

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

In re:

GAL LIQUIDATING CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 17-12100 (LSS)

(Jointly Administered)

Hearing Date: October 24, 2019 at 3:30 p.m. (ET)

Objection Deadline: October 4, 2019 at 4:00 p.m. (ET)

**PLAN ADMINISTRATOR’S THIRD OMNIBUS OBJECTION TO CERTAIN
(I) OVERSTATED CLAIM AND (II) NO LIABILITY CLAIMS (SUBSTANTIVE)**

Province, Inc. (the “Plan Administrator”), the plan administrator appointed in these cases (the “Cases”) pursuant to the above-captioned debtors’ (the “Debtors”) confirmed *Joint Chapter 11 Plan of GST AutoLeather, Inc. and Its Debtor Affiliates* [Docket No. 736-1] (the “Plan”),² on behalf of the Post-Effective Date Debtors, by and through its undersigned counsel, hereby submits this third omnibus objection (the “Objection”) for entry of an order (the “Proposed Order”), substantially in the form attached hereto as Exhibit 1, pursuant to sections 105(a) and 502 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), (i) reducing the overstated claims listed on Exhibit A to the Proposed Order; and (ii) disallowing and expunging the no liability claims listed on Exhibit B to the Proposed Order. In support of the Objection, the Plan Administrator submits the *Declaration*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: GAL Liquidating Corp. (f/k/a GST AutoLeather, Inc.) (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GAL HoldCo Liquidating Corp. (f/k/a GST AutoLeather HoldCo Corp.) (4266); GAL Innovations Liquidating LLC (f/k/a 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.

² All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Plan.

of Colleen Flansaas in Support of the Plan Administrator's Third Omnibus Objection to Certain (I) Overstated Claims and (II) No Liability Claims (Substantive) (the "Flansaas Declaration"), attached hereto as Exhibit 2. In further support of the Objection, the Plan Administrator respectfully represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).³

BACKGROUND

3. On October 3, 2017 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

4. On December 4, 2017, each of the Debtors filed its respective *Schedule of Assets and Liabilities* and *Statement of Financial Affairs* [Docket Nos. 317-328, 331] (collectively, the "Schedules").

5. On December 18, 2017, the Court entered the *Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment Under Section 503(b)(9), (II) Setting a Bar Date for the Filing of Proofs of Claim by Governmental Units, (III) Setting a Bar Date for the Filing of Requests for Allowance of Administrative Expense Claims, (IV) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (V) Approving the Form of and Manner for Filing Proofs of Claim, (VI) Approving Notice of Bar Dates, and (VII) Granting Related Relief* [Docket No. 355] (the "Bar Date Order"), establishing January 23, 2018 at 5:00

³ Pursuant to Local Rule 9103-1(f), the Plan Administrator hereby confirms its consent to the entry of a final order by this Court in connection with this Objection if it is later determined that this Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

p.m. (ET) (the “General Bar Date”) as the last date for all creditors holding a “claim” (as such term is defined in section 101(5) of the Bankruptcy Code) against the Debtors (collectively, the “Claimants”) to file and serve a written proof of claim for payment of any such claim.⁴

6. The Bar Date Order also established January 23, 2018 at 5:00 p.m. (ET) the last day to file Administrative Claims that arose (or, only in the case of unexpired leases of real or personal property, accrued) on or before December 20, 2017.

7. In accordance with the Bar Date Order, Epiq Bankruptcy Solutions, LLC (“Epiq”), the Debtors’ Court-appointed claims and noticing agent, mailed the *Notice of Deadlines for the Filing of (I) Proofs of Claim, Including Requests for Payment Pursuant to Section 503(b)(9) of the Bankruptcy Code, (II) Administrative Claims, and (III) Rejection Damages Claims* (the “Bar Date Notice”) and proof of claim forms to all of the Debtors’ creditors and other known parties in interest as of the Petition Date.

8. On April 25, 2018, this Court entered its *Order Granting Final Approval of the Disclosure Statement and Confirming Debtors Joint Chapter 11 Plan* [Docket No. 736].

9. The Effective Date, as defined in the Plan, occurred on May 22, 2018, and the Debtors filed a *Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Deadlines for Filing Rejection, Administrative, and Professional Fee Claims* [Docket No. 796], establishing June 21, 2018 (the “Administrative Claims Bar Date”) as the deadline to file requests for payment of Administrative Claims.

