

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re	:	Chapter 11
COLT HOLDING COMPANY LLC, <i>et al.</i> , ¹	:	Case No. 15-11296 (LSS)
	:	
Debtors.	:	Jointly Administered
	:	Re: D.I. 12, 78, 126, 202 <i>ε 650</i>

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**ORDER APPROVING AND AUTHORIZING DEBTORS TO
ENTER INTO AMENDMENT NO. 3 TO SENIOR SECURED
SUPERPRIORITY DEBTOR-IN-POSSESSION TERM LOAN AGREEMENT**

This matter is before the Bankruptcy Court on the certification of counsel, dated November 5, 2015 (the “**Certification of Counsel**”),² filed by the debtors and debtors in possession in the above-captioned cases (the “**Debtors**”), requesting that this Court enter an order approving, and authorizing the Debtors to enter into, Amendment No. 3 (“**Term DIP Amendment No. 3**”) to the Senior Secured Superpriority Debtor-in-Possession Term Loan Agreement (as amended, modified or supplemented from time to time, the “**Term DIP Credit Agreement**”). This Court having considered the Certification of Counsel and the statements made therein; and good and sufficient notice of this matter having been given to all affected parties; and for good cause shown; now, therefore, **IT IS HEREBY ORDERED THAT:**

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Colt Holding Company LLC (0094); Colt Security LLC (4276); Colt Defense LLC (1950); Colt Finance Corp. (7687); New Colt Holding Corp. (6913); Colt’s Manufacturing Company LLC (9139); Colt Defense Technical Services LLC (8809); Colt Canada Corporation (5534); Colt International Coöperatief U.A. (6822); and CDH II Holdco Inc. (1782). The address of the Debtors’ corporate headquarters is: 547 New Park Avenue, West Hartford, Connecticut 06110.

² Capitalized terms used but not defined herein have the meanings ascribed to them in the Certification of Counsel.

1. Term DIP Amendment No. 3, in the form attached hereto as Exhibit 1, including the Approved Budget attached thereto as Annex A, is hereby approved in all respects.

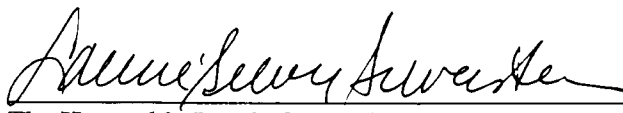
2. The Debtors are hereby authorized to enter into Term DIP Amendment No. 3:

3. Other than as provided in this Order and with respect to the modifications to the Term DIP Credit Agreement contained in Term DIP Amendment No. 3, nothing herein shall be deemed to modify, supersede, abrogate or otherwise affect the Final DIP Order or any of its terms. The Final DIP Order shall remain in full force and effect, and all provisions thereof are ratified and incorporated herein by reference. For the avoidance of doubt, the obligations of the Debtors under Term DIP Amendment No. 3 shall constitute Term DIP Obligations (as defined in the Final DIP Order) for all purposes under the Final DIP Order.

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

5. This Court has and shall retain exclusive jurisdiction to enforce and interpret this Order and the Final DIP Order (as amended hereby) and any disputes or matters arising out of or in connection therewith.

Dated: November 5, 2015
Wilmington, Delaware


The Honorable Laurie Selber Silverstein
United States Bankruptcy Judge