

EXHIBIT B

Beaman Declaration

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

In re:

SPORTCO HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 19-11299 (LSS)

(Jointly Administered)

**DECLARATION OF BUDDY BEAMAN IN SUPPORT OF THE DEBTORS'
APPLICATION FOR ENTRY OF AN ORDER PURSUANT TO
SECTIONS 327(a) AND 328(a) OF THE BANKRUPTCY CODE AUTHORIZING
THE EMPLOYMENT AND RETENTION OF HILCO RECEIVABLES, LLC AS
RECEIVABLES SERVICER *NUNC PRO TUNC* TO AUGUST 22, 2019**

I, Buddy Beaman, being duly sworn, state the following under penalty of perjury:

1. I am the Executive Vice President and Chief Operating Officer for Hilco Receivables, LLC (“Hilco”), which maintains an office at 5 Revere Drive, Suite 206, Northbrook, Illinois 60062. Hilco specializes in distressed debt monetization and valuation services, including commercial and consumer underperforming or non-performing accounts receivable and loan portfolios.

2. Hilco has been asked to as serve accounts receivables collection agent for the Debtors to assist in the servicing and collection of the Debtors’ accounts receivables.

3. Hilco has, had, or may in the future have business relationships with one or more of the entities involved in these proceedings, and may in the future represent entities that are claimants herein in matters totally unrelated to these Chapter 11 Cases. Hilco’s clients include many institutions and commercial corporations, some of which may be creditors or otherwise

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.

involved in these chapter 11 cases. To check and clear potential conflicts of interest in these chapter 11 cases, Hilco reviewed its client relationships to determine whether it had any relationships with the parties identified on **Schedule 1** hereto, that were provided to Hilco by the Debtors and their advisors (collectively, the “Potential Parties in Interest”). Based on that search, Hilco represents that, to the best of its knowledge, neither Hilco nor any of its professional personnel have any relationship with the Debtors that would impair Hilco’s ability to perform services for the Debtors. To the best of my knowledge and except as set forth on **Schedule 2** hereto, Hilco has no connections with the Debtors or other Potential Parties in Interest. Hilco’s review of the Potential Parties In Interest list is ongoing, and Hilco will file a supplemental affidavit to the extent necessary and as required by Bankruptcy Rule 2014(a).

4. Except as otherwise set forth on Schedule 2, neither I nor Hilco, insofar as I have been able to ascertain based on Hilco’s review to date, has any connection with the Debtors, their creditors, or any other party in interest herein, or their respective attorneys or accountants.

5. Neither I, Hilco, nor its employees, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates in the matters upon which Hilco is to be engaged.

6. Hilco and its employees may have performed services in the past, may currently perform services, and/or may perform services in the future for entities that are creditors of the Debtors in matters totally unrelated to these chapter 11 cases. Hilco does not and will not provide services for any such entity in connection with these chapter 11 cases.

7. Insofar as I have been able to ascertain, Hilco and its employees responsible for providing services to the Debtors:

- (a) Are not creditors, equity security holders, or insiders of the Debtors;

- (b) Are not and were not, within two years before the Petition Date, a director, officer or employee of the Debtors;
- (c) Do not hold or represent any interest materially adverse to the interests of the Debtors' estates or any class of creditors or equity security holders;
- (d) Are not related to any judge of this Court, the U.S. Trustee, or any employee of the U.S. Trustee in this District; and
- (e) Do not have any interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the Debtors or any investment banker as specified in subparagraph (b) or (c) of this paragraph, or for any other reason.

8. To the best of my knowledge, based on Hilco's review to date, other than as described on Schedule 2 neither Hilco nor its employees have any relation to or connection with any judge of this Court or with the United States Trustee for this region or any person employed in the Office of the United States Trustee.

9. To the extent Hilco is owed any amounts by the Debtors on account of services rendered or expenses incurred prior to the Petition Date, Hilco agrees to waive any such amounts. Hilco has not received any retainer for services to be rendered.

10. I understand that the payment of any fee with respect to the collection of the accounts receivable will be payable on the terms and conditions set forth in the Collection Agreement.

11. The foregoing constitutes the statement of Hilco pursuant to Bankruptcy Code section 327(a) and Bankruptcy Rule 2014. I believe Hilco is a "disinterested person" as that term is defined in section 101(14), as modified by section 1107(b), of the Bankruptcy Code, and, therefore, believe that Hilco is eligible for employment and retention by the Debtors pursuant to the Bankruptcy Code and the Bankruptcy Rules.

12. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: September 16, 2019

Respectfully submitted,
/s/ Buddy Beaman
Buddy Beaman
Executive Vice President and Chief Operating
Officer
Hilco Receivables, LLC

Schedule 1

List of Schedules

| <u>Schedule</u> | <u>Category</u> |
|------------------------|--|
| 1(a) | Debtors |
| 1(b) | Officers |
| 1(c) | Directors |
| 1(d) | Equity Security Holders |
| 1(e) | Parties to Significant Litigation |
| 1(f) | Debtors' Professionals |
| 1(g) | Putative Secured Creditors |
| 1(h) | Lessors of Real Property |
| 1(i) | Top 30 Creditors |
| 1(j) | Vendors |
| 1(k) | United States Trustee and Court Personnel for the District of Delaware (and Key Staff Members) |

Schedule 1(a)

Debtors

United Sporting Companies, Inc.
SportCo Holdings, Inc.
Ellett Brothers, LLC
Jerry's Sports, Inc.
Simmons Gun Specialties, Inc.
Bonitz Brothers, Inc.
Outdoor Sports Headquarters, Inc.
Evans Sports, Inc.
Quality Boxes, Inc.

Schedule 1(b)

Officers

Bradley P. Johnson
James McCrudden

Schedule 1(c)

Directors

Alexander E. Carles
Justin Vorwerk
Bradley P. Johnson

Schedule 1(d)

Equity Security Holders

Wellspring Capital Partners I.V.
Summit Partners Credit Fund, L.P.
Summit Partners Credit Fund A-1, L.P.
Prospect Capital Corporation
Summit Partners Credit Offshore Intermediate Fund, L.P.
Summit Investors I, LLC
Summit Investors I (UK), LP
Prospect Capital Funding LLC
F. Hewitt Grant
Chuck Walker
Berne Ziomek
Todd Boehly
Andy Kupchik

Schedule 1(e)

Parties to Significant Litigation

Angelica Gallman
Lina Bucci
Lyndle Leggett
Robert A. Tucker
Kelvin Monts
Mary Dyer
Kathy Glymph
Evan Bright

Schedule 1(f)

Debtors' Professionals

McDermott Will & Emery LLP
Polsinelli P.C.
BMC Group
Winter Harbor

Schedule 1(g)

Putative Secured Creditors

Wells Fargo Bank, NA
Regions Bank
Bank of America, N.A.
Prospect Capital Corporation
Summit Partners Credit Fund, L.P.
Summit Partners Credit Fund A-1, L.P.
Summit Investors I, LLC
Summit Investors I (UK), L.P.
Summit Partners Credit Offshore Intermediate Fund, L.P.

Schedule 1(h)

Lessors of Real Property

Tripoint Properties, Inc.
West River Business Park Partnership
Savlan DFW Commerce Park, LLC
Colfin 2017-10 Industrial Owner, LLC
Clydie Evans, Jr.
Sandra Manier
Mericle 100 Capital, LLC
JSC Liquidating Trust

Schedule 1(i)

Top 30 Creditors

ATK-Vista
Henry Rac Holding Corp.
Savage Arms Rifles
Bushnell-Vista
Magpul Industries Corporation
Navico - Simrad
Remington Arms Guns
Glock Inc.
Hornady Cartridge Ammo
FN America, LLC
Century International
Garmin USA, Inc.
O.F. Mossberg Firearm Spt
Fiocchi Of America
Smith & Wesson Corp.
Kel-Tec CNC Industries Inc.
Sturm Ruger Rifles
Sturm, Ruger & Company Inc.
Browning Firearms
Springfield Inc.
Remington Ammo-Promo
American Tech Network Co.
Fmk Firearms, Inc.
Leupold
Century International Arms Inc.
Century Arms
Walther Arms Inc.
Henry Repeating Arms
SCCY Industries
Blaser USA, Inc.

Schedule 1(j)

Vendors

3M
Absolute Outdoors, Inc.
Allen Co Inc.
American Built Arms Company
American Tactical Imports
Americana Tire & Wheel
Ameriglo, LLC
Ammo Inc.
Arcus Hunting LLC
Armalite, Inc.
Armcor Precision, Inc.
ASA Electronics, LLC
Barnett Outdoors/Plano Synergy
Barrett Firearms Mfg.
Battenfield Technolgies
Bearing Buddy, Inc.
Bell Lifestyle Products
Beretta USA Corp.
Birchwood Casey, LLC
Black Hills Ammunition, Inc.
Black River Tools
Blackpowder Products Inc.
Blue Sea Systems
Bond Arms Inc.
Boyt Corporate Offices
Bravo Company USA, Inc.
Braztech International
Browning Hand Guns
Buccaneer Rope
Bulldog Cases & Vaults
C & G Arms LLC
Cal June Corp.
Camco Mfg. Co.
Camo Unlimited
Capstone Precision Group,LLC
Carlsons Choke Tubes LLC
Carver Industries, Inc.
Caviness Woodworking Co.
Charter Arms
Chiappa Firearms USA, Ltd
Chip McCormick Custom, LLC
Cipa USA

Clarion Corp. Of America
Classic Firearms
CMC Triggers
Cobra Enterprises of Utah, Inc.
Colt's
Connecticut Shotgun Mfg. Co.
CRC Industries
Crimson Trace Corp.
Crosman Corporation
CZ-USA
Daisy Manufacturing Co.
Dead Down Wind
DLC Trading Covert Scouting
DMT
DNZ Products
Dometic Corporation
Dr. Shrink Inc.
Eagle Imports Inc.
Edgecraft Corp
Emissive Energy
EpcO Inc.
ETS Group
Ezy Glide Inc.
Falcon Safety Products
Feradyne Outdoors, LLC
First Samco Inc.
Flambeau Products Corp.
Flir Maritime US, Inc.
Fostech Inc.
Froglube
Full Conceal Inc.
G Outdoors, Inc.
G-2 Research, Inc.
G96 Products Company Inc.
Galco International Ltd.
Gemtech Smith & Wesson
Generac Power Systems
Gg Telecom Inc.
Gold Eagle Co
Grasso Holdings, Inc.
Hardline Products
Harris Engineering Inc.
Haynes Manuals, Inc.
Heckler & Koch, Inc.
Heritage Mfg Inc.
Hilco

HKS Tool Products Inc.
Hodgdon Powder Company
Hogue Combat Grips
Holosun Technologies
Honeywell Safety Products USA
Horizon Global Americas Inc.
Hornady Manufacturing Co.
Immi
Inland Mfg. - MKS
ITW Evercoat
ITW Performance & Polymers
ITW Permatex
IWI US, Inc.
James I Freudenberg dba JIF
Jet Technologies, Inc.
Johnny Ray, L.L.C.
Johnson Outdoors, Inc.
Johnson Pump Of America Inc.
Ka-Bar Knives, Inc.
Kahr Arms
Kai USA Ltd
Kel-Tec CNC Indus. Inc.
Keystone Sporting Arms
Kobayashi Consumer Products, LLC
Kriss Newco USA Inc.
L-3 E O Tech
Lancer Enterprises BB&T
Lenco Marine Solutions
Leupold Mounts
Liberty Ammunition
Life Industries Corp.
Lightfield Corporation
LWRC International LLC
Maglula Ltd.
Magnum Research Inc.
Magtech Ammo
Marinco
Marine Development & Research
Master Lock 15849
Masterpiece Arms
Mayville Engineering Co Inc.
Mcgard Inc.
Mec-Gar USA Inc.
Megaware Keelguard
Michigan Wheel
Mission First Tactical

MKS Supply, Inc.
Mojo Outdoors
Motion Water Sports, Inc.
MTM Molded Products
Mustang Survival Inc.
Namsung America, Inc.
Navico/Simrod
NC Star
NGK Spark Plugs Inc.
Night Fision LLC
North American Arms Inc.
Nosler Inc.
Noveske Rifleworks LLC
NST Global LLC
O F Mossberg-Exclusives
Oaks Wholesale
Olin Corp Winchester Division
Orion Signal Products
Outdoor Edge
Pachmayr Ltd.
Parker Bows
Patriot Ordnance Factory, Inc.
Pearce Grip Inc.
Pelican Marine
Plano Synergy/Evolved Inc.
Plews/Edelmann Div.
PMC Ammunition, Inc.
Pro Charging Systems, LLC
Pro Mag Mfg. Inc.
Prometheus Group LLC
Prospect Electronics
Pyramex Safety
Quantum Ammunition
R & R Design Inc.
Rapala USA
Ravin Crossbows LLC
Remington Arms Co.
Rio Ammunition Inc.
Rod Saver/Precisioncut, Inc.
Ruag Ammotec USA, Inc.
Sa Sports LLC
Safariland LLC
Salt-Away Products, Inc.
Schmitt & Ongaro Marine Products
Scotty Inc.
Sea Dog Corp

Seastar Solutions
Security Equipment Corp
Shakespeare
Sharps Bros.
Shurtech Brands, LLC
Sierra Bullets, LLC
Sightron Inc.
Sims Vibration Labs
Smith & Wesson Performance Cen
Spectrum Brands Inc.
Sport Marine Tech
Spotters Inc.
Stack-On Products Co.
Star Brite
Streamlight
Styrka LLC
Surefire Holdings LLC
T R Imports Inc.
Tacklewebs Inc.
Taco Metals Inc.
Tannerite
Taurus International
Taylor Made Group
Taylor's & Co.
Ten Point Crossbow Tech.
T-H Marine Supplies Inc.
The CIT Group Commercial Services
The Fechheimer Bro. Co./Vertex
The Wise Company, Inc.
Tie Down Engineering Inc.
TR & Z USA Trading
Trac Outdoor Products
Trailblazer Firearms
TRC Recreation, LP
Trijicon Electro Optics
Tri-Star
Troy Industries Inc.
Truglo Inc.
Umarex Usa Inc.
Unicord
W.R. Case Cutlery Company
Warne Scope Mounts Mfg.
Weatherby Inc.
Weatherby Inc. Ammo
Whitecap Industries
Wildlife Res. Center Inc.

Wm C Anderson Inc Dba Anderson
Worth Company
Xproducts, LLC
Xylem
Youngs Mfg.
Zev Technologie

Schedule 1(k)

**United States Trustee and Court Personnel for the
District of Delaware (and Key Staff Members)**

Chief Judge Christopher S. Sontchi

Judge Kevin J. Carey

Judge John T. Dorsey

Judge Kevin Gross

Judge Karen B. Owens

Judge Brendan L. Shannon

Judge Laurie Selber Silverstein

Judge Mary F. Walrath

Una O'Boyle

Chief Judge Christopher S. Sontchi

T. Patrick Tinker

Lauren Attix

David Buchbinder

Linda Casey

Linda Richenderfer

Holly Dice

Shakima L. Dortch

Timothy J. Fox, Jr.

Diane Giordano

Christine Green

Benjamin Hackman

Jeffrey Heck

Jane Leamy

Hannah M. McCollum

James R. O'Malley

Michael Panacio

Juliet Sarkessian

Richard Schepacarter

Edith A. Serrano

Karen Starr

Ramona Vinson

Jaclyn Weissgerber

Dion Wynn

Schedule 2

DISCLOSURES

- a. Affiliates of Hilco employ the following individuals who previously were associated with the Bankruptcy and Corporate Restructuring section of the law firm of Young Conaway Stargatt & Taylor, LLP (“YCST”) in Wilmington, Delaware: (i) Ian S. Fredericks, Senior Vice President and Chief Legal Officer of Hilco Merchant Resources, LLC, and (ii) David Peress, Executive Vice President of Hilco IP Services, LLC. Mr. Fredericks and Mr. Peress left YCST in 2008 and 2000, respectively. While at YCST, the Honorable Brendan Linehan Shannon (District of Delaware) was a partner in the Bankruptcy and Corporate Restructuring section.
- b. In matters unrelated to the Debtors, Hilco Valuation Services, LLC, an affiliate of Hilco, has previously performed asset valuation services for (or related to) the following entities: (i) Wells Fargo Bank, N.A., (ii) Regions Bank, and (iii) Bank of America, N.A. Hilco does not believe that these connections create a conflict of interest regarding the Debtors or these chapter 11 cases.
- c. Affiliates of Hilco have a credit facility in place with Bank of America, N.A., for which Hilco is a guarantor.
- d. Hilco Real Estate, LLC, an affiliate of Hilco, provides lease acquisition, disposition, and restructuring services to its commercial real estate clients. In the course of providing such services, HRE may have transacted with one or more of the parties-in-interest identified as Lessors of the Debtors on matters unrelated to the Debtors.
- e. Because of the magnitude of the entire creditor list in these cases, it is possible that Hilco may represent or may have represented other creditors of the Debtors but does not represent any such creditors in connection with these cases. Hilco presently or in the past has served as a professional person in other matters, wholly unrelated to the Debtors or these cases, in which other attorneys, accountants and other professionals of the Debtors, creditors, or other parties in interest may have also served or serve as professional persons.