

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

In re

EO Liquidating, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 17-10243 (LSS)

Jointly Administered

Related to Docket No. 689 and 728

ORDER (A) AUTHORIZING THE DESTRUCTION, ABANDONMENT, OR OTHER DISPOSITION OF REMAINING RECORDS AND DOCUMENTS, (B) DISMISSING THE DEBTORS' CHAPTER 11 CASES, AND (C) GRANTING RELATED RELIEF

Upon the motion (the "Motion")² of the Debtors for entry of orders pursuant to sections 105(a), 305(a), 349, 363, 554 and 1112(b) of title 11 of the United States Code (the "Bankruptcy Code"), and Rules 1017(a) and 6007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), (a) authorizing the destruction, abandonment or other disposition of remaining records and documents, (b) dismissing the Debtors' Chapter 11 Cases, and (c) granting related relief, including, without limitations, (i) approving procedures for filing and approving final fee applications and providing for payment of approved fees, and (ii) directing the Debtors to be dissolved on the terms provided for in this Initial Order, as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 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 in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Motion

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers, where applicable, are as follows: EO Liquidating, LLC (9164); Subortis Retail Financing, LLC (9065); EM Liquidating, LLC (9553); Subortis IP Holdings, LLC; BS Liquidating, LLC (4389); and BS/EM Liquidating, LLC (9618). The Debtors' executive headquarters are located at 160 Corporate Court, Meriden, CT 06450.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.



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having been given under the particular circumstances; and it appearing that no other or further notice is necessary; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all the proceedings had before the Court; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. A final omnibus fee hearing shall be held on Oct. 25, 2017 at 10:00 .m (prevailing Eastern Time). All professionals retained in these Chapter 11 Cases shall file Final Fee Applications not later than twenty-one (21) days prior to the Final Fee Hearing and any objections to the Final Fee Applications shall be filed and served on counsel for the Debtors and the firm submitting the application to which an objection is being filed by 4:00 p.m. (prevailing Eastern Time) on Oct. 18, 2017.
3. The Debtors are authorized to destroy, abandon, or otherwise dispose of the Remaining Documents in their discretion on a rolling basis, and to make all payments necessary to effectuate such destruction. The Remaining Documents, if any, shall not include (i) any documents or records relating in any way to any leased location where there is a pending, unresolved issue relating to the assumption and assignment of such location, including any outstanding, unresolved cure amount or (ii) any documents or records relating to any amount arising during the post-petition period with respect to Piedmont, DLC Management, Stoneham Milford, LLC and Shoppes at Bedford 15A, LLC that is either disputed or unpaid. The Debtors shall destroy any Remaining Documents that contain personally identifiable information.

4. Upon the dismissal of these Chapter 11 Cases, the Excluded Claims constitute Acquired Assets under the APA subject to the “release provision” set forth in Section 9.21(c) of the APA.

5. Sportsdirect shall pay all allowed administrative expense claims before dismissal of these Chapter 11 Cases. For avoidance of doubt, the Debtors and Sportsdirect reserve any and all rights to object to any claims.

6. As soon as reasonably practicable after the Final Fee Hearing, payment of professionals, and the payment of U.S. Trustee fees, the Debtors may file a certification (a “Certification”) of counsel requesting entry of the Final Dismissal Order attached hereto as **Exhibit 1**. The Certification shall indicate that, unless an objection to the Certification is filed within ten (10) days of the filing and service of the Certification, the Final Dismissal Order may be entered by the Court without further notice or a hearing. If an objection to the Certification is filed, the Court shall schedule and conduct a hearing thereon prior to entry of the Final Dismissal Order. Among other things, the Certification should verify that (i) all quarterly fees of the U.S. Trustee have been paid in full; (ii) all cure and assumption issues have been resolved; (iii) the fees and expenses of professionals in these Chapter 11 Cases have been approved on a final basis and paid; and (iv) all post-petition claims have either been paid in full or disallowed pursuant to an order of this Court. The Certification and this Order may be served on the 2002 service list established in these Chapter 11 Cases, including the U.S. Trustee, and the Debtors need not send the Certification to the Debtors’ entire matrix of creditors and parties-in-interest, as such parties received reasonable notice of the proposed dismissal through notice of the hearing on the Motion. The Final Dismissal Order shall be served on the entire matrix of creditors and parties-in-interest.

7. Notwithstanding section 349 of the Bankruptcy Code, all prior orders, stipulations, settlements, rulings, orders and judgments of this Court made during the course of these Chapter 11 cases shall remain in full force and effect, shall be unaffected by the dismissal of the Chapter 11 cases, and are specifically preserved for purposes of finality judgment and *res judicata*.

8. Upon the dismissal of these Chapter 11 Cases, Kurtzman Carson Consultants, as the Debtors' claims and noticing agent ("KCC"), shall be relieved of its responsibilities as the Debtors' claims and noticing agent in these cases; provided that KCC (i) shall provide the services described in this paragraph and in paragraph 6 above and (ii) shall be entitled to charge the fees and costs it incurs in providing such services against any prepetition retainer provided to KCC in connection with these cases. In accordance with Local Rules 2002-1(f)(ix), within fourteen (14) days for the dismissal of these Chapter 11 cases, KCC shall (a) forward to the Clerk of the Court an electronic version of all imaged claims, (b) upload the creditor mailing list into CM/ECF, (c) docket a combined final claims register containing claims against each Debtor, and (d) box and transport all original claims to the Philadelphia Federal Records Center, 14700 Townsend Road, Philadelphia, Pennsylvania 19154 and docket a completed SF 135 Form indicating the accession and location numbers of the archived claims.

9. As soon as reasonably practicable after the entry of the Final Dismissal Order, without the need for further action on the part of this Court and without the need for further corporate action or action of the boards of directors or stockholders of the Debtors, to the extent not previously dissolved, the Debtors shall be dissolved pursuant to applicable state law. Any officer of the Debtors is authorized to execute and file on behalf of the Debtors all documents

necessary and proper to effectuate and consummate the dissolution of the Debtors in accordance with the laws of the states in which they were formed.

10. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

11. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted pursuant to this Order.

12. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: August 31, 2017
Wilmington, Delaware



THE HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

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

In re

EO Liquidating, LLC, *et al.*¹,

Debtors.

Chapter 11

Case No. 17-10243 (LSS)

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Related to Docket No. ____

ORDER DISMISSING THE CHAPTER 11 CASES

Pursuant to the Debtors' Motion for Entry of an Order (A) Authorizing the Destruction, Abandonment, or Other Disposition of Remaining Records and Documents, (B) Dismissing the Debtors' Chapter 11 Cases, and (C) Granting Related Relief (the "Motion"), filed on _____, 2017, (ii) the Order granting the Motion entered on _____, 2017 [Docket No. ____], and (iii) the Certification of Counsel and Request for Entry of an Order Dismissing Chapter 11 Cases, filed on _____, 2017 [Docket No. ____], it is

ORDERED, ADJUDGED AND DECREED THAT:

1. Pursuant to sections 1112(b) and 305(a) of the Bankruptcy Code, the Debtors' Chapter 11 Cases are dismissed as of the date of entry of this Order.
2. Notwithstanding section 349 of the Bankruptcy Code, all prior orders, including this Final Dismissal Order, stipulations, settlements, rulings, orders and judgments of this Court made during the course of these Chapter 11 cases shall remain in full force and effect, shall be unaffected by the dismissal of the Chapter 11 cases, and are specifically preserved for purposes of finality of judgment and *res judicata*.

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers, where applicable, are as follows: EO Liquidating, LLC (9164); Subortis Retail Financing, LLC (9065); EM Liquidating, LLC (9553); Subortis IP Holdings, LLC; BS Liquidating, LLC (4389); and BS/EM Liquidating, LLC (9618). The Debtors' executive headquarters are located at 160 Corporate Court, Meriden, CT 06450.

3. Effective upon the entry of the Final Dismissal Order, the Debtors' retention of Cole Schotz P.C. and Bracewell LLP as bankruptcy counsel shall be terminated without the need for further action on the part of this Court, the Debtors or such firms.

4. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2017
Wilmington, Delaware

THE HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE