed as Exhibit 4 to the Combined Hearing Order. Such notice will instruct these holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

**5. Notices in Respect of Executory Contracts and Unexpired Leases.**

Counterparties to Executory Contracts and Unexpired Leases that receive an *Assumption Notice* or a *Rejection Notice*, substantially in the forms attached as Exhibit 8 and Exhibit 9 to the Combined Hearing Order, respectively, may file an objection to the Debtors' proposed assumption, rejection, and/or cure amount, as applicable. Such objections must be ***actually received*** by the Notice and Claims Agent by **April 17, 2018, at 4:00 p.m.** prevailing Eastern Time.

**D. Voting and Tabulation Procedures.**

**1. Holders of Claims Entitled to Vote.**

Only the following holders of Claims in the Voting Classes shall be entitled to vote with regard to such Claims:

- a. Holders of Claims who, on or before the Voting Record Date, have timely filed a Proof of Claim that (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date; and (ii) is not the subject of a pending objection, other than a “reduce and allow” objection, filed with the Court at least seven days prior to the Voting Deadline, pending a Resolution Event as provided herein; *provided* that a holder of a Claim that is the subject of a pending objection on a “reduce and allow” basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection absent a further order of the Court;
- b. Holders of Claims that are listed in the Schedules; *provided* that Claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled disputed, contingent, or unliquidated Claims that have been paid or superseded by a timely Filed Proof of Claim) shall be allowed to vote only in the amounts set forth in Section D.2(c) of these Voting and Solicitation Procedures;
- c. Holders whose Claims arise (i) pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Court, (ii) in an order entered by the Court, or (iii) in a document executed by the Debtors pursuant to authority granted by the Court, in each case regardless of whether a Proof of Claim has been filed;
- d. Holders of any Disputed Claim that has been temporarily allowed to vote on the Plan pursuant to Bankruptcy Rule 3018; and
- e. the assignee of any Claim that was transferred on or before the Voting Record Date by any Entity described in subparagraphs (a) through (d) above; *provided* that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

**2. Establishing Claim Amounts for Voting Purposes.**

**Class 4 Claims.** The Claims amount of Class 4 Claims for voting purposes only will be established based on the amount of the applicable positions held by such Class 4 Claim holder, as of the Voting Record Date, as evidenced by the applicable records provided by the Prepetition Secured Lender Agent in electronic Microsoft Excel format to the Debtors or the Notice and Claims Agent no later than one business day following the Voting Record Date.

**Scheduled or Filed Claims.** The Claim amount established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the Debtors through the Notice and Claims Agent, as applicable, are not binding for purposes of allowance and distribution. In tabulating votes, the following hierarchy shall be used to determine the amount of the Claim associated with each claimant's vote:

- a. the Claim amount (i) settled and/or agreed upon by the Debtors, as reflected in a document filed with the Court, (ii) set forth in an order of the Court, or (iii) set forth in a document executed by the Debtors pursuant to authority granted by the Court;
- b. the Claim amount Allowed (temporarily or otherwise) pursuant to a Resolution Event under Section C.3(d) of these Solicitation and Voting Procedures;
- c. the Claim amount contained in a Proof of Claim that has been timely filed by the applicable Claims Bar Date (or deemed timely filed by the Court under applicable law), except for any amounts asserted on account of any interest accrued after the Petition Date; *provided* that any Ballot cast by a holder of a Claim who timely files a Proof of Claim in respect of (i) a contingent Claim or a Claim in a wholly-unliquidated or unknown amount (based on a reasonable review by the Debtors and/or the Notice and Claims Agent) that is not the subject of an objection will count toward satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as a Ballot for a Claim in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and (ii) a partially liquidated and partially unliquidated Claim, such Claim will be Allowed for voting purposes only in the liquidated amount; *provided, further*, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount set forth in a document filed with the Court as referenced in subparagraph (a) above, the Claim amount in the document filed with the Court shall supersede the Claim amount set forth on the respective Proof of Claim for voting purposes;
- d. the Claim amount listed in the Schedules (to the extent such Claim is not superseded by a timely filed Proof of Claim); *provided* that such Claim is not scheduled as contingent, disputed, or unliquidated and/or has not been paid; *provided, further*, that if the applicable Claims Bar Date has not expired prior to the Voting Record Date, a Claim listed in the Schedules as contingent, disputed, or unliquidated shall vote at \$1.00;
- e. for purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code separate Claims held by a single creditor in a particular Class shall be aggregated as if such creditor held one Claim against the Debtor in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan;

- f. notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Class shall be provided with only one Solicitation Package and one ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims; and
- g. Proofs of Claim filed for \$0.00 are not entitled to vote; and
- h. in the absence of any of the foregoing, such Claim shall be disallowed for voting purposes.

**3. Voting and Ballot Tabulation Procedures.**

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right to waive any of the below specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Rules:

- a. except as otherwise provided in the Solicitation and Voting Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the Debtors), the Debtors shall reject such Ballot as invalid and, therefore, shall not count it in connection with Confirmation of the Plan;
- b. the Notice and Claims Agent will date-stamp all Ballots when received. The Notice and Claims Agent shall retain the original Ballots and an electronic copy of the same for a period of one year after the Effective Date of the Plan, unless otherwise ordered by the Court. The Notice and Claims Agent shall tabulate Ballots on a Debtor-by-Debtor basis;
- c. consistent with the requirements of Local Rule 3018-1, the Debtors will file with the Court no less than three days prior to the Combined Hearing, a voting report (the "Voting Report"). The Voting Report shall, among other things, delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, or damaged ("Irregular Ballots"). The Voting Report shall indicate the Debtors' intentions with regard to each Irregular Ballot;
- d. the method of delivery of Ballots to be sent to the Notice and Claims Agent is at the election and risk of each holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Notice and Claims Agent actually receives the executed Ballot;
- e. an executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to the Notice and Claims Agent by any

electronic means other than as expressly approved by the Combined Hearing Order or these Solicitation Procedures will not be valid;

- f. no Ballot should be sent to the Debtors, the Debtors' agents (other than the Notice and Claims Agent), the Debtors' financial or legal advisors, and if so sent will not be counted;
- g. if multiple Ballots are received from the same holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior received Ballot;
- h. Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted;
- i. a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a holder of Claims must indicate such capacity when signing;
- j. the Debtors, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report;
- k. neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;
- l. unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted;
- m. in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected;
- n. subject to any order of the Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; *provided* that any such rejections will be documented in the Voting Report;



- o. if a Claim has been estimated or otherwise Allowed only for voting purposes by order of the Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- p. if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein;
- q. the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of such Claim; (ii) any Ballot cast by any Entity that does not hold a Claim in a Voting Class; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed by the Voting Record Date; (iv) any unsigned Ballot or Ballot lacking an original signature; (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;
- r. after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors;
- s. the Debtors are authorized to enter into stipulations, with the holder of any Claim agreeing to the amount of a Claim for voting purposes;
- t. where any portion of a single Claim has been transferred to a transferee, all holders of any portion of such single Claim will be (i) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other voting and solicitation procedures set forth herein), and (ii) required to vote every portion of such Claim collectively to accept or reject the Plan. In the event that (i) a Ballot, (ii) a group of Ballots within a Voting Class received from a single creditor, or (iii) a group of Ballots received from the various holders of multiple portions of a single Claim partially reject and partially accept the Plan, such Ballots shall not be counted; and
- u. any Class that contains Claims entitled to vote but no votes are returned for such Class shall be deemed to have accepted the Plan.

**E. Amendments to the Plan and Solicitation and Voting Procedures.**

The Debtors reserve the right to make non-substantive or immaterial changes to the Disclosure Statement, Plan, Ballots, Combined Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package before their distribution; *provided, however*, that nothing in this paragraph is intended to derogate any provisions of the Debtors'

plan supporting agreement governing the modification or amendment of the Plan and/or the other definitive documentation identified in such plan support agreement.

**EXHIBIT 2A**

**Form of Class 4 Ballot**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

GST AUTOLEATHER, INC., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 17-12100 (LSS)  
)  
) (Jointly Administered)  
)

BALLOT FOR VOTING TO ACCEPT OR REJECT  
THE JOINT CHAPTER 11 PLAN OF GST AUTOLEATHER, INC. AND ITS DEBTOR AFFILIATES

CLASS 4 BALLOT FOR HOLDERS OF PREPETITION SECURED LENDER CLAIMS

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING BALLOTS  
CAREFULLY *BEFORE* COMPLETING THIS BALLOT.

IN ORDER FOR YOUR VOTE TO BE COUNTED, THIS BALLOT  
MUST BE COMPLETED, EXECUTED, AND RETURNED SO AS TO BE  
*ACTUALLY RECEIVED*  
BY THE NOTICE AND CLAIMS AGENT BY APRIL 16, 2018, AT 4:00 P.M. PREVAILING EASTERN  
TIME (THE "VOTING DEADLINE") IN ACCORDANCE WITH THE FOLLOWING:

The above-captioned debtors and debtors in possession (collectively, the "Debtors"), are soliciting votes with respect to the *Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (as may be amended from time to time, the "Plan") as set forth in the *Disclosure Statement for the Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (as may be amended from time to time, the "Disclosure Statement")<sup>2</sup>. The Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") has conditionally approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2018 (the "Combined Hearing Order"). Bankruptcy Court conditional approval of the Disclosure Statement does not indicate final approval of the Disclosure Statement or approval of the Plan by the Bankruptcy Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Class 4 ballot (the "Class 4 Ballot") because you are a holder of a Prepetition Secured Lender Claim in Class 4 as of March 12, 2018 (the "Voting Record Date"). Accordingly, you have a right to vote to accept or reject the Plan.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: GST AutoLeather, Inc. (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GST AutoLeather HoldCo Corp. (4266); GST Innovations, LLC (5563); and Strategic Financial LLC (n/a). The location of the Debtors' service address is: 20 Oak Hollow Drive, Suite 300, Southfield, Michigan 48033.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Disclosure Statement.

Your rights are described in the Disclosure Statement, which was included in the package (the “Solicitation Package”) you are receiving with this Class 4 Ballot (as well as the Plan, Combined Hearing Order, and certain other materials). If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from (a) Epiq Bankruptcy Solutions, LLC (the “Notice and Claims Agent”) at no charge by: (i) accessing the Debtors’ restructuring website at <http://dm.epiq11.com/GAL>; (ii) writing to the Notice and Claims Agent at GST AutoLeather, Inc. c/o Epiq Ballot Processing, 10300 SW Allen Blvd., Beaverton, Oregon 97005; (iii) calling the Notice and Claims Agent at (866) 897-6433 (toll free) or (646) 282-2500 (international) and requesting to speak with a member of the Solicitation Team; or (iv) emailing [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.com) with a reference to “GST AutoLeather” in the subject line; or (b) for a fee via PACER at <http://www.deb.uscourts.gov>.

This Class 4 Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Class 4 Ballot in error, or if you believe that you have received the wrong ballot, please contact the Notice and Claims Agent *immediately* at the address, telephone number, or email address set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 4, Prepetition Secured Lender Claims, under the Plan. If you hold Claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

**Item 1. Amount of Claim.**

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the holder of Prepetition Secured Lender Claims in the following aggregate unpaid amount<sup>3</sup>:

\$ \_\_\_\_\_

**Item 2. Vote on Plan.**

The holder of the Class 4 Prepetition Secured Lender Claim against the Debtors set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <b><u>ACCEPT</u></b> (vote FOR) the Plan	<input type="checkbox"/> <b><u>REJECT</u></b> (vote AGAINST) the Plan
---	---

AS THE VOTING RESULTS WILL BE TABULATED ON A DEBTOR-BY-DEBTOR BASIS, YOUR VOTE CAST ABOVE WILL BE APPLIED IN THE SAME MANNER AND IN THE SAME AMOUNT AGAINST EACH APPLICABLE DEBTOR.

**Item 3. Important information regarding the Third Party Release.**

**Article VIII.D. of the Plan contains the following provision:**

**EXCEPT AS OTHERWISE PROVIDED IN THE PLAN, AS OF THE EFFECTIVE DATE, IN EXCHANGE FOR GOOD AND VALUABLE CONSIDERATION, INCLUDING THE OBLIGATIONS OF THE DEBTORS UNDER THE PLAN AND THE CONTRIBUTIONS OF THE RELEASED PARTIES TO**

<sup>3</sup> For voting purposes only; subject to tabulation rules.