⁴ To comply with section 502(b)(9) of the Bankruptcy Code, the bar date for all “governmental units” (as such term is defined in section 101(27) of the Bankruptcy Code) was fixed as April 2, 2018 at 5:00 p.m. (prevailing Eastern Time).

THE CLAIMS RESOLUTION PROCESS

10. In the ordinary course of business, the Debtors each maintained books and records (the “Books and Records”) that reflect, among other things, the Debtors’ liabilities and the amounts owed to their creditors. On the Effective Date of the Plan, the Books and Records were transferred to the Plan Administrator.

11. The Debtors’ register of claims (the “Claims Register”), prepared and provided to the Plan Administrator by Epiq, reflects that, as of the General Bar Date, approximately 472 proofs of claim (collectively, the “Proofs of Claim”) were filed in these chapter 11 cases asserting claims against the Debtors. The Plan Administrator and its advisors have comprehensively reviewed and reconciled all of the claims, including both the claims listed on the Schedules and the claims asserted in the Proofs of Claim (including any supporting documentation) filed in these Cases. The Plan Administrator also compared the claims asserted in the Proofs of Claim with the Books and Records to determine the validity of such asserted claims.

12. This reconciliation process included identifying particular categories of claims that may be disallowed and expunged, reduced and allowed, or reclassified. Accordingly, the Plan Administrator filed its first and second omnibus objection to certain claims [Docket Nos. 903 & 904] as well as its first notice of satisfied claims [Docket No. 959]. Additionally, the Plan Administrator has consensually resolved a significant amount of disputed claims on a formal basis, through the filing of stipulations and certifications of counsel on the docket [Docket Nos. 884, 885, 907, 911, 921, 926, 932, 934, 936, 949, & 950], as well as on an informal basis through agreed resolutions between the Plan Administrator and relevant creditor, as it permitted under the Plan. *See* Plan Art. IV.D, E, Art. VII.B.

RELIEF REQUESTED

13. By this Objection, and for the reasons described more fully below, the Plan Administrator objects to the Claims set forth on Exhibit A and Exhibit B attached to the Proposed Order pursuant to sections 105(a) and 502 of the Bankruptcy Code, Bankruptcy Rules 3007 and 9014, and Local Rule 3007-1. The Plan Administrator respectfully requests entry of the Proposed Order reducing or disallowing and expunging the Claims, respectively.

LEGAL BASES FOR OBJECTION

14. When asserting a proof of claim against a bankrupt estate, a claimant must allege facts that, if true, would support a finding that the debtor is legally liable to the claimant. *In re Allegheny Int'l, Inc.*, 954 F.2d 167, 173 (3d Cir. 1992); *Matter of Int'l Match Corp.*, 69 F.2d 73, 76 (2d Cir. 1934) (finding that a proof of claim should at least allege facts from which legal liability can be seen to exist). Where the claimant alleges sufficient facts to support its claim, its claim is afforded *prima facie* validity. *In re Allegheny Int'l Inc.*, 954 F.2d at 173. A party wishing to dispute such a claim must produce evidence in sufficient force to negate the claim's *prima facie* validity. *Id.* In practice, the objecting party must produce evidence that would refute at least one of the allegations essential to the claim's legal sufficiency. *Id.* Once the objecting party produces such evidence, the burden shifts back to the claimant to prove the validity of his or her claim by a preponderance of the evidence. *Id.* The burden of persuasion is always on the claimant. *Id.*

15. For the reasons set forth below, there is ample evidence to rebut the *prima facie* validity of each Claim.

A. Overstated Claim

16. After reconciling each of the Claims and supporting materials against the Debtors' Books and Records, which have been and are maintained in the ordinary course of business and which the Plan Administrator believes to be accurate, the Plan Administrator has identified one Claim listed on Exhibit A to the Proposed Order (the "Overstated Claim") that was filed in incorrect amounts.

17. The claimant asserting the Overstated Claim asserted amounts that (a) are higher than the amount of liabilities reflected on the Debtors' Books and Records or (b) asserted charges, fees, interest or other amounts to which the respective claimant is not entitled under contract or applicable law. Indeed, the Overstated Claim attaches a "Statement of Account" with two charges under "FXE/G" and "FXO" totaling the claimed amount with no other explanation or supporting documentation. The Schedules reflect a lesser amount owed on account of the Overstated Claim, which comports with the Debtor's Books and Records. The Plan Administrator has made efforts to communicate with the claimant with respect to the Overstated Claim, but has not received any response.

18. Accordingly, the Overstated Claim should be modified by reducing the amounts to the dollar value listed under the column titled "Modified Claim Amount" in Exhibit A. Failure to modify the Overstated Claim will result in the respective claimant receiving an excessive recovery against the Debtors' estates to the detriment of other creditors. Accordingly, the Plan Administrator (a) objects to the allowance of the Overstated Claim and (b) seeks entry of an order reducing the amount of the Overstated Claim to the correct amount as listed on Exhibit A to the Proposed Order under the heading "Modified Claim Amount by Priority."

B. No Liability Claims

19. Section 502(b)(1) of the Bankruptcy Code provides that a claim asserted in a proof of claim shall be allowed, except to the extent “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1).

20. The Plan Administrator has identified certain Claims listed on Exhibit B to the Proposed Order (the “No Liability Claims”) that it is unable to reconcile with the Debtors’ Books and Records. The Plan Administrator believes that the No Liability Claims are not valid claims because: (i) the Books and Records do not reflect the existence of the asserted claim or of the Claimant asserting such claim, or otherwise indicate a scheduled liability of zero with respect to such claim; (ii) any service was not provided to any of the Debtors, or is the legal responsibility of a third party; (iii) the claims are not enforceable against the Debtors or their property under any agreement or applicable law; or (iv) the claimant waived, released or is estopped from asserting the claim against any of the Debtors’ estates.

21. In particular, the No Liability Claims are unliquidated claims of an individual filed against the Debtors. The claimant purports to be a former director, manager, officer, employee or agent of one or more of the Debtors. However, the Debtors’ human resources records confirm that the claimant was never affiliated with any of the Debtors. Additionally, the No Liability Claims do not state or otherwise assert a specific claim for services rendered, monies owed, or damages, and the No Liability Claims appear to be wholly protective in nature. The Plan Administrator has also attempted to reach out to the claimant to no avail.

22. Based on the Plan Administrator’s review and analysis of the Books and Records, the Claims Register, the Flansaas Declaration and the Proofs of Claim and supporting

documentation, the No Liability Claims are not enforceable under any applicable law or agreement within the meaning of section 502(b)(1) of the Bankruptcy Code and, therefore, the Debtors' estates are not liable for such claims. Accordingly, the Plan Administrator (i) objects to the No Liability Claims and (ii) requests entry of an order disallowing and expunging each of the No Liability Claims listed on Exhibit B.

RESPONSES TO THE OMNIBUS OBJECTION

23. To contest an objection, a Claimant must file and serve a written response to this Objection (a "Response") so that it is **actually received by no later than October 4, 2019 at 4:00 p.m. (prevailing Eastern Time)** (the "Response Deadline"). Each Response must be filed with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, Wilmington, Delaware 19801, and served upon the following entities, so that the Response is actually received no later than the Response Deadline, at the following addresses:

Potter Anderson & Corroon LLP
Attn: L. Katherine Good, Esq.
Aaron H. Stulman, Esq.
1313 N. Market Street, 6th Floor
Wilmington, Delaware 19801

-and-

Foley & Lardner LLP
Attn: Erika L. Morabito, Esq.
Brittany J. Nelson, Esq.
Washington Harbour
3000 K Street, N.W., Suite 600
Washington, D.C. 20007-5109

Counsel to the Plan Administrator

24. Every Response to this Objection must contain at a minimum the following information:

- (a) a caption setting forth the name of the Court, the name of the Debtors, the case number, and the title of this Objection to which the Response is directed;
- (b) the Claimant's name, the claim number, and a description of the basis for the amount of the claim;
- (c) the specific factual basis and supporting legal argument upon which the party will rely in opposing this objection;
- (d) any supporting documentation to the extent it was not included with the Proof of Claim previously filed with the clerk or claims agent, upon which the party will rely to support the basis for and amounts asserted in the Proof of Claim; and
- (e) the name, address, telephone number and email address of the person(s) (which may be the Claimant or the Claimant's legal representative) with whom counsel for the Plan Administrator should communicate with respect to the Objection and Response and who possesses authority to reconcile, settle, or otherwise resolve the Objection and Response on behalf of the Claimant.

25. If a Claimant fails to file and serve a timely Response by the Response Deadline, the Plan Administrator may present to the Court an appropriate order disallowing and expunging the claim, as set forth in Exhibit A and Exhibit B to the Proposed Order without further notice to the Claimant or a hearing.

REPLIES TO RESPONSES

26. Consistent with Local Rule 9006-1(d), the Plan Administrator may, at its option, file and serve a reply to any Response no later than 4:00 p.m. (prevailing Eastern Time) one day prior to the deadline for filing the agenda on any hearing to consider the Objection.

SEPARATE CONTESTED MATTERS

27. To the extent that a response is filed regarding any Claim listed in the Objection and the Plan Administrator is unable to resolve the response, each such Claim, and the objection

by the Plan Administrator to each such Claim asserted herein, shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Any order entered by the Court regarding any individual objection asserted in the Objection shall be deemed a separate order with respect to each affected Claim.

NOTICE

28. Notice of this Objection will be given to: (a) the United States Trustee, (b) all parties requesting notice pursuant to Bankruptcy Rule 2002, and (c) all holders of Claims affected by this Objection. A copy of this Objection is also available on Epiq's case website for the Debtors at <http://dm.epiq11.com/#/case/GAL/dockets>. Due to the nature of the relief requested herein, the Plan Administrator respectfully submits that no other or further notice of this Objection is required.

COMPLIANCE WITH LOCAL RULE 3007-1

29. To the best of the Plan Administrator's knowledge and belief, this Objection and related Exhibit A and Exhibit B to the Proposed Order comply with Local Rule 3007-1. To the extent this Objection does not comply in all respects with the requirements of Local Rule 3007-1, the undersigned believes such deviations are not material and respectfully requests that any such requirement be waived.

[Remainder of Page Left Intentionally Blank]

WHEREFORE, the Plan Administrator respectfully requests that the Court enter the Proposed Order, substantially in the form attached hereto as Exhibit 1, granting the relief requested herein and grant such other relief as the Court deems just and proper.

Dated: September 20, 2019
Wilmington, Delaware

Respectfully submitted,

/s/ Aaron H. Stulman

Christopher M. Samis (No. 4909)
L. Katherine Good (No. 5101)
Aaron H. Stulman (No. 5807)
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Counsel to the Plan Administrator

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

In re:

GAL LIQUIDATING CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 17-12100 (LSS)

(Jointly Administered)

Hearing Date: October 24, 2019, 2019 at 3:30 p.m. (ET)

Objection Deadline: October 4, 2019 at 4:00 p.m. (ET)

**NOTICE OF HEARING REGARDING PLAN ADMINISTRATOR'S THIRD
OMNIBUS OBJECTION TO CERTAIN (I) OVERSTATED CLAIMS
AND (II) NO LIABILITY CLAIMS (SUBSTANTIVE)**

PLEASE TAKE NOTICE that on September 20, 2019, Province, Inc. (the "Plan Administrator"), the plan administrator appointed in these cases (the "Cases") pursuant to the above-captioned debtors' (the "Debtors") confirmed *Joint Chapter 11 Plan of GST AutoLeather, Inc. and Its Debtor Affiliates* [Docket No. 736-1] (the "Plan"),² on behalf of the Post-Effective Date Debtors, by and through its undersigned counsel, filed with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") the *Plan Administrator's Third Omnibus Objection to Certain (I) Overstated Claims and (II) No Liability Claims (Substantive)* (the "Objection"). **Your claim(s) may be modified and/or disallowed as a result of the Objection. Therefore, you should read the attached Objection carefully.**

PLEASE TAKE FURTHER NOTICE THAT YOUR RIGHTS MAY BE AFFECTED BY THE OBJECTION AND BY ANY FURTHER CLAIM OBJECTION

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: GAL Liquidating Corp. (f/k/a GST AutoLeather, Inc.) (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GAL HoldCo Liquidating Corp. (f/k/a GST AutoLeather HoldCo Corp.) (4266); GAL Innovations Liquidating LLC (f/k/a 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.

² All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Plan.

THAT MAY BE FILED BY THE PLAN ADMINISTRATOR OR OTHERWISE. THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE PLAN ADMINISTRATOR'S RIGHT TO PURSUE FURTHER OBJECTIONS AGAINST YOUR CLAIM(S) SUBJECT TO THE OBJECTION IN ACCORDANCE WITH APPLICABLE LAW AND APPLICABLE ORDERS OF THE BANKRUPTCY COURT.

PLEASE TAKE FURTHER NOTICE that if the holder of a claim that is the subject of the Objection wishes to respond to the Objection, the holder must file a written response with the Bankruptcy Court and serve it on the undersigned counsel so as to be received on or before **October 4, 2019 at 4:00 p.m. (prevailing Eastern Time).**

PLEASE TAKE FURTHER NOTICE that responses to the Objection must contain, at a minimum, the following: (a) a caption setting forth the name of the Bankruptcy Court, the above-referenced case number and the title of the Objection to which the response is directed; (b) the name of the claimant, his/her/its claim number, and a description of the basis for the amount of the claim; (c) the specific factual basis and supporting legal argument upon which the claimant will rely in opposing this Objection; (d) any supporting documentation, to the extent it was not included with the proof of claim previously filed with the clerk or claims agent, upon which the claimant will rely to support the basis for and amounts asserted in the proof of claim; and (e) the name, address, email address, telephone number, and fax number of the person(s) (which may be the claimant or the claimant's legal representative) with whom counsel for the Liquidating Trustee should communicate with respect to the claim or the Objection and who possesses authority to reconcile, settle, or otherwise resolve the Objection to the disputed claim on behalf of the claimant.

PLEASE TAKE FURTHER NOTICE that if no response to the Objection is timely filed and received in accordance with the above procedures, an Order may be entered sustaining the Objection without further notice or a hearing. If a response is properly filed, served and received in accordance with the above procedures and such response is not resolved, a hearing to consider such response and the Objection will be held before The Honorable Laurie Selber Silverstein, United States Bankruptcy Court, 824 North Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801 on **October 24, 2019 at 3:30 p.m. (prevailing Eastern Time)** (the "Hearing"). Only a response made in writing and timely filed and received will be considered by the Bankruptcy Court at the Hearing.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY SUSTAIN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING.

(Remainder of page intentionally left blank)

Dated: September 20, 2019
Wilmington, Delaware

Respectfully submitted,

/s/ Aaron H. Stulman

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Counsel to the Plan Administrator

Exhibit 1

Proposed Order

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

In re:

GAL LIQUIDATING CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 17-12100 (LSS)

(Jointly Administered)

Re: Docket No. ____

**ORDER SUSTAINING THE PLAN ADMINISTRATOR’S THIRD OMNIBUS
OBJECTION TO CERTAIN (I) OVERSTATED CLAIMS AND
(II) NO LIABILITY CLAIMS (SUBSTANTIVE)**

Upon the *Plan Administrator’s Third Omnibus Objection to Certain (I) Overstated Claims and (II) No Liability Claims (Substantive)* (the “Objection”)²; and it appearing that notice of the Objection was good and sufficient upon the particular circumstances and that no other or further notice need be given; and the Court having considered the Objection, the claims listed on Exhibit A and Exhibit B, annexed hereto, and any responses thereto; and the Court having reviewed and considered the Flansaa Declaration; and after due deliberation thereon and good and sufficient cause appearing therefore; it is hereby

FOUND AND DETERMINED THAT:

- A. The Objection is a core proceeding under 28 U.S.C. § 157(b)(2);
- B. Each holder of a Claim listed on Exhibit A and Exhibit B, attached hereto was properly and timely served with a copy of the Objection, this Order, the accompanying exhibits

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: GAL Liquidating Corp. (f/k/a GST AutoLeather, Inc.) (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GAL HoldCo Liquidating Corp. (f/k/a GST AutoLeather HoldCo Corp.) (4266); GAL Innovations Liquidating LLC (f/k/a 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.

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

and the notice of hearing and response deadline;

C. Any entity known to have an interest in the Claims subject to the Objection has been afforded reasonable opportunity to respond to, or be heard regarding, the relief requested in the Objection;

D. The relief requested in the Objection is in the best interests of the Debtors, their estates, their creditors, and other parties in interest.

IT IS THEREFORE ORDERED THAT:

1. The Objection is SUSTAINED, as set forth herein.
2. The Overstated Claim listed on the attached Exhibit A is hereby reduced to the dollar amount listed under the corresponding column titled “Modified Claim Amount by Priority” on Exhibit A.
3. Each of the No Liability Claims listed on Exhibit B hereto is hereby disallowed and expunged in its entirety.
4. The Claims Agent is authorized to modify the Claims Register to comport with the entry of this Order.
5. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any particular claim (including the Proofs of Claim) against the Debtors; (b) a waiver of the Plan Administrator’s rights to dispute any particular claim (including the Proofs of Claim) on any grounds; (c) a promise or requirement to pay any particular claim (including the Proofs of Claim); (d) an implication or admission that any particular claim is of a type specified or defined in this Objection (except as set forth herein); or (e) a waiver or limitation of the Plan Administrator’s rights under the Bankruptcy Code or any other applicable law.

6. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Plan Administrator is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection.

8. This Court shall retain exclusive jurisdiction to resolve any dispute arising from or related to this Order.

EXHIBIT A

(Overstated Claims)

Exhibit A - Overstated

In Re: GST AutoLeather, Inc. Case # 17-12100
 Omnibus (Substantive) Claims Objection Overstated

Exhibit A - Overstated

Claimant	Claim #	Claim Amount	Modified Claim Amount	Original Claim Amount by Priority	Modified Claim Amount by Priority	Reason for Modification
FEDEX CORPORATE SERVICES INC.	135	\$14,425.64	\$3,447.31	\$14,425.64 General Unsecured	\$3,447.31 General Unsecured	Claimed Amount should be reduced to \$3,447.31 per debtors' books and records.

EXHIBIT B

(No Liability Claims)

In Re: GST AutoLeather, Inc. Case # 17-12100

Omnibus (Substantive) Claims Objection - No Liability

Exhibit B - No Liability

Name of Claimant	Claim Number	Date Claim Filed	Claim Amount (as filed)	Reason for Disallowance
THOMAS, EMMETT	10037	1/23/2018	Secured Unliquidated, Priority Unliquidated	Debtors' show no liability related to this party. Claimant filed this claim in his capacity as a director, manager, officer, employee or agent of one or more of the Debtors. The Debtors' Human Resource's records confirm that claimant was never affiliated with any of the Debtors. Rather, claimant is an employee of a private equity firm that had a relationship with the Debtors.
THOMAS, EMMETT	10038	1/23/2018	Secured Unliquidated, Priority Unliquidated	Debtors' show no liability related to this party. Claimant filed this claim in his capacity as a director, manager, officer, employee or agent of one or more of the Debtors. The Debtors' Human Resource's records confirm that claimant was never affiliated with any of the Debtors. Rather, claimant is an employee of a private equity firm that had a relationship with the Debtors.
THOMAS, EMMETT	10036	1/23/2018	Secured Unliquidated, Priority Unliquidated	Debtors' show no liability related to this party. Claimant filed this claim in his capacity as a director, manager, officer, employee or agent of one or more of the Debtors. The Debtors' Human Resource's records confirm that claimant was never affiliated with any of the Debtors. Rather, claimant is an employee of a private equity firm that had a relationship with the Debtors.

EXHIBIT 2

(Flansaas Declaration)

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

In re:

GAL LIQUIDATING CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 17-12100 (LSS)

(Jointly Administered)

**DECLARATION OF COLLEEN FLANSAAS IN SUPPORT OF THE PLAN
ADMINISTRATOR'S THIRD OMNIBUS OBJECTION TO CERTAIN
(I) OVERSTATED CLAIM AND (II) NO LIABILITY CLAIMS (SUBSTANTIVE)**

I, Colleen Flansaas, declare that the following is true to the best of my knowledge, information and belief:

1. I am an analyst at Province, Inc., the duly-appointed plan administrator (the "Plan Administrator"), appointed in these cases (the "Cases") pursuant to the above-captioned debtors' (the "Debtors") confirmed *Joint Chapter 11 Plan of GST AutoLeather, Inc. and Its Debtor Affiliates* [Docket No. 736-1] (the "Plan"). I am familiar with the Debtors' day-to-day operations, books and records, business, and financial affairs. This declaration (the "Flansaas Declaration") is submitted in support of the *Plan Administrator's Third Omnibus Objection to Certain (I) Overstated Claims and (II) No Liability Claims (Substantive)* (the "Objection")² filed contemporaneously herewith.

2. All statements in the Flansaas Declaration are based upon my personal knowledge, my review (or the review of the advisors and/or consultants under my supervision)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: GAL Liquidating Corp. (f/k/a GST AutoLeather, Inc.) (5289); GST AutoLeather Cayman I Ltd. (n/a); GST AutoLeather Cayman II Ltd. (n/a); GAL HoldCo Liquidating Corp. (f/k/a GST AutoLeather HoldCo Corp.) (4266); GAL Innovations Liquidating LLC (f/k/a 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.

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

of business records kept by the Debtors in the ordinary course of business, my review (or the review by my advisors and/or consultants under my supervision) of the relevant proofs of claim, and/or my review (or the review of the advisors and/or consultants under my supervision) of the Claims Register.

3. Either I, persons under my supervision, or the advisors and/or consultants under my supervision have reviewed the Overstated Claim and the No Liability Claims, copies of which were provided by Epiq Bankruptcy Solutions, LLC (“Epiq”), the Debtors’ claims and noticing agent. In addition, Epiq prepared and transmitted the Claims Register to me. I, and my advisors and/or consultants, then reviewed the Overstated Claim and the No Liability Claims, and the Debtors’ current books and records. The objections set forth in the Objection are based on the review conducted by myself, my advisors and/or consultants and the knowledge of myself and my advisors and/or consultants. I have personally reviewed the Objection and to the best of my knowledge and belief, the information contained on Exhibit A and Exhibit B to the Proposed Order attached as Exhibit 1 to the Objection is true and correct.

Claim Objections

A. Overstated Claim

4. To the best of my knowledge and belief, and based on the information and records available to me, the Overstated Claim identified on Exhibit A to the Proposed Order was filed in an incorrect amount. The claimant asserting the Overstated Claim asserted amounts that are higher than the amount of liabilities reflected on the Debtors’ Books and Records or (b) asserted charges, fees, interest or other amounts to which the respective claimant is not entitled under contract or applicable law. Indeed, the Overstated Claim attaches a “Statement of Account” with two charges under “FXE/G” and “FXO” totaling the claimed amount with no other explanation

or supporting documentation. The Debtors' Schedules, however, reflect a lesser amount owed on account of the Overstated Claim, which comports with the Debtor's Books and Records. I have made a reasonable effort to reconcile the Overstated Claim with the Debtor's Books and Records, but there is no record of the amounts sought in the Overstated Claim. I have also made efforts to communicate with the claimant with respect to the Overstated Claim, but have not received any response.

5. If the relief sought is granted, the Overstated Claim identified under the column titled "Claim Number" on Exhibit A to the Proposed Order will be modified by reducing the amount to the dollar value listed under the column titled "Modified Claim Amount by Priority" on Exhibit A to the Proposed Order.

A. No Liability Claims

6. As a result of the review described above, I have identified certain No Liability Claims and records that cannot be reconciled with the Debtors' Books and Records. To the best of my knowledge and belief, and based on the information and records available to me, the No Liability Claims are not valid because: (i) the Books and Records do not reflect the existence of the asserted claim or of the Claimant asserting such claim, or otherwise indicate a scheduled liability of zero with respect to such claim; (ii) any service was not provided to any of the Debtors, or is the legal responsibility of a third party; (iii) the claims are not enforceable against the Debtors or their property under any agreement or applicable law; or (iv) the claimant waived, released or is estopped from asserting the claim against any of the Debtors' estates.

7. In particular, the No Liability Claims are unliquidated claims of an individual filed against the Debtors. The claimant purports to be a former director, manager, officer, employee or agent of one or more of the Debtors. However, the Debtors' human resources

records confirm that the claimant was never affiliated with any of the Debtors. Additionally, the No Liability Claims do not state or otherwise assert a specific claim for services rendered, monies owed, or damages, and the No Liability Claims appear to be wholly protective in nature. I, or someone who works with me, have also attempted to reach out to the claimant to no avail.

8. If the relief sought is granted, those No Liability Claims listed on Exhibit B to the Proposed Order will be disallowed and expunged in their entirety.

For the reasons set forth above, the Plan Administrator respectfully submits that the Overstated Claim, listed on Exhibit A to the Proposed Order, should be reduced accordingly, and the No Liability Claims, listed on Exhibit B to the Proposed Order, should be disallowed in their entirety.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 20th day of September 2019.

/s/ Colleen Flansaas
Colleen Flansaas
Analyst
Province Firm