

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 No. 11

ORDER (A) AUTHORIZING DEBTORS TO HONOR AND CONTINUE CERTAIN CUSTOMER PROGRAMS AND CUSTOMER OBLIGATIONS IN THE ORDINARY COURSE OF BUSINESS, AND (B) APPROVING THE BONDING AGREEMENT ON AN INTERIM BASIS

Upon the *Debtors' Motion for Entry of (A) an Order (I) Authorizing Debtors to Honor and Continue Certain Customer Programs and Customer Obligations in the Ordinary Course of Business, and (II) Approving Agreement by and Between Debtors and Zurich American Insurance Company Relating to Prepetition Bonds, on an Interim Basis; and (B) a Supplemental Order Approving Such Bonding Agreement on a Final Basis and Granting Related Relief* (the "Motion")² filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); and the Court having reviewed the Motion; 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; 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

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



this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and it appearing 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 considered the First Day Declaration; and the Court having determined that the legal and factual basis set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors and their estates; 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, but not directed, to maintain and administer, in the ordinary course of business and in a manner consistent with past practices, the Customer Programs and to honor the Customer Obligations thereunder in the ordinary course of business as set forth in the Motion.
3. Specifically, the Debtors are authorized, but not directed, (a) to continue to issue and honor the Reward Certificates, the Gift Cards, and the Complimentary Certificates; (b) to continue to honor the Deposits, Refunds, Warranties, the Bike Service Plan, and the Assembly and Delivery Program; (c) to pay the CRM Fees, the BAMS Fees, the Credit Card Obligations, the Warranty Fees, and the Assembly/Delivery Commissions; and (d) to continue to honor the Price Match Policy and all other promotions.
4. To the extent that the Debtors issue gift cards postpetition, the Debtors shall implement a procedure that will enable them to distinguish between gift cards that were

purchased and issued before the Petition Date and those that were purchased and issued after the Petition Date.

5. Each of the Banks is authorized to honor checks presented for payment and all fund transfer requests made by the Debtors, to the extent that sufficient funds are on deposit in the applicable accounts, in accordance with this Order and any other order of this Court.

6. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests in connection with the Customer Programs and the Customer Obligations that are dishonored or rejected.

7. The Debtors, their officers, employees, and agents are authorized to take or refrain from taking such acts as are necessary and appropriate to implement and effectuate the relief granted herein.

8. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed (a) an admission as to the validity or priority of any claim against the Debtors or their estates; (b) a waiver of the Debtors' right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motion; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law.

9. The Bonding Agreement, a copy of which was attached as Exhibit 1 to the Supplemental Order, attached to the Motion as Exhibit B thereto, is approved on an interim basis. A final hearing solely with respect to approval of the Bonding Agreement and entry of the Supplemental Order shall be held on March 29, 2016 at 1:00 p.m. (ET). Objections to the entry

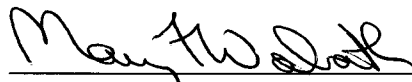
of the Supplemental Order shall be filed and served on the Debtors' counsel and Zurich's counsel, Karen Lee Turner, Eckert Seamans, 222 Delaware Avenue, 7th Floor, Wilmington, Delaware 19801, by March 22, 2016 at 4:00 p.m. (ET).

10. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied.

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

12. This Court shall retain jurisdiction over any matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: March 3, 2016
Wilmington, Delaware



MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE