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Honorable Christopher M. Alston
Chapter 11
Hearing Location: Seattle, Rm. 7206
Hearing Date: Thursday, May 26, 2016
Hearing Time: 1:30 p.m.
Response Date: May 23, 2016

8 UNITED STATES BANKRUPTCY COURT
9 WESTERN DISTRICT OF WASHINGTON
10 AT SEATTLE

11 In re:
12 NORTHWEST TERRITORIAL MINT, LLC,
13 Debtor.

Case No. 16-11767-CMA

14 AMENDED NOTICE OF HEARING
15 ON TRUSTEE'S MOTION FOR
16 ORDER APPROVING SALE OF
17 TOMBALL, TEXAS ASSETS FREE
18 AND CLEAR OF ALL LIENS,
19 CLAIMS, AND ENCUMBRANCES;
20 APPROVING THE ASSUMPTION
21 AND ASSIGNMENT BY THE
22 TRUSTEE TO BUYER OF CERTAIN
23 OF THE DEBTOR'S EXECUTORY
24 CONTRACTS; AND GRANTING
25 OTHER RELATED RELIEF

26 TO: NORTHWEST TERRITORIAL MINT, LLC, Debtor;
AND TO: UNSECURED CREDITORS COMMITTEE AND ITS COUNSEL;
AND TO: UNITED STATES TRUSTEE;
AND TO: PARTIES REQUESTING SPECIAL NOTICE
AND TO: TOP 20 UNSECURED CREDITORS
AND TO: KNOWN POTENTIAL SECURED CREDITORS

PLEASE TAKE NOTICE that a hearing has been scheduled on **May 26, 2016, at 1:30 p.m. (PT)** before the Honorable Christopher M. Alston, United States Bankruptcy Judge, in Courtroom 7206, 700 Stewart Street, Seattle, WA, 98101 on the Trustee's Motion for Order Approving the Sale of the Debtor's Assets Associated with the Debtor's manufacturing business in Tomball, Texas, Free and Clear of All Liens, Claims, Interests and Encumbrances; Approving the Assumption and Assignment by the Trustee to Buyer of Certain of the Debtor's Executory Contracts; and Granting Other Related Relief (the "Sale Motion" and "Sale Order," respectively).

AMENDED NOTICE OF HEARING ON MOTION FOR
ORDER APPROVING SALE OF TOMBALL TEXAS
ASSETS- 1

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1 By the Sale Motion, Mark Calvert, the Chapter 11 Trustee (the "Trustee") requests that the Court
2 enter an order authorizing the sale of the Debtor's assets related to its business enterprise commonly referred
3 to as Graco Awards Manufacturing ("Graco") located at 723 South Cherry Street, Tomball, Texas 77375 (the
4 "Assets") and more particularly identified in the Purchase Agreement (defined in the Sale Motion), free and
5 clear of all liens, claims, and encumbrances to Tom Tucker and Larry Cook, or their assigns ("Buyer"). The
6 Purchase Agreement provides that the Buyer is acquiring the Assets "as is, where is" and without
7 contingencies. The Assets to be sold under the Purchase Agreement are the assets directly related to the
8 operations of the Graco Awards business and include the manufacturing equipment, office equipment and
9 records, intellectual property rights, signage, marketing materials, phone numbers, employment records, and
10 certain contracts. The Assets do not include other assets of the Debtor including assets relating to
11 manufacturing operations in Dayton, Nevada and operations in the State of Washington.

12 The proposed purchase price for the Assets is \$600,000 plus assumption of liabilities with an
13 estimated value of \$150,000.

14 To the extent that certain of the Debtor's executory contracts related to Graco are assignable, the
15 Purchase Agreement contemplates that the Buyer may elect to take assignment of such contracts. The Buyer
16 will be responsible for any cure costs related to such contracts. Thus, the Trustee also seeks approval of the
17 assumption and assignment of any executory contracts which the Buyer elects to assume.

18 According to the Purchase Agreement, the Buyer will have until May 10, 2015 at 5:00 p.m. (the
19 "Assumed Contracts Deadline") to select the executory contracts it wishes to assume under the Purchase
20 Agreement. The Trustee will promptly provide notice to the counterparties of such Assumed Contracts, so
21 that they may have the opportunity to respond to the proposed assumption and assignment or proposed cure
22 amounts related thereto. PLEASE TAKE NOTICE that, unless otherwise ordered by the Court, the deadline
23 for counterparties of the Assumed Contracts to respond or object to the proposed assumption and assignment
24 or proposed cure amounts related thereto shall be **May 24, 2016 at 5:00 p.m. (PT)** (the "Cure
25 Cost/Assignment Objection Deadline")

26 PLEASE TAKE FURTHER NOTICE that the Trustee will file with the Court a Declaration of Mark
Calvert with a copy of the Purchase Agreement (including a description of the Assets). Copies of this
pleading and related documents may be (1) reviewed and copied at the Clerk of the United States Bankruptcy
Court, 700 Stewart Street, Seattle, WA 98101 or (2) may be obtained by submitting a written request to Ms.
Denise Evans, Paralegal, K&L Gates, LLP, 925 Fourth Avenue, Suite 2900, Seattle, WA 98104-1158, Email:
denise.evans@klgates.com.

PLEASE TAKE FURTHER NOTICE THAT IF YOU OPPOSE the Sale Motion, you must file your
written objection NO LATER THAN **Monday, May 23, 2016 at midnight (PT)**. Objections must be filed
with the Court, 700 Stewart Street, Seattle, WA, 98101, and a copy delivered to

Michael J. Gearin
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Seattle, Washington 90104
Fax: (206) 370-6012

PLEASE TAKE FURTHER NOTICE that in accordance with Local Bankruptcy Rule 9013-1(d)(7),
failure to timely file and serve an objection to the Sale Motion may be deemed by the Court an admission that

AMENDED NOTICE OF HEARING ON MOTION FOR
ORDER APPROVING SALE OF TOMBALL TEXAS
ASSETS- 2

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1 any opposition to the Sale Motion is without merit. Further, pursuant to Local Bankruptcy Rule 9013-1(e),
2 failure to appear at the hearing on the Sale Motion may be deemed by the Court to be an admission that any
3 opposition to the Sale Motion is without merit. Further, pursuant to Local Bankruptcy Rule 9013-1(f), if no
4 opposition to the Sale Motion is timely filed and served, the Court may either (a) grant the Sale Motion by
5 default at the hearing, or (2) grant the Sale Motion prior to the hearing on the Trustee's ex parte presentation
6 of a proposed order accompanied by proof of service and a declaration that no objection to the Sale Motion
7 was timely received.

8
9 DATED this 6th day of May, 2016.

10 K&L GATES LLP

11 By /s/ Michael J. Gearin
12 Michael J. Gearin, WSBA #20982
13 David C. Neu, WSBA #33143
14 Brian T. Peterson, WSBA #42088
15 Attorneys for Mark Calvert, Chapter 11 Trustee
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AMENDED NOTICE OF HEARING ON MOTION FOR
ORDER APPROVING SALE OF TOMBALL TEXAS
ASSETS- 3

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