

**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. 104 & 996

**CERTIFICATION OF COUNSEL REGARDING SUPPLEMENTAL ORDER,
PURSUANT TO SECTIONS 105(a), 365(a), AND 554 OF THE BANKRUPTCY CODE,
AND BANKRUPTCY RULE 6004, AUTHORIZING (A) REJECTION OF CERTAIN
UNEXPIRED LEASES AND SUBLEASES OF NON-RESIDENTIAL REAL PROPERTY
NUNC PRO TUNC TO THE PETITION DATE; AND (B) ABANDONMENT OF ANY
REMAINING PROPERTY LOCATED AT THE STORE LOCATIONS
COVERED BY SUCH LEASES AND SUBLEASES**

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’ First Omnibus Motion for Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code, and Bankruptcy Rule 6004, Authorizing (A) Rejection of Certain Unexpired Leases and Subleases of Non-Residential Real Property Nunc Pro Tunc to the Petition Date, and (B) Abandonment of Any Remaining Property Located at Store Locations Covered by Such Leases and Subleases* [Docket No. 104] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. On April 4, 2016, the Court entered that certain *Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code, and Bankruptcy Rule 6004,*

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.



Authorizing (A) Rejection of Certain Unexpired Leases and Subleases of Non-Residential Real Property Nunc Pro Tunc to the Petition Date, and (B) Abandonment of Any Remaining Property Located at Store Locations Covered by Such Leases and Subleases [Docket No. 996] (the “Initial Rejection Order”).

3. Pursuant to paragraph 7 of the Initial Rejection Order, the Debtors adjourned the Motion with respect to the lease (the “Iselin Lease”) governing the Debtors’ prior occupancy of Store No. 875, located in Iselin, New Jersey (the “Iselin Store”), and the related sublease (the “Iselin Sublease”) with Crest Furniture, Inc. (“Crest”), to allow the landlord counterparty to the Iselin Lease, NNN (as defined in the Initial Rejection Order), to pursue an amendment of the Iselin Sublease with Crest (such amendment, the “Sublease Amendment”). The Initial Rejection Order further provided that, following execution of the Sublease Amendment, the Debtors were authorized to submit a supplemental order authorizing rejection of the Iselin Lease and Iselin Sublease *nunc pro tunc* to the Petition Date under certification of counsel.

4. On April 26, 2016, counsel to NNN advised the Debtors that the Sublease Amendment had been executed. Accordingly, in accordance with the Initial Rejection Order, the Debtors hereby submit a supplemental order authorizing rejection of the Iselin Lease and the Iselin Sublease *nunc pro tunc* to the Petition Date.

WHEREFORE, the Debtors respectfully request that the Court enter the supplemental order, attached hereto as Exhibit A, authorizing the Debtors to reject the Iselin Lease and the Iselin Sublease *nunc pro tunc* to the Petition Date, without further notice or hearing at the Court's earliest convenience.

Dated: April 28, 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

*Counsel to the Debtors and
Debtors in Possession*

EXHIBIT A

SUPPLEMENTAL 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. 104, 996 & ____

SUPPLEMENTAL ORDER, PURSUANT TO SECTIONS 105(a), 365(a), AND 554 OF THE BANKRUPTCY CODE, AND BANKRUPTCY RULE 6004, AUTHORIZING (A) REJECTION OF CERTAIN UNEXPIRED LEASES AND SUBLEASES OF NON-RESIDENTIAL REAL PROPERTY *NUNC PRO TUNC* TO THE PETITION DATE; AND (B) ABANDONMENT OF ANY REMAINING PROPERTY LOCATED AT THE STORE LOCATIONS COVERED BY SUCH LEASES AND SUBLEASES

Upon the *Debtors' First Omnibus Motion for Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code, and Bankruptcy Rule 6004, Authorizing (A) Rejection of Certain Unexpired Leases and Subleases of Non-Residential Real Property Nunc Pro Tunc to the Petition Date, and (B) Abandonment of Any Remaining Property Located at Store Locations Covered by Such Leases and Subleases* (the "Motion")² filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); and the Court having entered that certain *Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code, and Bankruptcy Rule 6004, Authorizing (A) Rejection of Certain Unexpired Leases and Subleases of Non-Residential Real Property Nunc Pro Tunc to the Petition Date, and (B) Abandonment of Any Remaining Property Located at Store Locations Covered by Such Leases and Subleases* [Docket

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 but not defined herein shall have the meanings ascribed to them in the Motion.

No. 996] (the “Initial Rejection Order”); and the Debtors having submitted a proposed form of supplemental order under certification of counsel (the “Certification of Counsel”); 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 the Court having found that it may enter a final order consistent with Article III of the United States Constitution; 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 found that the legal and factual bases set forth in the Motion, and expanded on in the Certification of Counsel, 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.
2. The Debtors are authorized to reject *nunc pro tunc* to the Petition Date the lease (the “Iselin Lease”) governing the Debtors’ prior occupancy of Store No. 875, located in Iselin, New Jersey (the “Iselin Store”), and the related sublease (the “Iselin Sublease”) with Crest Furniture, Inc. (“Crest”) for the Iselin Store (together, the “Rejected Leases”), and, to the extent not already terminated, the Rejected Leases are hereby rejected effective as of the Petition Date.
3. Within three (3) business days after entry of this Order, the Debtors shall serve this Order on the NNN and Crest.

4. By agreement of the Debtors and NNN, NNN shall waive any entitlement to a rejection damage claim arising under section 502(b)(6) of the Bankruptcy Code with respect to the Iselin Lease, and any claim filed in furtherance thereof is hereby deemed disallowed with prejudice without the need for further Court order.

5. Crest shall have until June 3, 2016, to file any claim for damages arising from the rejection of the Iselin Sublease.

6. The Debtors do not waive any claims they may have against NNN or Crest, respectively, whether or not such claims arise under, are related to the rejection of, or are independent of the Rejected Leases.

7. Nothing herein shall prejudice the rights of the Debtors to argue that either of the Rejected Leases were terminated prior to the Petition Date, or that any claim for damages arising from the rejection of the Rejected Leases is limited to the remedies available under any applicable termination provision of such lease, sublease, or contract, as applicable, or that any such claim is an obligation of a third party, and not that of the Debtors or their estates.

8. Nothing in the Motion, the Initial Rejection Order or this Order shall be deemed or construed as an approval of an assumption of any lease, sublease, or contract pursuant to section 365 of the Bankruptcy Code, and all such rights are reserved.

9. To the extent that Bankruptcy Rule 6004(h) is applicable, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

11. Except as expressly set forth herein, the Initial Rejection Order shall remain in full force and effect.

12. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2016
Wilmington, Delaware

MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE