

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

In re:

TSAWD HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON DECEMBER 5, 2017 AT 10:30 A.M. (ET)**

ADJOURNED/RESOLVED MATTERS

1. Motion of Water Tower Place Shopping Center, L.C. for Allowance and Payment of Rent and Other Post-Petition Lease Obligations [D.I. 2734; 8/5/16]

Related Pleadings: None.

Objection Deadline: August 24, 2016 at 4:00 p.m. (ET) [Extended for the Debtors and Term Loan Agent to October 17, 2016]

Objections/Responses:

- a) Debtors' Omnibus Objection to Landlord Motions for Immediate Payment of Alleged Administrative Expense Claims [D.I. 3074; 10/14/16]

Status: By agreement of the parties, this matter is adjourned until the next scheduled hearing on January 4, 2018.

2. Motion of Google Inc. for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503 [D.I. 3030; 10/3/16]

Related Pleadings: None.

Objection Deadline: November 29, 2016 at 4:00 p.m. (ET) [Extended for the Debtors to July 6, 2017 at 4:00 p.m. (ET)]

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: TSAWD Holdings, Inc. (9008); Slap Shot Holdings, Corp. (8209); TSAWD, 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 2305 East Arapahoe Road, Suite 234, Centennial, Colorado 80122.

The Debtors were formerly known as: 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).



Objections/Responses:

- a) Debtors' Objection to Motion of Google Inc. for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503 [D.I. 3707; 7/6/17]

Status: By agreement of the parties, this matter is adjourned until the next scheduled hearing on January 4, 2018.

- 3. Joint Motion for an Order, Pursuant to Sections 105 and 503(b)(9) of the Bankruptcy Code and Rule 3007 of the Federal Rules of Bankruptcy Procedure, Establishing Procedures to Resolve Claims Arising Under Section 503(b)(9) of the Bankruptcy Code for Purposes of Distributing Settlement Proceeds [D.I. 3409; 2/13/17]

Related Pleadings:

- a) Notice of Filing of Supplement to Joint Motion for an Order, Pursuant to Sections 105 and 503(b)(9) of the Bankruptcy Code and Rule 3007 of the Federal Rules of Bankruptcy Procedure, Establishing Procedures to Resolve Claims Arising Under Section 503(b)(9) of the Bankruptcy Code for Purposes of Distributing Settlement Proceeds [D.I. 3506; 3/24/17]
- b) Order, Pursuant to Sections 105 and 503(b)(9) of the Bankruptcy Code and Rule 3007 of the Federal Rules of Bankruptcy Procedure, Establishing Procedures to Resolve Claims Arising Under Section 503(b)(9) of the Bankruptcy Code for Purposes of Distributing Settlement Proceeds [D.I. 3566; 4/25/17]

Objection Deadline: February 27, 2017 at 4:00 p.m. (ET) [Extended to April 7, 2017 at 4:00 p.m. (ET) per the Supplement]

Objections/Responses:

- c) Objection of Hanesbrands Inc. to Proposed Treatment of 503(b)(9) Claims [D.I. 3608; 5/15/17]
- d) M.J. Soffe, LLC's Response and Reservation of Rights Regarding Objection to Its Section 503(b)(9) Claim [D.I. 3612; 5/16/17]

Status: In accordance with the order listed above as Item (b), Hanesbrands Inc. and M.J. Soffe, LLC each filed a response to the proposed treatment of their respective 503(b)(9) claims. Item (c) has been resolved pursuant to a stipulation entered into by and between the Debtors and Hanesbrands, Inc. in connection with a settlement agreement approved by the Court [D.I. 3874]. By agreement of the parties, this matter is adjourned to the next scheduled hearing on January 4, 2018, with respect to Item (d).

4. Debtors' Motion for Entry of an Order, Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019, Approving the Settlement Agreement By and Among TSA Stores, Inc. and Hanesbrands Inc. [D.I. 3854; 10/18/17]

Related Pleadings:

- a) Certificate of No Objection [D.I. 3871; 11/2/17]
- b) Order, Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019, Approving the Settlement Agreement By and Among TSA Stores, Inc. and Hanesbrands Inc. [D.I. 3874; 11/3/17]

Objection Deadline: November 1, 2017 at 4:00 p.m. (ET)

Objections/Responses: None.

Status: An order has been entered by the Court. No hearing is necessary.

UNCONTESTED MATTERS GOING FORWARD

5. Joint Motion of Debtors and Term Loan Agent for Order, Pursuant to Bankruptcy Code Section 105(a), (I) Enforcing the 9019 Order and 9019 Settlement Agreement By and Among the Debtors, the Term Loan Agent, and Certain Non-Performing Settling Vendors, and (II) Granting Related Relief [D.I. 3579; 5/2/17]

Related Pleadings:

- a) Order, Pursuant to Bankruptcy Code Section 105(a), (I) Enforcing the 9019 Order and 9019 Settlement Agreement By and Among the Debtors, the Term Loan Agent, and Certain Non-Performing Settling Vendors, and (II) Granting Related Relief [D.I. 3628; 5/23/17]
- b) Further Order, Pursuant to Bankruptcy Code Section 105(a), (I) Enforcing the 9019 Order and 9019 Settlement Agreement By and Among the Debtors, the Term Loan Agent, and Certain Non-Performing Settling Vendors, and (II) Granting Related Relief [D.I. 3726; 7/18/17]
- c) Second Further Order, Pursuant to Bankruptcy Code Section 105(a), (I) Enforcing the 9019 Order and 9019 Settlement Agreement By and Among the Debtors, the Term Loan Agent, and Certain Non-Performing Settling Vendors, and (II) Granting Related Relief [D.I. 3778; 8/22/17]
- d) Third Further Order, Pursuant to Bankruptcy Code Section 105(a), (I) Enforcing the 9019 Order and 9019 Settlement Agreement By and Among the Debtors, the Term Loan Agent, and Certain Non-Performing Settling Vendors, and (II) Granting Related Relief [D.I. 3824; 9/27/17]

Objection Deadline: May 16, 2017 at 4:00 p.m. (ET) [Extended to October 24, 2017 at 4:00 p.m. (ET) for Boost Oxygen, 02Cool, LLC, and Jade Swimwear, LP]

Objections/Responses:

- e) Opposition by Boost Oxygen [D.I. 3609; 5/16/17]
- f) Informal Response from 02Cool, LLC
- g) Informal Response from Jade Swimwear, LP

Status: By agreement of the parties, this matter is adjourned to the next scheduled hearing on January 4, 2018, with respect to the responses listed above as Items (e) and (f). With respect to Item (g), this matter has been resolved in principle and the Debtors' undersigned counsel has been advised that a consensual form of order will be filed in advance of, or tendered at, the hearing. To the extent necessary, this matter will be going forward solely with respect to Item (g).

6. Confirmation of Chapter 11 Plan of Liquidation of TSA Caribe, Inc. [D.I. 3795; 9/5/17]

Related Pleadings:

- a) Disclosure Statement with Respect to the Chapter 11 Plan of Liquidation of TSA Caribe, Inc. [D.I. 3796; 9/5/17]
- b) Order: (A) Approving Disclosure Statement of TSA Caribe, Inc.; (B) Fixing Voting Record Date; (C) Approving Solicitation Materials and Procedures for Distribution Thereof; (D) Approving Forms of Ballots and Establishing Procedures for Voting on Plan; (E) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan; (F) Establishing an Administrative Expense Claim Bar Date; and (G) Granting Related Relief [D.I. 3853; 10/18/17]
- c) Notice of Filing of Certain Materials in Connection with Solicitation of the Chapter 11 Plan of Liquidation of TSA Caribe, Inc. [D.I. 3856; 10/19/17]
- d) Notice of (I) Approval of Disclosure Statement of TSA Caribe, Inc. (II) Deadline for Voting on Plan, (III) Hearing to Consider Confirmation of Plan, and (IV) Deadline for Filing Objection to Confirmation of Plan [D.I. 3857; 10/19/17]
- e) Notice of Deadline for Filing Administrative Expense Claims Against Debtor TSA Caribe, Inc. [D.I. 3858; 10/19/17]

- f) Notice of Filing of the Plan Supplement to the Chapter 11 Plan of Liquidation of TSA Caribe, Inc. [D.I. 3882; 11/9/17]
- g) Certification of Adam J. Gorman with Respect to the Tabulation of Votes on the Chapter 11 Plan of Liquidation of TSA Caribe, Inc. [D.I. 3907; 11/28/17]
- h) Declaration of Douglas Garrett in Support of Confirmation of Chapter 11 Plan of Liquidation of TSA Caribe, Inc. [D.I. 3908; 11/28/17]
- i) Notice of Filing of Proposed Findings of Fact, Conclusions of Law and Order Confirming Chapter 11 Plan of Liquidation of TSA Caribe, Inc. [D.I. 3909; 11/28/17]
- j) TSA Caribe Inc.'s Memorandum of Law in Support of the Chapter 11 Plan of Liquidation of TSA Caribe, Inc. [D.I. 3910; 11/28/17]

Objection Deadline: November 20, 2017 at 4:00 p.m. (ET)

Objections/Responses: Informal responses from the U.S. Trustee, Dick's Sporting Goods, and the Term Loan Agent, respectively.

Status: Caribe has resolved the informal responses received from the U.S. Trustee and Dick's Sporting Goods by incorporating agreed-upon language into the proposed form of confirmation order, listed as Item (I) above, and anticipates submitting a consensual form of order at the hearing. With respect to comments received from the Term Loan Agent since the proposed confirmation order was filed, Caribe is incorporating agreed-upon language into a revised form of order, which will be tendered at the hearing. This matter is going forward on an uncontested basis.

[Signature Page Follows]

Dated: December 1, 2017
Wilmington, Delaware

/s/ Andrew L. Magaziner

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