

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Ref. Docket Nos. 5 & 129

**CERTIFICATION OF COUNSEL REGARDING PROPOSED FINAL ORDER
(A) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR TRANSFERS
OF EQUITY SECURITIES AND CLAIMS OF WORTHLESS STOCK DEDUCTIONS;
AND (B) ESTABLISHING A RECORD DATE FOR NOTICE AND SELL-DOWN
PROCEDURES FOR TRADING IN CLAIMS AGAINST THE DEBTORS' ESTATES**

The undersigned hereby certifies as follows:

1. On March 2, 2016, Sports Authority Holdings, Inc. and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of Interim and Final Orders (A) Establishing Notice and Objection Procedures for Transfers of Equity Securities and Claims of Worthless Stock Deductions; and (B) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtors’ Estates* [Docket No. 5] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. On March 3, 2016, the Court entered that certain *Interim Order (A) Establishing Notice and Objection Procedures for Transfers of Equity Securities and Claims of Worthless Stock Deductions; (B) Establishing a Record Date for Notice and Sell-Down*

¹ 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.



Procedures for Trading in Claims Against the Debtors' Estates; and (C) Scheduling a Final Hearing [Docket No. 129] (the "Interim Order").

3. Objections to approval of the Motion on a final basis were due to be filed and served on or before March 22, 2016 at 4:00 p.m. (ET) (the "Objection Deadline").² Prior to the Objection Deadline, the Debtors received informal comments from the Official Committee of Unsecured Creditors (the "Committee") with respect to a final order approving the Motion. No objections or responses to the Motion were received prior to the Objection Deadline other than that described herein.

4. Following discussions with the Committee, the Debtors have agreed to a proposed form of final order (the "Proposed Final Order"), a copy of which is attached hereto as Exhibit A, which incorporates the informal comments received from the Committee. Pursuant to paragraph 16 of the Interim Order, the Debtors hereby submit the Proposed Final Order under certification of counsel and request entry thereof.

5. For the convenience of the Court and other interested parties, a blackline comparing the Proposed Final Order against the Interim Order is attached hereto as Exhibit B.

[Remainder of Page Intentionally Left Blank]

² The Objection Deadline was extended by the Debtors until March 24, 2016 at 4:00 p.m. (ET) for the Official Committee of Unsecured Creditors (the "Committee").

WHEREFORE, as the Debtors did not receive any objections or responses other than that described herein, and the Debtors have incorporated the informal comments provided by the Committee, the Debtors respectfully request that the Court enter the Proposed Final Order without further notice or hearing at the Court's earliest convenience.

Dated: March 23, 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

*Proposed Counsel to the Debtors and
Debtors in Possession*

EXHIBIT A

PROPOSED FINAL ORDER

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Docket Ref. Nos. 5, 129 & ____

**FINAL ORDER (A) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR
TRANSFERS OF EQUITY SECURITIES AND CLAIMS OF WORTHLESS STOCK
DEDUCTIONS; AND (B) ESTABLISHING A RECORD DATE
FOR NOTICE AND SELL-DOWN PROCEDURES FOR TRADING IN CLAIMS
AGAINST THE DEBTORS' ESTATES**

Upon the Motion² of Sports Authority and its affiliated debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the “Debtors”) for the entry of interim and final orders, pursuant to sections 105(a), 362 and 541 of title 11 of the Bankruptcy Code and Rule 3001 of the Bankruptcy Rules, (a) establishing notice and objection procedures regarding certain transfers of beneficial interests in Equity Securities and claims of worthless stock deductions with respect to the Equity Securities, (b) establishing a Record Date for notice and potential sell-down procedures for trading in Claims, and (c) granting certain related relief; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated as of February 29, 2012; and the Court having found that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and

¹ 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.

² All capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.

the Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having found that notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or further notice need be given; and the Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and upon consideration of the First Day Declaration; and a hearing having been held to consider the relief requested in the Motion; and the Court having entered that certain *Interim Order (a) Establishing Notice and Objection Procedures for Transfers of Equity Securities and Claims of Worthless Stock Deductions; and (b) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtors' Estates; and (c) Scheduling a Final Hearing* [Docket No. 129] (the “Interim Order”); and no objections to the Motion having been timely filed, served and received in accordance with the Interim Order; and the Debtors having filed this Final Order under certification of counsel and requesting entry thereof; and upon the record of the hearing on the Motion and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth herein.
2. The Equity Transfer Procedures set forth herein are approved on a final basis.
3. Any purchase, sale, trade or other transfer of Equity Securities in violation of the Equity Transfer Procedures set forth herein (including the notice requirements set forth in paragraph 4 below) shall be null and void *ab initio* and shall confer no rights on the transferee.

4. The following notice and objection procedures for holding and transferring Equity Securities (“Equity Transfer Procedures”) shall apply in the Debtors’ Chapter 11 Cases:

- i. Certain Defined Terms. For purposes of this Final Order: (A) a “Substantial Equityholder” is any person or entity that beneficially owns at least 1,920,000 shares (representing approximately 4.5% of the 42.7 million issued and outstanding shares) of Sports Authority; (B) “beneficial ownership” of Equity Securities shall be determined in accordance with applicable rules under section 382 of the IRC and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (ii) ownership by attribution from shareholders, subsidiaries, partnerships, trusts and other related entities and persons, (iii) ownership by such holder’s family members, (iv) aggregate ownership of persons acting in concert with such holder to make a coordinated acquisition of stock and (v) ownership of options to acquire stock, which include any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (C) a “Transfer” means any transfer, within the meaning of Section 382 of the IRC and the regulations promulgated thereunder, of Equity Securities to the extent described in paragraph 4(iii) below (Stock Acquisition Notice) and/or paragraph 4(iv) below (Stock Disposition Notice).
- ii. Notice of Substantial Equityholder Status. Any person or entity who currently is or becomes a Substantial Equityholder shall (A) file with the Court and (B) serve upon (x) proposed counsel to the Debtors, Gibson, Dunn & Crutcher, LLP, 333 South Grand Avenue, Los Angeles, CA 90071-1512 (Attn: Robert A. Klyman), and Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801 (Attn: Michael R. Nestor) and (y) proposed counsel to the Official Committee of Unsecured Creditors (the “Committee”), Pachulski Stang Ziehl & Jones LLP, 919 North Market St., 17th Floor, Wilmington, DE 19801 (Attn: Bradford J. Sandler and Colin Robinson), a notice of such status, in the form attached hereto as Exhibit 2 (a “Notice of Substantial Equityholder Status”), on or before the later of (i) 14 days after entry of this Final Order or (ii) 14 days after becoming a Substantial Equityholder.
- iii. Stock Acquisition Notice. At least 28 days prior to any transfer of Equity Securities (including options to acquire stock or any exercise thereof) that would result in an increase in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity becoming a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall (A) file with the Court and (B) serve on proposed counsel to the Debtors and proposed counsel to the Committee (at the addresses set forth in paragraph 4(ii) above), advance written notice of the intended transfer of Equity Securities or worthless stock deduction, in the form attached hereto as Exhibit 3 (a “Stock Acquisition Notice”).

- iv. Stock Disposition Notice. Prior to any transfer of Equity Securities that would result in a decrease in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder shall (A) file with the Court and (B) serve on proposed counsel to the Debtors and proposed counsel to the Committee (at the addresses set forth in paragraph 4(ii) above), advance written notice of the intended transfer of Equity Securities, in the form attached hereto as Exhibit 4 (a “Stock Disposition Notice”).
 - v. Worthless Stock Deduction Notice. At least 28 days prior to claiming any deduction for worthless stock that would result in a decrease in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall (A) file with the Court and (B) serve on proposed counsel to the Debtors and proposed counsel to the Committee (at the addresses set forth in paragraph 4(ii) above), advance written notice of the intended worthless stock deduction, in the form attached hereto as Exhibit 5 (a “Worthless Stock Deduction Notice”).
 - vi. Objection Procedures. The Debtors and the Committee shall have 21 days after receipt of a Stock Acquisition Notice, a Stock Disposition Notice, or a Worthless Stock Deduction Notice (each, a “Transfer Notice”) to file with the Court and serve on the party filing the Transfer Notice an objection to the proposed Transfer or worthless stock deduction on the grounds that such Transfer or deduction may adversely affect the Debtors’ ability to utilize their NOLs. If the Debtors or the Committee file an objection, the proposed Transfer or deduction will not be effective unless and until approved by a final and non-appealable order of this Court. If the Debtors and the Committee do not object within such 21-day period, the Transfer may proceed solely as set forth in the Transfer Notice. Further Transfers or deductions within the scope of this paragraph must comply with the Equity Transfer Procedures set forth in this paragraph 4.
 - vii. Unauthorized Transfers of Equity Securities or Worthless Stock Deductions. Effective as of the Petition Date and until further order of this Court to the contrary, any acquisition or disposition of Equity Securities or claims of worthless stock deductions in violation of the Equity Transfer Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code.
5. Within five (5) business days after the entry of this Final Order, the Debtors shall provide notices in substantially the form attached hereto as Exhibit 1 (the “Equity Transfer Procedures Notice”) to: (a) the U.S. Trustee; (b) the United States Securities and Exchange

Commission; (c) the Internal Revenue Service; and (d) any registered holders of the outstanding Equity Securities.

6. Upon receipt of such Equity Transfer Procedures Notice, any broker, bank, dealer or other agent or nominee of a beneficial holder of Equity Securities (each a “Nominee”) will be required, within five (5) business days of receipt of such notice and on at least a quarterly basis thereafter, to send the Equity Transfer Procedures Notice to all beneficial holders of Equity Securities on whose behalf such Nominee holds Equity Securities. To the extent such beneficial holder is also a Nominee, such Nominee must, in turn, promptly provide the Equity Transfer Procedures Notice to any holder for whose account such holder holds Equity Securities, and so on down the chain of ownership. In addition, any person, entity, broker or agent acting on behalf of any holder of Equity Securities who sells at least 1,920,000 shares (representing approximately 4.5% of the approximately 42.7 million issued and outstanding shares) of Sports Authority to another person or entity must provide a copy of the Equity Transfer Procedures Notice to such purchaser or any broker or agent acting on such purchaser’s behalf.

7. Claimholders and potential purchasers of Claims against the Debtors are hereby deemed notified that, if the Debtors ultimately seek and the Court approves a Sell-Down Order, claimholders that acquire Claims after March 3, 2016, the date of the Interim Order (the “Record Date”), in an amount that would entitle them to receive more than 4.5% of the stock of the Debtors may be subject to a required sell-down of any Claims acquired after the Record Date in accordance with the Sell-Down Procedures.

8. Within five (5) business days after the entry of this Final Order, the Debtors shall provide notice in substantially the form attached hereto as Exhibit 6 (the “Record Date Notice”) to: (a) the U.S. Trustee, (b) Riemer & Braunstein LLP as counsel for Bank of America, N.A., in

its capacity as Administrative Agent and Collateral Agent under the Second Amended and Restated Credit Agreement, dated as of May 17, 2012; (c) Brown Rudnick LLP as counsel for (i) Wilmington Savings Fund Society, FSB as Administrative Agent and Collateral Agent under the Amended and Restated Credit Agreement, dated as of May 3, 2006 and amended and restated as of November 16, 2010 and (ii) certain Term Lenders under the Amended and Restated Credit Agreement, dated as of May 3, 2006 and amended and restated as of November 16, 2010; (d) Choate, Hall & Stewart LLP as counsel for Wells Fargo Bank, National Association, in its capacity as FILO Agent under the Second Amendment to Second Amended and Restated Credit Agreement, dated as of November 3, 2015; (e) O'Melveny & Meyers LLP as counsel for certain holders of 11.5% Senior Subordinated Notes Due February 19, 2018 under the Securities Purchase Agreement, dated as of May 3, 2006; (f) all holders of 11.5% Senior Subordinated Notes Due February 19, 2018 under the Securities Purchase Agreement, dated as of May 3, 2006, (g) the United States Securities and Exchange Commission, (h) the Internal Revenue Service, and (i) the Debtors' 50 largest unsecured creditors on a consolidated basis, as identified in their chapter 11 petitions.

9. Upon receipt of the Record Date Notice, any Nominee will be required, within five (5) days of receipt of the Record Date Notice, and on at least a quarterly basis thereafter, to send such Record Date Notice to its beneficial holders. To the extent such beneficial holder is also a Nominee, such Nominee must, in turn, promptly provide the Record Date Notice to any holder for whose account such beneficial holder holds the Claims, and so on down the chain of ownership.

10. Entry of this Final Order shall in no way be deemed a determination of any kind that entry of a Sell-Down Order is necessary or warranted in these cases and this Court's review

of any request for the entry of a Sell-Down Order shall be without regard to entry of this Final Order.

11. The entry of this Final Order shall in no way prejudice the rights of any party to oppose the entry of a Sell-Down Order, on any grounds, and all parties' rights are expressly preserved hereby.

12. The notices substantially in the form attached hereto as Exhibits 1 through 6 are approved.

13. Any of the Debtors may waive in writing, and in their sole and absolute discretion, any and all restrictions, stays and notice procedures contained in this Final Order.

14. The requirements set forth in this Final Order are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable law, and do not excuse compliance therewith.

15. Notice of the Motion as provided therein shall be deemed good and sufficient notice of the Motion.

16. This Final Order shall be immediately effective and enforceable upon its entry.

17. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

18. The Court shall retain jurisdiction to hear and determine all matters arising from or related to this Final Order.

Dated: March ____, 2016
Wilmington, Delaware

MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1 TO FINAL ORDER

Equity Transfer Procedures Notice

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Docket Ref. Nos. 5,129 & ____

**NOTICE OF (I) EQUITY TRANSFER AND WORTHLESS STOCK DEDUCTION
PROCEDURES AND (II) A FINAL HEARING**

**TO ALL PERSONS OR ENTITIES WITH
EQUITY INTERESTS IN SPORTS AUTHORITY HOLDINGS, INC.:**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On March 2, 2016 (the "Petition Date"), the above-captioned debtors and debtors in possession (collectively, the "Debtors") commenced cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code")

2. On the Petition Date, the Debtors filed the *Debtors' Motion for Entry of Interim and Final Orders (A) Establishing Notice and Objection Procedures for Transfers of Equity Securities; and (B) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtors' Estates* (the "Motion").

3. On March 3, 2016, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an interim order (the "Interim Order")² approving the procedures set forth below with respect to transfers of and claims of worthless stock deductions with respect

¹ 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.

² A copy of the Interim Order is attached hereto as Exhibit 1.

to equity securities in Sports Authority Holdings, Inc. (the “Equity Transfer Procedures”) and setting the Record Date with respect to trading in claims against the Debtors, in order to assist the Debtors in preserving their net operating losses (“NOLs”). Any purchase, sale, trade or other transfer of, or claims of worthless stock deductions with respect to, equity securities in Debtor Sports Authority Holdings, Inc. in violation of the procedures set forth below shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code, and shall confer no rights on the transferee.

4. On March __, 2016, the Court entered a final order (the “Final Order”)³ approving the Equity Transfer Procedures.

5. Pursuant to the Final Order, the following Equity Transfer Procedures shall apply to holding and transferring beneficial interests in equity securities in Sports Authority Holdings, Inc.:

- i. Certain Defined Terms. For purposes of the Final Order and this Notice: (A) a “Substantial Equityholder” is any person or entity that beneficially owns at least 1,920,000 shares (representing approximately 4.5% of the 42.7 million issued and outstanding shares) of Sports Authority; (B) “beneficial ownership” of Equity Securities shall be determined in accordance with applicable rules under section 382 of the IRC and the regulations promulgated thereunder and shall include (i) direct and indirect ownership, (ii) ownership by attribution from shareholders, subsidiaries, partnerships, trusts, and other related entities and persons, (iii) ownership by such holder’s family members, (iv) aggregate ownership of persons acting in concert with such holder to make a coordinated acquisition of stock, and (v) ownership of options to acquire stock, which include any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (C) a “Transfer” means any transfer, within the meaning of section 382 of the IRC and the regulations promulgated thereunder, of Equity Securities to the extent described in paragraph 7(iii) below (Stock Acquisition Notice) and/or paragraph 7(iv) below (Stock Disposition Notice).

³ A copy of the Final Order is attached hereto as Exhibit 2.

- ii. Notice of Substantial Equityholder Status. Any person or entity who currently is or becomes a Substantial Equityholder shall (A) file with the Court and (B) serve upon (x) proposed counsel to the Debtors, Gibson, Dunn & Crutcher, LLP, 333 South Grand Avenue, Los Angeles, CA 90071-1512 (Attn: Robert A. Klyman), and Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801 (Attn: Michael R. Nestor) and (y) proposed counsel to the Official Committee of Unsecured Creditors (the “Committee”), Pachulski Stang Ziehl & Jones LLP, 919 North Market St., 17th Floor, Wilmington, DE 19801 (Attn: Bradford J. Sandler and Colin Robinson), a notice of such status, in the form attached to the Final Order as Exhibit 2 (a “Notice of Substantial Equityholder Status”), on or before the later of (i) 14 days after entry of the Final Order or (ii) 14 days after becoming a Substantial Equityholder.
- iii. Stock Acquisition Notice. At least 28 days prior to any transfer of Equity Securities (including options to acquire stock or any exercise thereof) that would result in an increase in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity becoming a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall (A) file with the Court and (B) serve on proposed counsel to the Debtors and proposed counsel to the Committee (at the addresses set forth in paragraph 7(ii) above), advance written notice of the intended transfer of Equity Securities, in the form attached to the Final Order as Exhibit 3 (a “Stock Acquisition Notice”).
- iv. Stock Disposition Notice. Prior to any transfer of Equity Securities that would result in a decrease in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder shall file with the Court and serve on proposed counsel to the Debtors and proposed counsel to the Committee (at the addresses set forth in paragraph 7(ii) above), advance written notice of the intended transfer of Equity Securities in the form attached to the Final Order as Exhibit 4 (a “Stock Disposition Notice”).
- v. Worthless Stock Deduction Notice. At least 28 days prior to claiming any deduction for worthless stock that that would result in a decrease in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall (A) file with the Court and (B) serve on proposed counsel to the Debtors and proposed counsel to the Committee (at the addresses set forth in paragraph 7(ii) above), advance written notice of the intended worthless stock deduction, in the form attached to the Final Order as Exhibit 5 (a “Worthless Stock Deduction Notice”).
- vi. Objection Procedures. The Debtors and the Committee shall have 21 days after receipt of a Stock Acquisition Notice, a Stock Disposition Notice or a Worthless Stock Deduction Notice (each, a “Transfer Notice”) to file with the Court and serve on the party filing the Transfer Notice an objection to the proposed Transfer

or worthless stock deduction on the grounds that such Transfer or deduction may adversely affect the Debtors' ability to utilize their NOLs. If the Debtors or the Committee file an objection, the proposed Transfer or deduction will not be effective unless and until approved by a final and non-appealable order of the Court. If the Debtors and the Committee do not object within such 21-day period, the Transfer or deduction may proceed solely as set forth in the Transfer Notice. Further Transfers or deductions within the scope of this paragraph must comply with the Equity Transfer Procedures set forth in this paragraph 7.

- vii. Unauthorized Transfers of Equity Securities. Effective as of the Petition Date and until further order of this Court to the contrary, any acquisition or disposition of Equity Securities or claims of worthless stock deductions in violation of the Equity Transfer Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code.

FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE AND IN THE FINAL ORDER SHALL CONSTITUTE A VIOLATION OF THE AUTOMATIC STAY UNDER SECTION 362 OF THE BANKRUPTCY CODE. ANY PROHIBITED PURCHASE, SALE, TRADE OR OTHER TRANSFER OF EQUITY SECURITIES IN SPORTS AUTHORITY HOLDINGS, INC. IN VIOLATION OF THE FINAL ORDER WILL BE NULL AND VOID *AB INITIO* AND MAY RESULT IN THE IMPOSITION OF SANCTIONS BY THE BANKRUPTCY COURT.

6. Any of the Debtors may waive in writing, and in their sole and absolute discretion, any and all restrictions, stays and notice procedures contained in the Final Order.

7. Complete copies of the Motion and the Final Order are available via PACER via the Court's website at <https://ecf.deb.uscourts.gov> for a fee, or through the Debtors' Court-appointed claims agent, Kurtzman Carson Consultants LLC, by accessing its website at www.kccllc.net/sportsauthority or by calling 866-967-0490.

8. The requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable law, and do not excuse compliance therewith.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Dated: []

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

*Proposed Counsel to the Debtors and
Debtors in Possession*

EXHIBIT 2 TO FINAL ORDER

Notice of Substantial Equityholder Status

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Docket Ref. Nos. 5, 129 & __

NOTICE OF SUBSTANTIAL EQUITYHOLDER STATUS

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. [Name of Equityholder] is/has become a Substantial Equityholder² with respect to the common stock (the "Common Stock") in Sports Authority Holdings, Inc. ("Sports Authority"), a debtor in Case No. 16-10527 (MFW), pending in the United States Bankruptcy Court for the District of Delaware (the "Court")

2. As of _____, 20__, [Name of Equityholder] beneficially owns _____ shares of the Common Stock of Sports Authority. The following table sets forth the date(s) on which [Name of Equityholder] acquired or otherwise became the beneficial owner of such Common Stock:

¹ 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.

² For purposes of this Notice: (A) a "Substantial Equityholder" is any person or entity that beneficially owns at least 1,920,000 shares (representing approximately 4.5% of the 42.7 million issued and outstanding shares) of Sports Authority; (B) "beneficial ownership" of Equity Securities shall be determined in accordance with applicable rules under section 382 of the IRC and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (ii) ownership by attribution from shareholders, subsidiaries, partnerships, trusts and other related entities and persons, (iii) ownership by such holder's family members; (iv) aggregate ownership of persons acting in concert with such holder to make a coordinated acquisition of stock and (v) ownership of options to acquire stock, which include ;any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (C) a "Transfer" means any transfer within the meaning of section 382 of the IRC and the regulations promulgated thereunder.

Number of Shares of Common Stock	Date Acquired

(Attach additional page if necessary)

3. The last four digits of the taxpayer identification number of [Name of Equityholder] are _____.

4. Under penalty of perjury, [Name of Equityholder] hereby declares that it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct and complete.

5. Pursuant to the Final Order establishing the Equity Transfer Procedures (Docket No. [__] in the above-captioned chapter 11 cases), this Notice is being (a) filed with the Court and (b) served upon (x) proposed counsel to the Debtors, Gibson, Dunn & Crutcher, LLP, 333 South Grand Avenue, Los Angeles, CA 90071-1512 (Attn: Robert A. Klyman), and Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801 (Attn: Michael R. Nestor) and (y) proposed counsel to the Official Committee of Unsecured Creditors, Pachulski Stang Ziehl & Jones LLP, 919 North Market St., 17th Floor, Wilmington, DE 19801 (Attn: Bradford J. Sandler and Colin Robinson).

Respectfully submitted,

[Name of Equityholder]

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

EXHIBIT 3 TO FINAL ORDER

Stock Acquisition Notice

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Docket Ref. Nos. 5, 129 & __

STOCK ACQUISITION NOTICE

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. [Name of Prospective Acquirer] hereby provides notice of its intention to purchase, acquire or otherwise accumulate one or more shares of, or an option with respect to (or to exercise such an option), the common stock (the "Common Stock") of Sports Authority Holdings, Inc. ("Sports Authority"), a debtor in Case No. 16-10527 (MFW) pending in the United States Bankruptcy Court for the District of Delaware (the "Court") (the "Proposed Transfer").
2. If applicable, on [Prior Date(s)], [Name of Prospective Acquirer] filed a Notice of Substantial Equityholder Status² with the Court and served copies thereof on above-captioned

¹ 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.

² For purposes of this Notice: (A) a "Substantial Equityholder" is any person or entity that beneficially owns at least 1,920,000 shares (representing approximately 4.5% of the approximately 42.7 million issued and outstanding shares) of Sports Authority; (B) "beneficial ownership" of equity securities shall be determined in accordance with applicable rules under section 382 of the Internal Revenue Code of 1986 (as amended, the "IRC") and regulations promulgated thereunder and shall include (i) direct and indirect ownership (ii) ownership by attribution from shareholders, subsidiaries, partnerships, trusts and other related entities and persons, (iii) ownership by such holder's family members; (iv) aggregate ownership of persons acting in concert with such holder to make a coordinated acquisition of stock and (v) ownership of options to acquire stock, which include; any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently

debtors and debtors in possession (collectively, the “Debtors”), the Debtors’ counsel and proposed counsel to the Official Committee of Unsecured Creditors (the “Committee”).

3. [Name of Prospective Acquirer] currently beneficially owns shares of Common Stock of Sports Authority.

4. Pursuant to the Proposed Transfer, [Name of Prospective Acquirer] proposes, as applicable, to purchase, acquire or otherwise accumulate _____ shares of Common Stock or an option (or to exercise such an option) with respect to _____ shares of Common Stock. If the Proposed Transfer is permitted to occur, [Name of Prospective Acquirer] will beneficially own _____ shares of Common Stock after the transfer becomes effective.

5. The last four digits of the taxpayer identification number of [Name of Prospective Acquirer] are _____.

6. Under penalty of perjury, [Name of Prospective Acquirer] hereby declares that it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct and complete.

7. Pursuant to that certain Final Order establishing the Equity Transfer Procedures (Docket No. [____] in the above-captioned chapter 11 cases), this Notice is being (a) filed with the Court and (b) served upon (x) proposed counsel to the Debtors, Gibson, Dunn & Crutcher, LLP, 333 South Grand Avenue, Los Angeles, CA 90071-1512 (Attn: Robert A. Klyman), and Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801 (Attn: Michael R. Nestor) and (y) proposed counsel to the Committee, Pachulski

exercisable; and (C) a “Transfer” means any transfer, within the meaning of section 382 of the IRC and the regulations promulgated thereunder.

Stang Ziehl & Jones LLP, 919 North Market St., 17th Floor, Wilmington, DE 19801 (Attn: Bradford J. Sandler and Colin Robinson).

8. The Debtors and the Committee have 21 calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtors or the Committee file an objection, such Proposed Transfer will not be effective unless approved by a final and non-appealable order of the Court. If the Debtors and the Committee do not object within such 21-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Notice.

9. The undersigned Prospective Acquirer understands that any further transactions that may result in [Name of Prospective Acquirer] purchasing, acquiring, or otherwise accumulating additional shares of Common Stock (or an option with respect thereto) will each require an additional notice to be filed with the Court and served in the same manner as this Notice.

Respectfully submitted,

[Name of Prospective Acquirer]

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

EXHIBIT 4 TO FINAL ORDER
Stock Disposition Notice

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Docket Ref. Nos. 5, 129 & __

STOCK DISPOSITION NOTICE

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. [Name of Prospective Seller], a Substantial Equityholder,² hereby provides notice of its intention to sell, trade or otherwise transfer one or more shares of the common stock (the "Common Stock"), or an option with respect thereto, of Sports Authority Holdings, Inc. ("Sports Authority"), a debtor in Case No. 16-10527 (MFW) pending in the United States Bankruptcy Court for the District of Delaware (the "Court") (the "Proposed Transfer").

2. If applicable, on [Prior Date(s)], [Name of Prospective Seller] filed a Notice of Substantial Equityholder Status with the Court and served copies thereof on the above-

¹ 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.

² For purposes of this Notice: (A) a "Substantial Equityholder" is any person or entity that beneficially owns at least 1,920,000 shares (representing approximately 4.5% of the approximately 42.7 million issued and outstanding shares) of Sports Authority; (B) "beneficial ownership" of equity securities shall be determined in accordance with applicable rules under section 382 of the Internal Revenue Code of 1986 (as amended, the "IRC") and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (ii) ownership by attribution from shareholders, subsidiaries, partnerships, trusts and other related entities and persons, (iii) ownership by such holder's family members; (iv) aggregate ownership of persons acting in concert with such holder to make a coordinated acquisition of stock and (v) ownership of options to acquire stock, which include any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (C) a "Transfer" means any transfer, within the meaning of section 382 of the IRC and the regulations promulgated thereunder.

captioned debtors and debtors in possession (collectively, the “Debtors”), the Debtors’ counsel and proposed counsel to the Official Committee of Unsecured Creditors (the “Committee”).

3. [Name of Prospective Seller] currently beneficially owns shares of Common Stock of Sports Authority.

4. Pursuant to the Proposed Transfer, [Name of Prospective Seller] proposes to sell, trade or otherwise transfer _____ shares of Common Stock or an option with respect to _____ shares of Common Stock. If the Proposed Transfer is permitted to occur, [Name of Prospective Seller] will beneficially own _____ shares of Common Stock after the transfer becomes effective.

5. The last four digits of the taxpayer identification number of [Name of Prospective Seller] are _____.

6. Under penalty of perjury, [Name of Prospective Seller] hereby declares that it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct and complete.

7. Pursuant to that certain Final Order establishing the Equity Transfer Procedures (Docket No. [___] in the above-captioned chapter 11 cases), this Notice is being (a) filed with the Court and (b) served upon (x) proposed counsel to the Debtors, Gibson, Dunn & Crutcher, LLP, 333 South Grand Avenue, Los Angeles, CA 90071-1512 (Attn: Robert A. Klyman), and Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801 (Attn: Michael R. Nestor) and (y) proposed counsel to the Committee, Pachulski Stang Ziehl & Jones LLP, 919 North Market St., 17th Floor, Wilmington, DE 19801 (Attn: Bradford J. Sandler and Colin Robinson).

8. The Debtors and the Committee have 21 calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtors or the Committee file an objection, such Proposed Transfer will not be effective unless approved by a final and nonappealable order of the Court. If the Debtors and the Committee do not object within such 21-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Notice.

9. The undersigned Prospective Seller understands that any further transactions that may result in [Name of Prospective Seller] selling, trading, or otherwise transferring shares of Common Stock (or an option with respect thereto) will each require an additional notice to be filed with the Court and served in the same manner as this Notice.

Respectfully submitted,

[Name of Prospective Seller]

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

**EXHIBIT 5 TO FINAL ORDER
Worthless Stock Deduction Notice**

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Docket Ref. Nos. 5, 129 & ___

WORTHLESS STOCK DEDUCTION NOTICE

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. [Name], a Substantial Equityholder,² hereby provides notice of its intention to claim a worthless stock deduction with respect to one or more shares of the common stock (the “Common Stock”), or an option with respect thereto, of Sports Authority Holdings, Inc. (“Sports Authority”), a debtor in Case No. 16-10527 (MFW) pending in the United States Bankruptcy Court for the District of Delaware (the “Court”) (the “Proposed Deduction”).

2. If applicable, on [Prior Date(s)], [Name] filed a Notice of Substantial Equityholder Status with the Court and served copies thereof on the above-captioned debtors and

¹ 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.

² For purposes of this Notice: (A) a “Substantial Equityholder” is any person or entity that beneficially owns at least 1,920,000 shares (representing approximately 4.5% of the approximately 42.7 million issued and outstanding shares) of Sports Authority; (B) “beneficial ownership” of equity securities shall be determined in accordance with applicable rules under section 382 of the Internal Revenue Code of 1986 (as amended, the “IRC”) and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (ii) ownership by attribution from shareholders, subsidiaries, partnerships, trusts and other related entities and persons, (iii) ownership by such holder’s family members; (iv) aggregate ownership of persons acting in concert with such holder to make a coordinated acquisition of stock and (v) ownership of options to acquire stock, which include any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (C) a “Transfer” means any transfer, within the meaning of section 382 of the IRC and the regulations promulgated thereunder.

debtors in possession (collectively, the “Debtors”), the Debtors’ counsel and proposed counsel to the Official Committee of Unsecured Creditors (the “Committee”).

3. [Name] currently beneficially owns _____ shares of Common Stock of Sports Authority.

4. Pursuant to the Proposed Deduction Notice, [Name] proposes to claim a worthless stock deduction with respect to _____ shares of Common Stock or an option with respect to _____ shares of Common Stock. If the Proposed Deduction is permitted to occur, [Name] will be deemed, for federal income tax purposes, to beneficially own _____ shares of Common Stock after the deduction is claimed.

5. The last four digits of the taxpayer identification number of [Name of Prospective Seller] are _____.

6. Under penalty of perjury, [Name] hereby declares that it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct and complete.

7. Pursuant to that certain Final Order establishing the Equity Transfer Procedures (Docket No. [___] in the above-captioned chapter 11 cases), this Notice is being (a) filed with the Court and (b) served upon (x) proposed counsel to the Debtors, Gibson, Dunn & Crutcher, LLP, 333 South Grand Avenue, Los Angeles, CA 90071-1512 (Attn: Robert A. Klyman), and Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801 (Attn: Michael R. Nestor) and (y) proposed counsel to the Committee, Pachulski Stang Ziehl & Jones LLP, 919 North Market St., 17th Floor, Wilmington, DE 19801 (Attn: Bradford J. Sandler and Colin Robinson).

8. The Debtors and the Committee have 21 calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtors or the Committee file an objection, such Proposed Deduction will not be claimed unless approved by a final and non-appealable order of the Court. If the Debtors and the Committee do not object within such 21-day period, then after expiration of such period the Proposed Deduction may proceed solely as set forth in this Notice.

9. The undersigned understands that any further transactions that may result in [Name] selling, trading, or otherwise transferring shares of Common Stock (or an option with respect thereto) or claiming other worthless stock deductions will each require an additional notice to be filed with the Court and served in the same manner as this Notice.

Respectfully submitted,

[Name of Substantial Equityholder]

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

EXHIBIT 6 TO FINAL ORDER

Record Date Notice

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Docket Ref. Nos. 5, 129 &

**NOTICE OF (A) RECORD DATE FOR
NOTICE AND SELL-DOWN PROCEDURES FOR TRADING IN
CLAIMS AGAINST THE DEBTORS' ESTATES; AND (B) A FINAL HEARING**

**TO ALL PERSONS OR ENTITIES WITH CLAIMS AGAINST ANY OF THE
DEBTORS:**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On March 2, 2016 (the "Petition Date"), the above-captioned debtors and debtors in possession (collectively, the "Debtors") commenced cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

2. On the Petition Date, the Debtors filed the *Debtors' Motion For Entry of Interim and Final Orders (A) Establishing Notice and Objection Procedures for Transfers of Equity Securities; and (B) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtors' Estates* (the "Motion").²

3. On March 3, 2016, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an interim order (the "Interim Order") setting the Record Date

¹ 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.

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

with respect to trading in claims against the Debtors, in order to assist the Debtors in preserving their net operating losses (“NOLs”).

4. On March __, 2016, the Court entered a final order (the “Final Order”) confirming the Record Date.

5. Pursuant to the Interim and Final Orders, the Record Date is established as March 3, 2016.

6. Pursuant to the Final Order, claimholders and potential purchasers of claims against the Debtors (“Claims”) are hereby notified that, if the Court ultimately approves a Sell-Down Order, claimholders that acquire Claims after the Record Date in an amount that would entitle them to receive more than 4.5% of the stock of the Debtors, as reorganized under a plan of reorganization, may be subject to a required sell-down of any Claims purchased after the Record Date in accordance with the Sell-Down Procedures.

7. All persons or entities that acquired and hold Claims after the Record Date in an amount entitling such person or entity to receive more than 4.5% of the equity of the Debtors, as reorganized, may be required to identify themselves to the Debtors and the Official Committee of Unsecured Creditors appointed in the above-captioned chapter 11 cases after the Court’s approval of the disclosure statement which identifies potential recoveries for creditors.

8. Complete copies of the Motion and the Final Order are available via PACER via the Court’s website at <https://ecf.deb.uscourts.gov> for a fee, or through the Debtors’ Notice, Claims and Solicitation Agent, Kurtzman Carson Consultants LLC, by accessing their website at www.kccllc.net/sportsauthority, or by calling 888-697-0490. If a hearing is held and a Final Order is entered, such Final Order will also be available as described in the preceding sentence.

9. The entry of Final Order shall in no way prejudice the rights of any party to oppose the entry of a Sell-Down Order, on any grounds, and all parties' rights are expressly preserved by the Final Order.

10. The requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable law, and do not excuse compliance therewith.

Dated: []

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

*Proposed Counsel to the Debtors and
Debtors in Possession*

EXHIBIT B

BLACKLINE

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Docket Ref. ~~No~~Nos. 5 & 129

~~INTERIM~~FINAL ORDER (A) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR TRANSFERS OF EQUITY SECURITIES AND CLAIMS OF WORTHLESS STOCK DEDUCTIONS; AND (B) ESTABLISHING A RECORD DATE FOR NOTICE AND SELL-DOWN PROCEDURES FOR TRADING IN CLAIMS AGAINST THE DEBTORS' ESTATES; ~~AND (C) SCHEDULING A FINAL HEARING~~

Upon the Motion² of Sports Authority and its affiliated debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the “Debtors”) for the entry of interim and final orders, pursuant to sections 105(a), ~~362~~,362 and 541 of title 11 of the Bankruptcy Code and Rule 3001 of the Bankruptcy Rules, (a) establishing notice and objection procedures regarding certain transfers of beneficial interests in Equity Securities and claims of worthless stock deductions with respect to the Equity Securities, (b) establishing a Record Date for notice and potential sell-down procedures for trading in Claims, and (c) granting certain related relief; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated as of February 29, 2012; and the Court having found that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and

¹ 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.

² All capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.

the Court having found that notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or further notice need be given; and the Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and upon consideration of the First Day Declaration; and a hearing having been held to consider the relief requested in the Motion; and the Court having entered that certain Interim Order (a) Establishing Notice and Objection Procedures for Transfers of Equity Securities and Claims of Worthless Stock Deductions; and (b) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtors' Estates; and (c) Scheduling a Final Hearing [Docket No. 129] (the "Interim Order"); and no objections to the Motion having been timely filed, served and received in accordance with the Interim Order; and the Debtors having filed this Final Order under certification of counsel and requesting entry thereof; and upon the record of the hearing on the Motion and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors, and all other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted on ~~an interim~~ final basis as set forth herein.
2. The Equity Transfer Procedures set forth herein are approved on ~~an interim~~ final basis.
3. Any purchase, sale, trade or other transfer of Equity Securities in violation of the Equity Transfer Procedures set forth herein (including the notice requirements set forth in paragraph 4 below) shall be null and void *ab initio* and shall confer no rights on the transferee.

4. The following notice and objection procedures for holding and transferring Equity Securities (“Equity Transfer Procedures”) shall apply in the Debtors’ Chapter 11 Cases:

- i. Certain Defined Terms. For purposes of this ~~Interim~~Final Order: (A) a “Substantial Equityholder” is any person or entity that beneficially owns at least 1,920,000 shares (representing approximately 4.5% of the 42.7 million issued and outstanding shares) of Sports Authority; (B) “beneficial ownership” of Equity Securities shall be determined in accordance with applicable rules under section 382 of the IRC and the regulations promulgated thereunder and shall include (i) direct and indirect ownership; (ii) ownership by attribution from shareholders, subsidiaries, partnerships, trusts; and other related entities and persons, (iii) ownership by such holder’s family members, (iv) aggregate ownership of persons acting in concert with such holder to make a coordinated acquisition of stock; and (v) ownership of options to acquire stock, which include any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (C) a “Transfer” means any transfer, within the meaning of Section 382 of the IRC and the regulations promulgated thereunder, of Equity Securities to the extent described in paragraph 4(iii) below (Stock Acquisition Notice) and/or paragraph 4(iv) below (Stock Disposition Notice).
- ii. Notice of Substantial Equityholder Status. Any person or entity who currently is or becomes a Substantial Equityholder shall (A) file with the Court and (B) serve upon (x) proposed counsel to the Debtors, Gibson, Dunn & Crutcher, LLP, 333 South Grand Avenue, Los Angeles, CA 90071-1512 (Attn: Robert A. Klyman), and Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801 (Attn: Michael R. Nestor) and (y) proposed counsel to the Official Committee of Unsecured Creditors (the “Committee”), Pachulski Stang Ziehl & Jones LLP, 919 North Market St., 17th Floor, Wilmington, DE 19801 (Attn: Bradford J. Sandler and Colin Robinson), a notice of such status, in the form attached hereto as Exhibit 2 (a “Notice of Substantial Equityholder Status”), on or before the later of (i) 14 days after entry of this ~~Interim~~Final Order or (ii) 14 days after becoming a Substantial Equityholder.
- iii. Stock Acquisition Notice. At least 28 days prior to any transfer of Equity Securities (including options to acquire stock or any exercise thereof) that would result in an increase in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity becoming a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall (A) file with the Court and (B) serve on proposed counsel to the Debtors and proposed counsel to the Committee (at the addresses set forth in paragraph 4(ii) above), advance written notice of the intended transfer of Equity Securities or worthless stock deduction, in the form attached hereto as Exhibit 3 (a “Stock Acquisition Notice”).

- iv. Stock Disposition Notice. Prior to any transfer of Equity Securities that would result in a decrease in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder shall (A) file with the Court and (B) serve on proposed counsel to the Debtors and proposed counsel to the Committee (at the addresses set forth in paragraph 4(ii) above), advance written notice of the intended transfer of Equity Securities, in the form attached hereto as Exhibit 4 (a “Stock Disposition Notice”).
- ~~(v).~~ Worthless Stock Deduction Notice. At least 28 days prior to claiming any deduction for worthless stock that would result in a decrease in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall (A) file with the Court and (B) serve on proposed counsel to the Debtors and proposed counsel to the Committee (at the addresses set forth in paragraph 4(ii) above), advance written notice of the intended worthless stock deduction, in the form attached hereto as Exhibit 5 (a “Worthless Stock Deduction Notice”).
- vi. Objection Procedures. The Debtors and the Committee shall have 21 days after receipt of a Stock Acquisition Notice, a Stock Disposition Notice, or a Worthless Stock Deduction Notice (each, a “Transfer Notice”) to file with the Court and serve on the party filing the Transfer Notice an objection to the proposed Transfer or worthless stock deduction on the grounds that such Transfer or deduction may adversely affect the Debtors’ ability to utilize their NOLs. If the Debtors or the Committee file an objection, the proposed Transfer or deduction will not be effective unless and until approved by a final and non-appealable order of this Court. If the Debtors and the Committee do not object within such 21-day period, the Transfer may proceed solely as set forth in the Transfer Notice. Further Transfers or deductions within the scope of this paragraph must comply with the Equity Transfer Procedures set forth in this paragraph 4.
- vii. Unauthorized Transfers of Equity Securities or Worthless Stock Deductions. Effective as of the Petition Date and until further order of this Court to the contrary, any acquisition or disposition of Equity Securities or claims of worthless stock deductions in violation of the Equity Transfer Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code.

5. Within five (5) business days after the entry of this ~~Interim~~Final Order, the Debtors shall provide notices in substantially the form attached hereto as Exhibit 1 (the “Equity Transfer Procedures Notice”) to: (a) the U.S. Trustee; (b) the United States Securities and

Exchange Commission; (c) the Internal Revenue Service; and (d) any registered holders of the outstanding Equity Securities.

6. Upon receipt of such Equity Transfer Procedures Notice, any broker, bank, dealer or other agent or nominee of a beneficial holder of Equity Securities (each a “Nominee”) will be required, within five (5) business days of receipt of such notice and on at least a quarterly basis thereafter, to send the Equity Transfer Procedures Notice to all beneficial holders of Equity Securities on whose behalf such Nominee holds Equity Securities. To the extent such beneficial holder is also a Nominee, such Nominee must, in turn, promptly provide the Equity Transfer Procedures Notice to any holder for whose account such holder holds Equity Securities, and so on down the chain of ownership. In addition, any person, entity, broker or agent acting on behalf of any holder of Equity Securities who sells at least 1,920,000 shares (representing approximately 4.5% of the approximately 42.7 million issued and outstanding shares) of Sports Authority to another person or entity must provide a copy of the Equity Transfer Procedures Notice to such purchaser or any broker or agent acting on such purchaser’s behalf.

7. Claimholders and potential purchasers of Claims against the Debtors are hereby deemed notified that, if the Debtors ultimately seek and the Court approves a Sell-Down Order, claimholders that acquire Claims after March 3, 2016, the date of ~~this~~the Interim Order (the “Record Date”), in an amount that would entitle them to receive more than 4.5% of the stock of the Debtors may be subject to a required sell-down of any Claims acquired after the Record Date in accordance with the Sell-Down Procedures.

8. Within five (5) business days after the entry of this ~~Interim~~Final Order, the Debtors shall provide notice in substantially the form attached hereto as Exhibit 6 (the “Record Date Notice”) to: (a) the U.S. Trustee, (b) Riemer & Braunstein LLP as counsel for Bank of

America, N.A., in its capacity as Administrative Agent and Collateral Agent under the Second Amended and Restated Credit Agreement, dated as of May 17, 2012; (c) Brown Rudnick LLP as counsel for (i) Wilmington Savings Fund Society, FSB as Administrative Agent and Collateral Agent under the Amended and Restated Credit Agreement, dated as of May 3, 2006 and amended and restated as of November 16, 2010 and (ii) certain Term Lenders under the Amended and Restated Credit Agreement, dated as of May 3, 2006 and amended and restated as of November 16, 2010; (d) Choate, Hall & Stewart LLP as counsel for Wells Fargo Bank, National Association, in its capacity as FILO Agent under the Second Amendment to Second Amended and Restated Credit Agreement, dated as of November 3, 2015; (e) O'Melveny & Meyers LLP as counsel for certain holders of 11.5% Senior Subordinated Notes Due February 19, 2018 under the Securities Purchase Agreement, dated as of May 3, 2006; (f) all holders of 11.5% Senior Subordinated Notes Due February 19, 2018 under the Securities Purchase Agreement, dated as of May 3, ~~2006~~2006; (g) the United States Securities and Exchange Commission; (h) the Internal Revenue Service; and (i) the Debtors' 50 largest unsecured creditors on a consolidated basis, as identified in their chapter 11 petitions.

9. Upon receipt of the Record Date Notice, any Nominee will be required, within five (5) days of receipt of the Record Date Notice, and on at least a quarterly basis thereafter, to send such Record Date Notice to its beneficial holders. To the extent such beneficial holder is also a Nominee, such Nominee must, in turn, promptly provide the Record Date Notice to any holder for whose account such beneficial holder holds the Claims, and so on down the chain of ownership.

~~11-10.~~ Entry of this ~~Interim~~Final Order shall in no way be deemed a determination of any kind that entry of a Sell-Down Order is necessary or warranted in these cases and this Court's

review of any request for the entry of a Sell-Down Order shall be without regard to entry of this ~~Interim~~Final Order.

~~12.~~11. The entry of this ~~Interim~~Final Order shall in no way prejudice the rights of any party to oppose the entry of a Sell-Down Order, on any grounds, and all parties' rights are expressly preserved hereby.

~~13.~~12. The notices substantially in the form attached hereto as Exhibits 1 through 6 are approved.

~~14.~~13. Any of the Debtors may waive in writing, and in their sole and absolute discretion, any and all restrictions, stays, and notice procedures contained in this ~~Interim~~Final Order.

~~15. The Final Hearing to consider entry of an order granting the relief requested in the Motion on a final basis shall be held, if necessary, on March 29, 2016 at 1:00 p.m. (ET).~~

~~16. If no objections to the Motion are timely filed, served, and received by March 18, 2016 at 4:00 p.m. (ET), this Interim Order shall be deemed a final order upon expiration of such Objection Deadline without further notice or hearing, and the Motion shall be granted on a final and permanent basis. In conjunction therewith, the Debtors shall file the Interim Order, fashioned as a final order, under certification of counsel and request entry thereof.~~

~~17.~~14. The requirements set forth in this ~~Interim~~Final Order are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable law, and do not excuse compliance therewith.

~~18.~~15. Notice of the Motion as provided therein shall be deemed good and sufficient notice of the Motion.

~~19.~~16. This ~~Final~~Final Order shall be immediately effective and enforceable upon its entry.

~~20.~~17. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this ~~Interim~~Final Order in accordance with the Motion.

~~21.18.~~ The Court shall retain jurisdiction to hear and determine all matters arising from or related to this ~~Interim~~Final Order.

Dated: March ____, 2016
Wilmington, Delaware

MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1 TO ~~INTERIM~~FINAL ORDER

Equity Transfer Procedures Notice

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Docket Ref. Nos. ~~55,129~~ &

**NOTICE OF (I) EQUITY TRANSFER AND WORTHLESS STOCK DEDUCTION
PROCEDURES AND (II) A FINAL HEARING**

**TO ALL PERSONS OR ENTITIES WITH
EQUITY INTERESTS IN SPORTS AUTHORITY HOLDINGS, INC.:**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On March 2, 2016 (the "Petition Date"), the above-captioned debtors and debtors in possession (collectively, the "Debtors") commenced cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"):

2. On the Petition Date, the Debtors filed the *Debtors' Motion for Entry of Interim and Final Orders (A) Establishing Notice and Objection Procedures for Transfers of Equity Securities; and (B) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtors' Estates* (the "Motion").

3. On March ~~—, 3~~, 2016, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an interim order (the "Interim Order")² approving the procedures set forth below with respect to transfers of and claims of worthless stock deductions with respect

¹ 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.

² A copy of the Interim Order is attached hereto as Exhibit 1.

to equity securities in Sports Authority Holdings, Inc. (the “Equity Transfer Procedures”) and setting the Record Date with respect to trading in claims against the Debtors, in order to assist the Debtors in preserving their net operating losses (“NOLs”). Any purchase, sale, trade or other transfer of, or claims of worthless stock deductions with respect to, equity securities in Debtor Sports Authority Holdings, Inc. in violation of the procedures set forth below shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code, and shall confer no rights on the transferee.

4. ~~A final hearing to consider the relief requested in the Motion and the entry of an~~ On March 29, 2016, the Court entered a final order (the “Final Order”) ~~implementing³ approving~~ the Equity Transfer Procedures ~~on a final and permanent basis shall be held, if necessary, on March 29, 2016 at 1:00 p.m. (ET), before the Honorable Mary F. Walrath in the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 5th Floor, Courtroom No. 4, Wilmington, DE 19801.~~

5. ~~Objections to the Motion must be filed with the Court and served so as to be received by 4:00 p.m. (ET) on March 18, 2016 on (a) the office of the United States Trustee for the District of Delaware and (b) proposed counsel to the Debtors, Gibson, Dunn & Crutcher, LLP, 333 South Grand Avenue, Los Angeles, CA 90071-1512 (Attn: Robert A. Klyman), and Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801 (Attn: Michael R. Nestor).~~

6. ~~If no objections to the Motion are timely filed, served, and received in accordance with the Interim Order, the Interim Order shall be deemed a Final Order without further notice or hearing, and the Motion shall be granted on a final and permanent basis upon submission of the Interim Order, fashioned as a final order, under certification of counsel.~~ Pursuant to the

³ A copy of the Final Order is attached hereto as Exhibit 2.

InterimFinal Order, the following Equity Transfer Procedures shall apply to holding and transferring beneficial interests in equity securities in Sports Authority Holdings, Inc.:

- i. Certain Defined Terms. For purposes of the InterimFinal Order and this Notice: (A) a “Substantial Equityholder” is any person or entity that beneficially owns at least 1,920,000 shares (representing approximately 4.5% of the 42.7 million issued and outstanding shares) of Sports Authority; (B) “beneficial ownership” of Equity Securities shall be determined in accordance with applicable rules under section 382 of the IRC and the regulations promulgated thereunder and shall include (i) direct and indirect ownership, (ii) ownership by attribution from shareholders, subsidiaries, partnerships, trusts, and other related entities and persons, (iii) ownership by such holder’s family members, (iv) aggregate ownership of persons acting in concert with such holder to make a coordinated acquisition of stock, and (v) ownership of options to acquire stock, which include any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (C) a “Transfer” means any transfer, within the meaning of section 382 of the IRC and the regulations promulgated thereunder, of Equity Securities to the extent described in paragraph 7(iii) below (Stock Acquisition Notice) and/or paragraph 7(iv) below (Stock Disposition Notice).
- ii. Notice of Substantial Equityholder Status. Any person or entity who currently is or becomes a Substantial Equityholder shall (A) file with the Court and (B) serve upon (x) proposed counsel to the Debtors, Gibson, Dunn & Crutcher, LLP, 333 South Grand Avenue, Los Angeles, CA 90071-1512 (Attn: Robert A. Klyman), and Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801 (Attn: Michael R. Nestor) and (y) proposed counsel to the Official Committee of Unsecured Creditors (the “Committee”), Pachulski Stang Ziehl & Jones LLP, 919 North Market St., 17th Floor, Wilmington, DE 19801 (Attn: Bradford J. Sandler and Colin Robinson), a notice of such status, in the form attached to the InterimFinal Order as Exhibit 2 (a “Notice of Substantial Equityholder Status”), on or before the later of (i) 14 days after entry of the InterimFinal Order or (ii) 14 days after becoming a Substantial Equityholder.
- iii. Stock Acquisition Notice. At least 28 days prior to any transfer of Equity Securities (including options to acquire stock or any exercise thereof) that would result in an increase in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity becoming a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall (A) file with the Court and (B) serve on proposed counsel to the Debtors and proposed counsel to the Committee (at the addresses set forth in paragraph 7(ii) above), advance written notice of the intended transfer of Equity

Securities, in the form attached to the InterimFinal Order as Exhibit 3 (a “Stock Acquisition Notice”).

- iv. Stock Disposition Notice. Prior to any transfer of Equity Securities that would result in a decrease in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder shall file with the Court and serve on proposed counsel to the Debtors and proposed counsel to the Committee (at the addresses set forth in paragraph 7(ii) above), advance written notice of the intended transfer of Equity Securities in the form attached to the InterimFinal Order as Exhibit 4 (a “Stock Disposition Notice”).
- ~~v.~~ Worthless Stock Deduction Notice. At least 28 days prior to claiming any deduction for worthless stock that that would result in a decrease in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall (A) file with the Court and (B) serve on proposed counsel to the Debtors and proposed counsel to the Committee (at the addresses set forth in paragraph 7(ii) above), advance written notice of the intended worthless stock deduction, in the form attached to the InterimFinal Order as Exhibit 5 (a “Worthless Stock Deduction Notice”).
- vi. Objection Procedures. The Debtors and the Committee shall have 21 days after receipt of a Stock Acquisition Notice, a Stock Disposition Notice or a Worthless Stock Deduction Notice (each, a “Transfer Notice”) to file with the Court and serve on the party filing the Transfer Notice an objection to the proposed Transfer or worthless stock deduction on the grounds that such Transfer or deduction may adversely affect the Debtors’ ability to utilize their NOLs. If the Debtors or the Committee file an objection, the proposed Transfer or deduction will not be effective unless and until approved by a final and non-appealable order of the Court. If the Debtors and the Committee do not object within such 21-day period, the Transfer or deduction may proceed solely as set forth in the Transfer Notice. Further Transfers or deductions within the scope of this paragraph must comply with the Equity Transfer Procedures set forth in this paragraph 7.
- ~~vi.~~ Unauthorized Transfers of Equity Securities. Effective as of the Petition Date and until further order of this Court to the contrary, any acquisition or disposition of Equity Securities or claims of worthless stock deductions in violation of the Equity Transfer Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code.

FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE AND IN THE INTERIMFINAL ORDER SHALL CONSTITUTE A VIOLATION OF THE AUTOMATIC STAY UNDER SECTION 362 OF THE BANKRUPTCY CODE. ANY PROHIBITED PURCHASE, SALE, TRADE OR OTHER TRANSFER OF EQUITY SECURITIES IN SPORTS AUTHORITY HOLDINGS, INC. IN VIOLATION OF THE

~~INTERIM~~FINAL ORDER WILL BE NULL AND VOID *AB INITIO* AND MAY RESULT IN THE IMPOSITION OF SANCTIONS BY THE BANKRUPTCY COURT.

~~8.6.~~ Any of the Debtors may waive in writing, and in their sole and absolute discretion, any and all restrictions, stays and notice procedures contained in the ~~Interim~~Final Order.

~~9.7.~~ Complete copies of the Motion and the ~~Interim~~Final Order are available via PACER via the Court's website at <https://ecf.deb.uscourts.gov> for a fee, or through the Debtors' Court-appointed claims agent, Kurtzman Carson Consultants LLC, by accessing its website at www.kccllc.net/sportsauthority or by calling 866-967-0490. ~~If a hearing is held and a Final Order is entered, such Final Order will also be available as described in the preceding sentence.~~

~~10.8.~~ The requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable law, and do not excuse compliance therewith.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Dated: []

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

*Proposed Counsel to the Debtors and
Debtors in Possession*

EXHIBIT 2 TO ~~INTERIM~~FINAL ORDER

Notice of Substantial Equityholder Status

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Docket Ref. ~~No~~Nos. 55, 129 & __

NOTICE OF SUBSTANTIAL EQUITYHOLDER STATUS

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. [Name of Equityholder] is/has become a Substantial Equityholder² with respect to the common stock (the "Common Stock") in Sports Authority Holdings, Inc. ("Sports Authority"), a debtor in Case No. 16-10527 (MFW), pending in the United States Bankruptcy Court for the District of Delaware (the "Court")

2. As of _____, 20__, [Name of Equityholder] beneficially owns _____ shares of the Common Stock of Sports Authority. The following table sets forth the date(s) on which [Name of Equityholder] acquired or otherwise became the beneficial owner of such Common Stock:

¹ 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.

² For purposes of this Notice: (A) a "Substantial Equityholder" is any person or entity that beneficially owns at least 1,920,000 shares (representing approximately 4.5% of the 42.7 million issued and outstanding shares) of Sports Authority; (B) "beneficial ownership" of Equity Securities shall be determined in accordance with applicable rules under section 382 of the IRC and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (ii) ownership by attribution from shareholders, subsidiaries, partnerships, trusts and other related entities and persons, (iii) ownership by such holder's family members; (iv) aggregate ownership of persons acting in concert with such holder to make a coordinated acquisition of stock and (v) ownership of options to acquire stock, which include any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (C) a "Transfer" means any transfer within the meaning of section 382 of the IRC and the regulations promulgated thereunder.

Number of Shares of Common Stock	Date Acquired

(Attach additional page if necessary)

3. The last four digits of the taxpayer identification number of [Name of Equityholder] are _____.

4. Under penalty of perjury, [Name of Equityholder] hereby declares that it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct, and complete.

5. Pursuant to the ~~Interim~~/Final Order establishing the Equity Transfer Procedures (Docket No. [] in the above-captioned chapter 11 cases), this Notice is being (a) filed with the Court and (b) served upon (x) proposed counsel to the Debtors, Gibson, Dunn & Crutcher, LLP, 333 South Grand Avenue, Los Angeles, CA 90071-1512 (Attn: Robert A. Klyman), and Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801 (Attn: Michael R. Nestor) and (y) proposed counsel to the Official Committee of Unsecured Creditors, Pachulski Stang Ziehl & Jones LLP, 919 North Market St., 17th Floor, Wilmington, DE 19801 (Attn: Bradford J. Sandler and Colin Robinson).

Respectfully submitted,

[Name of Equityholder]

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

EXHIBIT 3 TO ~~INTERIM~~FINAL ORDER

Stock Acquisition Notice

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Docket Ref. Nos. [55, 129](#) & [__](#) -

STOCK ACQUISITION NOTICE

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. [Name of Prospective Acquirer] hereby provides notice of its intention to purchase, acquire or otherwise accumulate one or more shares of, or an option with respect to (or to exercise such an option), the common stock (the “Common Stock”) of Sports Authority Holdings, Inc. (“Sports Authority”), a debtor in Case No. 16-10527 (MFW) pending in the United States Bankruptcy Court for the District of Delaware (the “Court”) (the “Proposed Transfer”).

2. If applicable, on [Prior Date(s)], [Name of Prospective Acquirer] filed a Notice of Substantial Equityholder Status² with the Court and served copies thereof on above-captioned

¹ 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.

² For purposes of this Notice: (A) a “Substantial Equityholder” is any person or entity that beneficially owns at least 1,920,000 shares (representing approximately 4.5% of the approximately 42.7 million issued and outstanding shares) of Sports Authority; (B) “beneficial ownership” of equity securities shall be determined in accordance with applicable rules under section 382 of the Internal Revenue Code of 1986 (as amended, the “IRC”) and regulations promulgated thereunder and shall include (i) direct and indirect ownership; (ii) ownership by attribution from shareholders, subsidiaries, partnerships, trusts, and other related entities and persons; (iii) ownership by such holder’s family members; (iv) aggregate ownership of persons acting in concert with such holder to make a coordinated acquisition of stock; and (v) ownership of options to acquire stock, which include; any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (C) a “Transfer” means any transfer, within the meaning of section 382 of the IRC and the regulations promulgated thereunder.

debtors and debtors in possession (collectively, the “Debtors”)-~~and~~, the Debtors’ counsel and proposed counsel to the Official Committee of Unsecured Creditors (the “Committee”).

3. [Name of Prospective Acquirer] currently beneficially owns shares of Common Stock of Sports Authority.

4. Pursuant to the Proposed Transfer, [Name of Prospective Acquirer] proposes, as applicable, to purchase, acquire or otherwise accumulate _____ shares of Common Stock or an option (or to exercise such an option) with respect to _____ shares of Common Stock. If the Proposed Transfer is permitted to occur, [Name of Prospective Acquirer] will beneficially own _____ shares of Common Stock after the transfer becomes effective.

5. The last four digits of the taxpayer identification number of [Name of Prospective Acquirer] are _____.

6. Under penalty of perjury, [Name of Prospective Acquirer] hereby declares that it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct, and complete.

7. Pursuant to that certain ~~[Interim/Final]~~ Order establishing the Equity Transfer Procedures (Docket No. [____] in the above-captioned chapter 11 cases), this Notice is being (a) filed with the Court and (b) served upon (x) proposed counsel to the Debtors, Gibson, Dunn & Crutcher, LLP, 333 South Grand Avenue, Los Angeles, CA 90071-1512 (Attn: Robert A. Klyman), and Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801 (Attn: Michael R. Nestor) and (y) proposed counsel to the Committee, Pachulski Stang Ziehl & Jones LLP, 919 North Market St., 17th Floor, Wilmington, DE 19801 (Attn: Bradford J. Sandler and Colin Robinson).

8. The Debtors [and the Committee](#) have 21 calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtors [or the Committee](#) file an objection, such Proposed Transfer will not be effective unless approved by a final and non-appealable order of the Court. If the Debtors [and the Committee](#) do not object within such 21-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Notice.

9. The undersigned Prospective Acquirer understands that any further transactions that may result in [Name of Prospective Acquirer] purchasing, acquiring, or otherwise accumulating additional shares of Common Stock (or an option with respect thereto) will each require an additional notice to be filed with the Court and served in the same manner as this Notice.

Respectfully submitted,

[Name of Prospective Acquirer]

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

EXHIBIT 4 TO ~~INTERIM~~FINAL ORDER
Stock Disposition Notice

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Docket Ref. Nos. [55,129](#) & [---](#)

STOCK DISPOSITION NOTICE

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. [Name of Prospective Seller], a Substantial Equityholder,² hereby provides notice of its intention to sell, trade or otherwise transfer one or more shares of the common stock (the “Common Stock”), or an option with respect thereto, of Sports Authority Holdings, Inc. (“Sports Authority”), a debtor in Case No. 16-10527 (MFW) pending in the United States Bankruptcy Court for the District of Delaware (the “Court”) (the “Proposed Transfer”).

2. If applicable, on [Prior Date(s)], [Name of Prospective Seller] filed a Notice of Substantial Equityholder Status with the Court and served copies thereof on the

¹ 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.

² For purposes of this Notice: (A) a “Substantial Equityholder” is any person or entity that beneficially owns at least 1,920,000 shares (representing approximately 4.5% of the approximately 42.7 million issued and outstanding shares) of Sports Authority; (B) “beneficial ownership” of equity securities shall be determined in accordance with applicable rules under section 382 of the Internal Revenue Code of 1986 (as amended, the “IRC”) and the regulations promulgated thereunder and shall include (i) direct and indirect ownership; (ii) ownership by attribution from shareholders, subsidiaries, partnerships, trusts, and other related entities and persons; (iii) ownership by such holder’s family members; (iv) aggregate ownership of persons acting in concert with such holder to make a coordinated acquisition of stock; and (v) ownership of options to acquire stock, which include any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (C) a “Transfer” means any transfer, within the meaning of section 382 of the IRC and the regulations promulgated thereunder.

above-captioned debtors and debtors in possession (collectively, the “Debtors”)-~~and~~, the Debtors’ counsel and proposed counsel to the Official Committee of Unsecured Creditors (the “Committee”).

3. [Name of Prospective Seller] currently beneficially owns shares of Common Stock of Sports Authority.

4. Pursuant to the Proposed Transfer, [Name of Prospective Seller] proposes to sell, trade or otherwise transfer _____ shares of Common Stock or an option with respect to _____ shares of Common Stock. If the Proposed Transfer is permitted to occur, [Name of Prospective Seller] will beneficially own _____ shares of Common Stock after the transfer becomes effective.

5. The last four digits of the taxpayer identification number of [Name of Prospective Seller] are _____.

6. Under penalty of perjury, [Name of Prospective Seller] hereby declares that it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct, and complete.

7. Pursuant to that certain ~~[Interim/Final]~~ Order establishing the Equity Transfer Procedures (Docket No. [___] in the above-captioned chapter 11 cases), this Notice is being (a) filed with the Court and (b) served upon (x) proposed counsel to the Debtors, Gibson, Dunn & Crutcher, LLP, 333 South Grand Avenue, Los Angeles, CA 90071-1512 (Attn: Robert A. Klyman), and Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801 (Attn: Michael R. Nestor) and (y) proposed counsel to the Committee.

[Pachulski Stang Ziehl & Jones LLP, 919 North Market St., 17th Floor, Wilmington, DE 19801](#)
[\(Attn: Bradford J. Sandler and Colin Robinson\)](#).

8. The Debtors [and the Committee](#) have 21 calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtors [or the Committee](#) file an objection, such Proposed Transfer will not be effective unless approved by a final and nonappealable order of the Court. If the Debtors [and the Committee](#) do not object within such 21-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Notice.

9. The undersigned Prospective Seller understands that any further transactions that may result in [Name of Prospective Seller] selling, trading, or otherwise transferring shares of Common Stock (or an option with respect thereto) will each require an additional notice to be filed with the Court and served in the same manner as this Notice.

Respectfully submitted,

[Name of Prospective Seller]

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

EXHIBIT 5 TO ~~INTERIM~~FINAL ORDER
Worthless Stock Deduction Notice

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Docket Ref. Nos. [55, 129](#) & ____

WORTHLESS STOCK DEDUCTION NOTICE

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. [Name], a Substantial Equityholder,² hereby provides notice of its intention to claim a worthless stock deduction with respect to one or more shares of the common stock (the “Common Stock”), or an option with respect thereto, of Sports Authority Holdings, Inc. (“Sports Authority”), a debtor in Case No. 16-10527 (MFW) pending in the United States Bankruptcy Court for the District of Delaware (the “Court”) (the “Proposed Deduction”).

2. If applicable, on [Prior Date(s)], [Name] filed a Notice of Substantial Equityholder Status with the Court and served copies thereof on the above-captioned debtors and

¹ 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.

² For purposes of this Notice: (A) a “Substantial Equityholder” is any person or entity that beneficially owns at least 1,920,000 shares (representing approximately 4.5% of the approximately 42.7 million issued and outstanding shares) of Sports Authority; (B) “beneficial ownership” of equity securities shall be determined in accordance with applicable rules under section 382 of the Internal Revenue Code of 1986 (as amended, the “IRC”) and the regulations promulgated thereunder and shall include (i) direct and indirect ownership; (ii) ownership by attribution from shareholders, subsidiaries, partnerships, trusts, and other related entities and persons; (iii) ownership by such holder’s family members; (iv) aggregate ownership of persons acting in concert with such holder to make a coordinated acquisition of stock; and (v) ownership of options to acquire stock, which include any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (C) a “Transfer” means any transfer, within the meaning of section 382 of the IRC and the regulations promulgated thereunder.

debtors in possession (collectively, the “Debtors”) ~~and~~ the Debtors’ counsel and proposed counsel to the Official Committee of Unsecured Creditors (the “Committee”).

3. [Name] currently beneficially owns _____ shares of Common Stock of Sports Authority.

4. Pursuant to the Proposed Deduction Notice, [Name] proposes to claim a worthless stock deduction with respect to _____ shares of Common Stock or an option with respect to _____ shares of Common Stock. If the Proposed Deduction is permitted to occur, [Name] will be deemed, for federal income tax purposes, to beneficially own _____ shares of Common Stock after the deduction is claimed.

5. The last four digits of the taxpayer identification number of [Name of Prospective Seller] are _____.

6. Under penalty of perjury, [Name] hereby declares that it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct, and complete.

7. Pursuant to that certain ~~[Interim/Final]~~ Order establishing the Equity Transfer Procedures (Docket No. [__] in the above-captioned chapter 11 cases), this Notice is being (a) filed with the Court and (b) served upon (x) proposed counsel to the Debtors, Gibson, Dunn & Crutcher, LLP, 333 South Grand Avenue, Los Angeles, CA 90071-1512 (Attn: Robert A. Klyman), and Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801 (Attn: Michael R. Nestor) and (y) proposed counsel to the Committee, Pachulski Stang Ziehl & Jones LLP, 919 North Market St., 17th Floor, Wilmington, DE 19801 (Attn: Bradford J. Sandler and Colin Robinson).

8. The Debtors [and the Committee](#) have 21 calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtors [or the Committee](#) file an objection, such Proposed Deduction will not be claimed unless approved by a final and non-appealable order of the Court. If the Debtors [and the Committee](#) do not object within such 21-day period, then after expiration of such period the Proposed Deduction may proceed solely as set forth in this Notice.

9. The undersigned understands that any further transactions that may result in [Name] selling, trading, or otherwise transferring shares of Common Stock (or an option with respect thereto) or claiming other worthless stock deductions will each require an additional notice to be filed with the Court and served in the same manner as this Notice.

Respectfully submitted,

[Name of Substantial Equityholder]

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

EXHIBIT 6 TO ~~INTERIM~~FINAL ORDER

Record Date Notice

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Docket Ref. Nos. ~~55, 129~~ & ~~---~~

**NOTICE OF (A) RECORD DATE FOR
NOTICE AND SELL-DOWN PROCEDURES FOR TRADING IN
CLAIMS AGAINST THE DEBTORS' ESTATES; AND (B) A FINAL HEARING**

**TO ALL PERSONS OR ENTITIES WITH CLAIMS AGAINST ANY OF THE
DEBTORS:**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On March 2, 2016 (the "Petition Date"), the above-captioned debtors and debtors in possession (collectively, the "Debtors") commenced cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

2. On the Petition Date, the Debtors filed the *Debtors' Motion ~~for~~ For Entry of Interim and Final Orders (A) Establishing Notice and Objection Procedures for Transfers of Equity Securities; and (B) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtors' Estates* (the "Motion").²

3. On ~~---~~ March 3, 2016, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an interim order (the "Interim Order") setting the Record Date

¹ 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.

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

with respect to trading in claims against the Debtors, in order to assist the Debtors in preserving their net operating losses (“NOLs”).

4. ~~On March __, 2016, the Court entered a final order (the “Final Order”) confirming the Record Date.~~

~~5.~~ Pursuant to the Interim ~~Order~~ and Final Orders, the Record Date is established as ~~_____~~ March 3, 2016.

~~5.6.~~ Pursuant to the ~~Interim~~ Final Order, claimholders and potential purchasers of claims against the Debtors (“Claims”) are hereby notified that, if the Court ultimately approves a Sell-Down Order, claimholders that acquire Claims after the Record Date in an amount that would entitle them to receive more than 4.5% of the stock of the Debtors, as reorganized under a plan of reorganization, may be subject to a required sell-down of any Claims purchased after the Record Date in accordance with the Sell-Down Procedures.

~~6.7.~~ All persons or entities that acquired and hold Claims after the Record Date in an amount entitling such person or entity to receive more than 4.5% of the equity of the Debtors, as reorganized, may be required to identify themselves to the Debtors and the ~~any official committee of unsecured creditors~~ Official Committee of Unsecured Creditors appointed in the above-captioned chapter 11 cases after the Court’s approval of the disclosure statement which identifies potential recoveries for creditors.

~~7. A final hearing to consider the relief requested in the Motion and the entry of an order (the “Final Order”) confirming the establishment of the Record Date on a final and permanent basis shall be held on March 29, 2016 at 1:00 p.m. (ET) before the Honorable Mary F. Walrath in the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 5th Floor, Courtroom No. 4, Wilmington, DE 19801.~~

~~8. Objections to the Motion must be filed with the Court and served so as to be received by 4 p.m. (ET) on March 18, 2016 on (a) the office of the United States Trustee for the District of Delaware (Attn: _____) and (b) proposed counsel to the Debtors, Gibson, Dunn & Crutcher, LLP, 333 South Grand Avenue, Los Angeles, CA 90071-1512 (Attn: Robert A. Klyman), and Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801 (Attn: Michael R. Nestor).~~

~~9. If no objections to the Motion are timely filed, served, and received in accordance with the Interim Order, the Interim Order shall be deemed a Final Order without further notice or hearing, and the Motion shall be granted on a final and permanent basis upon the filing and submission of the Interim Order, fashioned as a final order, under certification of counsel.~~~~10.~~

Complete copies of the Motion and the ~~Interim~~Final Order are available via PACER via the Court's website at <https://ecf.deb.uscourts.gov> for a fee, or through the Debtors' Notice, Claims and Solicitation Agent, Kurtzman Carson Consultants LLC, by accessing their website at www.kccllc.net/sportsauthority, or by calling 888-697-0490. If a hearing is held and a Final Order is entered, such Final Order will also be available as described in the preceding sentence.

~~11.9.~~ The entry of ~~the Interim and Final Orders~~Order shall in no way prejudice the rights of any party to oppose the entry of a Sell-Down Order, on any grounds, and all parties' rights are expressly preserved by the ~~Interim and Final Orders~~Order.

~~12.10.~~ The requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable law, and do not excuse compliance therewith.

Dated: []

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

*Proposed Counsel to the Debtors and
Debtors in Possession*