

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)

Ref. Docket No. 2552

NOTICE OF CONSUMMATED ASSUMPTION, ASSIGNMENT AND TRANSFER OF THE DEBTORS' LEASE(S) AND/OR EXECUTORY CONTRACT(S) IN CONNECTION WITH DICK'S SPORTING GOODS, INC. DESIGNATION RIGHTS AGREEMENT

PLEASE TAKE NOTICE that, on March 2, 2016, the affiliated debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") filed the *Debtors' 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] with the United States Bankruptcy Court for the District of Delaware (the "Court").

PLEASE TAKE FURTHER NOTICE that, on April 14, 2016, the Court entered that certain *Order (A) Approving Bid Procedures in Connection with (I) the Sale of Substantially All of the Debtors' Assets and (II) the Transfer, Assumption and Assignment of Certain Unexpired Leases of Nonresidential Real Property, (B) Scheduling Separate Auctions for and Hearings to Approve the Sale of Assets and Unexpired Leases of Nonresidential Real Property Subject to the Debtors' Store Closing Plan, (C) Approving Notice of Respective Date, Time and Place for Auctions and for Hearings on Approval of Respective Sales, (D) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sales, (E) Approving Form and Manner of Notice Thereof, and (F) Granting Related Relief* [Docket No. 1186] (the "Bidding Procedures Order").

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).



PLEASE TAKE FURTHER NOTICE that, consistent with the Bidding Procedures Order, on June 29, 2016, the Debtors conducted an adjourned main auction and determined that the highest or otherwise best offer for the designation rights with respect to certain lease(s) of non-residential real property (the “Leases”) and any executory contracts of the Debtors that are primarily related to the Leases (the “Potential Assigned Agreements”) was made by Dick’s Sporting Goods, Inc. (together with any affiliated designee, the “Buyers”).

PLEASE TAKE FURTHER NOTICE that, on July 15, 2016, the Court conducted a sale hearing and entered the *Corrected Order, Pursuant to Sections 105, 363, and 365 of the Bankruptcy Code, (I) Approving Sale of All Acquired Assets and (II) Granting Related Relief* [D.I. 2552] (the “Approval Order”), approving entry into an Asset Purchase Agreement related to the designation rights for the Leases and the Potential Assigned Agreements (the “Designation Rights Agreement”).

PLEASE TAKE FURTHER NOTICE that during the Designation Rights Period (as defined in the Designation Rights Agreement), the Buyers may designate any Leases and Potential Assigned Agreements for assumption and assignment by an assignee (each, an “Assignee”) in accordance with the terms of the Designation Rights Agreement.

PLEASE TAKE FURTHER NOTICE that on September 13, 2016 and November 7, 2016, the Debtors filed respective notices stating that the Buyers had designated the following Leases (the “Assigned Lease(s)”) and/or Potential Assigned Agreements (the “Assigned Agreement(s)”) for assumption and assignment to the assignee(s) (the “Assignee(s)”) listed below:

Store No.	Location	Category	Dkt. No.	Assignee
548	Bellingham, WA	Assigned Lease	2918	Dick’s Sporting Goods, Inc.
785	Roseville, CA	Assigned Lease	3171	Dick’s Sporting Goods, Inc.

Store No.	Assigned Agreement	Dkt. No.	Assignee
548	Letter re: Letter of Reliance, dated as of August 29, 2012, by EBI Consulting, on behalf of Charles Losinger, and Phase I Environmental Site Assessment, dated March 12, 2002 prepared by EBI Consulting.	2918	Dick’s Sporting Goods, Inc.
548	Email re: remediation, dated as of August 8th, 2013 by and between Sports Authority and Bellis Fair Mall.	2918	Dick’s Sporting Goods, Inc.
548	Email, dated February 13, 2014 by Sports Authority to Sports Authority.	2918	Dick’s Sporting Goods, Inc.
548	Letter, dated January 8, 2013 by General Growth Properties, Inc. to TSA Stores, Inc., a Delaware Corporation.	2918	Dick’s Sporting Goods, Inc.

PLEASE TAKE FURTHER NOTICE that the Court entered the following orders (together, the “Assignment Order(s)”) approving the assumption and assignment of the Assigned Lease(s) and/or Assigned Agreement(s):

- Store 548: November 22, 2016 (Docket No. 3213)
- Store 785: November 22, 2016 (Docket No. 3212)

PLEASE TAKE FURTHER NOTICE that with respect to Store 785, as of November 23, 2016, the Debtors and the respective Assignee(s) consummated the foregoing assumption and assignment(s) consistent with the terms set forth in the Assignment Order(s), and all conditions precedent to closing have been met. Accordingly, the Debtors’ interests in the Assigned Lease(s) and/or the Assigned Agreement(s) have been assumed and assigned to the Assignee(s) as of November 23, 2016.

PLEASE TAKE FURTHER NOTICE that with respect to Store 548, as of November 23, 2016, the Debtors and the respective Assignee(s) consummated the foregoing assumption and assignment(s) consistent with the terms set forth in the Assignment Order(s), and all conditions precedent to closing have been met. Accordingly, the Debtors’ interests in the Assigned Lease(s) and/or the Assigned Agreement(s) have been assumed and assigned to the Assignee(s) as of November 23, 2016.

[Signature Page Follows]

Dated: November 23, 2016
Wilmington, Delaware

/s/ Andrew L. Magaziner

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