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5 UNITED STATES BANKRUPTCY COURT
6 WESTERN DISTRICT OF WASHINGTON
7 AT SEATTLE

8 In re

9 NORTHWEST TERRITORIAL MINT
10 LLC,

11 Debtor.

No. 16-11767-CMA

**SUPPLEMENTAL DECLARATION OF
TOM TUCKER IN SUPPORT OF G. RA.
CO. AWARDS MANUFACTURING, LP'S
MEMORANDUM SUPPORTING
PAYMENT OF BREAK-UP FEE**

12
13
14 TOM TUCKER declares:

15 **Personal Knowledge**

16 1. I make this declaration based on my personal knowledge. I am one of the
17 partners of G. Ra. Co. Awards Manufacturing, LP ("Stalking Horse" or "Graco LP"), the
18 stalking horse bidder for the assets of Graco Awards Manufacturing, Inc. (the "Target" or
19 "Graco Inc.").
20

21 **The Trustee Encouraged the Stalking Horse to Incur Expenses and Provided**
22 **Assurances of Reimbursement of Those Expenses**

23 2. The Trustee, Mark Calvert, encouraged the Stalking Horse to incur expenses
24 throughout the bidding process, and assured me that, in the event the Stalking Horse was not the
25 successful bidder, the break up fee would cover all expenses incurred. For example, on May 31,

1 2016, the Trustee emailed me saying “I also need the detail of the costs incurred on making your
2 offer...Please share all the expenses you incurred so we can present to the court for approval...”

3 A true and correct copy of that email exchange is attached hereto as Exhibit A.

4
5 **The Trustee Even Asked Us to Request Our Expenses of \$56,000**

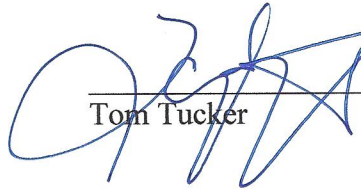
6 3. Additionally, on June 20, 2016, the Trustee emailed me a specifically told me to
7 have my attorney file a request for payment of a \$56,000 break-up fee supported by an affidavit
8 from Larry Cook. The Trustee said he would then “follow up with a supporting motion for
9 30k...” A true and correct copy of that email is attached hereto as Exhibit B.

10
11 **The Trustee’s Claim That I Am “A Bidder Scorned” is Incorrect**

12 4. The Trustee and his attorneys characterize me in their response as “a bidder
13 scorned.” I think that’s unfair. I understand that the bankruptcy court has to obtain the highest
14 and best offer for the benefit of creditors. For our part, the Stalking Horse could only offer a
15 responsible amount based on reasonable operating expenses and financial projections. There is
16 no reason for hard feelings and the Trustee and I have had very cordial relations. I am merely
17 trying to point out to the court that during the course of my dealings with the trustee, the Stalking
18 Horse was encouraged by the Trustee to incur expenses, and was assured by the Trustee that we
19 would be able to seek reimbursement of those expenses with the Trustee’s support. On June 3,
20 2016, the Trustee even emailed me and said that my business partner, Larry Cook, and I are “true
21 professionals.” This is hardly consistent with their characterization of me in the reply. A true
22 and correct copy of that email is included as part of Exhibit A.

1 I declare under penalty of perjury that the foregoing is true and correct to the best of my
2 knowledge and belief.

3
4 DATED AND SIGNED this 6th day of July 2016 at Xloble, OK.

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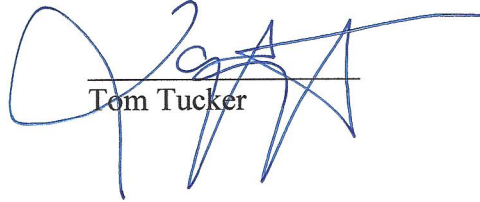
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Tom Tucker

EXHIBIT A

LASHER
HOLZAPFEL
SPERRY &
EBBERSON

LASHER HOLZAPFEL SPERRY & EBBERSON, PLLC

Subject: RE: Contemplated_sale_of_GRACO_Awards,_Tomball,_Texas;__Northwest_Territorial_Mint,_LLC_(the_“Debtor”_or_“NWTM”)_United_States_Bankruptcy_Court_for_the_Western_District_of_Washington_(the_“Court”),_Case_No._16-11767
From: Mark Calvert <mark@casadecapitalgroup.com>
Date: Fri, June 03, 2016 7:29 am
To: "ttucker@rettlp.com" <ttucker@rettlp.com>

I am here to help you and take care of you...

It is ok if it is next week.

I am just wanting to cut you a check

You and Larry are true professionals...

I appreciate you and Larry....

Just wanted to make sure we take care of you...

Just let me know.

Mark

From: ttucker@rettlp.com [<mailto:ttucker@rettlp.com>]

Sent: Friday, June 03, 2016 6:42 AM

To: Mark Calvert

Cc: Larry Cook

Subject: RE: Contemplated_sale_of_GRACO_Awards,_Tombal I,_Texas;__Nort
hwest_Territorial_Mint,_LLC_(the_"Debtor"_or_"NWTM ")_United_Sta te
s_Bankruptcy_Court_for_the_Western_Dist ri ct_ of_Washington_(the_"Court"),_Case_No.
_16-_11767

Mark, I have had several Board meetings this short week, I will have all the lease information for you by Monday. We are calculating the pro-rata share of real estate taxes for 2016 and I am assuming through July 31st - correct? Tom

----- Original Message -----

Subject: RE: Contemplated_sale_of_GRACO_Awards,_Tombal I,_Texas;__Nort

hwest_Territorial_Mint,_LLC_(the_"Debtor"_or_"NWTM ")_United_Sta te s_Bankruptcy_Court_for_the_Western_Dist ri ct_ of_Washington_(the_"Court"),_Case_No. _16-_11767

From: Mark Calvert <mark@cascapecapitalgroup.com>

Date: Wed, June 01, 2016 7:06 am

To: "ttucker@rettlp.com" <ttucker@rettlp.com>

Yes

Understand...

Tried to make it work judge was clear on his views...

Want to make sure you are paid what you are owed...

I am focused on doing that quickly, but will need to file a motion with the court.

In discussion with Paul on the flooding and with the cleanup...

Working on it and have clean up on going...

Hope you are doing better on the personal side than the Operations are doing...

Two floods in less than a month....

Have you ever seen the flooding this bad...?

Mark

From: ttucker@rettlp.com [<mailto:ttucker@rettlp.com>]

Sent: Wednesday, June 01, 2016 6:30 AM

To: Mark Calvert; Larry Cook

Cc: Gearin, Mike

Subject: RE: Contemplated_sale_of_GRACO_Awards,_Tombal I,_Texas;__Nort
hwest_Territorial_Mint,_LLC_(the_"Debtor"_or_"NWTM ")_United_State

s_Bankruptcy_Court_for_the_Western_District_of_Washington_(the_“Court”),_Case_No._16- 11767

Mark,

Sad and unfortunate for the loyal employees there. Also for the active duty men and women and veterans, as now with a monopoly, prices for these products will go up service down.

I will put together the information as requested. Larry and I had already put together some of this previously, we will refresh based on new information.

Tom

----- Original Message -----

Subject: RE: Contemplated_sale_of_GRACO_Awards,_Tomball,_Texas;_Northwest_Territorial_Mint,_LLC_(the_“Debtor”_or_“NWTM”)_United_States_Bankruptcy_Court_for_the_Western_District_of_Washington_(the_“Court”),_Case_No._16- 11767
From: Mark Calvert <mark@casadecapitalgroup.com>
Date: Tue, May 31, 2016 5:13 pm
To: "ttucker@rettlp.com" <ttucker@rettlp.com>, Larry Cook <larry@lcook.com>
Cc: "Gearin, Mike" <Mike.Gearin@klgates.com>

Tom

I am sorry to report that the judge did go ahead and approve the sale
The IRA Green group made the decision to assume the risk associated with Medallic Owned Equipment....
I will be in touch with Paul tomorrow..... to discuss transition...

Sounds like we have a cleanup issue with water and sewer which I approved to be cleaned up...
In addition I would like to catch up with you...
Specifically, I want to discuss the amount you are owed
The amount of rent, late payment interest etc....
I will be paying the June Rent now that I have some cash...

In addition I will want to pay in about three week the full amount of past due rent of any nature...

Why in three weeks... I need to go to court and get approval as a complete settlement....

I also need the detail of the costs incurred on making your offer...

Please share all the expenses you incurred so we can present to the court for approval....

If you have questions please feel free to call me directly

Thanks

Mark

EXHIBIT B

LASHER
HOLZAPFEL
SPERRY &
EBBERSON

LASHER HOLZAPFEL SPERRY & EBBERSON, PLLC

Subject: RE: FW: Contemplated_sale_of_GRACO_Awards,_To_mbal
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s_Bankruptcy_Court_for_the_Western_Dist_ri_ct_
of_Washington_(the_“Court”),_Case_No._16-11767
From: Mark Calvert <mark@casadecapitalgroup.com>
Date: Mon, June 20, 2016 10:56 am
To: "ttucker@rettlp.com" <ttucker@rettlp.com>
Cc: "Larry Cook (larry@lcook.com)" <larry@lcook.com>, "Peterson, Brian
T." <Brian.Peterson@klgates.com>

Tom

No, talked with Brian and call Larry and advised...

You need to have your attorney file for the 56k with the affidavit from
Larry we discussed.

Then I will follow up with a supporting motion for 30k...

The hearing is scheduled for July 8th...

So... get it filed and we will push forward.

Thanks

Mark

PS please pass this to your attorney to confirm he is going to file the
motion...

Thanks