

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
Colt Holding Company LLC, et al.)	Case No. 15-11296 (LSS)
)	
Debtors.)	(Jointly Administered)
)	Obj. Deadline: Dec. 15, 2015 @ 11:59 p.m. (by agreement)
)	Hearing Date: Dec. 16, 2015 @ 10:00 a.m.
)	Ref. D.I. 734 and 737

**RESPONSE AND RESERVATION OF RIGHTS WITH RESPECT TO DEBTORS'
MOTION TO MODIFY RETIREE BENEFITS UNDER 11 U.S.C. 1114(g) (D.I. 734
AND 737)**

International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (UAW), and its Local 376 (together, the "UAW") by its undersigned counsel, in response to the Debtors' Motion for entry of an order under 11 U.S.C. 1114(g) modifying Section 1114(a) "retiree benefits" for its current retirees and their spouses, surviving spouses and eligible dependents (D.I. 734 and 737, the "Section 1114(g) Motion"), states as follows:

1. The UAW and the Debtors have reached agreement on a Memorandum of Understanding (including its Attachment A, and together with the Memorandum of Understanding the "MOU," copy attached). The MOU provides for assumption by the Debtors of the 2014-2019 UAW collective bargaining and also includes an agreement by the Debtors and the UAW for modification of retiree benefits under 11 U.S.C. 1114(e)(1)(B).

2. To protect the interests of its active and retired members, the UAW reserves all rights under 11 U.S.C. 1114 and 11 U.S.C. 1129(a)(13) to object to the Debtors' Section 1114(g) Motion, should proceedings on that Motion be held notwithstanding the attached Section 1114(e)(1)(B) agreement.

Date: December 15, 2015

Respectfully submitted,

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