

**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. 10 & 133

CERTIFICATE OF NO OBJECTION REGARDING DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS (A) AUTHORIZING PAYMENT OF CERTAIN PREPETITION WORKFORCE CLAIMS, INCLUDING WAGES, SALARIES AND OTHER COMPENSATION, (B) AUTHORIZING PAYMENT OF CERTAIN EMPLOYEE BENEFITS AND CONFIRMING RIGHT TO CONTINUE EMPLOYEE BENEFITS ON POSTPETITION BASIS, (C) AUTHORIZING PAYMENT OF REIMBURSEMENT TO EMPLOYEES FOR EXPENSES INCURRED PREPETITION, (D) AUTHORIZING PAYMENT OF WITHHOLDING AND PAYROLL-RELATED TAXES, (E) AUTHORIZING PAYMENT OF WORKERS' COMPENSATION OBLIGATIONS, AND (F) AUTHORIZING PAYMENT OF PREPETITION CLAIMS OWING TO ADMINISTRATORS AND THIRD PARTY PROVIDERS

The undersigned hereby certifies that, as of the date hereof, he has received no answer, objection or other responsive pleading to the *Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing Payment of Certain Prepetition Workforce Claims, Including Wages, Salaries and Other Compensation, (B) Authorizing Payment of Certain Employee Benefits and Confirming Right to Continue Employee Benefits on Postpetition Basis, (C) Authorizing Payment of Reimbursement to Employees for Expenses Incurred Prepetition, (D) Authorizing Payment of Withholding and Payroll-Related Taxes, (E) Authorizing Payment of Workers' Compensation Obligations, and (F) Authorizing Payment of Prepetition Claims Owing to Administrators and Third Party Providers* [Docket No. 10] (the "Motion") filed with 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.



United States Bankruptcy Court for the District of Delaware (the “Court”) on March 2, 2016. The Court entered that certain *Interim Order (A) Authorizing Payment of Certain Prepetition Workforce Claims, Including Wages, Salaries and Other Compensation, (B) Authorizing Payment of Certain Employee Benefits and Confirming Right to Continue Employee Benefits on Postpetition Basis, (C) Authorizing Payment of Reimbursement to Employees for Expenses Incurred Prepetition, (D) Authorizing Payment of Withholding and Payroll-Related Taxes, (E) Authorizing Payment of Workers’ Compensation Obligations, and (F) Authorizing Payment of Prepetition Claims Owing to Administrators and Third Party Providers* [Docket No. 133] (the “Interim Order”) on March 3, 2016 approving the Motion on an interim basis.

The undersigned further certifies that he has reviewed the Court’s docket in these cases and no answer, objection or other responsive pleading to the Motion appears thereon. Pursuant to the Interim Order, objections to approval of the proposed final order (the “Proposed Final Order”) attached to the Motion were due to be filed and served on or before March 22, 2016 at 4:00 p.m. (ET) (the “Objection Deadline”).²

As no responses to the Motion have been received, it is hereby respectfully requested that the Proposed Final Order attached to the Motion, and attached hereto as Exhibit A, be entered at the earliest convenience of the Court.

[Signature Page Follows]

² The Objection Deadline was extended by the Debtors until March 25, 2016 at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors.

Dated: March 31, 2016
Wilmington, Delaware

/s/ Andrew L. Magaziner

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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)

Ref. Docket Nos. 10 & 133

**FINAL ORDER (A) AUTHORIZING PAYMENT OF CERTAIN PREPETITION
WORKFORCE CLAIMS, INCLUDING WAGES, SALARIES AND OTHER
COMPENSATION, (B) AUTHORIZING PAYMENT OF CERTAIN EMPLOYEE
BENEFITS AND CONFIRMING RIGHT TO CONTINUE EMPLOYEE BENEFITS ON
POSTPETITION BASIS, (C) AUTHORIZING PAYMENT OF REIMBURSEMENT
TO EMPLOYEES FOR PREPETITION EXPENSES, (D) AUTHORIZING
PAYMENT OF WITHHOLDING AND PAYROLL-RELATED TAXES,
(E) AUTHORIZING PAYMENT OF WORKERS' COMPENSATION OBLIGATIONS,
AND (F) AUTHORIZING PAYMENT OF PREPETITION CLAIMS OWING
TO ADMINISTRATORS AND THIRD PARTY PROVIDERS**

Upon the *Debtors' Motion for Entry of Interim and Final Orders (a) Authorizing Payment of Certain Prepetition Workforce Claims, Including Wages, Salaries and Other Compensation, (b) Authorizing Payment of Certain Employee Benefits and Confirming Right to Continue Employee Benefits on Postpetition Basis, (c) Authorizing Payment of Reimbursement to Employees for Expenses Incurred Prepetition, (d) Authorizing Payment of Withholding and Payroll-Related Taxes, (e) Authorizing Payment of Workers' Compensation Obligations, and (f) Authorizing Payment of Prepetition Claims Owing to Administrators and Third Party Providers* (the "Motion")² filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); and the Court having found that it has jurisdiction over this matter

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

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 the Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and in consideration of the First Day Declaration; and it appearing 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 entered that certain *Interim Order (A) Authorizing Payment of Certain Prepetition Workforce Claims, Including Wages, Salaries and Other Compensation, (B) Authorizing Payment of Certain Employee Benefits and Confirming Right to Continue Employee Benefits on Postpetition Basis, (C) Authorizing Payment of Reimbursement to Employees for Prepetition Expenses, (D) Authorizing Payment of Withholding and Payroll-Related Taxes, (E) Authorizing Payment of Workers' Compensation Obligations, and (F) Authorizing Payment of Prepetition Claims Owing to Administrators or Third Party Providers* [Docket No. 133] (the "Interim Order"); and a hearing or hearings having been held to consider the relief requested in the Motion; and upon the record of such hearing or hearings, 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 as set forth herein on a final basis.
2. Except as otherwise set forth herein, the Debtors are authorized, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, but not obligated or directed, in the reasonable exercise of their business judgment and in the ordinary course of business, to pay and honor amounts on account of Employee Compensation Obligations and Contract Workers Obligations (exclusive of Withholding Obligations); *provided, however*, that without prejudice to the Debtors' right to seek additional payments at any time subsequent hereto, the aggregate amount of such payments on account of Employee Compensation Obligations and Contract Workers Obligations (exclusive of Withholding Obligations) shall not exceed \$8.1 million unless further ordered by the Court.
3. The Debtors and any applicable third parties are authorized to continue to allocate and distribute Withholding Obligations to the appropriate third-party recipients or taxing authorities in accordance with the Debtors' stated policies and prepetition practices.
4. The Debtors are authorized, but not directed, to make payments under the Bonus Programs to non-insiders in an aggregate amount not to exceed \$650,000. The Debtors are further authorized, but not directed, to maintain the Bonus Programs in the ordinary course of business.
5. The Debtors are authorized, but not directed, to continue to honor their Reimbursable Expense Obligations, including under the CCA Agreement, and including any prepetition obligations, to Employees in accordance with the Debtors' stated policies and prepetition practices, and are authorized to satisfy such Reimbursable Expense Obligations in an amount not to exceed \$400,000; *provided, however*, that satisfaction of prepetition Reimbursable

Expense Obligations shall only be allowed to the extent Employees have paid for such expenses directly from their own funds or are otherwise personally liable for such expenses.

6. The Debtors are authorized, but not directed, to honor the Employee Benefit Plans in the ordinary course of business and in accordance with the Debtors' prepetition policies and programs, and to make any necessary contributions to such programs and pay any unpaid premium, claim, or amount owed as of the Petition Date with respect thereto; *provided, however*, that the Debtors may not pay in excess of \$3.3 million in the aggregate on account of Employee Benefit Plans and the Employee Benefits Obligations, exclusive of Withholding Obligations.

7. The Debtors are authorized to continue the Equity Incentive Plan in the ordinary course of business, and the Equity Incentive Plan shall be limited to the vesting or issuance of securities authorized prior to the Petition Date and no other compensation shall be made thereunder.

8. The Debtors are authorized, but not directed, (a) to continue the Debtors' PTO Vacation Time, and FTO policies in the ordinary course of business and (b) to honor all obligations under the Debtors' PTO and Vacation Time policies, including payout of accrued PTO and Vacation Time upon termination in accordance with the Debtors' prepetition practice and applicable law; *provided, however*, that payments to any terminated Employee on account of PTO and Vacation Time shall not exceed \$12,475.

9. The Debtors are authorized, but not directed, to pay Workers' Compensation Claims in an aggregate amount not to exceed \$7.9 million.

10. The Debtors are authorized, but not directed, to pay all processing and administrative fees associated with and all costs and expenses incidental to payment of the Compensation Obligations and the Employee Benefits Obligations, including the Payroll

Administrator Obligations and the Aon Administrative Fee Obligations; *provided, however*, that the Debtors may not pay in excess of \$400,000 on account of the Aon Administrative Fee Obligations.

11. Nothing in the Motion, the Interim Order, or this Final Order, nor as a result of any payment made pursuant to this Final Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code, or a waiver of the right of the Debtors, or shall impair the ability of the Debtors, or any other party in interest, to the extent applicable, to contest the validity and amount of any payment made pursuant to this Final Order.

12. Each of the Processors is authorized to receive, process, honor, and pay all checks and transfers issued or requested by the Debtors, to the extent that sufficient funds are on deposit in the applicable accounts, in accordance with this Final Order and any other order of this Court.

13. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests in connection with any Employee Obligations that are dishonored or rejected.

14. Nothing in the Motion or this Final Order shall be deemed to permit a violation of section 503(c) of the Bankruptcy Code.

15. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

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

17. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Final Order.

Dated: _____, 2016
Wilmington, Delaware

MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE