

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
))
SPORTS AUTHORITY HOLDINGS,) Case No. 16-10527 (MFW)
INC., *et al.*¹) (Jointly Administered)
))
Debtors.))
) Re: Docket Nos. 709, 710
))
) **Objection Deadline: March 28, 2016, 12:00 p.m. (ET)**
) **Hearing Date: March 29, 2016, 1:00 p.m. (ET)**
))

JOINDER OF CBL & ASSOCIATES MANAGEMENT, INC. IN THE REQUEST FOR ADEQUATE PROTECTION AND MOTION OF CERTAIN LANDLORDS PURSUANT TO SECTIONS 361, 363(E), 503(B)(1) AND 105(A) OF THE BANKRUPTCY CODE FOR ENTRY OF AN ORDER REQUIRING THE DEBTORS TO IMMEDIATELY PAY MARCH 2016 STUB RENT FOR CLOSING STORES AS ADEQUATE PROTECTION FOR THE POSTPETITION USE OF THE LANDLORDS' PROPERTY, AND GRANTING SUCH OTHER AND FURTHER RELIEF AS IS JUST AND PROPER

CBL & Associates Management, Inc. ("CBL"), through counsel, and as managing agent for the owners of the properties identified herein, hereby joins in the *Request For Adequate Protection and Motion Of Certain Landlords Pursuant To Sections 361, 363(E), 503(B)(1) and 105(A) Of The Bankruptcy Code For Entry Of An Order Requiring The Debtors To Immediately Pay March 2016 Stub Rent For Closing Stores As Adequate Protection For The Postpetition Use Of The Landlords' Property, and Granting Such Other And Further Relief As Is Just And Proper* (the "Adequate Protection Motion") [Docket No. 709].

¹ The above-captioned debtors in these proceedings (collectively, the "Debtors") (including the last four digits of their respective taxpayer identification numbers) are: 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); TSA Caribe, Inc. (5664). The Debtors' corporate headquarters is located at 1050 West Hampden Avenue, Englewood, Colorado 80110.



1. This Court has jurisdiction over the Adequate Protection Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this Court pursuant to 28 §§ 1408 and 1409.

2. On March 2, 2016 (the "Petition Date"), the above-captioned debtors (the "Debtors") filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (this "Court").

3. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. The Debtors' first day motions included a motion for approval of postpetition financing [Docket No. 20] (the "DIP Financing Motion"), as well as a procedures and sale motion [Docket No. 106] and a store closing sales motion [Docket No. 15]. Attached to the DIP Financing Motion is a proposed budget which contains no funds to pay stub rent owed to CBL or other landlords.

5. CBL is the managing agent for the owners of certain real property in which the certain of the Debtors lease retail space pursuant to written leases. Pearland Town Center in Pearland, Texas ("Pearland") is among the locations for which CBL acts as managing agent pursuant to a written lease agreement with the Debtors (the "Pearland Lease").²

6. The Debtors have initiated a store closing sale ("GOB Sale") at Pearland.

² The Leases and related documentation are voluminous, and therefore, have not been attached to this Joinder. CBL will provide copies of the Leases and related documentation to the Court and parties in interest upon request.

7. The Debtors have failed to pay stub rent and other related charges as required under the Pearland Lease for March 2016 in the total amount of Sixty-One Thousand Eight Hundred Twenty-One and 50/100 Dollars (\$61,821.50) (the “Stub Rent”).³

8. For the reasons set forth in the Adequate Protection Motion, CBL supports and joins in the Adequate Protection Motion, and respectfully requests that any order from this Court granting the Adequate Protection Motion require that the Debtors immediately pay the Stub Rent due and owing related to the Pearland Lease.

WHEREFORE, CBL respectfully requests that this Court enter an order: (a) granting the Adequate Protection Motion; (b) requiring that the Debtors immediately pay the Stub Rent due and owing related to the Leased Premises; and (c) granting CBL such other and further relief as this Court deems just and appropriate under the circumstances.

Dated: March 24, 2016

Respectfully submitted,

HOGAN♦McDANIEL

/s/Garvan F. McDaniel

Garvan F. McDaniel (DE Bar No. 4167)

1311 Delaware Avenue

Wilmington, Delaware 19806

Telephone: 302.656.7540

Facsimile: 302.656.7599

Email: gfmcdaniel@dkhogan.com

*Attorney for CBL & Associates
Management, Inc.*

³ CBL reserves the right to amend the amount due and owing as Stub Rent to the extent that additional amounts become due and owing.

CERTIFICATE OF SERVICE

The undersigned certifies that on this 24th day of March, 2016, a true and exact copy of the foregoing *Joinder* has been served by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt and via first class mail upon the parties listed below:

Michael R. Nestor, Esq.
Kenneth J. Enos, Esq.
Andrew L. Magaziner, Esq.
YOUNG CONAWAY STARGATT
& TAYLOR, LLP
Rodney Square
1000 North King Street
Wilmington, Delaware 19801

Hannah Mufson McCollum
Office of the United States Trustee
U.S. Department of Justice
844 King Street, Suite 2207
Wilmington, DE 19801

Bradford J. Sandler
Pachulski Stang Ziehl & Jones LLP
919 N. Market Street, 17th Floor
Wilmington, DE 19801

Robert J. Feinstein
Pachulski Stang Ziehl & Jones LLP
780 Third Avenue, 36th Floor
New York, NY 10017-2024

Robert A. Klyman, Esq.
Matthew J. Williams, Esq.
Jeremy L. Graves, Esq.
Sabina Jacobs, Esq.
GIBSON, DUNN & CRUTCHER LLP
333 South Grand Avenue
Los Angeles, CA 90071-1512

/s/Garvan F. McDaniel _____
Garvan F. McDaniel (DE #4167)