

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

_____)	
In re:)	Chapter 11
SPORTCO HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 19-11299 (LSS)
Debtors.)	Jointly Administered
_____)	Re: Docket Nos. 193 and 278

**CERTIFICATION OF COUNSEL REGARDING ORDER (I) AUTHORIZING
THE SALE OF THE BELLEFONTAINE FACILITY FREE AND CLEAR OF LIENS,
CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS; (II) APPROVING THE
ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS
AND UNEXPIRED LEASES RELATED THERETO;
AND (III) GRANTING RELATED RELIEF**

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

1. On July 25, 2019, the Debtors filed the *Debtors' Motion for Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of the Bellefontaine Facility, (B) Authorizing the Debtors to Enter Into the Stalking Horse APA, (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures, and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Bellefontaine Facility Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 193] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

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.

2. On August 16, 2019, after a hearing on the Motion, the Court entered the *Order (I) Establishing Bidding Procedures Relating to the Sale of the Bellefontaine Facility, Including Approving a Break-Up Fee and Expense Reimbursement, (B) Establishing Procedures Relating to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, Including Notice of Proposed Cure Amounts, (C) Approving Form and Manner of Notice Relating Thereto, (D) Scheduling a Hearing to Consider the Proposed Sale, and (E) Granting Related Relief* [Docket No. 278] (the (the “**Bid Procedures Order**”).

3. On September 6, 2019, the conducted an auction in accordance with the Bid Procedures Order, and at the conclusion of the auction, and after consultation with the Official Committee of Unsecured Creditors, the Debtors selected E Brothers Ltd. (“**Purchaser**”) as the Successful Bidder [Docket No. 353].²

4. On September 9, 2019, the Debtors’ filed the *Notice of Filing of Proposed Order (I) Authorizing the Sale of the Bellefontaine Facility Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (III) Granting Related Relief* [Docket No. 361] (the “**Proposed Sale Order**”).

5. On September 11, 2019, the Court head a hearing (the “**Sale Hearing**”) to consider the entry of the Proposed Sale Order. The Court raised concerns with certain language in the Proposed Sale Order and the Debtors have modified the Proposed Sale Order accordingly. In accordance with such modifications, a revised proposed final sale order (the “**Final Proposed Sale Order**”) with the final Asset Purchase Agreement with the Purchaser is attached hereto as Exhibit A.

² Capitalized terms used but not otherwise defined in this notice shall have the meanings ascribed to them in the Bid Procedures Order.

6. For the convenience of the Court, a blackline comparison of the Proposed Sale Order filed on September 9, 2019 and the Final Proposed Sale Order is attached hereto as Exhibit B.

7. Accordingly, the Debtors respectfully request that the Court enter the Final Proposed Sale Order, attached hereto as Exhibit A at the earliest convenience of the Court.

Dated: September 11, 2019
Wilmington, Delaware

Respectfully submitted,

POLSINELLI PC

/s/ Brenna A. Dolphin

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