IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SPORTCO HOLDINGS, INC., *et al.*,[1]	)	Case No. 19-11299 (LSS)
Debtors.	)	Jointly Administered
	)	**Re: Docket No. 67**

CERTIFICATION OF COUNSEL REGARDING ORDER (I) APPROVING THE DEBTORS' KEY EMPLOYEE RETENTION PROGRAM FOR CERTAIN NON-INSIDER EMPLOYEES AND (II) GRANTING RELATED RELIEF

I, Brenna A. Dolphin, Esq., of Polsinelli PC, proposed counsel to the above-captioned debtors and debtors in possession (collectively, the "**Debtors**"), hereby certify and state as follows:

1. On June 25, 2019, the Debtors filed the *Motion for Entry of an Order (I) Approving the Debtors' Key Employee Retention Program for Certain Non-Insider Employees and (II) Granting Related Relief* [Docket No. 67] (the "**KERP Motion**") with the United States Bankruptcy Court for the District of Delaware (the "**Court**").

2. Objections, if any, to entry of an order approving the KERP Motion were to be filed and served no later than July 9, 2019 at 4:00 p.m. (ET). The Official Committee of Unsecured Creditors (the "**Committee**"), Prospect Capital Corporation ("**Prospect**"), and the Office of the United States Trustee (the "**UST**") received an extension until July 12, 2019, at 4:00 p.m. (ET) to respond to the KERP Motion. The Debtors received informal comments to the KERP Motion from the UST, the Committee, and Prospect.

[1] The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: Bonitz Brothers, Inc. (4441); Ellett Brothers, LLC (7069); Evans Sports, Inc. (2654); Jerry's Sports, Inc. (4289); Outdoor Sports Headquarters, Inc. (4548); Quality Boxes, Inc. (0287); Simmons Guns Specialties, Inc. (4364); SportCo Holdings, Inc. (0355); and United Sporting Companies, Inc. (5758). The location of the Debtors' corporate headquarters and the service address for all Debtors is 267 Columbia Ave. Chapin, SC, 29036.

3. The Debtors filed the *Supplemental Declaration of Dalton Edgecomb, the Debtors' Chief Restructuring Officer, in Support of the Debtors' Motion for Entry of an Order (I) Approving the Debtors' Key Employee Retention Program for Certain Non-Insider Employees and (II) Granting Related Relief; (B) Motion for Entry of an Order, Pursuant to Sections 105(A), 363 and 503 of the Bankruptcy Code, Authorizing the Debtors to Make Post-Petition Severance Payments to Non-Insider Employees in Accordance with the Debtors' Pre-Petition Severance Program; and (C) Motion for Entry of an Order (I) Approving the Debtors' Key Employee Incentive Program for Certain Employees and (II) Granting Related Relief* [Docket No. 108] (the "**Supplemental Declaration**") and the *Notice of Filing of Revised Exhibit B to Debtor's Motion for Entry of an Oder (I) Approving the Debtors' Key Employee Retention Program for Certain Non-Insider Employees and (II) Granting Related Relief* [Docket No. 127] (the "**Revised Exhibit B**").

4. The Debtors have incorporated edits into the proposed order as received, and based on the Supplemental Declaration and Revised Exhibit B, the UST, the Committee and Prospect have no further comments to the revised proposed order.

5. Attached hereto as Exhibit A is a revised proposed form of order (the "**Order**").

6. Attached hereto as Exhibit B is a blackline comparison of the Order against the proposed order filed with the KERP Motion.

7. The Debtors respectfully request that the Court enter the Order at its earliest convenience.

Dated: July 15, 2019
Wilmington, Delaware

Respectfully submitted,

POLSINELLI PC

/s/ Brenna A. Dolphin

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Proposed Counsel to the Debtors and Debtors in Possession