

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

In re

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 16-10527 (MFW)  
(Jointly Administered)

Re: Docket Nos. 9, 15, 20 and 644

**JOINDER OF XS COMMERCE TO THE OMNIBUS OBJECTION OF  
ASICS AMERICA CORPORATION TO DEBTORS' MOTIONS FOR  
ENTRY OF FINAL ORDERS ON (1) CONSIGNMENT MOTION; (2)  
GOB MOTION; AND (3) DIP MOTION**

XS Commerce ("XS"), by and through its undersigned counsel, hereby submits this joinder (the "Joinder") to the *Omnibus Objection of ASICS America Corporation to Debtors' Motions for Entry of Final Orders on (1) Consignment Motion; (2) GOB Motion; and (3) DIP Motion* [D.I. 644] (the "ASICS Objection"). In further support of this Joinder, XS respectfully represents as follows:

1. On or about July 3, 2014, XS and TSA Stores, Inc. ("TSA") entered into a consignment vendor (Pay by Scan) agreement (the "Agreement").
2. At all times during their consignment relationship, including under the Agreement, the parties acknowledged and agreed that all right, title, and interest in and to any consigned XS goods, remained with XS and never transferred to TSA.
3. On March 2, 2016 (the "Petition Date"), the Debtors commenced the above-captioned chapter 11 cases.

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<sup>1</sup> 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.



4. On the Petition Date, the Debtors filed the *Debtors' Motion for Interim and Final Orders (A) Authorizing the Debtors to (I) Continue to Sell Consigned Goods in the Ordinary Course of Business Free and Clear of All Liens, Claims and Encumbrances and (II) Grant Administrative Expense Priority to Consignment Goods Delivered Postpetition; and (B) Grant Replacements Liens to Consignment Vendors with Perfected Security Interests in Consigned Goods and/or Remit the Consignment Sale Price Arising From Sale of Consigned Goods to Putative Consignment Vendors* [D.I. 9] (the "Consignment Motion").

5. On the Petition Date, the Debtors also filed the *Debtors' Emergency Motion for Interim and Final Orders (A) Authorizing the Debtors to Assume the Closing Store Agreement, (B) Authorizing and Approving Store Closing Sales Free and Clear of All Liens, Claims and Encumbrances, (C) Authorizing the Implementation of Customary Employee Bonus Program and Payments to Non-Insiders Thereunder, (D) Approving Dispute Resolution Procedures, and (E) Approving the Debtors' Store Closing Plan* [D.I. 15] (the "GOB Motion").

6. On the Petition Date, the Debtors also filed the *Debtors' Motion for Interim and Final Orders (I) Authorizing Debtors to Obtain Post-Petition Secured Financing Pursuant 11 U.S.C. §§ 105, 362, 363, and 364; (II) Granting Liens and Superpriority Claims to Post-Petition Lenders Pursuant to 11 U.S.C. §§ 364 and 507; (III) Authorizing the Use of Cash Collateral and Providing Adequate Protection to Prepetition Secured Parties and Modifying the Automatic Stay Pursuant to 11 U.S.C. §§ 361, 362, 363, and 364; and (IV) Scheduling a Final Hearing Pursuant Bankruptcy Rules 4001(B) and (C) and Local Rule 4001-2* [D.I. 20] (the "DIP Motion").

7. On March 3, 2016, the Court entered orders [D.I. 156, 157] granting the GOB Motion and the DIP Motion on an interim basis.

8. On March 11, 2016, the Court entered an order [D.I. 278] granting the Consignment Motion on an interim basis.

9. On March 22, 2016, ASICS America Corporation filed the ASICS Objection.

10. A hearing to consider the Consignment Motion, the GOB Motion, the DIP Motion and any objections thereto, is scheduled to take place before this Court on April 26, 2016.

11. Based on the facts available to them, XS hereby joins, adopts, and incorporates by reference, as if fully set forth herein, the arguments advanced in the ASICS Objection and reserves the right to be heard at the Hearing with respect to the issues raised by the Consignment Motion, the GOB Motion, the DIP Motion and the ASICS Objection.

12. XS reserves the right to supplement this Joinder and make such other objections as may be necessary or appropriate.

Dated: April 25, 2016  
Wilmington, Delaware

**BAYARD, P.A.**

/s/ GianClaudio Finizio

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