

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

In re:

SPORTS AUTHORITY HOLDINGS, INC., *et al.*,

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

Jointly Administered

Ref. Docket Nos. 20, 1699, 1742 & 2126

**ORDER APPROVING AND AUTHORIZING DEBTORS' ENTRY INTO
FOURTH AMENDMENT TO THE DIP CREDIT AGREEMENT**

In connection with this Court's (the "Court") *Final Order (I) Authorizing Debtors to Obtain Post-Petition Secured Financing Pursuant to 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; and (III) Authorizing the Use of Cash Collateral and Providing Adequate Protection to Prepetition Secured Lenders and Modifying the Automatic Stay Pursuant to 11 U.S.C. §§ 361, 362, 363, and 364* [D.I. 1699] (the "Final DIP Order")¹; and in connection with the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") *Notice of Filing of (I) Fourth Amendment to DIP Credit Agreement and (II) Amended DIP Budget* [D.I. 2126] (the "DIP Amendment Notice") providing notice of a proposed *Fourth Amendment to Senior Secured Super-Priority Debtor-in-Possession Credit Agreement* (the "Fourth Amendment") and the Amended DIP Budget (the "Amended Budget") each attached thereto; and in connection with the Term Loan Agent's objection to the Fourth Amendment and Amended Budget dated June 7, 2016 (the "Term Loan Objection"); and it appearing that this Court has jurisdiction to consider the dispute raised by the Term Loan Objection pursuant to 28 U.S.C. §§ 157 and 1334, 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 Final DIP Order; and it appearing that venue of these chapter 11 cases in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that entry into the Fourth Amendment is in the best interests of the Debtors, their estates, creditors and other parties in interest; and it appearing that proper and adequate notice of the DIP Amendment Notice has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Term Loan Objection is overruled and denied on the merits.
2. The Fourth Amendment attached the DIP Amendment Notice as Exhibit A, and all of the terms and conditions thereof, and all transactions contemplated therein, are hereby approved in all respects.
3. The Debtors, acting by and through their agents, representatives, and officers, are authorized and empowered to take any and all actions necessary or appropriate to execute and deliver, perform under, consummate, and implement the Fourth Amendment, including but not limited to the payment of any and all fees contemplated thereby.
4. The Court shall retain exclusive jurisdiction to resolve any dispute arising from or relating this Order.

Dated: Wilmington, Delaware
June 14, 2016



MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

¹ Capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Final DIP Order.