

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

<p>In re:</p> <p>SPORTS AUTHORITY HOLDINGS, INC., <i>et al.</i>¹</p> <p>Debtors.</p>	<p>Chapter 11</p> <p>Case No. 16-10527 (MFW)</p> <p>(Jointly Administered)</p> <p>Re: Docket Nos. 67, 519, 525, 576, 599, 606, 617, 626, 658, 699, 742, 751, 759, 778, 798, 830, 844, 850, 881, 882, 896, 901, 904, 927, 935, 958, 1004, 1026, 1027, 1031, 1056, 1129, 1135, 1138, 1140, & 1148</p>
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**JOINDER OF SHOPS AT BELLA TERRA OWNER, LP TO VARIOUS LANDLORDS’
OBJECTIONS TO DEBTORS’ MOTION PURSUANT TO SECTION 365(D)(4) OF THE
BANKRUPTCY CODE, EXTENDING THE DEADLINE BY WHICH THE DEBTORS
MUST ASSUME OR REJECT UNEXPIRED LEASES OF NON-RESIDENTIAL REAL
PROPERTY UNDER WHICH ANY OF THE DEBTORS ARE LESSEES**

Shops at Bella Terra Owner, LP, successor in interest to MRPL Retail Partners, Ltd. (“Landlord”), landlord of the Sports Authority location at the Shops at Bella Terra Shopping Center in Fort Bend County, Texas, by its undersigned counsel, hereby objects to the *Debtors’ Motion Pursuant to Section 365(d)(4) of the Bankruptcy Code, Extending the Deadline by Which the Debtors Must Assume or Reject Unexpired Leases of Non-Residential Real Property Under Which any of the Debtors are Lessees* [Docket No. 67] (the “Motion”), and hereby joins in the objection to the Motion filed by various other landlords including Pinetree Realty Corporation, Public Storage, Kimco Realty Corporation, Simon Property Group, Inc., and others [Docket Nos. 519, 525, 576, 599, 606, 617, 626, 658, 699, 742, 751, 759, 778, 798, 830, 844, 850, 881, 882, 896, 901, 904, 927, 935, 958, 1004, 1026, 1027, 1031, 1056, 1129, 1135, 1138, 1140, & 1148] (collectively, the “Objections”), and respectfully states as follows:

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.



1. On March 2, 2016 (the “Petition Date”), the above-captioned debtors (the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (this “Court”).

2. Upon information and belief, the Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. Landlord is the owner of certain real property in which the Debtors lease retail space (the “Leased Premises”) pursuant to that certain Shopping Center Lease Between MRPL Retail Partners, Ltd. and TSA Stores, Inc. for Premises Located in the Shops at Bella Terra Shopping Center, Fort Bend County, Texas dated April 14, 2011, as the same may have been amended from time to time (the “Lease”).

4. The Leased Premises are located in a “shopping center” as that term is used in section 365(b)(3) of the Bankruptcy Code. *See In re Joshua Slocum, Ltd.*, 922 F.2d 1081, 1086-87 (3d Cir. 1990).

5. On March 2, 2016, the Debtors filed their *Motion Pursuant to Sections 105, 363 and 365 of the Bankruptcy Code, Fed. R. Bankr. P. 2002, 6003, 6004, 6006, 9007, 9008 and 9014 and Del. Bankr. L.R. 2002-1, 6004-1 And 9006-1, for Entry of (A) an Order (I) Approving Bid Procedures in Connection with the Sale of Substantially All of the Debtors’ Assets, (II) Scheduling an Auction for and Hearing to Approve Sale of Assets, (III) Approving Notice of Respective Date, Time and Place for Auction and for Hearing on Approval of Sale, (IV) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (V) Approving Form and Manner of Notice Thereof, and (VI) Granting*

Related Relief; and (B) an Order Authorizing and Approving (I) the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Rights, Encumbrances, and Other Interests, (II) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Related Relief (Docket No. 106) (the "Bid Procedures Motion").

6. The Debtors strategically filed these cases on March 2, 2016, thereby creating millions of dollars in liability in unpaid rent to its landlords for the period of March 2 - March 31, 2016 ("Stub Rent"). Even since the filing, the Debtors have been late on the payment of post-petition rent, notwithstanding the fact that the Debtors are conducting store closing sales at their locations pursuant to the Bid Procedures Motion.

OBJECTION

7. Landlord hereby joins in, adopts, and incorporates by reference the points, authorities and arguments advanced in the Objections and in any other similar objections that have been filed or may be filed by the Debtors' other landlords.

8. These cases should not be run off of the backs of landlords for the benefit of secured lenders. If the Court is inclined to grant the Motion, the Court should condition the granting of the Motion on the Debtors' timely payment of all amounts due under the Lease from and after the Petition Date through and including the date of assumption or rejection of the Lease. In addition, the Court should not extend the deadline to assume or reject the Lease past the conclusion of any store closing sale on the Leased Premises.

9. Landlord reserves the right to amend and/or supplement this Joinder and make such other and further objections as may be necessary or appropriate. Landlord reserves all rights regarding substantive objections concerning the sale of assets or rejection, assumption

and/or assignment of the Lease, any cure costs associated with the Lease, and any other matters which may affect Landlord.

WHEREFORE, Landlord requests that this Court enter an order: (a) denying the Motion, and (b) granting Landlord such other and further relief as this Court deems just and appropriate under the circumstances.

Dated: April 14, 2016
Wilmington, Delaware

Respectfully submitted,

/s/ Katherine Good

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