

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Docket Ref. Nos. 1186 & 1942

**NOTICE OF SUCCESSFUL BIDS AND NEXT HIGHEST BIDS FOR CERTAIN  
MAIN AUCTION ASSETS SUBJECT TO ADJOURNED MAIN AUCTION**

**PLEASE TAKE NOTICE** that on April 14, 2016, the United States Bankruptcy Court for the District of Delaware entered that certain *Order (A) Approving Bid Procedures in Connection with (I) the Sale of Substantially All of the Debtors' Assets and (II) the Transfer, Assumption and Assignment of Certain Unexpired Leases of Nonresidential Real Property, (B) Scheduling Separate Auctions for and Hearings to Approve the Sale of Assets and Unexpired Leases of Nonresidential Real Property Subject to the Debtors' Store Closing Plan, (C) Approving Notice of Respective Date, Time and Place for Auctions and for Hearings on Approval of Respective Sales, (D) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sales, (E) Approving Form and Manner of Notice Thereof, and (F) Granting Related Relief* [Docket No. 1186] (the "Procedures Order").<sup>2</sup>

<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Sports Authority Holdings, Inc. (9008); Slap Shot Holdings, Corp. (8209); The Sports Authority, Inc. (2802); TSA Stores, Inc. (1120); TSA Gift Card, Inc. (1918); TSA Ponce, Inc. (4817); and TSA Caribe, Inc. (5664). The headquarters for the above-captioned Debtors is located at 1050 West Hampden Avenue, Englewood, Colorado 80110.

<sup>2</sup> All capitalized terms used but not otherwise defined herein shall be given the meanings ascribed to them in the Procedures Order.



**PLEASE TAKE FURTHER NOTICE** that the Procedures Order approved, among other things, the implementation of the Main Auction Bidding Procedures in connection with the disposition of substantially all of the Debtors' assets (collectively, the "Main Auction Assets").

**PLEASE TAKE FURTHER NOTICE** that the Debtors commenced the Main Auction for the Main Auction Assets on May 16, 2016, and, prior to the adjournment thereof, designated the Successful Bid and Next-Highest Bid for their Inventory Assets and certain Sold Leases (as respectively defined in that certain *Notice of (I) Successful Bids and Next Highest Bids for Certain Main Auction Assets Subject to Main Auction, (II) Executed Agency Agreement, and (III) Proposed Sale Guidelines* [D.I. 1941] (the "Initial Main Auction Notice").

**PLEASE TAKE FURTHER NOTICE** that, in conjunction with filing the Initial Main Auction Notice, the Debtors filed that certain Notice of Adjourned Main Auction [D.I. 1942], whereby the Debtors advised the Court and all interested parties that the Main Auction for all Main Auction Assets, except those assets identified in the Initial Main Auction Notice (collectively, the "Remaining Assets"), was adjourned until June 29, 2016 at 10:00 a.m. (ET) (such auction, the "Adjourned Main Auction").

**PLEASE TAKE FURTHER NOTICE** that the Debtors conducted the Adjourned Main Auction on June 29, 2016, and, during the course and at the conclusion thereof, designated the Successful Bid and Next-Highest Bid for (i) the Debtors' interest in a certain putative consolidated class action suit entitled *In re: Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, Case No. 05-MD-1720, currently pending in the United States District Court for the Eastern District of New York (such asset, the "Class Action").

Assets”); (ii) the Debtors’ Intellectual Property;<sup>3</sup> (iii) the Debtors’ leasehold interests in certain unexpired leases of nonresidential real property (collectively, the “Designated Leases”)<sup>4</sup> as set forth on Exhibit A hereto. With respect to certain Designated Leases, the Debtors have entered into, or intend to enter into, lease termination agreements (collectively, the “LTAs”) with applicable landlord counterparties, whereby the Debtors have agreed to terminate certain Designated Leases (such leases, the “Terminated Leases”) in exchange for certain consideration, including claim waivers and, in some instances, cash.

**PLEASE TAKE FURTHER NOTICE** that the Debtors intend to seek entry of an order approving the disposition of the Debtors’ Class Action Assets at the Sale Hearing scheduled for July 15, 2016 at 11:30 a.m. (ET) (the “Adjourned Main Auction Sale Hearing”).

