

**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. 2478

~~ORDER APPROVING EXECUTIVE INCENTIVE PROGRAM~~
DENYING
ORDER APPROVING EXECUTIVE INCENTIVE PROGRAM

Upon consideration of the motion (the “**Motion**”)² of the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”), pursuant to sections 105(a) and 363(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532, approving the establishment of an incentive and retention program (the “**Executive Incentive Program**”) for certain of the Debtors’ senior executives; and due and sufficient notice of the Motion having been given; and it appearing that the relief requested by the Motion is in the best interest of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefore; it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is ~~GRANTED~~ *DENIED for the reasons set forth on the record.* to the extent set forth herein.
2. The Executive Incentive Program and all payments pursuant thereto are approved on the terms described in the Motion.
3. The Term Loan Agent is authorized and directed to fund the Executive Incentive Program Payments in accordance with the terms of the Executive Incentive Program.

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 Capitalized terms not defined herein shall have the meanings provided to them in the Motion.



4. The Debtors are authorized to take any and all actions necessary or appropriate to implement the Executive Incentive Program.


5. The authorization granted hereby to implement the Executive Incentive Program shall not create any obligation on the part of the Debtors or their officers, directors, attorneys or agents and none of the foregoing persons shall have any liability on account of any decision by the Debtors not to honor the Executive Incentive Program.

6. The Term Loan Agent and the Term Lenders shall not be considered employers of the Executive Incentive Program Participants for any purpose under federal, state or other applicable law.

7. The Term Loan Agent and the Term Lenders shall not be responsible for collecting or withholding any taxes, remitting any taxes or fees, or reporting any income, in each case with respect to the Executive Incentive Program Payments; such obligations shall be the sole responsibility of the Executive Incentive Program Participants or the Debtors, as applicable.

8. This Court shall retain jurisdiction over the parties for the purpose of enforcing the terms and provisions of this Order.

Dated: Wilmington, Delaware
Aug 2, 2016


Mary F. Walrath
United States Bankruptcy Judge