

**Fill in this information to identify the case:**

United States Bankruptcy Court for the  
 \_\_\_\_\_ District of Delaware  
 (State)

Case number (if known): \_\_\_\_\_ Chapter 11

Check if this is an amended filing

Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name TSA Caribe, Inc.

2. All other names debtor used in the last 8 years Sports Authority  
 Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 66-0795664

4. Debtor's address

<p>Principal place of business</p> <p><u>1050 West Hampden Avenue</u>          Number Street</p> <p><u>Englewood CO 80110</u>          City State ZIP Code</p> <p><u>Arapahoe</u>          County</p>	<p>Mailing address, if different from principal place of business</p> <p>_____          Number Street</p> <p>_____          P.O. Box</p> <p>_____          City State ZIP Code</p> <p>Location of principal assets, if different from principal place of business</p> <p>_____          Number Street</p> <p>_____          City State ZIP Code</p>
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5. Debtor's website (URL) http://www.sportsauthority.com

6. Type of debtor  
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
 Partnership (excluding LLP)  
 Other. Specify: \_\_\_\_\_

Debtor TSA Caribe, Inc.  
Name

Case number (if known) \_\_\_\_\_

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.naics.com/search/>.

4 5 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See Schedule 1 Relationship \_\_\_\_\_  
District \_\_\_\_\_ When \_\_\_\_\_  
Case number, if known \_\_\_\_\_ MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor TSA Caribe, Inc.  
Name

Case number (if known) \_\_\_\_\_

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other \_\_\_\_\_

Where is the property? See Schedule 2  
Number Street

City State ZIP Code

Is the property insured?

- No
- Yes. Insurance agency See Schedule 2

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information**

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99           | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199         | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999         |  |  |

15. Estimated assets

- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000      | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000     | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million   | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

Debtor TSA Caribe, Inc. Case number (if known) \_\_\_\_\_  
Name

15. Estimated liabilities
- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000      | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000     | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million   | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/02/2016  
MM / DD / YYYY

x Michael E. Foss Michael E. Foss  
 Signature of authorized representative of debtor Printed name

Title President

18. Signature of attorney

x [Signature] Date 03/02/2016  
 Signature of attorney for debtor MM / DD / YYYY

Michael R. Nestor, Esq.  
 Printed name

Young Conway Stargatt & Taylor, LLP  
 Firm name

1000 North King Street  
 Number Street

Wilmington DE 19801  
 City State ZIP Code

302-571-6600 mnestor@ycst.com  
 Contact phone Email address

3526 DE  
 Bar number State



**SCHEDULE 1**

**Pending Bankruptcy Cases Filed  
By the Debtor and Affiliates of the Debtor**

The following affiliated debtors contemporaneously have filed chapter 11 petitions in the United States Bankruptcy Court for the District of Delaware:

**Affiliated Debtors:**

1. Sports Authority Holdings, Inc. [Lead Case]
2. Slap Shot Holdings, Corp.
3. The Sports Authority, Inc.
4. TSA Stores, Inc.
5. TSA Gift Card, Inc.
6. TSA Ponce, Inc.
7. TSA Caribe, Inc.

## SCHEDULE 2

### Property That Needs Immediate Attention

The Debtor operates a network of three sporting goods and athletic apparel retail stores. As of the petition date, the Debtor was in possession of thousands of late model and seasonal sporting goods and articles of apparel at these locations.<sup>1</sup> The value of these items declines the longer they are on the Debtor's shelves. Accordingly, the Debtor must immediately continue selling these items in order to maximize the value of its estate for the benefit of all creditors and other parties in interest.

The Debtor's inventory is generally insured as part of the Debtor's general liability and umbrella insurance policies.<sup>2</sup>

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<sup>1</sup> A full list of the Debtor's retail locations is available at <http://stores.sportsauthority.com>.

<sup>2</sup> A full list the Debtor's insurance policies is attached as an exhibit to the *Debtors' Motion for Order (I) Authorizing Continuation of, and Payment of Prepetition Obligations Incurred In the Ordinary Course of Business In Connection With, Various Insurance Policies, and (II) Authorizing Banks To Honor and Process Checks and Electronic Transfer Requests Related Thereto*, filed substantially contemporaneous herewith.

**TSA CARIBE, INC.  
SECRETARY'S CERTIFICATE**

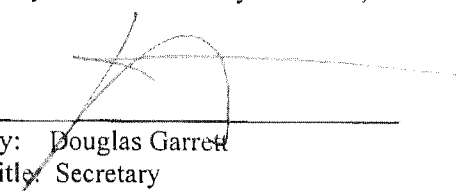
March 2, 2016

I, Douglas Garrett, certify that I am the Secretary of TSA Caribe, Inc., a Puerto Rico corporation (the "Company") and am authorized to execute this Certificate on behalf of the Company.

Solely in my capacity as Secretary, I certify that:

Attached hereto as Exhibit 1 is a true copy of the resolutions adopted by the Board of Directors of the Company on February 29, 2016 and that such resolutions have not been altered, amended, or rescinded, and are still in full force and effect as at the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of March, 2016.

  
\_\_\_\_\_  
By: Douglas Garrett  
Title: Secretary

**EXHIBIT 1**  
**RESOLUTIONS AUTHORIZING VOLUNTARY PETITION**  
[See attached.]



**ACTION BY WRITTEN CONSENT**  
**OF THE BOARD OF DIRECTORS OF**  
**TSA CARIBE, INC.**  
**(a Puerto Rico corporation)**

February 29, 2016

The undersigned, being all of the members of the Board of Directors (the “Board”) of TSA Caribe, Inc., a Puerto Rico corporation (the “Company”), acting pursuant to the Bylaws of the Company and Section 3561(e) of the General Corporations Act of the Commonwealth of Puerto Rico, hereby consent in writing to the adoption of the following resolutions, such action to have the same force and effect as a unanimous vote of the Board at a meeting duly called and held:

**VOLUNTARY PETITION UNDER THE PROVISIONS OF**  
**CHAPTER 11 OF TITLE 11 OF THE UNITED STATES CODE**

WHEREAS, the Board has reviewed and considered the materials presented by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company’s businesses; and

WHEREAS, the Board has had the opportunity to consult with the management and the financial and legal advisors to the Company and fully consider each of the strategic alternatives available to the Company.

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”); and

RESOLVED FURTHER, that each of Michael E. Foss, Jeremy Aguilar, and Douglas Garrett be, and they hereby are, appointed as the Company’s lawful Attorney-in-Fact (each, an “Appointed Attorney-in-Fact” and collectively, the “Appointed Attorneys-in-Fact”), and in such capacity, acting alone or together, with power of delegation, be, and they hereby are, authorized and empowered to execute and file on behalf of the Company, including in the Company’s capacity as shareholder or member of its subsidiaries, all petitions, schedules, lists, applications, pleadings, and other motions, papers, agreements, consents or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s businesses.

**RETENTION OF PROFESSIONALS**

RESOLVED FURTHER, that any Appointed Attorney-in-Fact be, and hereby is, authorized and directed to direct the retention of the law firm of Gibson, Dunn & Crutcher LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, any Appointed Attorney-in-Fact, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed an appropriate application for authority to retain the services of Gibson, Dunn & Crutcher LLP;

RESOLVED FURTHER, that any Appointed Attorney-in-Fact be, and hereby is, authorized and directed to direct the retention of the law firm of Young Conaway Stargatt & Taylor, LLP as bankruptcy co-counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, any Appointed Attorney-in-Fact, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed an appropriate application for authority to retain the services of Young Conaway Stargatt & Taylor, LLP;

RESOLVED FURTHER, that any Appointed Attorney-in-Fact be, and hereby is, authorized and directed to direct the retention of the firm of Rothschild Inc. as investment banker and financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, any Appointed Attorney-in-Fact, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed appropriate applications for authority to retain the services of Rothschild Inc.;

