IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
TACTICAL INTERMEDIATE HOLDINGS, INC., *et al,.*[1]	)	Case No. 14-11659 (KG)
Debtors.	)	Jointly Administered
	)	**Related to Docket Nos. 194 and 304**

ORDER (I) APPROVING THE DISCLOSURE STATEMENT; (II) FIXING THE VOTING RECORD DATE; (III) APPROVING THE NOTICE AND OBJECTION PROCEDURES IN RESPECT OF CONFIRMATION OF THE PLAN; (IV) APPROVING SOLICITATION PACKAGES AND PROCEDURES FOR DISTRIBUTION THEREOF; (V) APPROVING THE FORMS OF BALLOTS AND ESTABLISHMENT OF PROCEDURES FOR VOTING ON THE PLAN; (VI) APPROVING THE FORMS OF NOTICES TO NON-VOTING CLASSES UNDER THE PLAN; (VII) FIXING THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN; AND (VIII) APPROVING PROCEDURES FOR VOTE TABULATIONS IN CONNECTION THEREWITH

Upon the Motion, dated August 14, 2014 (the "***Motion***"),[2] the debtors and debtors in possession (collectively, the "***Debtors***"), in the above referenced chapter 11 cases, pursuant to sections 105, 502, 1125 and 1128 of title 11 of the United States Code (the "***Bankruptcy Code***"), Rules 3017, 3020, 9013, 9014, and 9021 of the Federal Rules of Bankruptcy Procedure (the "***Bankruptcy Rules***"), and Rules 2002-1, 3017-1, 3020-1, 9013-1 and 9021-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "***Local Rules***"), for an order (i) approving the Disclosure Statement under section 1125 of the Bankruptcy Code; (ii) fixing a voting record date (the "***Voting Record Date***"); (iii)

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Tactical Intermediate Holdings, Inc. (4895); Tactical Holdings Operations, Inc. (8504); Wellco Enterprises, Inc. (9274); Ro-Search Incorporated (6293); Mo-Ka Shoe Corporation (2446); Altama Delta Corporation (6369); Altama Delta (Puerto Rico) Corporation (3459); Massif Holdings LLC (1692); and Massif Mountain Gear Company L.L.C. (9717). The address of the Debtors' corporate headquarters is 5968 Commerce Blvd., Morristown, TN 37814.

[2] Capitalized terms utilized but not otherwise defined herein have the meanings ascribed to such terms in the Motion.

approving the notice of hearing and objection procedures (the "***Confirmation Hearing Notice***"), substantially in the form annexed to the hereto as **Exhibit 1**, in respect of confirmation of the *Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates*, also dated July 8, 2014 (as the same may be amended or modified, the "***Plan***"), and setting the date for the hearing on confirmation of the Plan; (iv) approving the Solicitation Packages and procedures for distribution thereof; (v) approving the forms of Ballots, annexed as **Exhibit 2**, **Exhibit 3**, **Exhibit 4**, and **Exhibit 6**, hereto, and establishing procedures for voting on the Plan; (vi) approving the form of the notices to non-voting classes under the Plan, annexed as **Exhibit 5** and **Exhibit 7** hereto; (vii) fixing the voting deadline for creditors to accept or reject the Plan; and (viii) approving procedures for tabulating creditor votes; 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 consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (a) the U.S. Trustee; (b) counsel for the Committee; and (c) all other parties who have filed requests for notice under Bankruptcy Rule 2002; and a hearing having been held before the Court with respect to the Motion on September 19, 2014 (the "***Hearing***"); and upon the certification of counsel filed herein; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY FOUND THAT:

A. The Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code.

B. The forms of the ballots with respect to the Plan (the "***Ballots***"), substantially in the forms annexed hereto as **Exhibit 2**, **Exhibit 3**, **Exhibit 4** and **Exhibit 6**, respectively, are sufficiently consistent with Official Form No. 14 and adequately address the particular needs of these chapter 11 cases and are appropriate for each Class of Claims entitled under the Plan to vote to accept or reject the Plan.

C. Ballots need not be provided to the holders of Claims in Class 4 (Priority Non-Tax Claims), because they are conclusively presumed to accept the Plan. Ballots also need not be provided to the members of Class 6 (Interests) because such holders will retain and receive no property under the Plan and, therefore, are deemed to reject the Plan.

D. The period, set forth below, during which the Debtors may solicit acceptances to the Plan is a reasonable period of time for holder of Claims entitled to vote on the Plan to make an informed decision with respect to whether to accept or reject the Plan.

E. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Motion) provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

F. The procedures set forth below regarding notice to all parties in interest of the time, date, and place of the hearing to consider confirmation of the Plan (the "***Confirmation Hearing***") and the distribution and contents of the Solicitation Packages comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

NOW, THEREFORE, IT IS:

1. The Motion is GRANTED.

2. The Disclosure Statement is APPROVED.

3. Except as otherwise noted on the record of the Hearing, all objections to the Disclosure Statement are hereby OVERRULED.

4. The Ballots are APPROVED.

5. The record date (the "***Voting Record Date***") for purposes of determining creditors entitled to vote on the Plan or, in the case of non-voting classes to receive the Notice of Non-Voting Status - Unimpaired Classes (as defined below) or the Notice of Non-Voting Statues - Impaired Classes (as defined below), as applicable, is **September 19, 2014**.

6. The Debtors shall complete by **October 3, 2014** (the "***Solicitation Date***"), the mailing of the Solicitation Packages to all known holders (as of the Voting Record Date) of claims in Class 1 (Prepetition Senior Secured Claims), Class 2 (Secured Noteholder Claim), Class 3 (Miscellaneous Secured Claims) and Class 5 (General Unsecured Claims) (collectively, the "***Voting Classes***") which will contain a copy of (i) this Order (without the exhibits hereto); (ii) the Confirmation Hearing Notice; (iii) the appropriate form of Ballot to accept or reject the Plan with instructions and with a prepaid and pre-addressed return envelope; and (iv) the Plan and Disclosure Statement.

7. The Debtors shall complete, by no later than the Solicitation Date, the mailing (i) the Confirmation Hearing Notice and (ii) a Notice of Non-Voting Status to all known holders (as of the Voting Record Date) of claims in Class 4 (Priority Non-Tax Claims) and Class 6 (Interests) as well as unclassified, unimpaired claims.

8. The Confirmation Hearing will be held at **11:00 a.m. (prevailing Eastern Time) on November 13, 2014**; provided, however, that the Confirmation Hearing may be continued from time to time by the Court or the Debtors, without further notice or through

adjournments announced in open court or as indicated in any notice of agenda of matters scheduled for hearing filed with the Court.

9. The Confirmation Hearing Notice, setting forth the time, date and place of the Confirmation Hearing, substantially in the form annexed hereto as **Exhibit 1**, is hereby APPROVED.

10. The Debtors shall publish the Confirmation Hearing Notice, on one occasion, in the New York Times on a date not less than thirty (30) calendar days prior to the Confirmation Hearing date, which notice is hereby APPROVED and deemed adequate and sufficient notice of the Confirmation Hearing in accordance with Bankruptcy Rule 2002.

11. Any objections to confirmation of the Plan must (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection; and (d) be filed, together with proof of service, with the Court and served so that they are actually filed and received by the following parties no later than **4:00 p.m. (prevailing Eastern Time) on November 6, 2014** (the "***Confirmation Objection Deadline***"): (i) Klehr Harrison Harvey Branzburg LLP, counsel to the Debtors, 1835 Market Street, Suite 1400, Philadelphia, Pennsylvania 19103, Attn.: Morton R. Branzburg (mbranzburg@klehr.com) and 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801, Attn: Domenic E. Pacitti (dpacitti@klehr.com); (ii) Winston & Strawn LLP, counsel to the Prepetition Senior Secured Lender and DIP Lender, 100 North Tryon Street, Charlotte, North Carolina 28202, Attn.: J. Michael Booe (mbooe@winston.com), Felton E. Parrish (fparrish@winston.com), and Nathan P. Lebioda (nlebioda@winston.com) and Womble Carlyle Sandridge & Rice, LLP, 222 Delaware Avenue, Suite 1501, Wilmington, Delaware 19801, Attn: Frank Monaco, Jr. (fmonaco@wcsr.com); (iii) Kirkland & Ellis LLP, counsel to the

Secured Noteholder, 601 Lexington Avenue, New York, New York 10022, Attn: Joshua Sussberg and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Pauline K. Morgan; (iv) Otterbourg P.C., counsel to the Creditors' Committee, 230 Park Avenue, New York, New York 10169, Attn: Scott L. Hazan and David M. Posner and Venable LLP, 1201 North Market Street, Suite 1400, Wilmington, Delaware 19801, Attn: Jamie L. Edmonson; and (v) counsel to the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: David Buchbinder, Esq. (David.L.Buchbinder@usdoj.gov).

12. Objections to confirmation of the Plan that are not timely filed, served, and actually received in the manner set forth above shall not be considered and shall be deemed overruled.

13. Counsel for the Debtors, and counsel for the Unsecured Creditors' Committee are authorized to file replies or responses to any such objections no later than **12:00 p.m. (prevailing Eastern Time) on November 11, 2014**.

14. The Debtors shall not be required to send Solicitation Packages to (i) any holder of an unimpaired claim under the Plan, (ii) any holder of a Claim or equity interest in a Class under the Plan that is deemed to reject the Plan, (iii) any party who holds a claim that is not allowed, filed, or scheduled in the Debtors' schedules of assets and liabilities and the statements of financial affairs filed by the Debtors pursuant to section 521 of the Bankruptcy Code, Bankruptcy Rule 1007 and the Official Bankruptcy Forms of the Bankruptcy Rules, as such schedules and statements have been or may be amended (the "***Schedules***") in an amount greater than $0 or scheduled as contingent, unliquidated or disputed (where no timely Proof of Claim was filed), and (iv) a creditor that has a Claim that already has been paid in full; provided,

however, that if, and to the extent that, any such creditor would be entitled to receive a Solicitation Package for any reason other than by virtue of the fact that its Claim had been scheduled by the Debtors, then such creditor shall be sent a Solicitation Package in accordance with the procedures set forth herein.

15. With respect to addresses from which Disclosure Statement Notices were returned as undeliverable by the United States Postal Service, the Debtors are excused from mailing Solicitation Packages or any other materials related to voting or confirmation of the Plan to those entities listed at such addresses unless and until the Debtors are provided with accurate addresses for such entities before the Solicitation Date, and failure to mail Solicitation Packages or any other materials related to voting or confirmation of the Plan to such entities will not constitute inadequate notice of the Confirmation Hearing or the Voting Deadline (as defined below) nor constitute a violation of Bankruptcy Rule 3017(d).

16. A Notice of Non-Voting Status - Unimpaired Class, substantially in the form annexed hereto as **Exhibit 5**, which form hereby is APPROVED, shall be distributed to holders of claims and interests in Class 4 (Priority Non-Tax Claims) (the "***Unimpaired Class***") and holders of unclassified, unimpaired claims, which claims is unimpaired under the Plan and therefore are not entitled to vote to accept or reject the Plan.

17. A Notice of Non-Voting Status - Impaired Classes, substantially in the form annexed hereto as **Exhibit 7**, which form hereby is APPROVED, shall be distributed to Class 6 (Interests) (the "***Non-Voting Impaired Class***"), which Class is not entitled to vote to accept or reject the Plan.

18. The Notice of Non-Voting Status - Unimpaired Class and Notice of Non-Voting Status - Impaired Class satisfy the requirements of the Bankruptcy Code and the

Bankruptcy Rules and the Debtors therefore are not required to distribute copies of the Plan, Disclosure Statement, and/or Disclosure Statement Order to any holder of a claim or interest in the Non-Voting Unimpaired Class and the Non-Voting Impaired Class, unless such party in such Classes makes a request for copies of such documents to the Debtors in writing.

19. Each Ballot must be properly executed, completed, and delivered to the Voting and Balloting Agent (i) by first-class mail, in the return envelope provided with each Ballot, (ii) by overnight courier, or (iii) by hand delivery, so that they are received by the Voting and Balloting Agent no later than **4:00 p.m. (prevailing Eastern Time) on November 6, 2014** (the "***Voting Deadline***").

20. Solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a Claim, and without prejudice to the rights of the Debtors in any other context, each Claim within a Class of Claims entitled to vote to accept or reject the Plan is temporarily allowed in an amount equal to the amount of such Claim as set forth in the Schedules, provided that:

(a) If a Claim is deemed allowed under the Plan, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Plan;

(b) If a Claim for which a proof of claim has been timely filed is contingent, unliquidated, or disputed (as may be reasonably determined by the Debtors or the Voting and Balloting Agent after receipt of the claim supporting documents), such claim is accorded one vote and valued at one dollar ($1.00) for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (g) below;

(c) If a Claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;

(d) If a proof of claim was timely filed in an amount that is liquidated, noncontingent, and undisputed, such Claim is temporarily allowed in the amount set forth on the proof of claim, unless such Claim is disputed as set forth in subparagraph (g) below;

(e) If a Claim is listed in the Schedules as contingent, unliquidated, or disputed and a proof of claim was not (a) filed by the applicable bar date for the filing of proofs of claim established by the Court or (b) deemed timely filed by an order of the Court prior to the Voting Deadline, the Debtors propose that such claim be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c);

(f) If a Claim is listed on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such Claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution;

If a proof of claim has been amended by a later filed proof of claim, the later filed amending claim shall be entitled to Vote in a manner consistent with these tabulation rules, and the earlier filed claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended claim;

(g) If the Debtors have served an objection or request for estimation as to a Claim on or before the Solicitation Date, such Claim is temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except as ordered by the Court before the Voting Deadline (any objections to Claims filed after Solicitation Date shall not affect the voting rights of the Holder of a Claim subject to such objection for purposes of this provision);

(h) For purposes of voting, classification and treatment under the Plan, each entity that holds or has filed more than one (1) Claim, shall be treated as if such entity has only one (1) Claim in each applicable Class and the Claims filed by such entity shall be aggregated in each applicable Class and the total dollar amount of such entity's Claims in each applicable Class shall be the sum of the aggregated Claims of such entity in each applicable Class;

(i) Any entity that filed or purchased duplicate claims against one or more Debtors within the same 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;

(j) Notwithstanding anything contained herein to the contrary, the Voting and Balloting Agent, in its discretion, may contact voters to cure any defects in the Ballots and is authorized to so cure any defects; and

(k) There shall be a rebuttable presumption that any claimant who submits a properly completed superseding Ballot or withdrawal of Ballot on or before the Voting Deadline has sufficient cause, within the meaning of Bankruptcy Rule 3018(a), to change or withdraw such claimant's acceptance or rejection of the Plan.

21. If any claimant seeks to challenge the allowance or disallowance of its Claim for voting purposes in accordance with the above procedures, such claimant is required to serve on counsel for the Debtors, counsel for the Agent Bank and counsel for the Committee and file with the Court (with a copy to Chambers) a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim in a different amount for purposes of voting to accept or reject the Plan on or before the tenth (10th) day after the later of (i) service of the Confirmation Hearing Notice and (ii) service of notice of an objection or request for estimation, if any, as to such Claim.

22. As to any claimant filing a motion pursuant to Bankruptcy Rule 3018(a), such claimant's Ballot should not be counted unless temporarily allowed by an order entered by the Court prior to the Voting Deadline.

23. Each creditor that votes to accept or reject the Plan is deemed to have voted the full amount of its Claim therefor.

24. Whenever a creditor casts more than one Ballot voting the same Claim(s) before the Voting Deadline, the last properly completed Ballot received before the Voting Deadline be deemed to reflect the voter's intent, and thus, to supersede any prior Ballots.

25. Any entity that holds a Claim in more than one Class that is entitled to vote must use separate Ballots for each such Claim.

26. Claimants must vote all of their Claims within a particular Class under the Plan, whether or not such Claims are asserted against the same or multiple Debtors, either to accept or reject the Plan and may not split their vote(s), and thus a Ballot that partially rejects and partially accepts the Plan shall not be counted.

27. The following types of Ballots will not be counted in determining whether the Plan has been accepted or rejected: (i) any Ballot received after the Voting Deadline, (ii) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant, (iii) any Ballot cast by a person or entity that does not hold a Claim in a class that is entitled to vote to accept or reject the Plan, (iv) any Ballot cast for a Claim identified in the Schedules as unliquidated, contingent, or disputed for which no proof of claim was timely filed (v) any unsigned Ballot or Ballot that does not contain an original signature, or (vi) any Ballot transmitted to the Voting and Balloting Agent by facsimile or other means not specifically approved herein, (vii) any Ballot that is otherwise properly completed, executed and timely returned, but does not indicate a vote to accept or reject the Plan or that indicates a vote to both accept and reject the Plan.

28. The Debtors are authorized, in their sole discretion, to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

29. The Debtors are authorized to make nonsubstantive changes to the Disclosure Statement, the Plan, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package prior to their mailing.

30. All notices to be provided pursuant to the procedures set forth herein are good and sufficient notice to all parties in interest of all matters pertinent hereto and of all matters pertinent to the Confirmation Hearing and no other or further notice need be provided.

31. The Plan Support Letter of the Official Committee of Unsecured Creditors, substantially in the form annexed hereto as **Exhibit 8**, may be included with the Solicitation Package sent to holders of claims in Class 5.

Dated: Sept. 26, 2014
Wilmington, Delaware

THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

[Confirmation Hearing Notice]

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
TACTICAL INTERMEDIATE HOLDINGS, INC., *et al*,.[1]	)	Case No. 14-11659 (KG)
Debtors.	)	Jointly Administered

NOTICE OF (i) APPROVAL OF DISCLOSURE STATEMENT; (ii) ESTABLISHMENT OF RECORD DATES; (iii) HEARING ON CONFIRMATION OF THE PLAN AND PROCEDURES FOR OBJECTING TO CONFIRMATION OF THE PLAN; AND (iv) PROCEDURES AND DEADLINE FOR VOTING ON THE PLAN

PLEASE TAKE NOTICE that:

1. ***Approval of Disclosure Statement***. By order dated September [•], 2014 (the "***Order***"), the United States Bankruptcy Court for the District of Delaware (the "***Bankruptcy Court***") approved the *Disclosure Statement With Respect to the First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates,* dated September [•], 2014 (as it may be amended or modified, the "***Disclosure Statement***") filed by the debtors and debtors in possession in the above-referenced chapter 11 cases (collectively, the "***Debtors***"), and directed the Debtors to solicit votes with regard to the approval or rejection of *the First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates*, dated September [•], 2014 (as it may be amended or modified, the "***Plan***"), annexed as Exhibit B to the Disclosure Statement. Any capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

2. ***Confirmation Hearing***. A hearing to consider the confirmation of the Plan (the "***Confirmation Hearing***") will be held on **November 13, 2014 at 11:00 a.m. (prevailing Eastern Time)** before the Honorable Kevin Gross, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Confirmation Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court, and the

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Tactical Intermediate Holdings, Inc. (4895); Tactical Holdings Operations, Inc. (8504); Wellco Enterprises, Inc. (9274); Ro-Search Incorporated (6293); Mo-Ka Shoe Corporation (2446); Altama Delta Corporation (6369); Altama Delta (Puerto Rico) Corporation (3459); Massif Holdings LLC (1692); and Massif Mountain Gear Company L.L.C. (9717). The address of the Debtors' corporate headquarters is 5968 Commerce Blvd., Morristown, TN 37814.

Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

3. ***Record Date for Voting Purposes***. **September 19, 2014** is the voting record date (the "***Voting Record Date***") for purposes of determining which creditors are entitled to vote on the Plan. Therefore, only those creditors in a class entitled to vote on the Plan and holding claims against one or more of the Debtors as of the Voting Record Date are entitled to vote on the Plan.

4. ***Voting Deadline***. All votes to accept or reject the Plan must be actually received by the Debtors' voting agent, Prime Clerk, LLC, by no later than **4:00 p.m. (prevailing Eastern Time) on November 6, 2014** (the "***Voting Deadline***"). Any failure to follow the voting instructions included with your Ballot may disqualify your Ballot and your vote.

5. ***Parties in Interest Not Entitled to Vote***. The following claimants and equity interest holders are not entitled to vote on the Plan: (i) holders of unimpaired claims; (ii) holders of claims or interests who will receive no distribution at all under the Plan; (iii) holder of claims that are disallowed for voting purposes in accordance with the Order; and (iv) holders of claims that are the subject of filed objections or requests for estimation as of **October 3, 2014**. If you have timely filed a proof of claim and disagree with the Debtors' classification of, objection to, or request for estimation of, your claim and believe that you should be entitled to vote on the Plan, then you must serve on the Debtors and the official committee of unsecured creditors appointed in these cases (the "***Committee***") at the addresses set forth below and file with the Bankruptcy Court (with a copy to Chambers) a motion (a "***Rule 3018(a) Motion***") for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the "***Bankruptcy Rules***") temporarily allowing such claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before the fourteenth (14th) day after the service of notice of an objection or request for estimation, if any, as to such claim. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor's Ballot will not be counted except as may be otherwise ordered by the Bankruptcy Court. Creditors may contact Prime Clerk, LLC at 830 3rd Avenue, 9th Floor, New York, NY 10022; telephone (844) 224-1136 and email tacticalballots@primeclerk.com. In addition, copies of the Disclosure Statement and Plan are available upon request by contacting Prime Clerk, LLC, telephone (844) 224-1136 and email tacticalballots@primeclerk.com to receive an appropriate ballot for any claim for which a proof of claim has been timely filed and a Rule 3018(a) Motion has been granted. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above shall not be considered.

6. ***Objections to Confirmation***. Objections, if any, to confirmation of the Plan must:

(a) be in writing;

(b) state the name and address of the objecting party and the nature of the claim or interest of such party;

(c) state with particularity the basis and nature of any objection;

(d) be filed, together with proof of service, with the Bankruptcy Court; and

(e) be served upon (i) Klehr Harrison Harvey Branzburg LLP, counsel to the Debtors, 1835 Market Street, Suite 1400, Philadelphia, Pennsylvania 19103, Attn.: Morton R. Branzburg (MBranzburg@klehr.com) and 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801, Attn: Domenic E. Pacitti (dpacitti@klehr.com); (ii) Winston & Strawn LLP, counsel to the Prepetition Senior Secured Lender and DIP Lender, 100 North Tryon Street, Charlotte, North Carolina 28202, Attn.: J. Michael Booe (mbooe@winston.com), Felton E. Parrish (fparrish@winston.com), and Nathan P. Lebioda (nlebioda@winston.com) and Womble Carlyle Sandridge & Rice, LLP, 222 Delaware Avenue, Suite 1501, Wilmington, Delaware 19801, Attn: Frank Monaco, Jr. (fmonaco@wcsr.com); (iii) Kirkland & Ellis LLP, counsel to the Secured Noteholder, 601 Lexington Avenue, New York, New York 10022, Attn: Joshua Sussberg and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Pauline K. Morgan; (iv) Otterbourg P.C., counsel to the Creditors' Committee, 230 Park Avenue, New York, New York 10169, Attn: Scott L. Hazan and David M. Posner and Venable LLP, 1201 North Market Street, Suite 1400, Wilmington, Delaware 19801, Attn: Jamie L. Edmonson; and (v) counsel to the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: David Buchbinder, Esq. (David.L.Buchbinder@usdoj.gov); so as to be filed with the Bankruptcy Court in accordance with paragraph 6(d) above and served and actually received by the parties listed in this paragraph 6(e) **by no later than 4:00 p.m. (prevailing Eastern Time) on November 6, 2014.**

IF ANY OBJECTION TO CONFIRMATION OF THE PLAN IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO CONFIRMATION OF THE PLAN AND MAY NOT BE HEARD AT THE CONFIRMATION HEARING. The Debtors may serve replies to such responses or objections by no later than **November 11, 2014**.

7. ***Parties Who Will Not Be Treated as Creditors***. Any holder of a claim that (i) is scheduled in the Debtors' schedules of assets and liabilities, statements of financial affairs and schedules of executory contracts and unexpired leases at zero, or in an unknown amount, or as disputed, contingent, or unliquidated, and is not the subject of a timely-filed proof of claim or a proof of claim deemed timely filed with the Bankruptcy Court pursuant to either the Bankruptcy Code or any order of the Bankruptcy Court, or otherwise deemed timely filed under applicable law, or (ii) is not scheduled and is not the subject of a timely-filed proof of claim or a proof of claim deemed timely filed with the Bankruptcy Court pursuant to either the Bankruptcy Code or any order of the Bankruptcy Court, or otherwise deemed timely filed under applicable law, shall not be treated as a creditor with respect to such claim for purposes of (a) receiving notices regarding, or distributions under, the Plan, and (b) voting on the Plan.

8. ***Additional Information***. Any party in interest wishing to obtain information about the solicitation procedures or copies of the Disclosure Statement or the Plan should telephone the Debtors' voting agent Prime Clerk LLC or may view such documents by accessing either http://cases.primeclerk.com/tactical, or the Bankruptcy Court's website:

www.deb.uscourts.gov. Please note that a PACER (http://www.pacer.psc.uscourts.gov) password and login are needed to access documents on the Bankruptcy Court's website (www.deb.uscourts.gov).

9. ***Release by Holders of Claims and Interest; Exculpation; Liabilities to, and Rights of, Governmental Units; and Injunction.*** **The Plan provides for the following provisions in Article IX:**

9.4 *Release by Holders.* SUBJECT TO THE RIGHT OF EACH HOLDER OF A CLAIM AGAINST THE DEBTOR TO AFFIRMATIVELY 'OPT OUT" OF THE RELEASE SET FORTH BELOW BY NOTING SUCH "OPT OUT" ELECTION ON THE BALLOT TO VOTE ON THE PLAN, ON THE EFFECTIVE DATE OF THE PLAN, EACH HOLDER OF A CLAIM AGAINST OR INTEREST IN THE DEBTORS SHALL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY AND INDIVIDUALLY AND COLLECTIVELY, RELEASED, ACQUITTED AND DISCHARGED THE RELEASED PARTIES (INCLUDING THE RELEASED PARTIES' PREDECESSORS, SUCCESSORS AND ASSIGNS, SUBSIDIARIES, AFFILIATES, MANAGED ACCOUNTS OR FUNDS, CURRENT AND FORMER OFFICERS (SPECIFICALLY EXCLUDING VINCENT FERGUSON, MATTHEW FERGUSON, KERRY FERGUSON AND NEIL STREETER), DIRECTORS, PRINCIPALS, SHAREHOLDERS, DIRECT AND INDIRECT EQUITY HOLDERS, MEMBERS, PARTNERS (GENERAL AND LIMITED), EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, ATTORNEYS, ACCOUNTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, MANAGEMENT COMPANIES, FUND ADVISORS AND OTHER PROFESSIONALS) AND THE RELEASED PARTIES FROM ANY AND ALL ACTIONS, CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, REMEDIES AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED ON BEHALF OF THE DEBTORS OR NON-DEBTOR PARENT, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, MATURED OR UNMATURED, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, CONTRACT, TORT OR OTHERWISE, THAT SUCH HOLDER (WHETHER INDIVIDUALLY OR COLLECTIVELY) EVER HAD, NOW HAS OR HEREAFTER CAN, SHALL OR MAY HAVE, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' LIQUIDATION, THE CHAPTER 11 CASES, THE PURCHASE, SALE OR RESCISSION OF THE PURCHASE OR SALE OF ANY SECURITY OF THE 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 THE DEBTORS AND ANY RELEASED PARTY, THE RESTRUCTURING OF CLAIMS AND INTERESTS BEFORE OR DURING THE CHAPTER 11 CASES, INCLUDING THE NEGOTIATION, FORMULATION, PREPARATION OR PERFORMANCE OF THE DIP LOAN FACILITY, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS OR ANY OTHER ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT OR OTHER OCCURRENCE RELATING TO THE DEBTORS TAKING PLACE ON OR BEFORE

THE CONFIRMATION DATE OF THE PLAN, EXCEPT FOR ANY CLAIMS AND CAUSES OF ACTION FOR ACTUAL FRAUD.

9.5 ***Liabilities to, and Rights of, Governmental Units.*** Nothing in the Plan or Confirmation Order shall discharge, release, or preclude: (1) any liability to a Governmental Unit that is not a Claim; (2) any Claim of a Governmental Unit arising on or after the Confirmation Date; (3) any liability to a Governmental Unit on the part of any Person or Entity other than the Debtors or Plan Administrator; (4) any valid right of setoff or recoupment by a Governmental Unit; or (5) any criminal liability. Nothing in the Plan or Confirmation Order shall enjoin or otherwise bar any Governmental Unit from asserting or enforcing, outside the Bankruptcy Court, any liability described in the preceding sentence. The discharge and injunction provisions contained in the Plan and Confirmation Order are not intended and shall not be construed to bar any Governmental Unit from, after the Confirmation Date, pursuing any police or regulatory action.

9.6 ***Exculpation.*** EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN, NO EXCULPATED PARTY SHALL HAVE OR INCUR, AND EACH EXCULPATED PARTY IS HEREBY RELEASED AND EXCULPATED FROM ANY EXCULPATED CLAIM, OBLIGATION, CAUSE OF ACTION OR LIABILITY FOR ANY EXCULPATED CLAIM, EXCEPT FOR GROSS NEGLIGENCE OR WILLFUL MISCONDUCT, BUT IN ALL RESPECTS SUCH ENTITIES SHALL BE ENTITLED TO REASONABLY RELY UPON THE ADVICE OF COUNSEL WITH RESPECT TO THEIR DUTIES AND RESPONSIBILITIES PURSUANT TO THE PLAN. THE DEBTORS AND THE PLAN ADMINISTRATOR (AND EACH OF THEIR RESPECTIVE AFFILIATES, AGENTS, DIRECTORS, OFFICERS, EMPLOYEES, ADVISORS AND ATTORNEYS) HAVE PARTICIPATED IN COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE WITH REGARD TO THE SOLICITATION AND DISTRIBUTION OF THE SECURITIES PURSUANT TO THE PLAN AND, THEREFORE, ARE NOT, AND ON ACCOUNT OF SUCH DISTRIBUTIONS SHALL NOT BE, LIABLE AT ANY TIME FOR THE VIOLATION OF ANY APPLICABLE LAW, RULE OR REGULATION GOVERNING THE SOLICITATION OF ACCEPTANCES OR REJECTIONS OF THE PLAN OR SUCH DISTRIBUTIONS MADE PURSUANT TO THE PLAN.

9.7 ***Injunction.*** FROM AND AFTER THE EFFECTIVE DATE, EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN OR RELATED DOCUMENTS, ALL ENTITIES ARE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER, ANY CAUSE OF ACTION RELEASED OR TO BE RELEASED PURSUANT TO THE PLAN OR THE CONFIRMATION ORDER.

Dated: October [•], 2014
Wilmington, Delaware

/s/ Domenic E. Pacitti

Domenic E. Pacitti, Esquire (DE Bar No. 3989)
Michael W. Yurkewicz, Esquire (DE Bar No. 4165)
KLEHR HARRISON HARVEY BRANZBURG LLP
919 N. Market Street, Suite 1000
Wilmington, Delaware 19801
Telephone: (302) 426-1189

- and –

Morton R. Branzburg, Esquire (admitted *pro hac vice*)
KLEHR HARRISON HARVEY BRANZBURG LLP
1835 Market Street, Suite 1400
Philadelphia, Pennsylvania 19103
Telephone: (215) 569-2700

Counsel to the Debtors and Debtors in Possession

EXHIBIT 2

[Ballot for Class 1 (Prepetition Senior Secured Claim)]

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
TACTICAL INTERMEDIATE HOLDINGS, INC., *et al,.*[1]	)	Case No. 14-11659 (KG)
Debtors.	)	Jointly Administered

CLASS 1, PREPETITION SENIOR SECURED CLAIM, BALLOT FOR ACCEPTING OR REJECTING FIRST AMENDED PLAN OF LIQUIDATION

Tactical Intermediate Holdings, Inc. and its Debtor Affiliates (collectively, the "***Debtors***"), filed the *First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates* on September [●], 2014 (the "***Plan***") for the Debtors in this Case.[2] The Court has approved a disclosure statement with respect to the Plan (the "***Disclosure Statement***"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from Prime Clerk LLC at 830 3rd Avenue, 9th Floor, New York, NY 10022, Attn: Tactical Intermediate Holdings, Inc. Balloting. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 1, Prepetition Senior Secured Claim against the Debtor, under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Prime Clerk LLC at 830 3rd Avenue, 9th Floor, New York, NY 10022, Attn: Tactical Intermediate Holdings, Inc. Balloting on or before 4:00 p.m. (prevailing Eastern Time) on November 6, 2014 ("*Voting Deadline*"), your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Tactical Intermediate Holdings, Inc. (4895); Tactical Holdings Operations, Inc. (8504); Wellco Enterprises, Inc. (9274); Ro-Search Incorporated (6293); Mo-Ka Shoe Corporation (2446); Altama Delta Corporation (6369); Altama Delta (Puerto Rico) Corporation (3459); Massif Holdings LLC (1692); and Massif Mountain Gear Company L.L.C. (9717). The address of the Debtors' corporate headquarters is 5968 Commerce Blvd., Morristown, TN 37814.

[2] All capitalized terms used by not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

ACCEPTANCE OR REJECTION OF THE PLAN

This Ballot is to be used solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of or distribution on account of Prepetition Senior Secured Claim.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1: Amount of Prepetition Senior Secured Claim. For purposes of voting to accept or reject the Plan, the undersigned holds a Prepetition Senior Secured Claim in the amount set forth below.

$ _____

ITEM 2: VOTE ON THE PLAN. The undersigned holder of a Prepetition Senior Secured Claim in the amount set forth in Item 1 above hereby votes to:

Check one box:

☐ **ACCEPT** THE PLAN

☐ **REJECT** THE PLAN

ITEM 3: ACKNOWLEDGEMENTS AND CERTIFICATION. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) is the holder of the Prepetition Senior Secured Claim identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant:

Social Security or Federal Tax ID No. of Claimant

Signature:

Name of Signatory (if different than Claimant):

If by Authorized Agent, Title of Agent:

Address:

Telephone Number:

Date Completed:

RETURN THIS BALLOT TO: Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022
Attn: Tactical Intermediate Holdings, Inc. Balloting

VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT FOR HOLDERS OF: CLASS 1, PREPETITION SENIOR SECURED CLAIM

1. This Ballot is submitted to you to solicit your vote to accept or reject the *First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates*, dated September [•], 2014 (as it may be amended or modified, the "***Plan***"), the terms of the Plan are described in the *Disclosure Statement With Respect to the First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates*, dated September [•], 2014 (as it may be amended or modified, the "***Disclosure Statement***"), all capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

2. The Plan will be accepted by Class 1 if it is accepted by the holders of two-thirds in dollar amount and more than one-half in number of the Allowed Claims in Class 1 that have voted to accept or reject the Plan. In the event that Class 1 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Claims in Class 1 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote and whether or not they accept the Plan.

3. **To have your vote counted, you must complete, sign and return this Ballot to Prime Clerk LLC, (the "*Voting and Balloting Agent*") so that it is received by the Voting and Balloting Agent by no later than 4:00 p.m. (prevailing Eastern Time) on November 6, 2014 (the "*Voting Deadline*").** Ballots must be delivered either by mail with the enclosed envelope or by mail, hand delivery or overnight courier to the Voting and Balloting Agent at the following address:

Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022
Attn: Tactical Intermediate Holdings, Inc. Balloting

Ballots will not be accepted by telecopy, facsimile or other electronic means of transmission.

4. To properly complete the Ballot, you must follow the procedures described below:

b. make sure that the information contained in Item 1 is correct;

c. if you have a Claim in Class 1, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;

d. if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

e. if you also hold Claims in a Class other than Class 1, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;

f. if you believe that you have received the wrong Ballot, please contact the Voting and Balloting Agent immediately;

g. provide your name and mailing address;

h. sign and date your Ballot; and

i. return your originally signed Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING & BALLOTING AGENT, PRIME CLERK LLC BY TELEPHONE AT (844) 224-1136, OR BY EMAILING AT tacticalballots@primeclerk.com. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT 3

[Ballot for Class 2 (Secured Noteholder Claim)]

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
TACTICAL INTERMEDIATE HOLDINGS, INC., *et al,.*[1]	)	Case No. 14-11659 (KG)
Debtors.	)	Jointly Administered

CLASS 2, SECURED NOTEHOLDER CLAIM, BALLOT FOR ACCEPTING OR REJECTING FIRST AMENDED PLAN OF LIQUIDATION

Tactical Intermediate Holdings, Inc. and its Debtor Affiliates (collectively, the "***Debtors***"), filed the *First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates* on September [●], 2014 (the "***Plan***") for the Debtors in this Case.[2] The Court has approved a disclosure statement with respect to the Plan (the "***Disclosure Statement***"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from Prime Clerk LLC at 830 3rd Avenue, 9th Floor, New York, NY 10022, Attn: Tactical Intermediate Holdings, Inc. Balloting. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 2, Secured Noteholder Claim against the Debtor, under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Prime Clerk LLC at 830 3rd Avenue, 9th Floor, New York, NY 10022, Attn: Tactical Intermediate Holdings, Inc. Balloting on or before 4:00 p.m. (prevailing Eastern Time) on November 6, 2014 ("*Voting Deadline*"), your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Tactical Intermediate Holdings, Inc. (4895); Tactical Holdings Operations, Inc. (8504); Wellco Enterprises, Inc. (9274); Ro-Search Incorporated (6293); Mo-Ka Shoe Corporation (2446); Altama Delta Corporation (6369); Altama Delta (Puerto Rico) Corporation (3459); Massif Holdings LLC (1692); and Massif Mountain Gear Company L.L.C. (9717). The address of the Debtors' corporate headquarters is 5968 Commerce Blvd., Morristown, TN 37814.

[2] All capitalized terms used by not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

ACCEPTANCE OR REJECTION OF THE PLAN

This Ballot is to be used solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of or distribution on account of Secured Noteholder Claim.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1 Amount of Secured Noteholder Claim. For purposes of voting to accept or reject the Plan, the undersigned holds a Secured Noteholder Claim in the amount set forth below.

$ 1.00

ITEM 2: VOTE ON THE PLAN. The undersigned holder of a Secured Noteholder Claim in the amount set forth in Item 1 above hereby votes to:

Check one box:

☐ **ACCEPT** THE PLAN

☐ **REJECT** THE PLAN

ITEM 3: ACKNOWLEDGEMENTS AND CERTIFICATION. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) is the holder of the Secured Noteholder Claim identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant:

Social Security or Federal Tax ID No. of Claimant:

Signature:

Name of Signatory (if different than Claimant):

If by Authorized Agent, Title of Agent:

Address:

Telephone Number:

Date Completed:

RETURN THIS BALLOT TO: Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022
Attn: Tactical Intermediate Holdings, Inc. Balloting

VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT FOR HOLDERS OF: CLASS 2, SECURED NOTEHOLDER CLAIM

1. This Ballot is submitted to you to solicit your vote to accept or reject the *First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates*, dated September [•], 2014 (as it may be amended or modified, the "***Plan***"), the terms of the Plan are described in the *Disclosure Statement With Respect to the First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates*, dated September [•], 2014 (as it may be amended or modified, the "***Disclosure Statement***"), all capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

2. The Plan will be accepted by Class 2 if it is accepted by the holders of two-thirds in dollar amount and more than one-half in number of the Allowed Claims in Class 2 that have voted to accept or reject the Plan. In the event that Class 2 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Claims in Class 2 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote and whether or not they accept the Plan.

3. **To have your vote counted, you must complete, sign and return this Ballot to Prime Clerk LLC, (the "*Voting and Balloting Agent*") so that it is received by the Voting and Balloting Agent by no later than 4:00 p.m. (prevailing Eastern Time) on November 6, 2014 (the "*Voting Deadline*").** Ballots must be delivered either by mail with the enclosed envelope or by mail, hand delivery or overnight courier to the Voting and Balloting Agent at the following address:

Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022
Attn: Tactical Intermediate Holdings, Inc. Balloting

Ballots will not be accepted by telecopy, facsimile or other electronic means of transmission.

4. To properly complete the Ballot, you must follow the procedures described below:

a. make sure that the information contained in Item 1 is correct;

b. if you have a Claim in Class 2, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;

c. if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

d. if you also hold Claims in a Class other than Class 2, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;

e. if you believe that you have received the wrong Ballot, please contact the Voting and Balloting Agent immediately;

f. provide your name and mailing address;

g. sign and date your Ballot; and

h. return your originally signed Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING & BALLOTING AGENT, PRIME CLERK LLC **BY** TELEPHONE AT (844) 224-1136, OR BY EMAILING AT tacticalballots@primeclerk.com. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT

EXHIBIT 4

[Ballot for Class 3 (Miscellaneous Secured Claims)]

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
TACTICAL INTERMEDIATE HOLDINGS, INC., *et al*,.[1]	)	Case No. 14-11659 (KG)
Debtors.	)	Jointly Administered

CLASS 3, MISCELLANEOUS SECURED CLAIM, BALLOT FOR ACCEPTING OR REJECTING FIRST AMENDED PLAN OF LIQUIDATION

Tactical Intermediate Holdings, Inc. and its Debtor Affiliates (collectively, the "***Debtors***"), filed the *First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates* on September [●], 2014 (the "***Plan***") for the Debtors in this Case.[2] The Court has approved a disclosure statement with respect to the Plan (the "***Disclosure Statement***"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from Prime Clerk LLC, 830 3rd Avenue, 9th Floor, New York, NY 10022. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 3, Miscellaneous Secured Claims against the Debtor, under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Prime Clerk LLC, 830 3rd Avenue, 9th Floor, New York, NY 10022, Attn: Tactical Intermediate Holdings, Inc. Balloting on or before 4:00 p.m. (prevailing Eastern Time) on November 6, 2014 ("*Voting Deadline*"), your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Tactical Intermediate Holdings, Inc. (4895); Tactical Holdings Operations, Inc. (8504); Wellco Enterprises, Inc. (9274); Ro-Search Incorporated (6293); Mo-Ka Shoe Corporation (2446); Altama Delta Corporation (6369); Altama Delta (Puerto Rico) Corporation (3459); Massif Holdings LLC (1692); and Massif Mountain Gear Company L.L.C. (9717). The address of the Debtors' corporate headquarters is 5968 Commerce Blvd., Morristown, TN 37814.

[2] All capitalized terms used by not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

ACCEPTANCE OR REJECTION OF THE PLAN

This Ballot is to be used solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of or distribution on account of Miscellaneous Secured Claims. The voting amount in Item 1 below was determined in accordance with the procedures set forth in the Order approving the Disclosure Statement.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1: Amount of Miscellaneous Secured Claim. For purposes of voting to accept or reject the Plan, the undersigned holds a Miscellaneous Secured Claim in the amount set forth below.

$ _____

ITEM 2: VOTE ON THE PLAN. The undersigned holder of a Miscellaneous Secured Claim in the amount set forth in Item 1 above hereby votes to:

Check one box:

☐ **ACCEPT** THE PLAN

☐ **REJECT** THE PLAN

ITEM 3: OPTIONAL RELEASE ELECTION: By checking the box set forth below, the undersigned Holder of the Class 3 Miscellaneous Secured Claim identified herein elect TO NOT GRANT THE RELEASES set forth in Article 9.4 of the Plan, which provides as follows:

9.4 Release by Holders. **SUBJECT TO THE RIGHT OF EACH HOLDER OF A CLAIM AGAINST THE DEBTOR TO AFFIRMATIVELY 'OPT OUT" OF THE RELEASE SET FORTH BELOW BY NOTING SUCH "OPT OUT" ELECTION ON THE BALLOT TO VOTE ON THE PLAN, ON THE EFFECTIVE DATE OF THE PLAN, EACH HOLDER OF A CLAIM AGAINST OR INTEREST IN THE DEBTORS SHALL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY AND INDIVIDUALLY AND COLLECTIVELY, RELEASED, ACQUITTED AND DISCHARGED THE RELEASED PARTIES (INCLUDING THE RELEASED PARTIES' PREDECESSORS, SUCCESSORS AND ASSIGNS, SUBSIDIARIES, AFFILIATES, MANAGED ACCOUNTS OR FUNDS, CURRENT AND FORMER OFFICERS (SPECIFICALLY EXCLUDING VINCENT FERGUSON, MATTHEW FERGUSON, KERRY FERGUSON AND NEIL STREETER), DIRECTORS, PRINCIPALS, SHAREHOLDERS, DIRECT AND INDIRECT EQUITY HOLDERS, MEMBERS, PARTNERS (GENERAL AND LIMITED), EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, ATTORNEYS, ACCOUNTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, MANAGEMENT COMPANIES, FUND ADVISORS AND OTHER PROFESSIONALS) AND THE RELEASED PARTIES FROM ANY AND ALL ACTIONS, CLAIMS, INTERESTS,**

OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, REMEDIES AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED ON BEHALF OF THE DEBTORS OR NON-DEBTOR PARENT, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, MATURED OR UNMATURED, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, CONTRACT, TORT OR OTHERWISE, THAT SUCH HOLDER (WHETHER INDIVIDUALLY OR COLLECTIVELY) EVER HAD, NOW HAS OR HEREAFTER CAN, SHALL OR MAY HAVE, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' LIQUIDATION, THE CHAPTER 11 CASES, THE PURCHASE, SALE OR RESCISSION OF THE PURCHASE OR SALE OF ANY SECURITY OF THE 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 THE DEBTORS AND ANY RELEASED PARTY, THE RESTRUCTURING OF CLAIMS AND INTERESTS BEFORE OR DURING THE CHAPTER 11 CASES, INCLUDING THE NEGOTIATION, FORMULATION, PREPARATION OR PERFORMANCE OF THE DIP LOAN FACILITY, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS OR ANY OTHER ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT OR OTHER OCCURRENCE RELATING TO THE DEBTORS TAKING PLACE ON OR BEFORE THE CONFIRMATION DATE OF THE PLAN, EXCEPT FOR ANY CLAIMS AND CAUSES OF ACTION FOR ACTUAL FRAUD.

☐ **DOES NOT GRANT THE RELEASE SET FORTH IN ARTICLE 9.4 OF THE PLAN**

ITEM 4: ACKNOWLEDGEMENTS AND CERTIFICATION. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) is the holder of the Miscellaneous Secured Claim identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant:

Social Security or Federal Tax ID No. of Claimant

Signature:

Name of Signatory (if different than Claimant):

If by Authorized Agent, Title of Agent:

Address:

Telephone Number:

Date Completed:

RETURN THIS BALLOT TO: **Prime Clerk LLC**
830 3rd Avenue, 9th Floor
New York, NY 10022
Attn: Tactical Intermediate Holdings, Inc. Balloting

VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT FOR HOLDERS OF: CLASS 3, MISCELLANEOUS SECURED CLAIMS

1. This Ballot is submitted to you to solicit your vote to accept or reject the *First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates*, dated September [•], 2014 (as it may be amended or modified, the "***Plan***"), the terms of the Plan are described in the *Disclosure Statement With Respect to the First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates*, dated September [•], 2014 (as it may be amended or modified, the "***Disclosure Statement***"), all capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

2. The Plan will be accepted by Class 3 if it is accepted by the holders of two-thirds in dollar amount and more than one-half in number of the Allowed Claims in Class 3 that have voted to accept or reject the Plan. In the event that Class 3 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Claims in Class 3 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote and whether or not they accept the Plan.

3. **To have your vote counted, you must complete, sign and return this Ballot to Prime Clerk LLC, (the "*Voting and Balloting Agent*") so that it is received by the Voting and Balloting Agent by no later than 4:00 p.m. (prevailing Eastern Time) on November 6, 2014 (the "*Voting Deadline*").** Ballots must be delivered either by mail with the enclosed envelope or by mail, hand delivery or overnight courier to the Voting and Balloting Agent at the following address:

Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022
Attn: Tactical Intermediate Holdings, Inc. Balloting

Ballots will not be accepted by telecopy, facsimile or other electronic means of transmission.

4. To properly complete the Ballot, you must follow the procedures described below:

a. make sure that the information contained in Item 1 is correct;

b. if you have a Claim in Class 3, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;

c. if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

d. if you also hold Claims in a Class other than Class 3, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;

e. **if you elect TO NOT GRANT THE RELEASE SET FORTH IN ARTICLE 9.4 OF THE PLAN, check the box in Item 3;**

f. if you believe that you have received the wrong Ballot, please contact the Voting and Balloting Agent immediately;

g. provide your name and mailing address;

h. sign and date your Ballot; and

i. return your originally signed Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING & BALLOTING AGENT, PRIME CLERK LLC BY TELEPHONE AT (844) 224-1136, OR BY EMAILING AT tacticalballots@primeclerk.com. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT 5

[Notice of Non-Voting Status to Unimpaired Class 4 (Priority Non-Tax Claims)]

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
TACTICAL INTERMEDIATE HOLDINGS, INC., *et al*,.[1]	)	Case No. 14-11659 (KG)
Debtors.	)	Jointly Administered

NOTICE OF NON-VOTING STATUS TO UNIMPAIRED CLASS
CLASS 4 PRIORITY NON-TAX CLAIMS

PLEASE TAKE NOTICE THAT on September [•], 2014, the United States Bankruptcy Court for the District of Delaware approved the *Disclosure Statement with Respect to the First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates* ("***Disclosure Statement***") dated September [•], 2014 filed by Tactical Intermediate Holdings, Inc. and its Debtor affiliates (collectively, the "***Debtors***") for use by the Debtors in soliciting acceptances or rejections of the *First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates* ("***Plan***") dated September [•], 2014 from holders of impaired claims who are (or may be) entitled to receive distributions under the Plan.

UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST ONE OR MORE OF THE DEBTORS IS/ARE NOT IMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(F) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (I) DEEMED TO HAVE ACCEPTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S), OR YOU WANT TO REQUEST A COPY OF THE PLAN AND DISCLOSURE STATEMENT, YOU SHOULD CONTACT THE DEBTORS' VOTING AND BALLOTING AGENT Prime Clerk LLC, 830 3rd Avenue, 9th Floor, New York, NY 10022, Attn: Tactical Intermediate Holdings, Inc. Balloting, BY TELEPHONE AT (844) 224-1136, OR BY EMAILING AT tacticalballots@primeclerk.com.

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Tactical Intermediate Holdings, Inc. (4895); Tactical Holdings Operations, Inc. (8504); Wellco Enterprises, Inc. (9274); Ro-Search Incorporated (6293); Mo-Ka Shoe Corporation (2446); Altama Delta Corporation (6369); Altama Delta (Puerto Rico) Corporation (3459); Massif Holdings LLC (1692); and Massif Mountain Gear Company L.L.C. (9717). The address of the Debtors' corporate headquarters is 5968 Commerce Blvd., Morristown, TN 37814.

Dated: October [•], 2014
Wilmington, Delaware

/s/ Domenic E. Pacitti

Domenic E. Pacitti (DE Bar No. 3989)
Michael W. Yurkewicz (DE Bar No. 4165)
KLEHR HARRISON HARVEY BRANZBURG LLP
919 N. Market Street, Suite 1000
Wilmington, Delaware 19801
Telephone: (302) 426-1189
Facsimile: (302) 426-9193

- and -

Morton R. Branzburg, Esquire (admitted *pro hac vice*)
KLEHR HARRISON HARVEY BRANZBURG LLP
1835 Market Street, Suite 1400
Philadelphia, Pennsylvania 19103
Telephone: (215) 569-2700
Facsimile: (215) 568-6603

Counsel to the Debtors and Debtors in Possession

EXHIBIT 6

[Ballot for Class 5 General Unsecured Creditors]

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
TACTICAL INTERMEDIATE HOLDINGS, INC., *et al*,.[1]	)	Case No. 14-11659 (KG)
Debtors.	)	Jointly Administered

CLASS 5, GENERAL UNSECURED CLAIMS AGAINST THE DEBTORS, BALLOT FOR ACCEPTING OR REJECTING FIRST AMENDED PLAN OF LIQUIDATION

Tactical Intermediate Holdings, Inc. and its Debtor Affiliates (collectively, the "***Debtors***"), filed the *First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates* on September [●], 2014 (the "***Plan***") for the Debtor in this Case.[2] The Court has approved a disclosure statement with respect to the Plan (the "***Disclosure Statement***"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from Prime Clerk LLC at 830 3rd Avenue, 9th Floor, New York, NY 10022, Attn: Tactical Intermediate Holdings, Inc. Balloting. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 5, General Unsecured Claims against the Debtor, under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received Prime Clerk LLC, 830 3rd Avenue, 9th Floor, New York, NY 10022, Attn: Tactical Intermediate Holdings, Inc. Balloting on or before 4:00 p.m. (prevailing Eastern Time) on November 6, 2014 ("*Voting Deadline*"), your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

This Ballot is to be used solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of or distribution on account of General Unsecured Claims. The

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Tactical Intermediate Holdings, Inc. (4895); Tactical Holdings Operations, Inc. (8504); Wellco Enterprises, Inc. (9274); Ro-Search Incorporated (6293); Mo-Ka Shoe Corporation (2446); Altama Delta Corporation (6369); Altama Delta (Puerto Rico) Corporation (3459); Massif Holdings LLC (1692); and Massif Mountain Gear Company L.L.C. (9717). The address of the Debtors' corporate headquarters is 5968 Commerce Blvd., Morristown, TN 37814.

[2] All capitalized terms used by not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

voting amount in Item 1 below was determined in accordance with the procedures set forth in the Order approving the Disclosure Statement.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1 Amount of General Unsecured Claim. For purposes of voting to accept or reject the Plan, the undersigned holds a General Unsecured Claim in the amount set forth below.

$ _____

ITEM 2: VOTE ON THE PLAN. The undersigned holder of a General Unsecured Claim in the amount set forth in Item 1 above hereby votes to:

Check one box:

☐ **ACCEPT** THE PLAN

☐ **REJECT** THE PLAN

ITEM 3: OPTIONAL RELEASE ELECTION: By checking the box set forth below, the undersigned Holder of the Class 5 General Unsecured Claim identified herein elect TO NOT GRANT THE RELEASES set forth in Article 9.4 of the Plan, which provides as follows:

9.4 Release by Holders. **SUBJECT TO THE RIGHT OF EACH HOLDER OF A CLAIM AGAINST THE DEBTOR TO AFFIRMATIVELY 'OPT OUT" OF THE RELEASE SET FORTH BELOW BY NOTING SUCH "OPT OUT" ELECTION ON THE BALLOT TO VOTE ON THE PLAN, ON THE EFFECTIVE DATE OF THE PLAN, EACH HOLDER OF A CLAIM AGAINST OR INTEREST IN THE DEBTORS SHALL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY AND INDIVIDUALLY AND COLLECTIVELY, RELEASED, ACQUITTED AND DISCHARGED THE RELEASED PARTIES (INCLUDING THE RELEASED PARTIES' PREDECESSORS, SUCCESSORS AND ASSIGNS, SUBSIDIARIES, AFFILIATES, MANAGED ACCOUNTS OR FUNDS, CURRENT AND FORMER OFFICERS (SPECIFICALLY EXCLUDING VINCENT FERGUSON, MATTHEW FERGUSON, KERRY FERGUSON AND NEIL STREETER), DIRECTORS, PRINCIPALS, SHAREHOLDERS, DIRECT AND INDIRECT EQUITY HOLDERS, MEMBERS, PARTNERS (GENERAL AND LIMITED), EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, ATTORNEYS, ACCOUNTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, MANAGEMENT COMPANIES, FUND ADVISORS AND OTHER PROFESSIONALS) AND THE RELEASED PARTIES FROM ANY AND ALL ACTIONS, CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, REMEDIES AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED ON BEHALF OF THE DEBTORS OR NON-DEBTOR PARENT, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, MATURED OR UNMATURED, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, CONTRACT, TORT OR**

OTHERWISE, THAT SUCH HOLDER (WHETHER INDIVIDUALLY OR COLLECTIVELY) EVER HAD, NOW HAS OR HEREAFTER CAN, SHALL OR MAY HAVE, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' LIQUIDATION, THE CHAPTER 11 CASES, THE PURCHASE, SALE OR RESCISSION OF THE PURCHASE OR SALE OF ANY SECURITY OF THE 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 THE DEBTORS AND ANY RELEASED PARTY, THE RESTRUCTURING OF CLAIMS AND INTERESTS BEFORE OR DURING THE CHAPTER 11 CASES, INCLUDING THE NEGOTIATION, FORMULATION, PREPARATION OR PERFORMANCE OF THE DIP LOAN FACILITY, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS OR ANY OTHER ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT OR OTHER OCCURRENCE RELATING TO THE DEBTORS TAKING PLACE ON OR BEFORE THE CONFIRMATION DATE OF THE PLAN, EXCEPT FOR ANY CLAIMS AND CAUSES OF ACTION FOR ACTUAL FRAUD.

☐ **DOES NOT GRANT THE RELEASE SET FORTH IN ARTICLE 9.4 OF THE PLAN**

ITEM 4: ACKNOWLEDGEMENTS AND CERTIFICATION. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) is the holder of the General Unsecured Claim identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant:

Social Security or Federal Tax ID No. of Claimant

Signature:

Name of Signatory (if different than Claimant):

If by Authorized Agent, Title of Agent:

Address:

Telephone Number:

Date Completed:

RETURN THIS BALLOT TO:

Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022
Attn: Tactical Intermediate Holdings, Inc. Balloting

VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT FOR HOLDERS OF: GENERAL UNSECURED CLAIMS

1. This Ballot is submitted to you to solicit your vote to accept or reject the *First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates* dated September [•], 2014 (as it may be amended or modified, the "***Plan***"), The terms of the Plan are described in the *Disclosure Statement With Respect to the First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates*, dated September [•], 2014 (as it may be amended or modified, the "***Disclosure Statement***"), All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

2. The Plan will be accepted by Class 5 if it is accepted by the holders of two-thirds in dollar amount and more than one-half in number of the Allowed Claims in Class 5 that have voted to accept or reject the Plan. In the event that Class 5 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Claims in Class 5 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote and whether or not they accept the Plan.

To have your vote counted, you must complete, sign and return this Ballot to Prime Clerk LLC, (the "*Voting and Balloting Agent*") so that it is received by the Voting and Balloting Agent by no later than 4:00 p.m. (prevailing Eastern Time) on November 6, 2014 (the "*Voting Deadline*"). Ballots must be delivered either by mail with the enclosed envelope or by mail, hand delivery or overnight courier to the Voting and Balloting Agent at the following address:

Prime Clerk LLC
830 3rd Avenue, 9th Floor
New York, NY 10022
Attn: Tactical Intermediate Holdings, Inc. Balloting

Ballots will not be accepted by telecopy, facsimile or other electronic means of transmission.

4. To properly complete the Ballot, you must follow the procedures described below:

a. make sure that the information contained in Item 1 is correct;

b. if you have a Claim in Class 5, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;

c. if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

d. if you also hold Claims in a Class other than Class 5, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;

e. **if you elect TO NOT GRANT THE RELEASE SET FORTH IN ARTICLE 9.4 OF THE PLAN, check the box in Item 3;**

f. if you believe that you have received the wrong Ballot, please contact the Voting and Balloting Agent immediately;

g. provide your name and mailing address;

h. sign and date your Ballot; and

i. return your originally signed Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING & BALLOTING AGENT, PRIME CLERK LLC BY TELEPHONE AT (844) 224-1136, OR BY EMAILING AT tacticalballots@primeclerk.com. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT 7

[Notice of Non-Voting Status to Impaired Class, Class 6 (Interests)]

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
TACTICAL INTERMEDIATE HOLDINGS, INC., *et al*,.[1]	)	Case No. 14-11659 (KG)
Debtors.	)	Jointly Administered

NOTICE OF NON-VOTING STATUS TO IMPAIRED CLASS
CLASS 6 INTERESTS

PLEASE TAKE NOTICE THAT on September [•], 2014, the United States Bankruptcy Court for the District of Delaware approved the *Disclosure Statement with Respect to the First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates* ("***Disclosure Statement***") dated September [•], 2014, filed by Tactical Intermediate Holdings, Inc. and its Debtor affiliates (collectively, the "***Debtors***") for use by the Debtors in soliciting acceptances or rejections of the *First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates* ("***Plan***") dated September [•], 2014, from holders of impaired claims who are (or may be) entitled to receive distributions under the Plan.

UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR CLAIM(S) AGAINST, OR INTEREST(S) IN ANY OR ALL OF THE DEBTORS. THEREFORE, PURSUANT TO SECTION 1126(g) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (I) DEEMED TO HAVE REJECTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR INTEREST(S), OR YOU WANT TO REQUEST A COPY OF THE PLAN AND DISCLOSURE STATEMENT, YOU SHOULD CONTACT THE DEBTORS' VOTING AND BALLOTING AGENT Prime Clerk LLC, 830 3rd Avenue, 9th Floor, New York, NY 10022, Attn: Tactical Intermediate Holdings, Inc. Balloting, BY TELEPHONE NUMBER AT (844) 224-1136, OR BY EMAILING AT tacticalballots@primeclerk.com.

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Tactical Intermediate Holdings, Inc. (4895); Tactical Holdings Operations, Inc. (8504); Wellco Enterprises, Inc. (9274); Ro-Search Incorporated (6293); Mo-Ka Shoe Corporation (2446); Altama Delta Corporation (6369); Altama Delta (Puerto Rico) Corporation (3459); Massif Holdings LLC (1692); and Massif Mountain Gear Company L.L.C. (9717). The address of the Debtors' corporate headquarters is 5968 Commerce Blvd., Morristown, TN 37814.

Dated: October [•], 2014
Wilmington, Delaware

/s/ Domenic E. Pacitti

Domenic E. Pacitti (DE Bar No. 3989)
Michael W. Yurkewicz (DE Bar No. 4165)
KLEHR HARRISON HARVEY BRANZBURG LLP
919 N. Market Street, Suite 1000
Wilmington, Delaware 19801
Telephone: (302) 426-1189
Facsimile: (302) 426-9193

- and –

Morton R. Branzburg, Esquire (admitted *pro hac vice*)
KLEHR HARRISON HARVEY BRANZBURG LLP
1835 Market Street, Suite 1400
Philadelphia, Pennsylvania 19103
Telephone: (215) 569-2700
Facsimile: (215) 568-6603

Counsel to the Debtors and Debtors in Possession

EXHIBIT 8

[Committee Plan Support Letter]

THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF TACTICAL INTERMEDIATE HOLDINGS, INC. *ET AL.*

September 26, 2014

TO: ALL GENERAL UNSECURED CREDITORS OF TACTICAL INTERMEDIATE HOLDINGS, INC., *ET AL.* (Holders of Class 5 Claims)

FROM: THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF TACTICAL INTERMEDIATE HOLDINGS, INC. *ET AL.*

Ladies and Gentlemen:

We are writing to you on behalf of the Official Committee of Unsecured Creditors (the "Committee") of Tactical Intermediate Holdings, Inc. *et al.* (the "Debtors) in connection with the solicitation of your vote as the holder of a General Unsecured Claim (Class 5) as identified and described in the enclosed First Amended Chapter 11 Plan of Liquidation of Tactical Intermediate Holdings, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (the "Plan") dated September 19, 2014,[1] which is being proposed by the Debtors. The Committee was appointed by the United States Trustee pursuant to the Bankruptcy Code to generally represent the interests of general unsecured creditors and to participate in the Debtors' chapter 11 case with respect to, among other things, the formulation of a plan of liquidation.

THE COMMITTEE ENDORSES THE PLAN AND RECOMMENDS THAT ALL HOLDERS OF GENERAL UNSECURED CLAIMS VOTE TO ACCEPT THE PLAN AND THE RELEASES PROPOSED THEREIN. NOTWITHSTANDING THIS RECOMMENDATION, EACH CREDITOR MUST MAKE THEIR OWN INDEPENDENT DETERMINATION AS TO WHETHER THE PLAN IS ACCEPTABLE TO THAT CREDITOR AND SHOULD CONSULT THEIR OWN LEGAL AND/OR FINANCIAL ADVISOR(S). THE BRIEF SUMMARY THAT FOLLOWS IS DESIGNED TO HIGHLIGHT CERTAIN PLAN PROVISIONS AND IS QUALIFIED IN ITS ENTIRETY BY THE PLAN AND DISCLOSURE STATEMENT.

[1] All capitalized terms not defined in this letter shall have the meanings ascribed to them in the Plan.

The Plan provides that holders of Allowed General Unsecured Claims (Class 5) shall receive the aggregate net distribution amount equal to the sum of (a) $150,000 (to be funded on the Effective Date by the Prepetition Senior Secured Lender), *plus* (b) $150,000 (to be funded on the Effective Date by the Secured Noteholder), *plus* (c) any amounts remaining in the Administrative Reserve, if any, on the Final Distribution Date after payment of (i) all disbursements pursuant to Article II of the Plan and (ii) all fees and expenses incurred by the Plan Administrator after the Effective Date, *plus* (d) the Net Recoveries of Avoidance Actions or Third Party Claims not otherwise released by the Debtors. The Debtors project that the recovery to holders of Allowed General Unsecured Claims will be approximately 3.3%, which is based upon a conservatively estimated amount of Allowed General Unsecured claims that totals approximately $9 million. The amount of the distribution will depend on a variety of factors including the universe of claims filed and the ultimate resolution and reconciliation of disputed claims against the Debtors. As discussed below, in an effort to limit the universe of General Unsecured Claims and thereby increase the recoveries for holders of Allowed General Unsecured Claims, as part of the compromise and settlement embodied in the Plan, the Prepetition Senior Secured Creditor and the Secured Noteholder have waived their respective Deficiency Claims, which in the aggregate, total more than $43 million.

The Committee supports the Plan because, among other things, it provides for a certain cash distribution for the holders of Allowed General Unsecured Claims (Class 5) and an agreement that neither the Debtors nor the Plan Administrator shall commence, litigate, prosecute and/or settle any Causes of Action against general unsecured creditors arising from or related to section 547 of the Bankruptcy Code. The Committee notes that, as a result of, among other things, the efforts of the parties to resolve and compromise fairly the issues created by this chapter 11 case, the distributions for Allowed General Unsecured Claims, which were projected to be $0 on the Petition Date, have enhanced materially. In addition, the compromise embodied in the Plan ensures administrative solvency and waives more than $43 million in Deficiency Claims that would otherwise have been asserted by the Prepetition Senior Secured Creditor and the Secured Noteholder. These and other claim waivers will have a material impact on the General Unsecured Claims pool and thus, increase the ultimate recovery for holders of Allowed General Unsecured Claims. It is the expectation of the other parties to the settlement, including the Prepetition Senior Secured Creditor, the Secured Noteholder and the Sponsor, that in exchange for voting to accept the Plan and the compromises set forth therein, that holders of General Unsecured Claims will consent to the proposed releases and not otherwise opt out of the proposed releases.

The Committee also supports the Plan because it believes that the agreement concerning the treatment of Allowed General Unsecured Claims by and among the Committee, the Debtors, the Prepetition Senior Secured Creditor, the Secured Noteholder, and the Sponsor is the best alternative available. Of other possible alternatives, one is a liquidation, which according to the Debtors' liquidation analysis, would provide no recovery to holders of Allowed General Unsecured Claims. In addition, in the event of a liquidation, vendors and service providers would lose a customer, landlords would lose a tenant and employees would become unemployed.

Other alternatives would have entailed protracted and costly litigation without any certainty as to a recovery for Allowed General Unsecured Claims. The Plan is the product of efforts by and negotiations among the Committee, the Debtors, the Prepetition Senior Secured Creditor, the Secured Noteholder, and the Sponsor. The distributions provided for in the Plan reflect the efforts of those parties and others to resolve and compromise fairly the issues created by this chapter 11 case and provide the best recovery for all stakeholders. The Committee believes that given the facts and circumstances of this chapter 11 case, confirmation of the Plan is in the best interests of the Debtors, its estates and creditors.

For the purposes of voting on the Plan, the Debtors provided you with a ballot which should be completed by you for either accepting or rejecting the Plan. The ballot should be mailed in accordance with the procedures set forth on the ballot and in the Disclosure Statement.

THE COMMITTEE ENDORSES THE PLAN AND RECOMMENDS THAT ALL HOLDERS OF GENERAL UNSECURED CLAIMS VOTE TO ACCEPT THE PLAN AND THE RELEASES PROPOSED THEREIN. NOTWITHSTANDING OUR RECOMMENDATION, EACH CREDITOR (INCLUDING INDIVIDUAL COMMITTEE MEMBERS) MUST MAKE ITS OWN INDEPENDENT DETERMINATION AS TO WHETHER THE PLAN IS ACCEPTABLE TO THAT CREDITOR AND SHOULD CONSULT THEIR OWN LEGAL AND/OR FINANCIAL ADVISOR(S).

This letter provides only a brief description of the provisions of the Plan that affect general unsecured creditors. As such, all creditors are urged to carefully review the Plan and Disclosure Statement.

THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
TACTICAL INTERMEDIATE
HOLDINGS, INC., *ET AL.*