FACILITATE AND IMPLEMENT THE PLAN, TO THE FULLEST EXTENT PERMISSIBLE UNDER APPLICABLE LAW, AS SUCH LAW MAY BE EXTENDED OR INTEGRATED AFTER THE EFFECTIVE DATE, EACH OF THE RELEASING PARTIES SHALL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER, RELEASED AND DISCHARGED EACH DEBTOR, POST-EFFECTIVE DATE DEBTOR, AND RELEASED PARTY FROM ANY AND ALL ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, REMEDIES, AND LIABILITIES WHATSOEVER, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, INCLUDING ANY DERIVATIVE CLAIMS, ASSERTED OR ASSERTABLE ON BEHALF OF ANY OF THE DEBTORS, THE POST-EFFECTIVE DATE DEBTORS, OR THEIR ESTATES, THAT SUCH ENTITY WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT (WHETHER INDIVIDUALLY OR COLLECTIVELY), BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE PURCHASE, SALE, OR RESCISSION OF THE PURCHASE OR SALE OF ANY SECURITY OF THE DEBTORS OR THE POST-EFFECTIVE DATE DEBTORS, THE SUBJECT MATTER OF, OR THE TRANSACTIONS OR EVENTS GIVING RISE TO, ANY CLAIM OR INTEREST THAT IS TREATED IN THE PLAN, THE BUSINESS OR CONTRACTUAL ARRANGEMENTS BETWEEN ANY DEBTOR AND ANY RELEASED PARTY, THE DEBTORS' IN- OR OUT-OF-COURT SALE AND RESTRUCTURING EFFORTS, INTERCOMPANY TRANSACTIONS, THE PREPETITION SECURED CREDIT AGREEMENT DOCUMENTS, THE SALE TRANSACTION, THE CHAPTER 11 CASES, THE FORMULATION, PREPARATION, DISSEMINATION, NEGOTIATION, FILING, OR CONSUMMATION OF THE DISCLOSURE STATEMENT, THE DIP CREDIT AGREEMENT, THE DIP CREDIT AGREEMENT DOCUMENTS, THE PLAN (INCLUDING, FOR THE AVOIDANCE OF DOUBT, THE PLAN SUPPLEMENT), OR ANY RESTRUCTURING TRANSACTION, CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE DISCLOSURE STATEMENT, THE DIP CREDIT AGREEMENT, THE DIP CREDIT AGREEMENT DOCUMENTS, OR THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE ISSUANCE OR DISTRIBUTION OF SECURITIES PURSUANT TO THE PLAN, OR THE DISTRIBUTION OF PROPERTY UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT, OR UPON ANY OTHER RELATED ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR BEFORE THE EFFECTIVE DATE; *PROVIDED* THAT ANY RIGHT TO ENFORCE THE PLAN, THE CONFIRMATION ORDER, AND THE ASSET PURCHASE AGREEMENT IS NOT SO RELEASED.

\* \* \*

UNDER THE PLAN, "RELEASED PARTY" MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE PREPETITION SECURED LENDERS; (B) THE PREPETITION SECURED AGENT; (C) THE DIP LENDERS; (D) THE DIP AGENT; (E) THE CREDITORS' COMMITTEE AND EACH OF ITS MEMBERS; AND (F) WITH RESPECT TO EACH OF THE DEBTORS, THE POST-EFFECTIVE DATE DEBTORS, AND EACH OF THE FOREGOING ENTITIES IN CLAUSES (A) THROUGH (E), SUCH ENTITY AND ITS CURRENT AND FORMER AFFILIATES, AND SUCH ENTITIES' AND THEIR CURRENT AND FORMER AFFILIATES' CURRENT AND FORMER DIRECTORS, MANAGERS, OFFICERS, PRINCIPALS, EQUITY HOLDERS (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), PREDECESSORS, PARTICIPANTS, SUCCESSORS, ASSIGNS, SUBSIDIARIES, AFFILIATES, MANAGED ACCOUNTS OR FUNDS, AND EACH OF THEIR RESPECTIVE CURRENT AND FORMER EQUITY HOLDERS, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, SHAREHOLDERS, MEMBERS, MANAGEMENT COMPANIES, FUND ADVISORS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS; *PROVIDED THAT* ANY HOLDER OF A CLAIM OR INTEREST (I) THAT IS ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN AND VOTES TO REJECT THE PLAN OR (II) THAT OPTS OUT OF ANY RELEASE PROVIDED BY THE PLAN SHALL NOT BE A "**RELEASED PARTY**."

AS A "RELEASING PARTY" UNDER THE PLAN, YOU ARE DEEMED TO PROVIDE THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN, AS SET FORTH ABOVE. YOU MAY CHECK THE BOX BELOW TO ELECT NOT TO GRANT THE RELEASE CONTAINED IN ARTICLE VIII.D OF THE PLAN ONLY IF YOU (A) SUBMIT THE BALLOT BUT ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN OR (B) VOTE TO REJECT THE PLAN. CHECK THE BOX BELOW IF YOU ELECT NOT TO GRANT THE RELEASES CONTAINED IN ARTICLE VIII.D. THE ELECTION TO WITHHOLD CONSENT TO GRANT SUCH RELEASES IS AT YOUR OPTION. IF YOU (A) VOTE TO ACCEPT THE PLAN, (B) FAIL TO SUBMIT A BALLOT BY THE VOTING DEADLINE, (C) SUBMIT THE BALLOT AND ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN BUT FAIL TO CHECK THE BOX BELOW, OR (D) SUBMIT THE BALLOT AND VOTE TO ACCEPT OR REJECT THE PLAN BUT FAIL TO CHECK THE BOX BELOW, YOU WILL BE DEEMED TO CONSENT TO THE RELEASES SET FORTH IN ARTICLE VIII.D. OF THE PLAN.

The holder of the Class 4 Prepetition Secured Lender Claim set forth in Item 1 elects to:

☐ **Opt Out** of the Third Party Release.

**Item 4. Certifications.**

By signing this Class 4 Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors that:

- (a) as of the Voting Record Date, the undersigned is either: (i) the holder of the Prepetition Secured Lender Claims being voted; or (ii) an authorized signatory for an Entity that is a holder of the Prepetition Secured Lender Claims being voted;
- (b) the undersigned (or in the case of an authorized signatory, the holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) the undersigned has cast the same vote with respect to all Prepetition Secured Lender Claims in a single Class; and
- (d) no other Class 4 Ballots with respect to the amount of the Prepetition Secured Lender Claims identified in Item 1 have been cast or, if any other Class 4 Ballots have been cast with respect to such Prepetition Secured Lender Claims, then any such earlier Class 4 Ballots are hereby revoked.

Name of Holder:	
	(Print or Type)
Signature:	
Name of Signatory:	
	(If other than holder)
Title:	
Address:	

Telephone Number:	
Email:	
Date Completed:	

**PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT (WITH AN ORIGINAL SIGNATURE) *PROMPTLY* IN VIA FIRST CLASS MAIL (OR THE ENCLOSED REPLY ENVELOPE PROVIDED), OVERNIGHT COURIER, OR HAND DELIVERY TO:**

<b>If by first class mail:</b>	<b>If by overnight courier or hand delivery:</b>
<b>GST AutoLeather, Inc. c/o Epiq - Ballot Processing P.O. Box 4422 Beaverton, OR 97076-4422</b>	<b>GST AutoLeather, Inc. c/o Epiq - Ballot Processing 10300 SW Allen Boulevard Beaverton, OR 97005</b>

<p><b>IF THE NOTICE AND CLAIMS AGENT DOES NOT <i>ACTUALLY RECEIVE</i> THIS CLASS 4 BALLOT <b>ON OR BEFORE APRIL 16, 2018, AT 4:00 P.M.</b> PREVAILING EASTERN TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS CLASS 4 BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTORS.</b></p>
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## Class 4 — Prepetition Secured Lender Claims

**INSTRUCTIONS FOR COMPLETING THIS CLASS 4 BALLOT**

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Class 4 Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Class 4 Ballot. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. To ensure that your Class 4 Ballot is counted, you **must** complete and submit this hard copy Class 4 Ballot by U.S. mail, overnight courier, or hand delivery.
4. **Use of Hard Copy Ballot.** To ensure that your hard copy Class 4 Ballot is counted, you must: (a) complete your Class 4 Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Class 4 Ballot; and (c) clearly sign and return your original Class 4 Ballot in the enclosed pre-addressed, prepaid envelope or via first class mail, overnight courier, or hand delivery to GST AutoLeather, Inc. c/o Ballot Processing, 10300 SW Allen Blvd., Beaverton, Oregon 97005, in accordance with paragraph 6 below.
5. Your Class 4 Ballot **must** be returned to the Notice and Claims Agent so as to be **actually received** by the Notice and Claims Agent on or before the Voting Deadline. **The Voting Deadline is April 16, 2018, at 4:00 p.m.**, prevailing Eastern Time.
6. If a Class 4 Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the sole and absolute discretion of the Debtors. Additionally, **the following Class 4 Ballots will not be counted:**
  - (a) any Class 4 Ballot that partially rejects and partially accepts the Plan;
  - (b) Class 4 Ballots sent to the Debtors, the Debtors’ agents (other than the Notice and Claims Agent), the Prepetition Secured Lender Agent, any indenture trustee, or the Debtors’ financial or legal advisors;
  - (c) any Class 4 Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
  - (d) any Class 4 Ballot cast by an Entity that does not hold a Claim in Class 4;
  - (e) any Class 4 Ballot submitted by a holder not entitled to vote pursuant to the Plan;
  - (f) any unsigned Class 4 Ballot;
  - (g) any non-original Class 4 Ballot not bearing an original signature; and/or
  - (h) any Class 4 Ballot not marked to accept or reject the Plan or any Class 4 Ballot marked both to accept and reject the Plan.
7. The method of delivery of Class 4 Ballots to the Notice and Claims Agent is at the election and risk of each holder of a Prepetition Secured Lender Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Class 4 Ballot. In all cases, holders should allow sufficient time to assure timely delivery.
8. If multiple Class 4 Ballots are received from the same holder of a Prepetition Secured Lender Claim with respect to the same Prepetition Secured Lender Claim prior to the Voting Deadline, the latest, timely received, and properly completed Class 4 Ballot will supersede and revoke any earlier received Class 4 Ballots.

9. You must vote all of your Prepetition Secured Lender Claims within Class 4 either to accept or reject the Plan and may **not** split your vote. Further, if a holder has multiple Prepetition Secured Lender Claims within Class 4, the Debtors may, in their discretion, aggregate the Claims of any particular holder with multiple Prepetition Secured Lender Claims within Class 4 for the purpose of counting votes.
10. This Class 4 Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
11. **Please be sure to sign and date your Class 4 Ballot.** If you are signing a Class 4 Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Class 4 Ballot.
12. If you hold Claims in more than one Class under the Plan you may receive more than one ballot coded for each different Class. Each ballot votes **only** your Claims indicated on that ballot, so please complete and return each ballot that you received.

**PLEASE MAIL YOUR CLASS 4 BALLOT PROMPTLY**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS CLASS 4 BALLOT,  
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,  
PLEASE CALL THE RESTRUCTURING HOTLINE AT: (866) 897-6433 (TOLL FREE) or  
(646) 282-2500 (INTERNATIONAL) AND REQUEST TO SPEAK WITH A MEMBER OF THE  
SOLICITATION TEAM OR EMAIL [TABULATION@EPIQGLOBAL.COM](mailto:TABULATION@EPIQGLOBAL.COM) WITH A REFERENCE TO  
“GST AUTOLEATHER” IN THE SUBJECT LINE.**

<p><b>IF THE NOTICE AND CLAIMS AGENT DOES NOT <i>ACTUALLY RECEIVE</i> THIS CLASS 4 BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS ON APRIL 16, 2018, AT 4:00 P.M. PREVAILING EASTERN TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED HEREBY MAY BE COUNTED ONLY IN THE DISCRETION OF THE DEBTORS.</b></p>
--

**EXHIBIT 2B**

**Form of Class 5 Ballot**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

GST AUTOLEATHER, INC., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 17-12100 (LSS)  
)  
) (Jointly Administered)  
)

BALLOT FOR VOTING TO ACCEPT OR REJECT  
THE JOINT CHAPTER 11 PLAN OF GST AUTOLEATHER, INC. AND ITS DEBTOR AFFILIATES

CLASS 5 BALLOT FOR HOLDERS OF UNSECURED CLAIMS

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING BALLOTS  
CAREFULLY *BEFORE* COMPLETING THIS BALLOT.

IN ORDER FOR YOUR VOTE TO BE COUNTED, THIS BALLOT  
MUST BE COMPLETED, EXECUTED, AND RETURNED SO AS TO BE  
*ACTUALLY RECEIVED*

BY THE NOTICE AND CLAIMS AGENT BY APRIL 16, 2018, AT 4:00 P.M. PREVAILING EASTERN  
TIME (THE "VOTING DEADLINE") IN ACCORDANCE WITH THE FOLLOWING:

The above-captioned debtors and debtors in possession (collectively, the "Debtors"), are soliciting votes with respect to the *Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (as may be amended from time to time, the "Plan") as set forth in the *Disclosure Statement for the Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (as may be amended from time to time, the "Disclosure Statement")<sup>2</sup>. The Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") has conditionally approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2018 (the "Combined Hearing Order"). Bankruptcy Court conditional approval of the Disclosure Statement does not indicate final approval of the Disclosure Statement or approval of the Plan by the Bankruptcy Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Class 5 ballot (the "Class 5 Ballot") because you are a holder of an Unsecured Claim in Class 5 as of March 12, 2018 (the "Voting Record Date"). Accordingly, you have a right to vote to accept or reject the Plan.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: GST AutoLeather, Inc. (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GST AutoLeather HoldCo Corp. (4266); GST Innovations, LLC (5563); and Strategic Financial LLC (n/a). The location of the Debtors' service address is: 20 Oak Hollow Drive, Suite 300, Southfield, Michigan 48033.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Disclosure Statement.

Your rights are described in the Disclosure Statement, which was included in the package (the “Solicitation Package”) you are receiving with this Class 5 Ballot (as well as the Plan, Combined Hearing Order, and certain other materials). If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from (a) Epiq Bankruptcy Solutions, LLC (the “Notice and Claims Agent”) at no charge by: (i) accessing the Debtors’ restructuring website at <http://dm.epiq11.com/GAL>; (ii) writing to the Notice and Claims Agent at GST AutoLeather, Inc. c/o Ballot Processing, 10300 SW Allen Blvd., Beaverton, Oregon 97005; (iii) calling the Notice and Claims Agent at (866) 897-6433 (toll free) or (646) 282-2500 (international) and requesting to speak with a member of the Solicitation Team; or (iv) emailing [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.com) with a reference to “GST AutoLeather” in the subject line; or (b) for a fee via PACER at <http://www.deb.uscourts.gov>.

This Class 5 Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Class 5 Ballot in error, or if you believe that you have received the wrong ballot, please contact the Notice and Claims Agent *immediately* at the address, telephone number, or email address set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 5, Unsecured Claims, under the Plan. If you hold Claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

**Item 1. Amount of Claim.**

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the holder of Unsecured Claims in the following aggregate unpaid amount<sup>3</sup>:

\$ \_\_\_\_\_

**Item 2. Vote on Plan.**

The holder of the Class 5 Unsecured Claim against the Debtors set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <b><u>ACCEPT</u></b> (vote FOR) the Plan	<input type="checkbox"/> <b><u>REJECT</u></b> (vote AGAINST) the Plan
---	---

AS THE VOTING RESULTS WILL BE TABULATED ON A DEBTOR-BY-DEBTOR BASIS, YOUR VOTE CAST ABOVE WILL BE APPLIED IN THE SAME MANNER AND IN THE SAME AMOUNT AGAINST EACH APPLICABLE DEBTOR.

**Item 3. Important information regarding the Third Party Release.**

**Article VIII.D. of the Plan contains the following provision:**

**EXCEPT AS OTHERWISE PROVIDED IN THE PLAN, AS OF THE EFFECTIVE DATE, IN EXCHANGE FOR GOOD AND VALUABLE CONSIDERATION, INCLUDING THE OBLIGATIONS OF THE DEBTORS UNDER THE PLAN AND THE CONTRIBUTIONS OF THE RELEASED PARTIES TO FACILITATE AND IMPLEMENT THE PLAN, TO THE FULLEST EXTENT PERMISSIBLE UNDER**

<sup>3</sup> For voting purposes only, subject to tabulation rules.

APPLICABLE LAW, AS SUCH LAW MAY BE EXTENDED OR INTEGRATED AFTER THE EFFECTIVE DATE, EACH OF THE RELEASING PARTIES SHALL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER, RELEASED AND DISCHARGED EACH DEBTOR, POST-EFFECTIVE DATE DEBTOR, AND RELEASED PARTY FROM ANY AND ALL ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, REMEDIES, AND LIABILITIES WHATSOEVER, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, INCLUDING ANY DERIVATIVE CLAIMS, ASSERTED OR ASSERTABLE ON BEHALF OF ANY OF THE DEBTORS, THE POST-EFFECTIVE DATE DEBTORS, OR THEIR ESTATES, THAT SUCH ENTITY WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT (WHETHER INDIVIDUALLY OR COLLECTIVELY), BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE PURCHASE, SALE, OR RESCISSION OF THE PURCHASE OR SALE OF ANY SECURITY OF THE DEBTORS OR THE POST-EFFECTIVE DATE DEBTORS, THE SUBJECT MATTER OF, OR THE TRANSACTIONS OR EVENTS GIVING RISE TO, ANY CLAIM OR INTEREST THAT IS TREATED IN THE PLAN, THE BUSINESS OR CONTRACTUAL ARRANGEMENTS BETWEEN ANY DEBTOR AND ANY RELEASED PARTY, THE DEBTORS' IN- OR OUT-OF-COURT SALE AND RESTRUCTURING EFFORTS, INTERCOMPANY TRANSACTIONS, THE PREPETITION SECURED CREDIT AGREEMENT DOCUMENTS, THE SALE TRANSACTION, THE CHAPTER 11 CASES, THE FORMULATION, PREPARATION, DISSEMINATION, NEGOTIATION, FILING, OR CONSUMMATION OF THE DISCLOSURE STATEMENT, THE DIP CREDIT AGREEMENT, THE DIP CREDIT AGREEMENT DOCUMENTS, THE PLAN (INCLUDING, FOR THE AVOIDANCE OF DOUBT, THE PLAN SUPPLEMENT), OR ANY RESTRUCTURING TRANSACTION, CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE DISCLOSURE STATEMENT, THE DIP CREDIT AGREEMENT, THE DIP CREDIT AGREEMENT DOCUMENTS, OR THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE ISSUANCE OR DISTRIBUTION OF SECURITIES PURSUANT TO THE PLAN, OR THE DISTRIBUTION OF PROPERTY UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT, OR UPON ANY OTHER RELATED ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR BEFORE THE EFFECTIVE DATE; *PROVIDED* THAT ANY RIGHT TO ENFORCE THE PLAN, THE CONFIRMATION ORDER, AND THE ASSET PURCHASE AGREEMENT IS NOT SO RELEASED.

\* \* \*

UNDER THE PLAN, "RELEASED PARTY" MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE PREPETITION SECURED LENDERS; (B) THE PREPETITION SECURED AGENT; (C) THE DIP LENDERS; (D) THE DIP AGENT; (E) THE CREDITORS' COMMITTEE AND EACH OF ITS MEMBERS; AND (F) WITH RESPECT TO EACH OF THE DEBTORS, THE POST-EFFECTIVE DATE DEBTORS, AND EACH OF THE FOREGOING ENTITIES IN CLAUSES (A) THROUGH (E), SUCH ENTITY AND ITS CURRENT AND FORMER AFFILIATES, AND SUCH ENTITIES' AND THEIR CURRENT AND FORMER AFFILIATES' CURRENT AND FORMER DIRECTORS, MANAGERS, OFFICERS, PRINCIPALS, EQUITY HOLDERS (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), PREDECESSORS, PARTICIPANTS, SUCCESSORS, ASSIGNS, SUBSIDIARIES, AFFILIATES, MANAGED ACCOUNTS OR FUNDS, AND EACH OF THEIR RESPECTIVE CURRENT AND FORMER EQUITY HOLDERS, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, SHAREHOLDERS, MEMBERS, MANAGEMENT COMPANIES, FUND ADVISORS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS; *PROVIDED THAT* ANY HOLDER OF A CLAIM OR INTEREST (I) THAT IS ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN AND VOTES TO REJECT THE PLAN OR (II) THAT OPTS OUT OF ANY RELEASE PROVIDED BY THE PLAN SHALL NOT BE A "**RELEASED PARTY**."

AS A "RELEASING PARTY" UNDER THE PLAN, YOU ARE DEEMED TO PROVIDE THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN, AS SET FORTH ABOVE. YOU MAY CHECK THE BOX BELOW TO ELECT NOT TO GRANT THE RELEASE CONTAINED IN ARTICLE VIII.D OF THE PLAN ONLY IF YOU (A) SUBMIT THE BALLOT BUT ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN OR (B) VOTE TO REJECT THE PLAN. CHECK THE BOX BELOW IF YOU ELECT NOT TO GRANT THE RELEASES CONTAINED IN ARTICLE VIII.D. THE ELECTION TO WITHHOLD CONSENT TO GRANT SUCH RELEASES IS AT YOUR OPTION. IF YOU (A) VOTE TO ACCEPT THE PLAN, (B) FAIL TO SUBMIT A BALLOT BY THE VOTING DEADLINE, (C) SUBMIT THE BALLOT AND ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN BUT FAIL TO CHECK THE BOX BELOW, OR (D) SUBMIT THE BALLOT AND VOTE TO ACCEPT OR REJECT THE PLAN BUT FAIL TO CHECK THE BOX BELOW, YOU WILL BE DEEMED TO CONSENT TO THE RELEASES SET FORTH IN ARTICLE VIII.D. OF THE PLAN.

The holder of the Class 5 Unsecured Claim set forth in Item 1 elects to:

☐ **Opt Out** of the Third Party Release.

**Item 4. Certifications.**

By signing this Class 5 Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors that:

- (a) as of the Voting Record Date, the undersigned is either: (i) the holder of the Unsecured Claims being voted; or (ii) an authorized signatory for an Entity that is a holder of the Unsecured Claims being voted;
- (b) the undersigned (or in the case of an authorized signatory, the holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) the undersigned has cast the same vote with respect to all Unsecured Claims in a single Class; and
- (d) no other Class 5 Ballots with respect to the amount of the Unsecured Claims identified in Item 1 have been cast or, if any other Class 5 Ballots have been cast with respect to such Unsecured Claims, then any such earlier Class 5 Ballots are hereby revoked.

Name of Holder:	
	(Print or Type)
Signature:	
Name of Signatory:	
	(If other than holder)
Title:	
Address:	
Telephone Number:	

Email:	
Date Completed:	

**PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT (WITH AN ORIGINAL SIGNATURE) *PROMPTLY* IN VIA FIRST CLASS MAIL (OR THE ENCLOSED REPLY ENVELOPE PROVIDED), OVERNIGHT COURIER, OR HAND DELIVERY TO:**

<b>If by first class mail:</b>	<b>If by overnight courier or hand delivery:</b>
<b>GST AutoLeather, Inc. c/o Epiq - Ballot Processing P.O. Box 4422 Beaverton, OR 97076-4422</b>	<b>GST AutoLeather, Inc. c/o Epiq - Ballot Processing 10300 SW Allen Boulevard Beaverton, OR 97005</b>

<p><b>IF THE NOTICE AND CLAIMS AGENT DOES NOT <i>ACTUALLY RECEIVE</i> THIS CLASS 5 BALLOT <b>ON OR BEFORE APRIL 16, 2018, AT 4:00 P.M.</b> PREVAILING EASTERN TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS CLASS 5 BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTORS.</b></p>
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## Class 5 —Unsecured Claims

**INSTRUCTIONS FOR COMPLETING THIS CLASS 5 BALLOT**

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Class 5 Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Class 5 Ballot. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. To ensure that your Class 5 Ballot is counted, you **must** complete and submit this hard copy Class 5 Ballot by U.S. mail, overnight courier, or hand delivery.
4. **Use of Hard Copy Ballot.** To ensure that your hard copy Class 5 Ballot is counted, you must: (a) complete your Class 5 Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Class 5 Ballot; and (c) clearly sign and return your original Class 5 Ballot in the enclosed pre-addressed, prepaid envelope or via first class mail, overnight courier, or hand delivery to GST AutoLeather, Inc. c/o Ballot Processing, 10300 SW Allen Blvd., Beaverton, Oregon 97005, in accordance with paragraph 6 below.
5. Your Class 5 Ballot **must** be returned to the Notice and Claims Agent so as to be **actually received** by the Notice and Claims Agent on or before the Voting Deadline. **The Voting Deadline is April 16, 2018, at 4:00 p.m.**, prevailing Eastern Time.
6. If a Class 5 Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the sole and absolute discretion of the Debtors. Additionally, **the following Class 5 Ballots will not be counted:**
  - (i) any Class 5 Ballot that partially rejects and partially accepts the Plan;
  - (j) Class 5 Ballots sent to the Debtors, the Debtors’ agents (other than the Notice and Claims Agent), any indenture trustee, or the Debtors’ financial or legal advisors;
  - (k) any Class 5 Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
  - (l) any Class 5 Ballot cast by an Entity that does not hold a Claim in Class 5;
  - (m) any Class 5 Ballot submitted by a holder not entitled to vote pursuant to the Plan;
  - (n) any unsigned Class 5 Ballot;
  - (o) any non-original Class 5 Ballot not bearing an original signature; and/or
  - (p) any Class 5 Ballot not marked to accept or reject the Plan or any Class 5 Ballot marked both to accept and reject the Plan.
7. The method of delivery of Class 5 Ballots to the Notice and Claims Agent is at the election and risk of each holder of an Unsecured Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Class 5 Ballot. In all cases, holders should allow sufficient time to assure timely delivery.
8. If multiple Class 5 Ballots are received from the same holder of an Unsecured Claim with respect to the same Unsecured Claim prior to the Voting Deadline, the latest, timely received, and properly completed Class 5 Ballot will supersede and revoke any earlier received Class 5 Ballots.

9. You must vote all of your Unsecured Claims within Class 5 either to accept or reject the Plan and may **not** split your vote. Further, if a holder has multiple Unsecured Claims within Class 5, the Debtors may, in their discretion, aggregate the Claims of any particular holder with multiple Unsecured Claims within Class 5 for the purpose of counting votes.
10. This Class 5 Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
11. **Please be sure to sign and date your Class 5 Ballot.** If you are signing a Class 5 Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Class 5 Ballot.
12. If you hold Claims in more than one Class under the Plan you may receive more than one ballot coded for each different Class. Each ballot votes **only** your Claims indicated on that ballot, so please complete and return each ballot that you received.

**PLEASE MAIL YOUR CLASS 5 BALLOT PROMPTLY**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS CLASS 5 BALLOT,  
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,  
PLEASE CALL THE RESTRUCTURING HOTLINE AT: (866) 897-6433 (TOLL FREE) or  
(646) 282-2500 (INTERNATIONAL) AND REQUEST TO SPEAK WITH A MEMBER OF THE  
SOLICITATION TEAM OR EMAIL [TABULATION@EPIQGLOBAL.COM](mailto:TABULATION@EPIQGLOBAL.COM) WITH A REFERENCE TO  
“GST AUTOLEATHER” IN THE SUBJECT LINE.**

<p><b>IF THE NOTICE AND CLAIMS AGENT DOES NOT <i>ACTUALLY RECEIVE</i> THIS CLASS 5 BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS ON APRIL 16, 2018, AT 4:00 P.M. PREVAILING EASTERN TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED HEREBY MAY BE COUNTED ONLY IN THE DISCRETION OF THE DEBTORS.</b></p>
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**EXHIBIT 2C**

**Form of Class 6 Ballot**

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

In re:

GST AUTOLEATHER, INC., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 17-12100 (LSS)  
)  
) (Jointly Administered)  
)

**BALLOT FOR VOTING TO ACCEPT OR REJECT  
THE JOINT CHAPTER 11 PLAN OF GST AUTOLEATHER, INC. AND ITS DEBTOR AFFILIATES**

**CLASS 6 BALLOT FOR HOLDERS OF MEZZANINE LENDER CLAIMS**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING BALLOTS  
CAREFULLY *BEFORE* COMPLETING THIS BALLOT.**

**IN ORDER FOR YOUR VOTE TO BE COUNTED, THIS BALLOT  
MUST BE COMPLETED, EXECUTED, AND RETURNED SO AS TO BE  
*ACTUALLY RECEIVED* BY THE NOTICE AND CLAIMS AGENT BY  
APRIL 16, 2018, AT 4:00 P.M. PREVAILING EASTERN TIME  
(THE “VOTING DEADLINE”) IN ACCORDANCE WITH THE FOLLOWING:**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), are soliciting votes with respect to the *Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affilites* (as may be amended from time to time, the “Plan”) as set forth in the *Disclosure Statement for the Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (as may be amended from time to time, the “Disclosure Statement”).<sup>2</sup> The Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) has conditionally approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2018 (the “Combined Hearing Order”). Bankruptcy Court conditional approval of the Disclosure Statement does not indicate final approval of the Disclosure Statement or approval of the Plan by the Bankruptcy Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Class 6 ballot (the “Class 6 Ballot”) because you are a holder of a Mezzanine Lender Claim in Class 6 as of March 12, 2018 (the “Voting Record Date”). Class 6 Mezzanine Lender Claims include any Claim against any Debtor that is not otherwise paid in full during the Chapter 11 Cases pursuant to an order of the Court and is not: (a) an Administrative Claim; (b) a Secured Tax Claim; (c) an Other Priority Claim; (d) an Other Secured Claim; (e) a Prepetition Secured Lender Claim; (f) an Unsecured Claim; (g) an Intercompany Claim; (h) an

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: GST AutoLeather, Inc. (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GST AutoLeather HoldCo Corp. (4266); GST Innovations, LLC (5563); and Strategic Financial LLC (n/a). The location of the Debtors’ service address is: 20 Oak Hollow Drive, Suite 300, Southfield, Michigan 48033.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Disclosure Statement.

Intercompany Interest; (i) an Interest in Holdco; or (j) a Section 510(b) claim. Accordingly, you have a right to vote to accept or reject the Plan.

Your rights are described in the Disclosure Statement, which was included in the package (the “Solicitation Package”) you are receiving with this Class 6 Ballot (as well as the Plan, Combined Hearing Order, and certain other materials). If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from (a) Epiq Bankruptcy Solutions, LLC (the “Notice and Claims Agent”) at no charge by: (i) accessing the Debtors’ restructuring website at <http://dm.epiq11.com/GAL>; (ii) writing to the Notice and Claims Agent at GST AutoLeather, Inc. c/o Ballot Processing, 10300 SW Allen Blvd., Beaverton, Oregon 97005; (iii) calling the Notice and Claims Agent at (866) 897-6433 (toll free) or (646) 282-2500 (international) and requesting to speak with a member of the Solicitation Team; or (iv) emailing [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.com) with a reference to “GST AutoLeather” in the subject line; or (b) for a fee via PACER at <http://www.deb.uscourts.gov>.

This Class 6 Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Class 6 Ballot in error, or if you believe that you have received the wrong ballot, please contact the Notice and Claims Agent *immediately* at the address, telephone number, or email address set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 6, Mezzanine Lender Claims, under the Plan. If you hold Claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

**Item 1. Amount of Claim.**

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the holder of Mezzanine Lender Claims in the following aggregate unpaid amount<sup>3</sup>:

<p>\$ _____</p> <p>Debtor: _____</p>
--------------------------------------

**Item 2. Vote on Plan.**

The holder of the Class 6 Mezzanine Lender Claim against the Debtors set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <b><u>ACCEPT</u></b> (vote FOR) the Plan	<input type="checkbox"/> <b><u>REJECT</u></b> (vote AGAINST) the Plan
---	---

**Item 3. Important information regarding the Third Party Release.**

**Article VIII.D. of the Plan contains the following provision:**

**EXCEPT AS OTHERWISE PROVIDED IN THE PLAN, AS OF THE EFFECTIVE DATE, IN EXCHANGE FOR GOOD AND VALUABLE CONSIDERATION, INCLUDING THE OBLIGATIONS OF THE DEBTORS UNDER THE PLAN AND THE CONTRIBUTIONS OF THE RELEASED PARTIES TO**

<sup>3</sup> For voting purposes only; subject to tabulation rules.

FACILITATE AND IMPLEMENT THE PLAN, TO THE FULLEST EXTENT PERMISSIBLE UNDER APPLICABLE LAW, AS SUCH LAW MAY BE EXTENDED OR INTEGRATED AFTER THE EFFECTIVE DATE, EACH OF THE RELEASING PARTIES SHALL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER, RELEASED AND DISCHARGED EACH DEBTOR, POST-EFFECTIVE DATE DEBTOR, AND RELEASED PARTY FROM ANY AND ALL ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, REMEDIES, AND LIABILITIES WHATSOEVER, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, INCLUDING ANY DERIVATIVE CLAIMS, ASSERTED OR ASSERTABLE ON BEHALF OF ANY OF THE DEBTORS, THE POST-EFFECTIVE DATE DEBTORS, OR THEIR ESTATES, THAT SUCH ENTITY WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT (WHETHER INDIVIDUALLY OR COLLECTIVELY), BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE PURCHASE, SALE, OR RESCISSION OF THE PURCHASE OR SALE OF ANY SECURITY OF THE DEBTORS OR THE POST-EFFECTIVE DATE DEBTORS, THE SUBJECT MATTER OF, OR THE TRANSACTIONS OR EVENTS GIVING RISE TO, ANY CLAIM OR INTEREST THAT IS TREATED IN THE PLAN, THE BUSINESS OR CONTRACTUAL ARRANGEMENTS BETWEEN ANY DEBTOR AND ANY RELEASED PARTY, THE DEBTORS' IN- OR OUT-OF-COURT SALE AND RESTRUCTURING EFFORTS, INTERCOMPANY TRANSACTIONS, THE PREPETITION SECURED CREDIT AGREEMENT DOCUMENTS, THE SALE TRANSACTION, THE CHAPTER 11 CASES, THE FORMULATION, PREPARATION, DISSEMINATION, NEGOTIATION, FILING, OR CONSUMMATION OF THE DISCLOSURE STATEMENT, THE DIP CREDIT AGREEMENT, THE DIP CREDIT AGREEMENT DOCUMENTS, THE PLAN (INCLUDING, FOR THE AVOIDANCE OF DOUBT, THE PLAN SUPPLEMENT), OR ANY RESTRUCTURING TRANSACTION, CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE DISCLOSURE STATEMENT, THE DIP CREDIT AGREEMENT, THE DIP CREDIT AGREEMENT DOCUMENTS, OR THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE ISSUANCE OR DISTRIBUTION OF SECURITIES PURSUANT TO THE PLAN, OR THE DISTRIBUTION OF PROPERTY UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT, OR UPON ANY OTHER RELATED ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR BEFORE THE EFFECTIVE DATE; *PROVIDED* THAT ANY RIGHT TO ENFORCE THE PLAN, THE CONFIRMATION ORDER, AND THE ASSET PURCHASE AGREEMENT IS NOT SO RELEASED.

\* \* \*

UNDER THE PLAN, "RELEASED PARTY" MEANS COLLECTIVELY, AND IN EACH CASE IN ITS CAPACITY AS SUCH: (A) THE PREPETITION SECURED LENDERS; (B) THE PREPETITION SECURED AGENT; (C) THE DIP LENDERS; (D) THE DIP AGENT; (E) THE CREDITORS' COMMITTEE AND EACH OF ITS MEMBERS; AND (F) WITH RESPECT TO EACH OF THE DEBTORS, THE POST-EFFECTIVE DATE DEBTORS, AND EACH OF THE FOREGOING ENTITIES IN CLAUSES (A) THROUGH (E), SUCH ENTITY AND ITS CURRENT AND FORMER AFFILIATES, AND SUCH ENTITIES' AND THEIR CURRENT AND FORMER AFFILIATES' CURRENT AND FORMER DIRECTORS, MANAGERS, OFFICERS, PRINCIPALS, EQUITY HOLDERS (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), PREDECESSORS, PARTICIPANTS, SUCCESSORS, ASSIGNS, SUBSIDIARIES, AFFILIATES, MANAGED ACCOUNTS OR FUNDS, AND EACH OF THEIR RESPECTIVE CURRENT AND FORMER EQUITY HOLDERS, OFFICERS, DIRECTORS, MANAGERS, PRINCIPALS, SHAREHOLDERS, MEMBERS, MANAGEMENT COMPANIES, FUND ADVISORS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS, ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, AND OTHER PROFESSIONALS; *PROVIDED THAT* ANY HOLDER OF A CLAIM OR INTEREST (I) THAT IS ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN AND VOTES TO REJECT THE PLAN OR (II) THAT OPTS OUT OF ANY RELEASE PROVIDED BY THE PLAN SHALL NOT BE A "**RELEASED PARTY**."

AS A "RELEASING PARTY" UNDER THE PLAN, YOU ARE DEEMED TO PROVIDE THE RELEASES CONTAINED IN ARTICLE X.E OF THE PLAN, AS SET FORTH ABOVE. YOU MAY CHECK THE BOX BELOW TO ELECT NOT TO GRANT THE RELEASE CONTAINED IN ARTICLE X.E OF THE PLAN ONLY IF YOU (A) SUBMIT THE BALLOT BUT ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN OR (B) VOTE TO REJECT THE PLAN. CHECK THE BOX BELOW IF YOU ELECT NOT TO GRANT THE RELEASES CONTAINED IN ARTICLE VIII.D. THE ELECTION TO WITHHOLD CONSENT TO GRANT SUCH RELEASES IS AT YOUR OPTION. IF YOU (A) VOTE TO ACCEPT THE PLAN, (B) FAIL TO SUBMIT A BALLOT BY THE VOTING DEADLINE, (C) SUBMIT THE BALLOT AND ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN BUT FAIL TO CHECK THE BOX BELOW, OR (D) SUBMIT THE BALLOT AND VOTE TO ACCEPT OR REJECT THE PLAN BUT FAIL TO CHECK THE BOX BELOW, YOU WILL BE DEEMED TO CONSENT TO THE RELEASES SET FORTH IN ARTICLE X.E OF THE PLAN.

The holder of the Class 6 Mezzanine Lender Claim set forth in Item 1 elects to:

☐ **Opt Out** of the Third Party Release.

**Item 4. Certifications.**

By signing this Class 6 Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (a) that, as of the Voting Record Date, either: (i) the Entity is the holder of the Mezzanine Lender Claims being voted; or (ii) the Entity is an authorized signatory for an Entity that is a holder of the Mezzanine Lender Claims being voted;
- (b) that the Entity (or in the case of an authorized signatory, the holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Entity has cast the same vote with respect to all Mezzanine Lender Claims in a single Class; and
- (d) that no other Class 6 Ballots with respect to the amount of the Mezzanine Lender Claims identified in Item 1 have been cast or, if any other Class 6 Ballots have been cast with respect to such Mezzanine Lender Claims, then any such earlier Class 6 Ballots are hereby revoked.

Name of Holder:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____
	_____
	_____
Telephone Number:	_____
Email:	_____
Date Completed:	_____

**PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT (WITH AN ORIGINAL SIGNATURE) *PROMPTLY* VIA FIRST CLASS MAIL (OR IN THE ENCLOSED REPLY ENVELOPE PROVIDED), OVERNIGHT COURIER, OR HAND DELIVERY TO:**

<b>If by first class mail:</b>	<b>If by overnight courier or hand delivery:</b>
<b>GST AutoLeather, Inc.  c/o Epiq - Ballot Processing  P.O. Box 4422  Beaverton, OR 97076-4422</b>	<b>GST AutoLeather, Inc.  c/o Epiq - Ballot Processing  10300 SW Allen Boulevard  Beaverton, OR 97005</b>

**IF THE NOTICE AND CLAIMS AGENT DOES NOT *ACTUALLY RECEIVE* THIS CLASS 6 BALLOT **ON OR BEFORE APRIL 16, 2018 AT 4:00 P.M.** PREVAILING EASTERN TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS CLASS 6 BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTORS.**



## Class 6 — Mezzanine Lender Claims

**INSTRUCTIONS FOR COMPLETING THIS CLASS 6 BALLOT**

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Class 6 Ballot or in these instructions (the “Ballot Instructions”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Class 6 Ballot. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. To ensure that your Class 6 Ballot is counted, you ***must*** complete and submit this hard copy Class 6 Ballot by U.S. mail, overnight courier, or hand delivery.
4. **Use of Hard Copy Ballot.** To ensure that your hard copy Class 6 Ballot is counted, you must: (a) complete your Class 6 Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Class 6 Ballot; and (c) clearly sign and return your original Class 6 Ballot in the enclosed pre-addressed, prepaid envelope or via first class mail, overnight courier, or hand delivery to GST AutoLeather, Inc. c/o Ballot Processing, 10300 SW Allen Blvd., Beaverton, Oregon 97005, in accordance with paragraph 6 below.
5. Your Class 6 Ballot ***must*** be returned to the Notice and Claims Agent so as to be **actually received** by the Notice and Claims Agent on or before the Voting Deadline. **The Voting Deadline is April 16, 2018, at 4:00 p.m.**, prevailing Eastern Time.
6. If a Class 6 Ballot is received ***after*** the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the discretion of the Debtors. Additionally, **the following Class 6 Ballots will *not* be counted:**
  - (a) any Class 6 Ballot that partially rejects and partially accepts the Plan;
  - (b) Class 6 Ballots sent to the Debtors, the Debtors’ agents (other than the Notice and Claims Agent), any indenture trustee, or the Debtors’ financial or legal advisors;
  - (c) any Class 6 Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
  - (d) any Class 6 Ballot cast by an Entity that does not hold a Claim in Class 6;
  - (e) any Class 6 Ballot submitted by a holder not entitled to vote pursuant on the Plan;
  - (f) any unsigned Class 6 Ballot;
  - (g) any Class 6 Ballot not bearing an original signature; and/or
  - (h) any Class 6 Ballot not marked to accept or reject the Plan or any Class 6 Ballot marked both to accept and reject the Plan.
7. The method of delivery of Class 6 Ballots to the Notice and Claims Agent is at the election and risk of each holder of a Mezzanine Lender Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent ***actually receives*** the originally executed Class 6 Ballot. In all cases, holders should allow sufficient time to assure timely delivery.
8. If multiple Class 6 Ballots are received from the same holder of a Mezzanine Lender Claim with respect to the same Mezzanine Lender Claim prior to the Voting Deadline, the latest, timely received, and properly completed Class 6 Ballot will supersede and revoke any earlier received Class 6 Ballots.
9. You must vote all of your Mezzanine Lender Claims within Class 6 either to accept or reject the Plan and may ***not*** split your vote. Further, if a holder has multiple Mezzanine Lender Claims within Class 6, the Debtors may,

aggregate the Claims of any particular holder with multiple Mezzanine Lender Claims within Class 6 for the purpose of counting votes.

10. This Class 6 Ballot does ***not*** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
11. **Please be sure to sign and date your Class 6 Ballot.** If you are signing a Class 6 Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Class 6 Ballot.
12. If you hold Claims in more than one Class under the Plan you may receive more than one ballot coded for each different Class. Each ballot votes ***only*** your Claims indicated on that ballot, so please complete and return each ballot that you received.

**PLEASE MAIL YOUR CLASS 6 BALLOT PROMPTLY**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS CLASS 6 BALLOT,  
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,  
PLEASE CALL THE RESTRUCTURING HOTLINE AT: (866) 897-6433 (TOLL FREE) or  
(646) 282-2500 (INTERNATIONAL) AND REQUEST TO SPEAK WITH A MEMBER OF THE  
SOLICITATION TEAM OR EMAIL [TABULATION@EPIQGLOBAL.COM](mailto:TABULATION@EPIQGLOBAL.COM) WITH A REFERENCE TO  
“GST AUTOLEATHER” IN THE SUBJECT LINE.**

<p><b>IF THE NOTICE AND CLAIMS AGENT DOES NOT <i>ACTUALLY RECEIVE</i> THIS CLASS 6 BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS APRIL 16, 2018, AT 4:00 P.M. PREVAILING EASTERN TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED HEREBY MAY BE COUNTED ONLY IN THE DISCRETION OF THE DEBTORS.</b></p>
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**EXHIBIT 3**

**Form of Non-Impaired Non-Voting Status Notice**

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

In re:

GST AUTOLEATHER, INC., *et al.*,<sup>1</sup>

Debtors.

## Chapter 11

Case No. 17-12100 (LSS)

(Jointly Administered)

**NOTICE OF NON-VOTING STATUS TO HOLDER OF  
UNIMPAIRED CLAIMS CONCLUSIVELY PRESUMED TO ACCEPT THE PLAN**

**PLEASE TAKE NOTICE THAT** on [●], 2018, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order [Docket No.[●]] (the “Combined Hearing Order”): (a) authorizing GST AutoLeather, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (as modified, amended, or supplemented from time to time, the “Plan”);<sup>2</sup> (b) conditionally approving the *Disclosure Statement for the Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (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; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** because of the nature and treatment of your Claim under the Plan, ***you are not entitled to vote on the Plan.*** Specifically, under the terms of the Plan, as a holder of a Claim (as currently asserted against the Debtors) that is not Impaired and conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, you are ***not*** entitled to vote on the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan and adequacy of the Disclosure Statement (the “Combined Hearing”) will commence on [\_\_\_\_], **2018, at [\_\_:00 .m.]** prevailing Eastern Time, before the Honorable Judge Laurie Selber Silverstein, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 6th Floor, Wilmington, Delaware 19801.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: GST AutoLeather, Inc. (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GST AutoLeather HoldCo Corp. (4266); GST Innovations, LLC (5563); and Strategic Financial LLC (n/a). The location of the Debtors' service address is: 20 Oak Hollow Drive, Suite 300, Southfield, Michigan 48033.

<sup>2</sup> Capitalized terms not otherwise defined herein have the same meanings as set forth in the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan and adequacy of the Disclosure Statement is February 1, 2018, at 4:00 p.m., prevailing Eastern Time (the “Objection Deadline”). Any objection to the Plan or the adequacy of the Disclosure Statement ***must***: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be ***actually received*** on or before the Objection Deadline:

<b><i>Co-Counsel to the Debtors</i></b>	
<p>James H.M. Sprayregen, P.C.  Ryan Blaine Bennett (admitted <i>pro hac vice</i>)  Benjamin M. Rhode (admitted <i>pro hac vice</i>)  Alexandra Schwarzman (admitted <i>pro hac vice</i>)  <b>KIRKLAND &amp; ELLIS LLP</b>  <b>KIRKLAND &amp; ELLIS INTERNATIONAL LLP</b>  300 North LaSalle  Chicago, Illinois 60654  Telephone: (312) 862-2000  Facsimile: (312) 862-2200  Email: james.sprayregen@kirkland.com  ryan.bennett@kirkland.com  benjamin.rhode@kirkland.com  alexandra.schwarzman@kirkland.com</p>	<p>Laura Davis Jones (No. 2436)  Timothy P. Cairns (No. 4228)  Joseph M. Mulvihill (No. 6061)  <b>PACHULSKI STANG ZIEHL &amp; JONES LLP</b>  919 North Market Street, 17th Floor  P.O. Box 8705  Wilmington, Delaware 19899-8705 (Courier 19801)  Telephone: (302) 652-4100  Facsimile: (302) 652-4400  Email: ljones@pszjlaw.com  tcairns@pszjlaw.com  jmulvihill@pszjlaw.com</p>
<b><i>Counsel to the Creditors' Committee</i></b>	
<p><b>WHITEFORD, TAYLOR &amp; PRESTON LLC</b>  Christopher M. Samis (No. 4909)  L. Katherine Good (No. 5101)  Aaron Stulman (No. 5807)  The Renaissance Centre  405 North King Street, Suite 500  Wilmington, Delaware 19801  Telephone: (302) 353-4144  Facsimile: (302) 661-7950</p>	<p><b>FOLEY &amp; LARDNER LLP</b>  Erika L. Moarbitto (admitted <i>pro hac vice</i>)  Brittany J. Nelson (admitted <i>pro hac vice</i>)  Washington Harbour  3000 K. Street, N.W., Suite 600  Telephone: (202) 295-4791  Facsimile: (202) 672-5399</p>
<b><i>Counsel to the First Lien Credit Facility</i></b>	<b><i>Counsel to the Mezzanine Credit Facility</i></b>
<p><b>PAUL HASTINGS LLP</b>  Andrew V. Tenzer (admitted <i>pro hac vice</i>)  200 Park Avenue  New York, New York 10166  Telephone: (212) 318-6099  Facsimile: (212) 230-7699</p>	<p><b>MCGUIRE WOODS LLP</b>  Douglas M. Foley (admitted <i>pro hac vice</i>)  2001 K Street, N.W., Suite 400  Washington, D.C. 20006  Telephone: (202) 857-1720  Facsimile: (202) 828-3301</p>
<b><i>U.S. Trustee</i></b>	
<p>Office of the United States Trustee  The District of Delaware  844 King Street, Suite 2207  Wilmington, Delaware 19801  Attn: Timothy J. Fox, Esq.</p>	

**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Epiq Bankruptcy Solutions, LLC, 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 (866) 897-6433 (toll free) or (646) 282-2500 (international) and requesting to speak with a member of the Solicitation Team; (b) visiting the Debtors’ restructuring website at: <http://dm.epiq11.com/GAL>; and/or (c) writing to GST AutoLeather, Inc. c/o Claims Processing Center, c/o Epiq Bankruptcy Solutions, LLC, 10300 SW Allen Blvd., Beaverton, Oregon 97005; and/or (d) emailing [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.com) with a reference to “GST AutoLeather” in the subject line. 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>.

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND **ARTICLE VIII.D. CONTAINS A THIRD-PARTY RELEASE**. PURSUANT TO THE PLAN YOU ARE DEEMED TO ACCEPT THE PLAN AND THEREFORE ARE DEEMED TO HAVE CONSENTED TO THE RELEASES SET FORTH IN ARTICLE VIII.D. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

**THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE NOTICE AND CLAIMS AGENT.**

Wilmington, Delaware

Dated: \_\_\_\_\_, 2018

---

Laura Davis Jones (DE Bar No. 2436)  
Timothy P. Cairns (DE Bar No. 4228)  
Joseph M. Mulvihill (DE Bar No. 6061)  
**PACHULSKI STANG ZIEHL & JONES LLP**  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400  
Email: ljones@pszjlaw.com  
tcairns@pszjlaw.com  
jmulvihill@pszjlaw.com

- and -

James H.M. Sprayregen, P.C.  
Ryan Blaine Bennett (admitted *pro hac vice*)  
Alexandra Schwarzman (admitted *pro hac vice*)  
Benjamin M. Rhode (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: james.sprayregen@kirkland.com  
ryan.bennett@kirkland.com  
alexandra.schwarzman@kirkland.com  
benjamin.rhode@kirkland.com

*Counsel to the Debtors*

**EXHIBIT 4**

**Form of Impaired Non-Voting Status Notice**



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

In re:

GST AUTOLEATHER, INC., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 17-12100 (LSS)  
)  
) (Jointly Administered)  
)

**NOTICE OF NON-VOTING STATUS TO HOLDERS OF  
IMPAIRED CLAIMS AND EQUITY INTERESTS DEEMED TO REJECT THE PLAN**

**PLEASE TAKE NOTICE THAT** on [●], 2018, United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order [Docket No.[●]] (the “Combined Hearing Order”): (a) authorizing GST AutoLeather, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (as may be modified, amended, or supplemented from time to time, the “Plan”);<sup>2</sup> (b) conditionally approving the *Disclosure Statement for the Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (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; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** because of the nature and treatment of your Claim or Interest under the Plan, *you are not entitled to vote on the Plan*. Specifically, under the terms of the Plan, as a holder of a Claim or Interest (as currently asserted against the Debtors) that is receiving no distribution under the Plan, you are deemed to reject the Plan pursuant to section 1126(f) of the Bankruptcy Code and are not entitled to vote on the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Combined Hearing”) will commence on [\_\_\_\_], 2018, at [ ]:00 .m.] prevailing Eastern Time, before the Honorable Judge Laurie Selber Silverstein, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 6th Floor, Wilmington, Delaware 19801.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: GST AutoLeather, Inc. (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GST AutoLeather HoldCo Corp. (4266); GST Innovations, LLC (5563); and Strategic Financial LLC (n/a). The location of the Debtors’ service address is: 20 Oak Hollow Drive, Suite 300, Southfield, Michigan 48033.

<sup>2</sup> Capitalized terms not otherwise defined herein have the same meanings as set forth in the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan or the adequacy of the Disclosure Statement is [\_\_\_\_], **2018, at 4:00 p.m.** prevailing Eastern Time (the "Objection Deadline"). Any objection to the Plan or the adequacy of the Disclosure Statement **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before Objection Deadline:

<b><i>Co-Counsel to the Debtors</i></b>	
<p>James H.M. Sprayregen, P.C.  Ryan Blaine Bennett (admitted <i>pro hac vice</i>)  Benjamin M. Rhode (admitted <i>pro hac vice</i>)  Alexandra Schwarzman (admitted <i>pro hac vice</i>)  <b>KIRKLAND &amp; ELLIS LLP</b>  <b>KIRKLAND &amp; ELLIS INTERNATIONAL LLP</b>  300 North LaSalle  Chicago, Illinois 60654  Telephone: (312) 862-2000  Facsimile: (312) 862-2200  Email: james.sprayregen@kirkland.com  ryan.bennett@kirkland.com  benjamin.rhode@kirkland.com  alexandra.schwarzman@kirkland.com</p>	<p>Laura Davis Jones (No. 2436)  Timothy P. Cairns (No. 4228)  Joseph M. Mulvihill (No. 6061)  <b>PACHULSKI STANG ZIEHL &amp; JONES LLP</b>  919 North Market Street, 17th Floor  P.O. Box 8705  Wilmington, Delaware 19899-8705 (Courier 19801)  Telephone: (302) 652-4100  Facsimile: (302) 652-4400  Email: ljones@pszjlaw.com  tcairns@pszjlaw.com  jmulvihill@pszjlaw.com</p>
<b><i>Counsel to the Creditors' Committee</i></b>	
<p><b>WHITEFORD, TAYLOR &amp; PRESTON LLC</b>  Christopher M. Samis (No. 4909)  L. Katherine Good (No. 5101)  Aaron Stulman (No. 5807)  The Renaissance Centre  405 North King Street, Suite 500  Wilmington, Delaware 19801  Telephone: (302) 353-4144  Facsimile: (302) 661-7950</p>	<p><b>FOLEY &amp; LARDNER LLP</b>  Erika L. Moarbitto (admitted <i>pro hac vice</i>)  Brittany J. Nelson (admitted <i>pro hac vice</i>)  Washington Harbour  3000 K. Street, N.W., Suite 600  Telephone: (202) 295-4791  Facsimile: (202) 672-5399</p>
<b><i>Counsel to the First Lien Credit Facility</i></b>	<b><i>Counsel to the Mezzanine Credit Facility</i></b>
<p><b>PAUL HASTINGS LLP</b>  Andrew V. Tenzer (admitted <i>pro hac vice</i>)  200 Park Avenue  New York, New York 10166  Telephone: (212) 318-6099  Facsimile: (212) 230-7699</p>	<p><b>MCGUIRE WOODS LLP</b>  Douglas M. Foley (admitted <i>pro hac vice</i>)  2001 K Street, N.W., Suite 400  Washington, D.C. 20006  Telephone: (202) 857-1720  Facsimile: (202) 828-3301</p>
<b><i>U.S. Trustee</i></b>	
<p>Office of the United States Trustee  The District of Delaware  844 King Street, Suite 2207  Wilmington, Delaware 19801  Attn: Timothy J. Fox, Esq.</p>	

**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Epiq Bankruptcy Solutions, LLC, 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 (866) 897-6433 (toll free) or (646) 282-2500 (international) and requesting to speak with a member of the Solicitation Team; (b) visiting the Debtors’ restructuring website at: <http://dm.epiq11.com/GAL>; and/or (c) writing to GST AutoLeather, Inc. c/o Claims Processing Center, 10300 SW Allen Blvd., Beaverton, Oregon 97005; and/or (d) emailing [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.com) with a reference to “GST AutoLeather” in the subject line. 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>.

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIII.D. CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

**THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE NOTICE AND CLAIMS AGENT.**

Wilmington, Delaware

Dated: \_\_\_\_\_, 2018

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Laura Davis Jones (DE Bar No. 2436)  
Timothy P. Cairns (DE Bar No. 4228)  
Joseph M. Mulvihill (DE Bar No. 6061)  
**PACHULSKI STANG ZIEHL & JONES LLP**  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400  
Email: ljones@pszjlaw.com  
tcairns@pszjlaw.com  
jmulvihill@pszjlaw.com

- and -

James H.M. Sprayregen, P.C.  
Ryan Blaine Bennett (admitted *pro hac vice*)  
Alexandra Schwarzman (admitted *pro hac vice*)  
Benjamin M. Rhode (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: james.sprayregen@kirkland.com  
ryan.bennett@kirkland.com  
alexandra.schwarzman@kirkland.com  
benjamin.rhode@kirkland.com

*Counsel to the Debtors*

**EXHIBIT 5**

**Form of Notice to Disputed Claim Holders**

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

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In re:

GST AUTOLEATHER, INC., *et al.*,<sup>1</sup>

Debtors.

---

)  
) Chapter 11  
)  
) Case No. 17-12100 (LSS)  
)  
) (Jointly Administered)  
)

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO DISPUTED CLAIMS**

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**PLEASE TAKE NOTICE THAT** on [●], 2018, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order [Docket No. [●]] (the “Combined Hearing Order”): (a) authorizing GST AutoLeather, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (as modified, amended, or supplemented from time to time, the “Plan”);<sup>2</sup> (b) conditionally approving the *Disclosure Statement for the Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (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 Packages”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the Disclosure Statement, Combined Hearing Order, the Plan, and other documents and materials included in the Solicitation Package, except ballots, may be obtained at no charge from Epiq Bankruptcy Solutions, LLC, the notice and claims agent retained by the Debtors in these chapter 11 cases (the “Notice and Claims Agent”) by: (a) calling the Debtors’ restructuring hotline at (866) 897-6433 (toll free) or (646) 282-2500 (international); (b) visiting the Debtors’ restructuring website at: <http://dm.epiq11.com/#/case/GAL/info>; and/or (c) writing to GST AutoLeather, Inc. Claims Processing Center, c/o Epiq Bankruptcy Solutions, LLC, 10300 SW Allen Blvd., Beaverton, Oregon 97005; and/or (d) emailing [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.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>.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: GST AutoLeather, Inc. (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GST AutoLeather HoldCo Corp. (4266); GST Innovations, LLC (5563); and Strategic Financial LLC (n/a). The location of the Debtors’ service address is: 20 Oak Hollow Drive, Suite 300, Southfield, Michigan 48033.

<sup>2</sup> Capitalized terms not otherwise defined herein have the same meanings as set forth in the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** you are receiving this notice because you are the holder of a Claim that is subject to a pending objection by the Debtors. **You are not entitled to vote any disputed portion of your Claim on the Plan unless one or more of the following events have taken place before April 12, 2018 (the date that is two business days before the Voting Deadline)** (each, a “Resolution Event”):

1. an order of the Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
2. an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
3. a stipulation or other agreement is executed between the holder of such Claim and the Debtors temporarily allowing the holder of such Claim to vote its Claim in an agreed upon amount; or
4. the pending objection to such Claim is voluntarily withdrawn by the objecting party.

Accordingly, this notice is being sent to you for informational purposes only.

**PLEASE TAKE FURTHER NOTICE THAT** if a Resolution Event occurs, then no later than one business day thereafter, the Notice and Claims Agent shall distribute a ballot, and a pre-addressed, postage prepaid envelope to you, which must be returned to the Notice and Claims Agent no later than the Voting Deadline, which is on **April 16, 2018, at 4:00 p.m.**, prevailing Eastern Time.

**PLEASE TAKE FURTHER NOTICE THAT** if you have any questions about the status of any of your Claims, you should contact the Notice and Claims Agent in accordance with the instructions provided above.

Wilmington, Delaware

Dated: \_\_\_\_\_, 2018

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Laura Davis Jones (DE Bar No. 2436)  
Timothy P. Cairns (DE Bar No. 4228)  
Joseph M. Mulvihill (DE Bar No. 6061)  
**PACHULSKI STANG ZIEHL & JONES LLP**  
919 North Market Street, 17th Floor  
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Facsimile: (302) 652-4400  
Email: ljones@pszjlaw.com  
tcairns@pszjlaw.com  
jmulvihill@pszjlaw.com

- and -

James H.M. Sprayregen, P.C.  
Ryan Blaine Bennett (admitted *pro hac vice*)  
Alexandra Schwarzman (admitted *pro hac vice*)  
Benjamin M. Rhode (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
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Email: james.sprayregen@kirkland.com  
ryan.bennett@kirkland.com  
alexandra.schwarzman@kirkland.com  
benjamin.rhode@kirkland.com

*Counsel to the Debtors*



**EXHIBIT 6**

**Form of Cover Letter**

[LETTERHEAD]

[DATE]

Via First Class Mail

**RE: In re GST AutoLeather, Inc., et al.,  
Chapter 11 Case No. 17-12100 (LSS) (Jointly Administered)**

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

GST AutoLeather, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”)<sup>1</sup> 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 October 3, 2017.

You have received this letter and the enclosed materials because you are entitled to vote on the *Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (as modified, amended, or supplemented from time to time, the “Plan”).<sup>2</sup> On [●], the Court entered an order (the “Combined Hearing Order”): (a) authorizing the Debtors to solicit acceptances for the Plan; (b) conditionally approving the *Disclosure Statement for the Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (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.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: GST AutoLeather, Inc. (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GST AutoLeather HoldCo Corp. (4266); GST Innovations, LLC (5563); and Strategic Financial LLC (n/a). The location of the Debtors’ service address is: 20 Oak Hollow Drive, Suite 300, Southfield, Michigan 48033.

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

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:

- 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 conditionally approved by the Bankruptcy Court (and exhibits thereto, including the Plan);
- e. the Combined Hearing 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.

GST AutoLeather, 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 TO THE FOLLOWING ADDRESS (UNLESS OTHERWISE  
DIRECTED BY YOUR NOMINEE, IF APPLICABLE):**

**GST AUTOLEATHER, INC.  
C/O EPIQ - BALLOT PROCESSING  
10300 SW ALLEN BLVD.,  
BEAVERTON, OREGON 97005  
THE VOTING DEADLINE IS 4:00 P.M. PREVAILING EASTERN TIME  
ON APRIL 16, 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 Epiq Bankruptcy Solutions, LLC, 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 (866) 897-6433 (toll free) or (646) 282-2500 (international) and requesting to speak with a member of the Solicitation Team; (b) visiting the Debtors’ restructuring website at: <http://dm.epiq11.com/GAL>; and/or (c) writing to GST AutoLeather, Inc. c/o Claims Processing Center, 10300 SW Allen Blvd., Beaverton,

Oregon 97005; and/or (d) emailing [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.com) with a reference to “GST AutoLeather” in the subject line. 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,

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GST AutoLeather, Inc. on its own behalf and for  
each of the Debtors

**EXHIBIT 7**

**Form of Combined Hearing Notice**

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

In re:	)	
	)	Chapter 11
	)	
GST AUTOLEATHER, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 17-12100 (LSS)
	)	
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF COMBINED HEARING TO CONSIDER  
CONFIRMATION OF THE CHAPTER 11 PLAN AND  
ADEQUACY OF THE DISCLOSURE STATEMENT FILED BY THE  
DEBTORS AND RELATED VOTING AND OBJECTION DEADLINES**

**PLEASE TAKE NOTICE THAT** on [●], the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order [Docket No. [●]] (the “Combined Hearing Order”): (a) authorizing GST AutoLeather, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (as modified, amended, or supplemented from time to time, the “Plan”);<sup>2</sup> (b) conditionally approving the *Disclosure Statement for the Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (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 Packages”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan and the adequacy of the Disclosure Statement (the “Combined Hearing”) will commence at on [ ], 2018, at [ :00 .m.] prevailing Eastern Time, before the Honorable Judge Laurie Selber Silverstein, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 6th Floor, Wilmington, Delaware 19801.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: GST AutoLeather, Inc. (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GST AutoLeather HoldCo Corp. (4266); GST Innovations, LLC (5563); and Strategic Financial LLC (n/a). The location of the Debtors’ service address is: 20 Oak Hollow Drive, Suite 300, Southfield, Michigan 48033.

<sup>2</sup> Capitalized terms not otherwise defined herein have the same meanings as set forth in the Plan.

**PLEASE BE ADVISED:** THE COMBINED HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTORS **WITHOUT FURTHER NOTICE** OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

**CRITICAL INFORMATION REGARDING VOTING ON THE PLAN**

**Voting Record Date.** The voting record date is **March 12, 2018** (the “Voting Record Date”), which is the date for determining which holders of Claims in Classes 4, 5, and 6 are entitled to vote on the Plan.

**Voting Deadline.** The deadline for voting on the Plan is on **April 16, 2018, at 4:00 p.m.**, prevailing Eastern Time (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you ***must***: (a) follow the instructions carefully; (b) complete ***all*** of the required information on the ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is ***actually received*** by the Debtors’ notice and claims agent, Epiq Bankruptcy Solutions, LLC (the “Notice and Claims Agent”) on or before the Voting Deadline. ***A failure to follow such instructions may disqualify your vote.***

**CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN**

**ARTICLE VIII** OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND **ARTICLE VIII.D. CONTAINS A THIRD-PARTY RELEASE**. **THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.**

**Objection Deadline.** The deadline for filing objections to the Plan and adequacy of the Disclosure Statement is **April 17, 2018, at 4:00 p.m.**, prevailing Eastern Time (the “Objection Deadline”). All objections to the relief sought at the Combined Hearing ***must***: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; ***and*** (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be ***actually received*** on or before the Objection Deadline:

<b><i>Co-Counsel to the Debtors</i></b>	
<p>James H.M. Sprayregen, P.C.  Ryan Blaine Bennett (admitted <i>pro hac vice</i>)  Benjamin M. Rhode (admitted <i>pro hac vice</i>)  Alexandra Schwarzman (admitted <i>pro hac vice</i>)  <b>KIRKLAND &amp; ELLIS LLP</b>  <b>KIRKLAND &amp; ELLIS INTERNATIONAL LLP</b>  300 North LaSalle  Chicago, Illinois 60654  Telephone: (312) 862-2000  Facsimile: (312) 862-2200  Email: james.sprayregen@kirkland.com  ryan.bennett@kirkland.com  benjamin.rhode@kirkland.com  alexandra.schwarzman@kirkland.com</p>	<p>Laura Davis Jones (No. 2436)  Timothy P. Cairns (No. 4228)  Joseph M. Mulvihill (No. 6061)  <b>PACHULSKI STANG ZIEHL &amp; JONES LLP</b>  919 North Market Street, 17th Floor  P.O. Box 8705  Wilmington, Delaware 19899-8705 (Courier 19801)  Telephone: (302) 652-4100  Facsimile: (302) 652-4400  Email: ljones@pszjlaw.com  tcairns@pszjlaw.com  jmulvihill@pszjlaw.com</p>
<b><i>Counsel to the Creditors' Committee</i></b>	
<p><b>WHITEFORD, TAYLOR &amp; PRESTON LLC</b>  Christopher M. Samis (No. 4909)  L. Katherine Good (No. 5101)  Aaron Stulman (No. 5807)  The Renaissance Centre  405 North King Street, Suite 500  Wilmington, Delaware 19801  Telephone: (302) 353-4144  Facsimile: (302) 661-7950</p>	<p><b>FOLEY &amp; LARDNER LLP</b>  Erika L. Moarbitto (admitted <i>pro hac vice</i>)  Brittany J. Nelson (admitted <i>pro hac vice</i>)  Washington Harbour  3000 K. Street, N.W., Suite 600  Telephone: (202) 295-4791  Facsimile: (202) 672-5399</p>
<b><i>Counsel to the First Lien Credit Facility</i></b>	<b><i>Counsel to the Mezzanine Credit Facility</i></b>
<p><b>PAUL HASTINGS LLP</b>  Andrew V. Tenzer (admitted <i>pro hac vice</i>)  200 Park Avenue  New York, New York 10166  Telephone: (212) 318-6099  Facsimile: (212) 230-7699</p>	<p><b>MCGUIRE WOODS LLP</b>  Douglas M. Foley (admitted <i>pro hac vice</i>)  2001 K Street, N.W., Suite 400  Washington, D.C. 20006  Telephone: (202) 857-1720  Facsimile: (202) 828-3301</p>
<b><i>U.S. Trustee</i></b>	
<p>Office of the United States Trustee  The District of Delaware  844 King Street, Suite 2207  Wilmington, Delaware 19801  Attn: Timothy J. Fox, Esq.</p>	

### **ADDITIONAL INFORMATION**

**Obtaining Solicitation Materials.** The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials if you received a CD-ROM), please feel free to contact the Debtors' Notice and Claims Agent, by: (a) calling the Debtors' restructuring hotline at (866) 897-6433 (toll free) or (646) 282-2500 (international) and requesting to speak with a member of the Solicitation Team; (b) visiting the Debtors' restructuring website at: <http://dm.epiq11.com/GAL>; and/or (c) writing to GST AutoLeather, Inc. c/o Claims Processing Center, 10300 SW Allen Blvd., Beaverton, Oregon 97005; and/or (d) emailing [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.com) with a reference to "GST AutoLeather" in the subject line. 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, solicitation materials, but may ***not*** advise you as to whether you should vote to accept or reject the Plan.

**The Plan Supplement.** The Debtors will file the Plan Supplement (as defined in the Plan) on or before **April 10, 2018**, and will serve notice on all holders of Claims entitled to vote on the Plan, which will: (a) inform parties that the Debtors filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement. The Plan Supplement will be available on the Debtors' restructuring website at: <http://dm.epiq11.com/GAL>.

**BINDING NATURE OF THE PLAN:**

**IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THE CHAPTER 11 CASES OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.**

Wilmington, Delaware

Dated: \_\_\_\_\_, 2018

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Laura Davis Jones (DE Bar No. 2436)  
Timothy P. Cairns (DE Bar No. 4228)  
Joseph M. Mulvihill (DE Bar No. 6061)  
**PACHULSKI STANG ZIEHL & JONES LLP**  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400  
Email: ljones@pszjlaw.com  
tcairns@pszjlaw.com  
jmulvihill@pszjlaw.com

- and -

James H.M. Sprayregen, P.C.  
Ryan Blaine Bennett (admitted *pro hac vice*)  
Alexandra Schwarzman (admitted *pro hac vice*)  
Benjamin M. Rhode (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: james.sprayregen@kirkland.com  
ryan.bennett@kirkland.com  
alexandra.schwarzman@kirkland.com  
benjamin.rhode@kirkland.com

*Counsel to the Debtors*

**EXHIBIT 8**

**Form of Notice of Assumption of Executory Contracts and Unexpired Leases**

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

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In re:	)	Chapter 11
	)	
GST AUTOLEATHER, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 17-12100 (LSS)
	)	
Debtors.	)	(Jointly Administered)
	)	

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**NOTICE OF (A) EXECUTORY CONTRACTS AND  
UNEXPIRED LEASES TO BE ASSUMED BY THE DEBTORS  
PURSUANT TO THE PLAN, (B) CURE AMOUNTS, IF ANY,  
AND (C) RELATED PROCEDURES IN CONNECTION THEREWITH**

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**PLEASE TAKE NOTICE THAT** on [●], United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order [Docket No. [●]] (the “Combined Hearing Order”): (a) authorizing GST AutoLeather, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (as may be modified, amended, or supplemented from time to time, the “Plan”);<sup>2</sup> (b) conditionally approving the *Disclosure Statement for the Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (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; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan and adequacy of the Disclosure Statement (the “Combined Hearing”) will commence on [ ], 2018, at [ :00 .m.] prevailing Eastern Time, before the Honorable Judge Laurie Selber Silverstein, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 6th Floor, Wilmington, Delaware 19801.

**PLEASE TAKE FURTHER NOTICE THAT** you are receiving this notice because the Debtors’ records reflect that you are a party to a contract or lease that is listed on the Assumption Schedule. Therefore, you are advised to review carefully the information contained in this notice

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: GST AutoLeather, Inc. (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GST AutoLeather HoldCo Corp. (4266); GST Innovations, LLC (5563); and Strategic Financial LLC (n/a). The location of the Debtors’ service address is: 20 Oak Hollow Drive, Suite 300, Southfield, Michigan 48033.

<sup>2</sup> Capitalized terms not otherwise defined herein have the same meanings as set forth in the Plan.

and the related provisions of the Plan, including the Assumption Schedule. The determination to include such contracts or leases on the Assumption Schedule is subject to revision.

**PLEASE TAKE FURTHER NOTICE** that the Debtors are proposing to assume the Executory Contract(s) and Unexpired Lease(s) listed below to which you are a party:<sup>3</sup>

Counterparty Name	Description of Contract	Amount Required to Cure Default Thereunder, If Any

**PLEASE TAKE FURTHER NOTICE THAT** section 365(b)(1) of the Bankruptcy Code requires a chapter 11 debtor to cure, or provide adequate assurance that it will promptly cure, any defaults under executory contracts and unexpired leases at the time of assumption. Accordingly, the Debtors have conducted a thorough review of their books and records and have determined the amounts required to cure defaults, if any, under the Executory Contract(s) and Unexpired Lease(s), which amounts are listed in the table above. Please note that if no amount is stated for a particular Executory Contract or Unexpired Lease, the Debtors believe that there is no cure amount outstanding for such contract or lease.

**PLEASE TAKE FURTHER NOTICE THAT** absent any pending dispute, the monetary amounts required to cure any existing defaults arising under the Executory Contract(s) and Unexpired Lease(s) identified above will be satisfied, pursuant to section 365(b)(1) of the Bankruptcy Code, by the Debtors in Cash on the Effective Date or as soon as reasonably practicable thereafter. In the event of a dispute, however, payment of the cure amount would be made following the entry of a final order(s) resolving the dispute and approving the assumption. If an objection to the proposed assumption or related cure amount is sustained by the Court, however, the Debtors may elect to reject such Executory Contract or Unexpired Lease in lieu of assuming it.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan or the adequacy of the Disclosure Statement (including any assumption of an Executory Contract or Unexpired Lease as contemplated in the Plan Supplement) is **April 17, 2018, at 4:00 p.m.** prevailing Eastern Time (the “**Objection Deadline**”). Any objection to the Plan or the adequacy of the Disclosure Statement ***must***: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules and any orders of the Court; (c) state, with particularity, the basis and

<sup>3</sup> Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Assumption Schedule, nor anything contained in the Plan or each Debtor’s schedule of assets and liabilities, shall constitute an admission by the Debtors that any such contract or lease is in fact an Executory Contract or Unexpired Lease capable of assumption, that any Post-Effective Date Debtor(s) has any liability thereunder, or that such Executory Contract or Unexpired Lease is necessarily a binding and enforceable agreement. Further, the Debtors expressly reserve the right to (a) remove any Executory Contract or Unexpired Lease from the Assumption Schedule and reject such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim (or cure amount) asserted in connection with assumption of any Executory Contract or Unexpired Lease.

nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be ***actually received*** on or before the Objection Deadline:

<b><i>Co-Counsel to the Debtors</i></b>	
<p>James H.M. Sprayregen, P.C.  Ryan Blaine Bennett (admitted <i>pro hac vice</i>)  Benjamin M. Rhode (admitted <i>pro hac vice</i>)  Alexandra Schwarzman (admitted <i>pro hac vice</i>)  <b>KIRKLAND &amp; ELLIS LLP</b>  <b>KIRKLAND &amp; ELLIS INTERNATIONAL LLP</b>  300 North LaSalle  Chicago, Illinois 60654  Telephone: (312) 862-2000  Facsimile: (312) 862-2200  Email: james.sprayregen@kirkland.com  ryan.bennett@kirkland.com  benjamin.rhode@kirkland.com  alexandra.schwarzman@kirkland.com</p>	<p>Laura Davis Jones (No. 2436)  Timothy P. Cairns (No. 4228)  Joseph M. Mulvihill (No. 6061)  <b>PACHULSKI STANG ZIEHL &amp; JONES LLP</b>  919 North Market Street, 17th Floor  P.O. Box 8705  Wilmington, Delaware 19899-8705 (Courier 19801)  Telephone: (302) 652-4100  Facsimile: (302) 652-4400  Email: ljones@pszjlaw.com  tcairns@pszjlaw.com  jmulvihill@pszjlaw.com</p>
<b><i>Counsel to the Creditors' Committee</i></b>	
<p><b>WHITEFORD, TAYLOR &amp; PRESTON LLC</b>  Christopher M. Samis (No. 4909)  L. Katherine Good (No. 5101)  Aaron Stulman (No. 5807)  The Renaissance Centre  405 North King Street, Suite 500  Wilmington, Delaware 19801  Telephone: (302) 353-4144  Facsimile: (302) 661-7950</p>	<p><b>FOLEY &amp; LARDNER LLP</b>  Erika L. Moarbitto (admitted <i>pro hac vice</i>)  Brittany J. Nelson (admitted <i>pro hac vice</i>)  Washington Harbour  3000 K. Street, N.W., Suite 600  Telephone: (202) 295-4791  Facsimile: (202) 672-5399</p>
<b><i>Counsel to the First Lien Credit Facility</i></b>	<b><i>Counsel to the Mezzanine Credit Facility</i></b>
<p><b>PAUL HASTINGS LLP</b>  Andrew V. Tenzer (admitted <i>pro hac vice</i>)  200 Park Avenue  New York, New York 10166  Telephone: (212) 318-6099  Facsimile: (212) 230-7699</p>	<p><b>MCGUIRE WOODS LLP</b>  Douglas M. Foley (admitted <i>pro hac vice</i>)  2001 K Street, N.W., Suite 400  Washington, D.C. 20006  Telephone: (202) 857-1720  Facsimile: (202) 828-3301</p>
<b><i>U.S. Trustee</i></b>	
<p>Office of the United States Trustee  The District of Delaware  844 King Street, Suite 2207  Wilmington, Delaware 19801  Attn: Timothy J. Fox, Esq.</p>	

**PLEASE TAKE FURTHER NOTICE THAT** any objections to the Plan or the adequacy of the Disclosure Statement in connection with the assumption of the Executory Contract(s) and Unexpired Lease(s) identified above and/or related cure or adequate assurances proposed in connection with the Plan that remain unresolved as of the Combined Hearing will be heard at the Combined Hearing (or such other date as fixed by the Court).

**PLEASE TAKE FURTHER NOTICE THAT any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption or cure amount will be deemed to have assented to such assumption and cure amount.**

**PLEASE TAKE FURTHER NOTICE THAT ASSUMPTION OF ANY EXECUTORY CONTRACT OR UNEXPIRED LEASE PURSUANT TO THE PLAN OR OTHERWISE SHALL RESULT IN THE FULL RELEASE AND SATISFACTION OF ANY CLAIMS OR DEFAULTS, WHETHER MONETARY OR NONMONETARY, INCLUDING DEFAULTS OF PROVISIONS RESTRICTING THE CHANGE IN CONTROL OR OWNERSHIP INTEREST COMPOSITION OR OTHER BANKRUPTCY-RELATED DEFAULTS, ARISING UNDER ANY ASSUMED EXECUTORY CONTRACT OR UNEXPIRED LEASE AT ANY TIME BEFORE THE DATE OF THE DEBTORS OR POST-EFFECTIVE DATE DEBTORS ASSUME SUCH EXECUTORY CONTRACT OR UNEXPIRED LEASE. ANY PROOFS OF CLAIM FILED WITH RESPECT TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE THAT HAS BEEN ASSUMED SHALL BE DEEMED DISALLOWED AND EXPUNGED, WITHOUT FURTHER NOTICE TO OR ACTION, ORDER, OR APPROVAL OF THE BANKRUPTCY COURT.**

**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Epiq Bankruptcy Solutions, LLC, 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 (866) 897-6433 (toll free) or (646) 282-2500 (international) and requesting to speak with a member of the Solicitation Team; (b) visiting the Debtors’ restructuring website at: <http://dm.epiq11.com/GAL>; and/or (c) writing to GST AutoLeather, Inc. c/o Claims Processing Center, 10300 SW Allen Blvd., Beaverton, Oregon 97005; and/or (d) emailing [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.com) with a reference to “GST AutoLeather” in the subject line. 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>.

**ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIII.D. CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.**

**THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE NOTICE AND CLAIMS AGENT.**

Wilmington, Delaware

Dated: \_\_\_\_\_, 2018

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Laura Davis Jones (DE Bar No. 2436)  
Timothy P. Cairns (DE Bar No. 4228)  
Joseph M. Mulvihill (DE Bar No. 6061)  
**PACHULSKI STANG ZIEHL & JONES LLP**  
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benjamin.rhode@kirkland.com

*Counsel to the Debtors*



**EXHIBIT 9**

**Form of Notice of Rejection of Executory Contracts and Unexpired Leases**

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

In re:

GST AUTOLEATHER, INC., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 17-12100 (LSS)  
)  
) (Jointly Administered)  
)

**NOTICE REGARDING EXECUTORY CONTRACTS  
AND UNEXPIRED LEASES TO BE REJECTED PURSUANT TO THE PLAN**

**PLEASE TAKE NOTICE THAT** on [●], the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order [Docket No. [●]] (the “Combined Hearing Order”): (a) authorizing GST AutoLeather, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (as may be modified, amended, or supplemented from time to time, the “Plan”);<sup>2</sup> (b) conditionally approving the *Disclosure Statement for the Joint Chapter 11 Plan of GST AutoLeather, Inc. and its Debtor Affiliates* (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; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT YOU ARE RECEIVING THIS  
NOTICE BECAUSE THE DEBTORS’ RECORDS REFLECT THAT YOU ARE A  
PARTY TO A CONTRACT OR LEASE THAT IS NOT LISTED ON THE  
ASSUMPTION SCHEDULE AND WILL THEREFORE BE REJECTED PURSUANT TO  
THE PLAN. THEREFORE, YOU ARE ADVISED TO REVIEW CAREFULLY THE  
INFORMATION CONTAINED IN THIS NOTICE AND THE RELATED PROVISIONS  
OF THE PLAN. THE DETERMINATION TO EXCLUDE SUCH CONTRACTS OR  
LEASES FROM THE ASSUMPTION SCHEDULE IS SUBJECT TO REVISION.<sup>3</sup>**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: GST AutoLeather, Inc. (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GST AutoLeather HoldCo Corp. (4266); GST Innovations, LLC (5563); and Strategic Financial LLC (n/a). The location of the Debtors’ service address is: 20 Oak Hollow Drive, Suite 300, Southfield, Michigan 48033.

<sup>2</sup> Capitalized terms not otherwise defined herein have the same meanings as set forth in the Plan.

<sup>3</sup> Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Rejected Executory Contract and Unexpired Lease List, nor anything contained in the Plan, shall constitute an admission by the Debtors that any such contract or lease is in fact an Executory Contract or Unexpired Lease or that any Post-Effective Date Debtor(s) has any liability thereunder. Further, the Debtors expressly reserve the right to (a)

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan and the adequacy of the Disclosure Statement (the “Combined Hearing”) will commence on [\_\_\_\_], 2018, at [ :00 .m.] prevailing Eastern Time, before the Honorable Judge Laurie Selber Silverstein, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 6th Floor, Wilmington, Delaware 19801.

**PLEASE TAKE FURTHER NOTICE THAT** all proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases, if any, must be filed with the Bankruptcy Court within the earliest to occur of (a) thirty days after the date of entry of an order of the Court (including the Confirmation Order) approving such rejection or (b) thirty (30) days after notice of any rejection that occurs after the Effective Date. **Any Claims arising from the rejection of an Executory Contract or Unexpired Lease not filed within such time will be automatically disallowed, forever barred from assertion, and shall not be enforceable against the Debtors or the Post-Effective Date Debtors, their Estates, or their property without the need for any objection by the Post-Effective Date Debtors or further notice to, or action, order, or approval of the Bankruptcy Court.**

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **April 17, 2018, at 4:00 p.m.** prevailing Eastern Time (the “Objection Deadline”). Any objection to the Plan **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be actually received on or before the Objection Deadline:

<i>Co-Counsel to the Debtors</i>	
James H.M. Sprayregen, P.C. Ryan Blaine Bennett (admitted <i>pro hac vice</i> ) Benjamin M. Rhode (admitted <i>pro hac vice</i> ) Alexandra Schwarzman (admitted <i>pro hac vice</i> ) <b>KIRKLAND &amp; ELLIS LLP</b> <b>KIRKLAND &amp; ELLIS INTERNATIONAL LLP</b> 300 North LaSalle Chicago, Illinois 60654 Telephone: (312) 862-2000 Facsimile: (312) 862-2200 Email: james.sprayregen@kirkland.com ryan.bennett@kirkland.com benjamin.rhode@kirkland.com alexandra.schwarzman@kirkland.com	Laura Davis Jones (No. 2436) Timothy P. Cairns (No. 4228) Joseph M. Mulvihill (No. 6061) <b>PACHULSKI STANG ZIEHL &amp; JONES LLP</b> 919 North Market Street, 17th Floor P.O. Box 8705 Wilmington, Delaware 19899-8705 (Courier 19801) Telephone: (302) 652-4100 Facsimile: (302) 652-4400 Email: ljones@pszjlaw.com tcairns@pszjlaw.com jmulvihill@pszjlaw.com

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remove any Executory Contract or Unexpired Lease from the Rejection Schedule and assume such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim asserted in connection with rejection of any Executory Contract or Unexpired Lease.

<b><i>Counsel to the Creditors' Committee</i></b>	
<b>WHITEFORD, TAYLOR &amp; PRESTON LLC</b> Christopher M. Samis (No. 4909) L. Katherine Good (No. 5101) Aaron Stulman (No. 5807) The Renaissance Centre 405 North King Street, Suite 500 Wilmington, Delaware 19801 Telephone: (302) 353-4144 Facsimile: (302) 661-7950	<b>FOLEY &amp; LARDNER LLP</b> Erika L. Moarbitto (admitted <i>pro hac vice</i> ) Brittany J. Nelson (admitted <i>pro hac vice</i> ) Washington Harbour 3000 K. Street, N.W., Suite 600 Telephone: (202) 295-4791 Facsimile: (202) 672-5399
<b><i>Counsel to the First Lien Credit Facility</i></b>	<b><i>Counsel to the Mezzanine Credit Facility</i></b>
<b>PAUL HASTINGS LLP</b> Andrew V. Tenzer (admitted <i>pro hac vice</i> ) 200 Park Avenue New York, New York 10166 Telephone: (212) 318-6099 Facsimile: (212) 230-7699	<b>MCGUIRE WOODS LLP</b> Douglas M. Foley (admitted <i>pro hac vice</i> ) 2001 K Street, N.W., Suite 400 Washington, D.C. 20006 Telephone: (202) 857-1720 Facsimile: (202) 828-3301
<b><i>U.S. Trustee</i></b>	
Office of the United States Trustee The District of Delaware 844 King Street, Suite 2207 Wilmington, Delaware 19801 Attn: Timothy J. Fox, Esq.	

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*[Remainder of page intentionally left blank]*

Wilmington, Delaware

Dated: \_\_\_\_\_, 2018

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Laura Davis Jones (DE Bar No. 2436)  
Timothy P. Cairns (DE Bar No. 4228)  
Joseph M. Mulvihill (DE Bar No. 6061)  
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