RESOLVED FURTHER, that any Appointed Attorney-in-Fact be, and hereby is, authorized and directed to direct the retention of the firm of FTI Consulting, Inc. as financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, any Appointed Attorney-in-Fact is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of FTI Consulting, Inc.;

RESOLVED FURTHER, that any Appointed Attorney-in-Fact be, and hereby is, authorized and directed to direct the retention of the firm of Kurtzman Carson Consultants LLC as notice, claims, solicitation, balloting, and tabulation agent to represent and assist the Company in carrying out its duties under Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, any Appointed Attorney-in-Fact, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Kurtzman Carson Consultants LLC; and

RESOLVED FURTHER, that any Appointed Attorney-in-Fact be, and hereby is, authorized and directed to direct the retention of any other professionals to assist the Company in

carrying out its duties under the Bankruptcy Code; and in connection therewith, any Appointed Attorney-in-Fact, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

#### **CASH COLLATERAL AGREEMENT**

RESOLVED FURTHER, that in connection with the commencement of the chapter 11 case by the Company, any Appointed Attorney-in-Fact be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver agreements for the use of cash collateral in connection with the Company's chapter 11 case, which agreement(s) may require the Company to acknowledge the debt and liens of existing loans, grant liens and pay interest to the Company's existing lender(s), and to take such additional action and to execute and deliver each other agreement, instrument, or document, to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Appointed Attorney-in-Fact approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof.

#### **DIP FINANCING**

RESOLVED FURTHER, that in connection with the commencement of the chapter 11 case by the Company, any Appointed Attorney-in-Fact be, and hereby is, authorized, directed and empowered in the name of and on behalf of the Company, as debtor and debtor in possession, to negotiate, execute and deliver (i) one or more secured super-priority debtor in possession loan facilities (collectively, the "DIP Credit Facility"), on the terms the Appointed Attorneys-in-Fact may deem necessary or appropriate for the consummation of the transactions contemplated thereby, the signature of such Appointed Attorney-in-Fact to be deemed conclusive evidence of such determination, and (ii) in connection with the DIP Credit Facility, such agreements, certificates, instruments, collateral documents, mortgages, guaranties, notices and any and all other documents as the Appointed Attorneys-in-Fact may deem necessary or appropriate to facilitate the execution and delivery of the DIP Credit Facility and pledge of collateral in connection therewith, the signature of such Appointed Attorney-in-Fact to be deemed conclusive evidence of such determination (collectively, the "Financing Documents"); and

RESOLVED FURTHER, that the proceeds of the DIP Credit Facility shall be used, subject to the terms of the Financing Documents: (i) to finance working capital and scheduled capital expenditures, (ii) to pay for fees and expenses associated with the DIP Credit Facility, (iii) to continue the conduct of the affairs of the Company under chapter 11, and (iv) for general corporate purposes.

#### **GENERAL**

RESOLVED FURTHER, that any specific resolutions that may be required to have been adopted by the Board in connection with the actions contemplated by the foregoing resolutions be, and they hereby are, adopted, and the officers of the Company be, and each of them acting

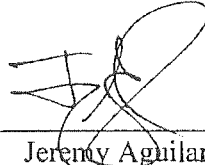
alone hereby is, authorized to certify as to the adoption of any and all such resolutions and attach such resolutions hereto;

RESOLVED FURTHER, that any Appointed Attorney-in-Fact be, and hereby is, authorized and empowered, with power of delegation, in the name of and on behalf of the Company and each of its subsidiaries, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions;

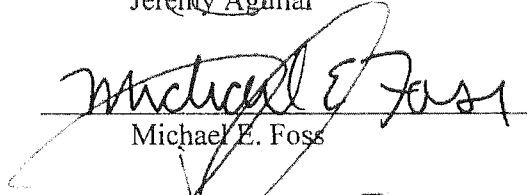
RESOLVED FURTHER, that the officers of the Company be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Company, to execute and deliver, or to cause to be executed and delivered, all such other agreements, instruments, certificates and documents, to do or cause to be done all such further acts and things, and to pay or cause to be paid all necessary fees and expenses, as they or any of them may deem necessary or desirable in connection with the foregoing resolutions, such approval to be conclusively evidenced by the taking of any such action or the execution and delivery of any such instrument by such officer; and

RESOLVED FURTHER, that all acts, actions, and transactions heretofore taken by an officer or director of the Company in connection with, relating to or otherwise in contemplation of the matters contemplated by any of the foregoing resolutions be, and they hereby are, in all respects approved, ratified and confirmed.

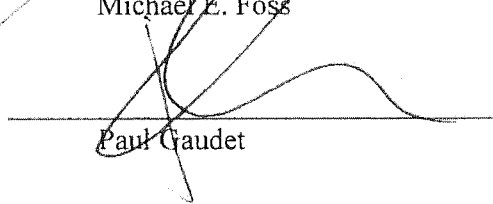
IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent as of the date first written above.



Jeremy Aguilar



Michael E. Foss



Paul Gaudet

**Fill in this information to identify the case:**

Debtor name TSA CARIBE, INC.  
 United States Bankruptcy Court for the District of Delaware.  
 Case number (if known):

Check if this is an amended filing

**Official Form 204**
**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims on a Consolidated Basis and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	TCW/CRESCENT MEZZANINE PARTNERS III, L.P.	TCW/CRESCENT MEZZANINE PARTNERS III, L.P. ATTN: Elizabeth Ko 865 South Figueroa Street Los Angeles, CA 90017 Tel: (310) 235-5973 Fax: (310) 235-5967 Email: elizabeth.ko@crescentcap.com	Mezzanine Debt				62,708,611
2	CAISSE DE DEPOT	CAISSE DE DEPOT ATTN: Louise Lalonde Centre CDP Capital 1000 Place Jean-Paul-Riopelle Montreal , Quebec H 2Z 2B3 Tel: (514) 847-2857 Fax: (514) 281-9368 Email: llalonde@lacaisse.com	Mezzanine Debt				47,913,872
3	NIKE USA. INC.	NIKE USA. INC. ATTN: Christopher Clipper 8605 Sw Creekside Pl Beaverton, OR 97005 Tel: (800) 344-6453 Email: christopher.clipper@nike.com	Trade Debt	[a]			47,874,846
4	TCW/CRESCENT MEZZANINE PARTNERS IV, L.P.	TCW/CRESCENT MEZZANINE PARTNERS IV, L.P. ATTN: Elizabeth Ko 865 South Figueroa Street Los Angeles, CA 90017 Tel: (310) 235-5973 Fax: (310) 235-5967 Email: elizabeth.ko@crescentcap.com	Mezzanine Debt				41,381,614

Debtor

TSA CARIBE, INC.

Case number (if known)

	<b>Name of creditor and complete mailing address, including zip code</b>	<b>Name, telephone number, and email address of creditor contact</b>	<b>Nature of the claim</b> (for example, trade debts, bank loans, professional services, and	<b>Indicate if claim is contingent, unliquidated, or disputed</b>	<b>Amount of unsecured claim</b> If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
5	TCW/CRESCENT MEZZANINE PARTNERS IVB, L.P.	TCW/CRESCENT MEZZANINE PARTNERS IVB, L.P. ATTN: Elizabeth Ko 865 South Figueroa Street Los Angeles, CA 90017 Tel: (310) 235-5973 Fax: (310) 235-5967 Email: elizabeth.ko@crescentcap.com	Mezzanine Debt				33,657,898
6	280 FUNDING I	280 FUNDING I ATTN: Alice Taormina 345 Park Avenue 31St Floor New York, NY 10154 Tel: (212) 503-2100 Fax: (212) 503-6930 Email: sal.aloia@gsocap.com and alice.taormina@gsocap.com	Mezzanine Debt				24,467,058
7	ASICS AMERICA CORPORATION	ASICS AMERICA CORPORATION ATTN: Kenji Sakai 80 Technology Drive Irvine, CA 92618 Tel: (949) 453-8888 Email: Kenjis@asicsamerica.com	Consignment and Other Trade Debt	U [a] [b]			23,268,366
8	UNDER ARMOUR	UNDER ARMOUR 1020 Hull Street Baltimore, MD 21230 Tel: (888) 427-6687	Trade Debt	[a]			23,168,557
9	NY LIFE	NY LIFE ATTN: C/O GoldPoint Partners LLC 51 Madison Avenue Suite 1600 New York, NY 10010 Tel: (212) 576-6500 Fax: (212) 576-5591 Email: lsmith@goldpointpartners.com / Nancy_Scotton@nylim.com	Mezzanine Debt				22,595,117
10	STICHTING PENSIOENFONDS	STICHTING PENSIOENFONDS ATTN: C/O AlpInvest Partners B.V. Jachthavenweg 118 1081 KJ Amsterdam , Netherlands Email: investment.accounting@alpinvest.com / thomas.spoto@alpinvest.com	Mezzanine Debt				16,610,142
11	NY LIFE INV. MGT.	NY LIFE INV. MGT. ATTN: C/O GoldPoint Partners LLC 51 Madison Avenue Suite 1600 New York, NY 10010 Tel: (212) 576-6500 Fax: (212) 576-5591 Email: lsmith@goldpointpartners.com / Nancy_Scotton@nylim.com	Mezzanine Debt				15,501,735

Debtor

TSA CARIBE, INC.

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
12 NW MUTUAL LIFE	NW MUTUAL LIFEATTN: 720 E. Wisconsin Avenue Milwaukee, WI 53202-4797Tel: (414) 665-1679 Email: privateinvest@northwesternmutual.com / jebbentley@northwesternmutual.com	Mezzanine Debt				13,309,409
13 GSO DOMESTIC CAPITAL FUNDING LLC	GSO DOMESTIC CAPITAL FUNDING LLC ATTN: Alice Taormina 345 Park Avenue 31St Floor New York, NY 10154 Tel: (212) 503-2100 Fax: (212) 503-6930 Email: sal.aloia@gsocap.com and alice.taormina@gsocap.com	Mezzanine Debt				12,799,286
14 STICHTING PENSIOENFONDS	STICHTING PENSIOENFONDS ATTN: C/O AlpInvest Partners B.V. Jachthavenweg 118 1081 KJ Amsterdam , Netherlands Email: investment.accounting@alpinvest.com / thomas.spoto@alpinvest.com	Mezzanine Debt				11,073,428
15 VARMA MUTUAL PENSION INSURANCE COMPANY	VARMA MUTUAL PENSION INSURANCE COMPANY Salmisaarenranta 11 Helsinki, Finland Tel: 358-10-244-3230 Fax: 358-10-244-5068 Email: risto.autio@varma.fi / Oili.Auranen@varma.fi	Mezzanine Debt				10,647,527
16 CONN GENERAL	CONN GENERAL ATTN: Edward Lewis 900 Cottage Grove Road A4Aa Bloomfield, CT 6002 Tel: (860) 226-8432 Fax: (860) 226-8596 Email: edward.lewis@cigna.com	Mezzanine Debt				9,982,057
17 TCW/CRESCENT MEZZANINE TRUST III	TCW/CRESCENT MEZZANINE TRUST III ATTN: Elizabeth Ko 865 South Figueroa Street Los Angeles, CA 90017 Tel: (310) 235-5973 Fax: (310) 235-5967 Email: elizabeth.ko@crescentcap.com	Mezzanine Debt				9,769,106
18 IMPLUS FOOTCARE LLC	IMPLUS FOOTCARE LLC 2001 TW Alexander Drive Box 13925 Durham, NC 27709-3925 Tel: (800) 446-7587	Consignment Trade Debt	U [b]			9,400,729



Debtor

TSA CARIBE, INC.

Case number (if known)

19	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	
19	AGRON INC	AGRON INC 2440 South Sepulveda Blvd Los Angeles, CA 90064 Tel: (800) 966-7697	Consignment and Other Trade Debt	U [a] [b]		9,219,174
20	MAC CAPITAL	MAC CAPITAL ATTN: Nakietha Richard Elizabeth Ko 865 South Figueroa Street Los Angeles, CA 90017 Tel: (310) 235-5973 Fax: (310) 235-5967 Email: elizabeth.ko@crescentcap.com / Nakietha.Richard@wellsfargo.com	Mezzanine Debt			7,504,377
21	NYLIM PARALLEL	NYLIM PARALLEL ATTN: C/O GoldPoint Partners LLC 51 Madison Avenue Suite 1600 New York, NY 10010 Tel: (212) 576-6500 Fax: (212) 576-5591 Email: lsmith@goldpointpartners.com / Nancy_Scotton@nylim.com	Mezzanine Debt			7,155,138
22	PARTNERS GROUP PRIME YIELD SARL	PARTNERS GROUP PRIME YIELD SARL ATTN: Roland Roffler Zugerstrasse 57 Ch 6341 Baar Zug, Switzerland Tel: 41 41 784 60 00 Fax: 41 41 784 65 64 Email: pgadmin@partnersgroup.com lu- pgprimeyield@intertrustgoup.com NTGL CST@ntrs.com PartnersFA@ntrs.com	Mezzanine Debt			6,106,357
23	M J SOFFE LLC	M J SOFFE LLC ATTN: Keith Bilyeu P O Box2507 Fayetteville, NC 28302 Tel: (910) 483-2500 Email: Keith.Bilyeu@mjsoffe.com	Consignment Trade Debt	U [b]		5,347,700
24	EASTON BASEBALL/SOFTBALL INC	EASTON BASEBALL/SOFTBALL INC. ATTN: Mark Tripp 7855 Haskell Avenue Suite 200 Van Nuys, CA 91406-1901 Tel: (800) 347-3901 Email: Mark.tripp@easton.com	Consignment and Other Trade Debt	U [a] [b]		4,560,452
25	PARTNERS GROUP MEZZ FIN II LP	PARTNERS GROUP MEZZ FIN II LP ATTN: Roland Roffler Zugerstrasse 57 Ch 6341 Baar Zug, Switzerland Tel: 41 41 784 60 00 Fax: 41 41 784 65 64 Email: pgadmin@partnersgroup.com	Mezzanine Debt			4,530,523

Debtor

TSA CARIBE, INC.

Case number (if known)

	<b>Name of creditor and complete mailing address, including zip code</b>	<b>Name, telephone number, and email address of creditor contact</b>	<b>Nature of the claim</b> (for example, trade debts, bank loans, professional services, and	<b>Indicate if claim is contingent, unliquidated, or disputed</b>	<b>Amount of unsecured claim</b> If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	
26	WILSON TEAM SPORTS	WILSON TEAM SPORTS 8700 W Bryn Mawr Chicago, IL 60631 Tel: (800) 562-1900	Consignment and Other Trade Debt	U [a] [b]		4,460,227
27	THORLO INC	THORLO INC ATTN: Tommy Morton 2210 Newton Dr Statesville, NC 28677 Tel: (800) 438-0209 Email: tmorton@thorlo.com	Consignment Trade Debt	U [b]		4,455,428
28	GOLDEN VIKING SPORTS LLC IMPORT	GOLDEN VIKING SPORTS LLC IMPORT 21929 67Th Ave South Kent, WA 98032 Tel: (253) 520-8868	Consignment and Other Trade Debt	U [a] [b]		4,397,377
29	BURTON SNOWBOARDS	BURTON SNOWBOARDS PO Box 4449 Burlington, VT 054064449 Tel: (802) 862-4500	Trade Debt	[a]		3,918,208
30	LIFE INSURANCE CO OF NORTH AMERICA	LIFE INSURANCE CO OF NORTH AMERICA ATTN: Edward Lewis 900 Cottage Grove Road Bloomfield, CT 6002 Tel: (860) 226-8432 Fax: (860) 226-8596 Email: edward.lewis@cigna.com	Mezzanine Debt			3,327,352
31	SHOCK DOCTOR INC	SHOCK DOCTOR INC ATTN: Dennis Goetz (United Sports Brands) 110 Cheshire Lane Suite 120 Minnetonka, MN 55305 Tel: (952) 767-2300 Email: dgoetz@unitedspb.com	Consignment and Other Trade Debt	U [a] [b]		3,167,445
32	PEARL HOLDING LIMITED	PEARL HOLDING LIMITED ATTN: Roland Roffler Zugerstrasse 57 Ch 6341 Baar Zug, Switzerland Tel: 41 41 784 60 00 Fax: 41 41 784 65 64 Email: pgadmin@partnersgroup.com	Mezzanine Debt			3,151,668
33	PARTNERS GROUP PRIVATE EQUITY PERFORMANCE HOLDING	PARTNERS GROUP PRIVATE EQUITY PERFORMANCE HOLDING ATTN: Roland Roffler Zugerstrasse 57 Ch 6341 Baar Zug, Switzerland Tel: 41 41 784 60 00 Fax: 41 41 784 65 64 Email: pgadmin@partnersgroup.com	Mezzanine Debt			3,151,668
34	CASTLEWOOD APPAREL CORP	CASTLEWOOD APPAREL CORP 42 W 39th St 2nd Floor New York, NY 10018 Tel: (212) 391-9797	Consignment Trade Debt	U [b]		2,878,654

Debtor

TSA CARIBE, INC.

Case number (if known)

	<b>Name of creditor and complete mailing address, including zip code</b>	<b>Name, telephone number, and email address of creditor contact</b>	<b>Nature of the claim</b> (for example, trade debts, bank loans, professional services, and	<b>Indicate if claim is contingent, unliquidated, or disputed</b>	<b>Amount of unsecured claim</b> If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	
35	ICON HEALTH & FITNESS INC	ICON HEALTH & FITNESS INC 1500 S 1000 W Logan, UT 84321 Tel: (435) 750-5000	Consignment and Other Trade Debt	U [a] [b]		2,875,313
36	RAWLINGS SPORTING GOODS	RAWLINGS SPORTING GOODS 510 Maryville University Drive Chesterfield, MO 63141 Tel: (800) 729-7770	Trade Debt	[a]		2,766,058
37	HANESBRANDS INC	HANESBRANDS INC 1000 E Hanes Mill Road Winston Salem, NC 27105 Tel: (336) 519-4400	Consignment and Other Trade Debt	U [a] [b]		2,713,300
38	TCW/CRESCENT MEZZANINE PARTNERS III NETHERLANDS, L.P.	TCW/CRESCENT MEZZANINE PARTNERS III NETHERLANDS, L.P. ATTN: Elizabeth Ko 865 South Figueroa Street Los Angeles, CA 90017 Tel: (310) 235-5973 Fax: (310) 235-5967 Email: elizabeth.ko@crescentcap.com	Mezzanine Debt			2,561,795
39	K2 CORPORATION	K2 CORPORATION 4201 6Th Ave South Seattle, WA 98108 Tel: (206) 805-4800	Trade Debt	[a]		2,535,706
40	TAYLORMADE-ADIDAS GOLF COMPANY	TAYLORMADE-ADIDAS GOLF COMPANY 5545 Fermi Court Carlsbad, CA 92008 Tel: (800) 456-8633	Trade Debt	[a]		2,516,979
41	RIP CURL	RIP CURL 3030 Airway Ave Costa Mesa, CA 92626 Tel: (714) 422-3600	Consignment and Other Trade Debt	U [a] [b]		2,511,087
42	ESCALADE SPORTS	ESCALADE SPORTS PO Box 889 Evansville, IN 47706 Tel: (812) 467-1200	Trade Debt	[a]		2,146,877
43	HOT CHILLYS	HOT CHILLYS 4145 Santa Fe #1 San Luis Obispo, CA 93401 Tel: (800) 468-2445	Consignment Trade Debt	U [b]		2,072,014
44	BROOKS SPORTS INC.	BROOKS SPORTS INC. 3400 Stone Way N Ste 500 Seattle, WA 98103 Tel: (800) 227-6657	Trade Debt	[a]		2,013,899

Debtor

TSA CARIBE, INC.

Case number (if known)

	<b>Name of creditor and complete mailing address, including zip code</b>	<b>Name, telephone number, and email address of creditor contact</b>	<b>Nature of the claim</b> (for example, trade debts, bank loans, professional services, and	<b>Indicate if claim is contingent, unliquidated, or disputed</b>	<b>Amount of unsecured claim</b> If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	
45	CREDIT SUISSE ANLAGESTIFTUNG 2 SAULE	CREDIT SUISSE ANLAGESTIFTUNG 2 SAULEATTN: Roland RofflerZugerstrasse 57 Ch 6341 Baar Zug, Switzerland Tel: 41 41 784 60 00 Fax: 41 41 784 65 64 Email: pgadmin@partnersgroup.com lu- pgprimeyield@intertrustgoup.com NTGL CST@ntrs.comPartnersFA@ntrs.c om	Mezzanine Debt			1,772,813
46	HI-TEC SPORTS USA	HI-TEC SPORTS USA 4801 Stoddard Rd Modesto, CA 95356 Tel: (800) 521-1698	Consignment and Other Trade Debt	U [a] [b]		1,758,705
47	GORDINI USA INC	GORDINI USA INC 67 Allen Martin Drive Essex Junction, VT 05452 Tel: (800) 467-3464	Consignment Trade Debt	U [b]		1,757,811
48	MCDAVID KNEE GUARD	MCDAVID KNEE GUARD 10305 Argonne Drive Woodridge, IL 60517 Tel: (800) 237-8254	Trade Debt	[a]		1,735,293
49	NEW BALANCE ATHLETIC SHOE INC	NEW BALANCE ATHLETIC SHOE INC. 20 Guest Street Boston, MA 02135-2088 Tel: (800) 343-4648	Trade Debt	[a]		1,610,743
50	NEW ERA CAP CO	NEW ERA CAP CO ATTN: 8061 Erie Road Derby, NY 14047 Tel: (800) 989-0445	Trade Debt	[a]		1,564,210

[a] Excludes any liabilities associated with goods in-transit.

[b] Some of the listed balances reflect wholesale value of consignment inventory (as of 2/26/16). Certain of these creditors may possess perfected liens in such goods. The effect of such liens, if any, has not been accounted for in the balances shown.

**Fill in this information to identify the case:**

Debtor name TSA CARIBE, INC.  
 United States Bankruptcy Court for the District of Delaware.  
 Case number (if known):

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct.

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims on a Consolidated Basis and Are Not Insiders (Official Form 204)
- Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/02/2016  
 MM / DD / YYYY

  
 Signature of individual signing on behalf of debtor

Michael E. Foss  
 Printed name

President  
 Position or relationship to debtor

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

In re:

TSA CARIBE, INC.,

Debtor

Employer Tax I.D. No. 66-0795664

Chapter 11

Case No. 16-\_\_\_\_ ( )

**DEBTOR'S LIST OF EQUITY SECURITY HOLDERS  
AND CORPORATE OWNERSHIP STATEMENT**

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interests:

<b>Shareholder</b>	<b>Address of Shareholder</b>	<b>Approximate Percentage of Shares Held</b>
TSA Ponce, Inc.	1050 West Hampden Avenue Englewood, Colorado 80110	100%

**Fill in this information to identify the case:**

Debtor name TSA CARIBE, INC.  
United States Bankruptcy Court for the District of Delaware.  
Case number (if known):

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation, a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims on a Consolidated Basis and Are Not Insiders (Official Form 204)
- Other document that requires a declaration, Debtor's List of Equity Security Holders and Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/02/2016  
MM / DD / YYYY

  
\_\_\_\_\_  
Signature of individual signing on behalf of debtor

Michael E. Foss  
Printed name

President  
Position or relationship to debtor