**PLEASE TAKE FURTHER NOTICE** that the Debtors intend to submit respective forms of order approving LTAs affecting Terminated Leases under certification of counsel prior to the Adjourned Main Auction Sale Hearing.

**PLEASE TAKE FURTHER NOTICE** that the Debtors intend to seek entry of respective forms of order approving the disposition of the Designated Leases with third party purchasers at the Adjourned Main Auction Sale Hearing.

---

<sup>3</sup> The term “Intellectual Property” shall be given the meaning ascribed to it in the *Debtors’ Application for Order Authorizing the Retention and Employment of Hilco IP Services LLC d/b/a Hilco Streambank as Intellectual Property Disposition Consultant Nunc Pro Tunc to May 20, 2016* [D.I. 2154].

<sup>4</sup> The Designated Leases are listed on Exhibit A in numerical order by Store Number.

Dated: June 30, 2016  
Wilmington, Delaware

/s/ Andrew L. Magaziner

Michael R. Nestor (No. 3526)  
Kenneth J. Enos (No. 4544)  
Andrew L. Magaziner (No. 5426)  
YOUNG CONAWAY STARGATT & TAYLOR, LLP  
Rodney Square  
1000 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253  
mnestor@ycst.com  
kenos@ycst.com  
amagaziner@ycst.com

-and-

Robert A. Klyman (CA No. 142723)  
Matthew J. Williams (NY No. 3019106)  
Jeremy L. Graves (CO No. 45522)  
Sabina Jacobs (CA No. 274829)  
GIBSON, DUNN & CRUTCHER LLP  
333 South Grand Avenue  
Los Angeles, CA 90071-1512  
Telephone: (213) 229-7000  
Facsimile: (213) 229-7520  
rklyman@gibsondunn.com  
mjwilliams@gibsondunn.com  
jgraves@gibsondunn.com  
sjacobs@gibsondunn.com

*Counsel to the Debtors and  
Debtors in Possession*

**EXHIBIT A****CLASS ACTION ASSETS**

<b>Main Auction Assets</b>	<b>Successful Bidder</b>	<b>Next-Highest Bidder</b>
Class Action Assets	Class Action Capital	Cowen Special Investments

**INTELLECTUAL PROPERTY**

<b>Main Auction Assets</b>	<b>Successful Bidder</b>	<b>Next-Highest Bidder</b>
Intellectual Property – Lot 1 (All IP)	Dick’s Sporting Goods	
Intellectual Property – Lot 2 (TSA TMs, Domains, & Data)		Sports Direct
Intellectual Property – Lot 3 (All Private Label Brands)		Canadian Tire (Oxide Brand Only)
Intellectual Property – Lot 4 (Golf Brands)		BSY Company
Intellectual Property – Lot 5 (Alpine Design)		Leftlane Sports
Intellectual Property – Lot 6 (Aspire)		Elicit Brands
Intellectual Property – Lot 7 (bloom)		Canadian Tire

<b>Main Auction Assets</b>	<b>Successful Bidder</b>	<b>Next-Highest Bidder</b>
Intellectual Property – Lot 8 (BodyFit)		Sports Direct
Intellectual Property – Lot 9 (Slalom)		Canadian Tire
Intellectual Property – Lot 10 (Classic Sport)		EastPoint Sports
Intellectual Property – Lot 11 (Custom Packages)		ASH Ownership (Sportmart Only Package)

**DESIGNATED LEASES  
(DICK’S SPORTING GOODS)**

<b>Store #</b>	<b>Store Location</b>	<b>Successful Bidder</b>	<b>Next-Highest Bidder</b>
136	Lakewood, CO	Dick’s Sporting Goods, Inc.	N/A
142	Glendale, CO	Dick’s Sporting Goods, Inc.	N/A
152	Norwalk, CT	Dick’s Sporting Goods, Inc.	N/A
340	Miami, FL	Dick’s Sporting Goods, Inc.	N/A
344	Sunrise, FL	Dick’s Sporting Goods, Inc.	N/A
346	Aventura, FL	Dick’s Sporting Goods, Inc.	N/A
349	Miami, FL	Dick’s Sporting Goods, Inc.	N/A
355	Jensen Beach, FL	Dick’s Sporting Goods, Inc.	N/A
379	Sarasota, FL	Dick’s Sporting Goods, Inc.	N/A
425	Atlanta, GA	Dick’s Sporting Goods, Inc.	N/A
426	Atlanta, GA	Dick’s Sporting Goods, Inc.	N/A

<b>Store #</b>	<b>Store Location</b>	<b>Successful Bidder</b>	<b>Next-Highest Bidder</b>
487	Forest Hills, NY	Dick's Sporting Goods, Inc.	N/A
489	New York, NY	Dick's Sporting Goods, Inc.	N/A
506	El Paso, TX	Dick's Sporting Goods, Inc.	N/A
548	Bellingham, WA	Dick's Sporting Goods, Inc.	N/A
557	Seattle, WA	Dick's Sporting Goods, Inc.	N/A
630	Burbank, CA	Dick's Sporting Goods, Inc.	N/A
644	San Diego, CA	Dick's Sporting Goods, Inc.	N/A
650	Canoga Park, CA	Dick's Sporting Goods, Inc.	N/A
652	Los Angeles, CA	Dick's Sporting Goods, Inc.	N/A
653	Goleta, CA	Dick's Sporting Goods, Inc.	N/A
658	Elk Grove, CA	Dick's Sporting Goods, Inc.	N/A
662	San Jose, CA	Dick's Sporting Goods, Inc.	N/A
664	Sunnyvale, CA	Dick's Sporting Goods, Inc.	N/A
682	Milpitas, CA	Dick's Sporting Goods, Inc.	N/A
692	Phoenix, AZ	Dick's Sporting Goods, Inc.	N/A
766	Emeryville, CA	Dick's Sporting Goods, Inc.	N/A
779	Chula Vista, CA	Dick's Sporting Goods, Inc.	N/A
782	Encinitas, CA	Dick's Sporting Goods, Inc.	N/A
785	Roseville, CA	Dick's Sporting Goods, Inc.	N/A
786	Fresno, CA	Dick's Sporting Goods, Inc.	N/A

**DESIGNATED LEASES  
(OTHER THIRD PARTY BUYERS)**

<b>Store #</b>	<b>Store Location</b>	<b>Successful Bidder</b>	<b>Next-Highest Bidder</b>
157	Framingham, MA	The TJX Companies, Inc.	N/A
342	Hialeah, FL	City Furniture, Inc.	N/A
345	Deerfield Beach, FL	Orchard Supply Company LLC	N/A
347	Miami, FL	Bill Seidle Nissan, Inc.	City Furniture
348	Fort Lauderdale, FL	Best Buy Stores, L.P.	N/A
378	Vero Beach, FL	City Furniture, Inc.	N/A
416	Alpharetta, GA	American Signature, Inc.	Brixmor Property Group, Inc. (Landlord)
418	Buford, GA	Burlington Coat Factory of Georgia, LLC	N/A
517	Rockville, MD	American Signature, Inc.	N/A
586	Chicago, IL	Bob's Discount Furniture	Mansfield Investments, Inc. (Landlord)
717	East Palo Alto, CA	Target Corporation	N/A
719	Sand City, CA	The TJX Companies, Inc.	N/A
724	San Francisco, CA	Target Corporation	N/A
759	St. Louis, MO	South Training LLC	N/A
781	San Diego, CA	The TJX Companies, Inc.	N/A



**DESIGNATED LEASES  
(LTAS/TERMINATED LEASES)**

<b>Store #</b>	<b>Store Location</b>	<b>Successful Bidder</b>	<b>Next-Highest Bidder</b>
296	Miami, FL	Dolphin Mall Associates LLC	N/A
559	Bellevue, WA	Retail Opportunity Investments Corp.	N/A
620	Auburn Hills, MI	Auburn Hills Assoc.	N/A
623	Brookfield, WI	BMF Land, Inc.	N/A
654	Irvine, CA	Irvine Company	N/A
726	Irvine, CA	Irvine Company	N/A
773	Kailua-Kona, HI	MK Kona Commons LLC	N/A