

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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In re : **Chapter 11**
: **Case No. 09-13333 (PJW)**
HOLLEY PERFORMANCE : **(Jointly Administered)**
PRODUCTS INC., *et al.*,¹ :
: **Related Docket No. 147**
Debtors. :
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**ORDER (A) ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM,
(B) APPROVING THE FORM AND MANNER OF NOTICE THEREOF, AND
(C) AUTHORIZING PAYMENT OF RELATED PUBLICATION EXPENSES**

Upon the Motion (the "Motion")² of Holley Performance Products Inc., on behalf of itself and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), for an order (this "Order") (a) establishing bar dates by which all persons and entities, including all governmental units, must file proofs of claim against the Debtors (each, a "Bar Date" and collectively, the "Bar Dates"), (b) approving the form and manner of notice of the Bar Dates, and (c) authorizing the payment of any publication expense incurred in connection with publication of the Bar Date Notice (as defined below); and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Motion is in

¹ The Debtors are the following entities: Holley Performance Products Inc., a Delaware corporation (EIN XX-XXX1482); Holley Performance Products Holdings, Inc., a Delaware corporation (EIN XX-XXX3923); Nitrous Oxide Systems, Inc., a Delaware corporation (EIN XX-XXX0663); Weiland Automotive Industries, Inc., a Delaware corporation (EIN XX-XXX6699); and Holley Performance Systems, Inc., a Delaware corporation (EIN XX-XXX8014). The Debtors' address is 1801 Russellville Road, Bowling Green, Kentucky 42101.

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

the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. All persons and entities (each, a "Claimant") holding or wishing to assert against any of the Debtors a prepetition claim, as that term is defined in section 101(5) of the Bankruptcy Code (each, a "Claim"), are required to file proof of such Claim (a "Proof of Claim") pursuant to the procedures and on or before the Bar Dates established by this Order.
3. Except as expressly provided herein, each and every Proof of Claim for a Claim that arose before the Petition Date against the Debtors, including a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code, in these chapter 11 cases must be filed in accordance with the procedures set forth in this Order so as to be actually received on or before ~~January 31, 2010~~ ^{Feb. 1, 2010} at 5:00 p.m. (Prevailing Eastern Time) (the "General Bar Date").
4. If the Debtors amend their Schedules, the Bar Date for filing a Proof of Claim with respect to any Claim adversely affected by such amendment shall be the later of (a) the General Bar Date, or (b) 5:00 p.m. (Prevailing Eastern Time) on the date that is 30 days after the date on which the Debtors provide notice of such amendment to the Schedules and the Bar Date with regard to the filing of such Claims.
5. If the Debtors reject any executory contract and/or unexpired leases pursuant to 365(a) of the Bankruptcy Code during their chapter 11 cases, the Bar Date for filing a Proof of Claim with respect to any Claims arising from such rejection shall be the later of (a) the

General Bar Date, or (b) the date provided in (i) the order authorizing the Debtors to reject such executory contract or unexpired lease, or (ii) if no such date is provided, then 5:00 p.m.

(Prevailing Eastern Time) on the date that is 30 days after the date on which the Debtors provide notice of such rejection and the Bar Date relating thereto.

6. Notwithstanding any other provision herein, Proofs of Claim filed by governmental units (as that term is defined in section 101(27) of the Bankruptcy Code) must be filed on or before **March 27, 2010, at 5:00 P.M. (Prevailing Eastern Time)**.

7. The form of Proof of Claim (the "Proof of Claim Form"), substantially in the form attached hereto as Exhibit 1, is hereby approved.

8. With regard to those holders of Claims listed on the Schedules, the Debtors shall mail one or more proof of claim forms (as appropriate) substantially similar to the Proof of Claim Form, which forms shall include (a) the identity of the subject Debtor, (b) the amount of the Claim, and (c) whether the Claim has been scheduled as contingent, unliquidated, or disputed.

9. The following procedures (the "Proof of Claim Procedures") for filing of Proofs of Claim shall apply:

- (a) Each Proof of Claim must (i) be written in English; (ii) include a Claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form No. 10; (iv) state a Claim against the Debtors; (v) clearly indicate the Debtor against which the creditor is asserting a Claim; and (vi) be signed by the Claimant or by an authorized agent of the Claimant;
- (b) Each Proof of Claim must include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; provided, however, that a Proof of Claim may be filed without supporting documentation upon the prior written consent of the Debtors; provided, further, that any creditor that receives such written consent shall be required to transmit such writings to the Debtors or other party in interest upon request no later than ten days from the date of such request;

- (c) Each Proof of Claim must specify by name and case number the Debtor against which the claim is filed. If a Claimant asserts a Claim against more than one Debtor or has Claims against different Debtors, a separate Proof of Claim Form must be filed with respect to each Debtor. Any Claim filed under the joint administration case number or that otherwise fails to identify a Debtor shall be deemed to be filed only against Holley Performance Products Inc.;
- (d) All Proofs of Claim must be filed so as to be **actually received** no later than **5:00 p.m. (Prevailing Eastern Time)** on the applicable Bar Date at the following address:

If Proof of Claim is sent by mail, send to:

Holley Performance Products, Inc. Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5075
New York, NY 10150-5075

If Proof of Claim is sent by Hand Delivery or Overnight Courier, send to:

Holley Performance Products, Inc. Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
757 Third Avenue, 3rd Floor
New York, NY 10017

Proofs of Claim submitted by facsimile, telecopy, or electronic mail shall not be accepted and shall not be deemed properly filed.

A Claimant who wishes to receive acknowledgment of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to the Claims Agent along with the original Proof of Claim.

10. All entities asserting a Claim under section 503(b)(9) of the Bankruptcy Code (a "20 Day Claim") must file a Proof of Claim on or before the General Bar Date. Any entity asserting a 20 Day Claim shall not and need not file motions to compel allowance or payment of administrative expense claims for their 20 Day Claims or schedule a hearing to consider such claims, unless leave is specifically granted by the Court. The procedures set forth in this Order shall be the sole and exclusive method for creditors to assert and obtain allowance

of their 20 Day Claims; provided, however, that nothing herein shall limit any rights that creditors or the Debtors have pursuant to any authority granted by the Court.

11. The following procedures shall apply with respect to proofs of claim for 20 Day Claims:

- (a) Each proof of claim asserting a 20 Day Claim must set forth with specificity (i) the amount of the 20 Day Claim; (ii) the particular Debtor against which the 20 Day Claim is asserted; (iii) the date of delivery of the goods the creditor contends the Debtor received within twenty days before the Petition Date; and (iv) the value of the goods;
- (b) Each proof of claim asserting a 20 Day Claim must include or attach documentation identifying (i) the particular invoices for which any 20 Day Claim is being asserted, and (ii) any demand to reclaim goods sold to the Debtors under section 546(c) of the Bankruptcy Code;
- (c) Each proof of claim asserting a 20 Day Claim must include a certification that the goods with respect to the 20 Day Claim were sold to the applicable Debtor in the ordinary course of the Debtor's business; and
- (d) No proof of claim asserting a 20 Day Claim may aggregate 20 Day Claims against multiple Debtors in a single proof of claim.

12. The following persons or entities need not file a Proof of Claim on or prior to the applicable Bar Date:

- (a) Any person or entity that has already filed a proof of Claim against the Debtors with the Bankruptcy Court for the District of Delaware or with the Claims Agent in a form substantially similar to Official Form No. 10;
- (b) Any person or entity whose Claim is listed on the Schedules filed by the Debtors; provided that (i) the Claim is not scheduled as "disputed," "contingent," or "unliquidated"; (ii) the Claimant agrees with the amount, nature, and priority of the Claim as set forth in the Schedules; and (iii) the Claimant does not dispute that the Claim is an obligation of the specific Debtor against which the Claim is listed in the Schedules;
- (c) Any person or entity whose Claim has been paid in full by the Debtors or any other party;
- (d) Any Claimant whose Claim is based on an interest in an equity security of the Debtors; provided, however, that any Claimant who wishes to assert a Claim against the Debtors based on Claims for damages or rescission

based on the purchase or sale of an equity security, must file a Proof of Claim on or before the General Bar Date. The Debtors reserve all rights with respect to any such Claims including, without limitation, to assert that such Claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code;

- (e) Any Claim of a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course as a wage or benefit; provided, however, that a current employee must submit a Proof of Claim by the General Bar Date if his or her Claim relates to damages arising from claims for wrongful termination or discrimination;
- (f) Any Claim that is limited exclusively to the repayment of principal, interest, and/or other applicable fees and charges owed under any bond or note issued by the Debtors pursuant to the Second Lien Note Indenture (such Claim, a "Debt Claim"); provided, however, that (i) the Indenture Trustee must file one Proof of Claim, on or before the General Bar Date, with respect to all the amounts owed under the Second Lien Note Indenture, and (ii) any holder of a Debt Claim wishing to assert a Claim, other than a Debt Claim, arising out of or relating to the Second Lien Note Indenture must file a Proof of Claim on or before the General Bar Date, unless another exception in this paragraph applies;
- (g) Any Claims allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense of the Debtors' chapter 11 cases, with the exception of 20 Day Claims, which are subject to the General Bar Date as provided above;
- (h) Any current officer, director, or employee of a Debtor who holds a Claim against a Debtor for indemnification, contribution, or reimbursement; and
- (i) Any Claim held by a Debtor.

13. A copy of the Bar Date Notice in substantially the form attached hereto as

Exhibit 2 is hereby approved and shall be deemed adequate and sufficient if served by first-class mail, along with the Proof of Claim Form, at least thirty (30) days prior to the General Bar Date on:

- (a) The Office of the United States Trustee for the District of Delaware;
- (b) Counsel to Wells Fargo Foothill, Inc.;
- (c) Counsel to the Indenture Trustee;
- (d) Counsel to the Majority Secured Noteholders;

- (e) All parties that have formally appeared and requested notice or copies of pleadings filed in the Debtors' cases under Bankruptcy Rule 2002;
- (f) All persons or entities that have filed Claims against the Debtors;
- (g) All known creditors and other known holders of Claims against the Debtors as of the date of this Order, including all persons or entities listed in the Schedules as holding Claims;
- (h) All parties to executory contracts and unexpired leases of the Debtors listed on the Schedules;
- (i) All parties to litigation with the Debtors;
- (j) The Internal Revenue Service, the Securities and Exchange Commission, and any other required governmental units; and
- (k) Such additional persons and entities as deemed appropriate by the Debtors.

14. The Debtors are authorized to provide supplemental mailings of the Bar Date Notice and Proof of Claim Form, as may be necessary, including if (a) notices are returned by the post office with forwarding addresses, (b) certain parties acting on behalf of parties in interest (e.g., banks and brokers with respect to bondholders) decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential Claimants become known as the result of the Bar Date noticing process. Notwithstanding the foregoing, the Debtors shall not be required to provide any additional notice to any Claimant to whom the Debtors mailed the Bar Date Notice and Proof of Claim Form in accordance with the terms of this Order and such notice was returned to the Debtors as undeliverable without a forwarding address.

15. Pursuant to Bankruptcy Rule 2002(I), the Debtors are authorized to publish the Bar Date Notice in substantially the form attached hereto as Exhibit 3 once in the national edition of the *USA Today* at least twenty-five (25) days prior to the General Bar Date, and pay any publication expense incurred in connection with such publication, which publication

is hereby approved and shall be deemed good, adequate, and sufficient publication notice of the Bar Dates.

16. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any Claim against the Debtors or their estates, including any Claims reflected in the Schedules.

17. Notice of the Bar Dates as set forth in this order and in the manner set forth herein, including, without limitation, the Bar Date Notice, the Proof of Claim Forms, the publication notice provided above, and any supplemental notices the Debtors may send from time to time, constitute adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

18. The Debtors are authorized to establish Bar Dates in addition to those expressly provided herein (the "Supplemental Bar Dates") with respect to (a) creditors as to which a supplemental mailing of the Bar Date Notice and Proof of Claim Form is appropriate, but which cannot be accomplished in time to provide at least 30 days notice of the Bar Date, and (b) other creditors that become known to the Debtors after the applicable Bar Date; provided, that the Debtors advise the Court of a Supplemental Bar Date by filing a notice identifying the Supplemental Bar Date and the Claims subject thereto. If the Debtors establish a Supplemental Bar Date, they are further directed to mail a Bar Date Notice and Proof of Claim Forms, modified to include the Supplemental Bar Date, to known creditors who are subject to the Supplemental Bar Date, at least 30 days prior to such Supplemental Bar Date.

19. If the holder of a Claim (including a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code) against the Debtors is required to file a Proof of Claim on or before the applicable Bar Date but fails to do so: (a) such holder will be forever

barred, estopped, and enjoined from asserting its Claim against the Debtors and their estates (or filing a Proof of Claim with respect thereto), except to the extent such holder obtains relief from the Court for excusable neglect to file a Proof of Claim after the applicable Bar Date, and (b) such holder shall not be treated as a creditor with respect to such Claims for purposes of voting or distribution under any chapter 11 plan.

20. The Debtors and the Claims Agent are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

21. The entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of Claims or interests not subject to the Bar Dates established herein must file such Proofs of Claims or interests or be barred from doing so.

22. Notwithstanding the applicability of any of the Bankruptcy Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

23. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Wilmington, Delaware

Dec 2, 2009



HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE