

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

TSAWD HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Docket Ref. Nos. 67, 1748 & 2075

**CERTIFICATION OF COUNSEL REGARDING PROPOSED ORDER FURTHER
EXTENDING THE TIME WITHIN WHICH THE DEBTORS MUST ASSUME OR
REJECT A CERTAIN UNEXPIRED LEASE OF NON-RESIDENTIAL REAL
PROPERTY WITH THE PRIOR CONSENT OF THE LESSOR
(1050 HAMPDEN LIMITED PARTNERSHIP) UNDER SUCH LEASE**

The undersigned hereby certifies as follows:

1. On March 2, 2016, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed the *Debtors’ Motion for an Order, 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* [D.I. 67] with the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. On May 5, 2016, the Court entered its *Order, 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* [D.I. 1748] (the “First Extension Order”), and on May 24, 2016 the Court entered its

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: TSAWD Holdings, Inc. (9008); Slap Shot Holdings, Corp. (8209); TSAWD, 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.

The Debtors were formerly known as: 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).



Second Order, 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 [D.I. 2075] (the “Second Extension Order,” and together with the First Extension Order, the “Extension Orders”).

3. Pursuant to the Extension Orders, the deadline to assume or reject unexpired non-residential real property leases was extended to September 28, 2016 (the “365(d)(4) Deadline”). However, the Extension Orders also provided the Debtors with the flexibility to agree with individual lessors on further consensual extensions of the 365(d)(4) Deadline, with such agreements to be presented in the form of an order under certification of counsel without the need for further notice or a hearing. *See* First Extension Order ¶ 5; Second Extension Order ¶ 5.

4. The Debtors and 1050 Hampden Limited Partnership (the “Lessor”) have reached an agreement concerning an extension of the 365(d)(4) Deadline through and including January 31, 2017 (the “Extension”), with respect to the Debtors’ headquarters lease (the “HQ Lease”) for the premises located at 1050 West Hampden Avenue, Englewood, Colorado 80110 (the “Premises”). The Lessor has consented to the Extension, and in exchange for the Extension, the Debtors have agreed to the following:

- The Debtors shall not file a motion seeking to reject the HQ Lease with an effective date of such rejection (whether *nunc pro tunc* or otherwise) earlier than January 31, 2017;
- The Debtors shall discharge a certain lien asserted by Total Network Support, Inc. against the Premises; and
- The Debtors shall permit the Lessor (at its own cost) to paint the exterior of the Premises and remove the exterior signage displaying the Debtors’ business name and/or logo from the outside of the Premises.

5. Accordingly, attached hereto as **Exhibit 1** is a proposed form of order granting the Extension (the "Proposed Order") on the terms set forth above. The Debtors submit that the Proposed Order is appropriate and consistent with the discussions between the Debtors and the Lessor and paragraph 5 of each of the Extension Orders, and that entry of the order is in the best interests of the Debtors, their estates, and their creditors. The Lessor has consented to the Court's entry of the Proposed Order.

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WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order without further notice or hearing at the Court's earliest convenience.

Dated: August 12, 2016
Wilmington, Delaware

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EXHIBIT 1

Proposed Order

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

In re:

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Debtors.

Chapter 11

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**ORDER FURTHER EXTENDING THE TIME WITHIN WHICH THE
DEBTORS MUST ASSUME OR REJECT A CERTAIN UNEXPIRED
LEASE OF NON-RESIDENTIAL REAL PROPERTY WITH THE
PRIOR CONSENT OF THE LESSOR
(1050 HAMPDEN LIMITED PARTNERSHIP) UNDER SUCH LEASE**

Pursuant to (i) paragraph 5 of the *Order, 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* [D.I. 1748]; (ii) paragraph 5 of the *Second Order, 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* [D.I. 2075]; and (iii) the certification of counsel (the “Certification of Counsel”)² of the above-captioned debtors and debtors-in-possession (the “Debtors”) for the entry of an order further extending the time within which the Debtors may assume or reject the HQ Lease with the

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² All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Certification of Counsel.

prior consent of the Lessor; and upon the record of these chapter 11 cases and due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Extension is GRANTED to the extent provided for herein.
2. The time within which the Debtors must assume or reject the HQ Lease under section 365(d)(4) of the Bankruptcy Code is extended through and including January 31, 2017 (the period beginning on the date of this Order and ending at 11:59 p.m. (ET) on January 31, 2017, the “Extension Period”); provided, however, that in the event that the Debtors determine to reject the HQ Lease pursuant to section 365(a) of the Bankruptcy Code, the effective date of such rejection (whether sought on a *nunc pro tunc* basis or otherwise) shall not be a date earlier than January 31, 2017.
3. The Debtors shall timely pay all obligations for rent and other amounts that are payable by the Debtors under the HQ Lease and come due under the HQ Lease during the Extension Period.
4. The Debtors shall, within 5 business days of the entry of this order, pay to Total Network Support, Inc., a Colorado corporation having its principal offices at 400 Corporate Circle, Suite C, Golden, CO 80410 (“Contractor”) the amount of \$37,420.00 plus any interest, attorney’s fees or costs due thereon (the “Lien Payment”) in satisfaction of the amounts due and owing to Contractor pursuant to that certain Service Agreement, dated as of September 11, 2015, by and between the Debtors and Contractor. Following such payment, the Debtors shall deliver to Lessor evidence that the Debtors have paid the Lien Payment in full and the Debtors shall use commercially reasonable efforts to (i) cause to be dismissed that certain Summons and Complaint filed in the District Court for Arapahoe County, Colorado by Contractor and naming

Lessor, *inter alia*, as defendant, and (ii) cause to be released that certain Lien, reception number D6049172, which was filed against the Premises on May 12, 2016.

5. Notwithstanding anything to the contrary set forth in the HQ Lease, Lessor shall be permitted to paint the exterior of the Premises and remove the exterior signage displaying the Debtors' business name and/or logo from the outside of the Premises, in each case at Lessor's sole cost and expense.

6. This Order is without prejudice to the rights of the Debtors and their estates to request additional extensions of time to assume or reject the HQ Lease consistent with section 365(d)(4)(B)(ii) of the Bankruptcy Code.

7. Nothing in this Order shall be deemed or construed as (a) an assumption or rejection of any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code or (b) an admission with respect to whether any of the Debtors' agreements, contracts, or leases is an unexpired lease of nonresidential real property within the meaning of section 365(d) of the Bankruptcy Code.

8. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

9. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Rule 6004(h) of the Federal Rules of Bankruptcy Procedure or otherwise.

10. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: August __, 2016
Wilmington, Delaware

MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE