

EXHIBIT A

**Polsinelli PC
Detailed Invoice**



222 Delaware Ave., Suite 1101, Wilmington, DE 19801 | Phone: (302) 252-0920 www.polsinelli.com

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

United Sporting Companies, Inc.
SportCo Holdings, Inc.
267 Columbis Avenue
Chapin, SC 29036

September 10, 2019
Invoice No: 1695665
File No: 103832-628188

Re: Chapter 11 Representation

Invoice Summary

Current Professional Services	\$62,287.50
Current Disbursements	<u>2,236.04</u>
Total Current Invoice - Due Upon Receipt	\$64,523.54
Previous Unpaid Invoices (PLEASE DISREGARD IF ALREADY PAID)	134,223.90
Payments Received	<u>(57,725.40)</u>
Total Amount (All unpaid balances are Due Immediately)	<u>\$141,022.04</u>

Questions regarding payments or accounts, please call **1-877-577-7455** or acctbilling@polsinelli.com.
For other inquiries, please contact **Chris A. Ward at (302) 252-0920** or cward@polsinelli.com.

Please make checks payable to **Polsinelli PC**
P.O. Box 878681
Kansas City, MO 64187-8681

Due Upon Receipt

Late Payment Charge: 1% per month may be charged on outstanding balances
Polsinelli PC, Polsinelli LLP in California



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
B110 Case Administration				
08/01/2019	Review Heckler & Koch, Inc.	CAWAR	0.10	75.00
08/02/2019	Correspondence with Polsinelli core team re Wellspring administrative costs	CAWAR	0.10	75.00
08/02/2019	Review docket, update critical dates memo and distribute; update calendar.	LMSUP	1.10	330.00
08/09/2019	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	CAWAR	0.10	75.00
08/09/2019	Review docket, update critical dates memo and distribute; calendar new deadlines.	LMSUP	0.60	180.00
08/13/2019	Review notice of appearance for Navico, Inc.	CAWAR	0.10	75.00
08/16/2019	Correspondence with B. Dolphin following today's hearing regarding next steps	LMSUP	0.20	60.00
08/16/2019	Review notice of status conference filed by Wellspring; update calendar.	LMSUP	0.10	30.00
08/16/2019	Forward August 6 hearing transcript to YCST per request	LMSUP	0.10	30.00
08/19/2019	Schedule August 20 telephonic appearance for C. Ward; correspondence regarding same.	LMSUP	0.20	60.00
08/20/2019	Review notice of appearance filed by Missouri Department of Revenue	CAWAR	0.10	75.00
08/21/2019	Correspondence with YCST regarding August 20 hearing transcript	LMSUP	0.10	30.00
08/22/2019	Correspondence with BMC and B. Dolphin regarding service of YCST pleadings	LMSUP	0.20	60.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/23/2019	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	CAWAR	0.10	75.00
08/23/2019	Review docket, update critical dates memo and distribute; calendar pertinent dates and deadlines.	LMSUP	1.70	510.00
08/26/2019	Forward August 20 hearing transcript to YCST; correspondence regarding same.	LMSUP	0.10	30.00
08/26/2019	Receive, review and circulate August 20 hearing transcript	LMSUP	0.30	90.00
08/26/2019	Forward initial critical dates memo to W. Lancaster; correspondence regarding same.	LMSUP	0.10	30.00
08/27/2019	Attempt to schedule telephonic appearances for D. Azman and R. Orloff for today's hearing; correspondence regarding same.	LMSUP	0.30	90.00
08/28/2019	Correspondence with C. Ward and chambers to schedule confirmation hearing	LMSUP	0.20	60.00
08/29/2019	Correspondence with chambers confirming confirmation hearing date and time; update calendar.	LMSUP	0.20	60.00
08/30/2019	Review docket, update critical dates memo and distribute; update calendar.	LMSUP	0.60	180.00
Subtotal For B110 Case Administration			6.70	\$2,280.00

B130 Asset Disposition & Sales



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08/12/2019	Review Certificate of No Objection Regarding 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	CAWAR	0.10	75.00
08/12/2019	Review the certificate of no objection related to the proposed bid procedures and sale of the Bellefontaine Facility	BADOL	0.10	37.50
08/12/2019	Draft and file certificate of no objection regarding Bellefontaine bid procedures motion; correspondence regarding same.	LMSUP	0.40	120.00
08/13/2019	Review and comment on draft certification of counsel for submission of sale order and amended APA, conferences and correspondence with Polsinelli core team re same	CAWAR	0.20	150.00
08/13/2019	Review amendment to APA, correspondence with Debtors' professionals re filing with Court, review and comment on Notice of Filing of Amended APA and correspondence re same, review field copy	CAWAR	0.40	300.00
08/13/2019	Communicate with co-counsel regarding the status of the proposed Evans-Gabel sale; discuss filing an amendment to the asset purchase agreement	BADOL	0.50	187.50
08/13/2019	Revise language contained within the certification of counsel for the Evans-Gabel sale order	BADOL	0.10	37.50



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/13/2019	Phone call with Riley Orloff regarding the mechanics and logistics of filing the amendment to the Evans-Gabel asset purchase agreement and the proper method to employ to obtain relief in advance of the August 16, 2019 hearing date	BADOL	0.10	37.50
08/13/2019	Read the amendment to the Evans-Gabel asset purchase agreement	BADOL	0.20	75.00
08/13/2019	Revise proposed form of order approving the Evans-Gabel sale; create blackline version for inclusion along with the certification of counsel	BADOL	0.70	262.50
08/13/2019	Communicate with the Office of the United States Trustee about filing a form of order approving the Evans-Gabel sale under certification of counsel, and amendment to the asset purchase agreement	BADOL	0.10	37.50
08/13/2019	Draft notice of filing of amended asset purchase agreement for Evans sale; correspondence regarding same.	LMSUP	0.50	150.00
08/13/2019	Draft certification of counsel regarding revised Evans sale order; multiple correspondence and office conferences regarding same.	LMSUP	1.10	330.00
08/14/2019	Review Notice of Filing of Amendment to Asset Purchase Agreement and confer with Polsinelli core team re same	CAWAR	0.20	150.00
08/14/2019	Review the response received from the Office of the United States Trustee about the amendment to the asset purchase agreement (Evans-Gabel Sale) and revised form of order	BADOL	0.10	37.50
08/14/2019	Update, file and serve notice of filing of amendment to asset purchase agreement; correspondence regarding same.	LMSUP	0.40	120.00
08/15/2019	Review Certification of Counsel Regarding Order, Pursuant to Section 105, 363, and 365 of the Bankruptcy Code, (I) Approving the Asset Purchase Agreement for the Sale of Certain Assets of Evans Sports, Inc. and Authorizing the Sale Contemplated Therein; and (II) Granting Related Relief	CAWAR	0.10	75.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/15/2019	Review Certification of Counsel Regarding Order, Pursuant to Section 105, 363, and 365 of the Bankruptcy Code, (I) Approving the Asset Purchase Agreement for the Sale of Certain Assets of Evans Sports, Inc. and Authorizing the Sale Contemplated Therein; and (II) Granting Related Relief	CAWAR	0.10	75.00
08/15/2019	Call with co-counsel regarding the mechanics and logistics of filing the final proposed form of sale order for the Evans-Gabel sale; discuss division of labor planned for the hearing scheduled on August 16, 2019	BADOL	0.20	75.00
08/15/2019	Collaborate with co-counsel and counsel to the purchaser, Gabel, regarding the filing of the final version of the proposed form of sale order; review completed schedules attached to the final asset purchase agreement	BADOL	0.80	300.00
08/15/2019	Update, finalize and file certification of counsel regarding Evans sale motion; multiple correspondence and office conferences regarding same.	LMSUP	0.90	270.00
08/16/2019	Review Order (A) 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	CAWAR	0.10	75.00
08/16/2019	Review Order, Pursuant to Section 105, 363, and 365 of the Bankruptcy Code, (I) Approving the Asset Purchase Agreement for the Sale of Certain Assets of Evans Sports, Inc. and Authorizing the Sale Contemplated Therein; and (II) Granting Related Relief	CAWAR	0.10	75.00
08/20/2019	Conference with Shanti Katona re closing related pleadings	CAWAR	0.10	75.00



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08/20/2019	Review draft notice of auction and sale hearing for the Bellefontaine facility; communicate with Lindsey Suprum about filing same today	BADOL	0.10	37.50
08/20/2019	Review draft notice of closing, correspondence re same, review filed copy	CAWAR	0.20	150.00
08/20/2019	Review, revise, file and serve Notice of Closing of Sale; correspondence regarding same.	LMSUP	0.40	120.00
08/22/2019	Phone conversation with a representative of an entity that is interested in making a bid on the Bellefontaine facility and Chapin, South Carolina property	BADOL	0.10	37.50
08/23/2019	Prepare notice of assumption and assignment of purchased contracts related to the Bellefontaine facility and create schedule 1	BADOL	0.90	337.50
08/27/2019	Correspondence with R. Orloff regarding miscellaneous asset sale motion and motion to shorten	LMSUP	0.20	60.00
08/27/2019	Review and comment on draft motion to approve de minimus asset procedures, correspondence with Debtors' professionals re same and shortened notice	CAWAR	0.40	300.00
08/27/2019	Correspondence with BMC regarding service of miscellaneous asset sale motion	LMSUP	0.10	30.00
08/28/2019	Review and comment on final draft of de minimus asset sale motion, correspondence with all parties re same, review filed copy	CAWAR	0.50	375.00
08/28/2019	Review, revise, finalize and file miscellaneous asset sale motion; multiple correspondence regarding same.	LMSUP	0.60	180.00
08/28/2019	Draft notice of hearing regarding miscellaneous asset sale motion	LMSUP	0.40	120.00



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08/28/2019	Review, revise, finalize and file motion to shorten notice regarding miscellaneous asset sale motion; upload proposed order with the Court; prepare courtesy copies for delivery to chambers; multiple correspondence regarding same.	LMSUP	0.70	210.00
08/28/2019	Review and comment on draft motion to shorten notice for de minimus asset sale motion, correspondence re same, review filed copy	CAWAR	0.20	150.00
08/28/2019	Review UST comments to de minimus asset sale motion and correspondence re same	CAWAR	0.10	75.00
08/28/2019	Correspondence with Committee counsel and Debtor's professionals re shortened notice for de minimus asset motion	CAWAR	0.10	75.00
08/29/2019	Review Order Shortening Notice and Objection Periods Regarding Debtors' Motion for an Order Establishing Procedures for Sales of Certain Miscellaneous Assets Outside the Ordinary Course of Business Free and Clear of All Liens, Claims, Interests and Encumbrances Pursuant to Section 363 of the Bankruptcy Code	CAWAR	0.10	75.00
08/29/2019	Coordinate overnight service with BMC of miscellaneous asset sale motion and related documents	LMSUP	0.20	60.00
08/29/2019	Review order shortening notice on miscellaneous asset sale entered by the Court	LMSUP	0.10	30.00
08/29/2019	Update, file and serve notice of hearing regarding miscellaneous asset sale motion; correspondence regarding same.	LMSUP	0.40	120.00
08/29/2019	Review and comment on draft notice of hearing for de minimus asset sale motion, correspondence re same, review filed copy	CAWAR	0.20	150.00
08/29/2019	Review bid packages that were submitted and correspondence with all parties re same	CAWAR	0.40	300.00



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Subtotal For B130 Asset Disposition & Sales			14.00	\$6,120.00
B140 Relief from Stay/Adequate Prot				
08/02/2019	Review Wellspring motion for relief from the automatic stay	CAWAR	0.20	150.00
08/10/2019	Review Objection of Prospect Capital Corporation to the Wellspring Defendants' Motion for Limited Relief from the Automatic Stay	CAWAR	0.10	75.00
08/13/2019	Review Reply in Support of The Motion of Wellspring Defendants for Limited Relief from the Automatic Stay	CAWAR	0.10	75.00
08/13/2019	Correspondence with co-counsel re reply to Prospect's objection to Wellspring's motion to lift the stay	CAWAR	0.10	75.00
08/14/2019	Correspondence with MWE team and Polsinelli core team re response to Prospect objection to Wellspring lift stay motion	CAWAR	0.10	75.00
08/15/2019	Review, revise, finalize, file and serve response to Prospect's objection to Wellspring stay relief motion; correspondence regarding same.	LMSUP	0.80	240.00
08/15/2019	Review and comment on draft Debtors' response to Prospect Capital objection to Wellspring motion for relief from stay, correspondence re same, review filed copy	CAWAR	0.40	300.00
08/26/2019	Review Order Granting, in Part, and Denying in Part, the Wellspring Defendants' Motion for Limited Relief from the Automatic Stay	CAWAR	0.10	75.00
Subtotal For B140 Relief from Stay/Adequate Prot			1.90	\$1,065.00
B145 Court Hearings				
08/01/2019	Update draft agenda for August 6 hearing	LMSUP	0.20	60.00



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08/01/2019	Coordinate preparation of binders for August 6 hearing	LMSUP	0.20	60.00
08/01/2019	Review and comment on draft agenda for August 6 hearing, correspondence re same	CAWAR	0.40	300.00
08/01/2019	Read draft agenda for hearing scheduled on August 6, 2019	BADOL	0.10	37.50
08/01/2019	Draft August 6 hearing agenda; circulate for review and comment.	LMSUP	1.60	480.00
08/02/2019	Review and revise draft agenda for hearing scheduled on August 6, 2019; provide to co-counsel before filing	BADOL	0.20	75.00
08/02/2019	Update, file and serve August 6 hearing agenda; review, update and delivery hearing binders to chambers; correspondence regarding same.	LMSUP	0.70	210.00
08/05/2019	Review and comment on amended agenda for August 6 hearing, correspondence with co-counsel and Brenna Dolphin re same, review filed copy	CAWAR	0.30	225.00
08/05/2019	Conference with Polsinelli core team re preparation for August 6 hearing	CAWAR	0.10	75.00
08/05/2019	Correspondence with Darren Azman re coverage of August 6 hearing	CAWAR	0.10	75.00
08/05/2019	Correspondence with Debtor's professionals re August 6 Final DIP hearing	CAWAR	0.10	75.00
08/05/2019	Draft first amended agenda for the hearing scheduled on August 6, 2019; circulate to co-counsel	BADOL	0.20	75.00
08/05/2019	Phone call from counsel to the first priority senior secured lender and debtor in possession financier regarding hearing status and request for information on the negotiations designed to resolve the outstanding objections in advance of the hearing scheduled for August 6, 2019	BADOL	0.10	37.50



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/05/2019	Draft certification of counsel to file along with the revised form of final order on the debtor in possession financing motion, revised budget, and blackline version of the order	BADOL	0.60	225.00
08/05/2019	Communicate with co-counsel throughout the day via multiple email exchanges regarding the hearing scheduled for August 6, 2019 on the debtor in possession financing motion; exchange negotiation updates and collaborate on task delegation (i.e. creating blackline version of the order); provide co-counsel with as filed versions of the motion and all related filings to be presented to the Court; discuss which prior version of the debtor in possession financing order to run the blackline against	BADOL	1.40	525.00
08/05/2019	Revise draft certification of counsel; coordinate with co-counsel and Chris Ward	BADOL	0.10	37.50
08/05/2019	File first amended agenda	BADOL	0.10	37.50
08/05/2019	Communicate via email with counsel to the first priority secured lender and debtor in possession financier with an update on the progress of the negotiations between other stakeholders and the status of the hearing and scheduled on August 6, 2019	BADOL	0.10	37.50
08/05/2019	Communicate with Chamber regarding the first amended agenda, the certification of counsel filing, the timing of hearing binder addition delivery, and request to allow co-counsel to appear via telephone	BADOL	0.10	37.50
08/05/2019	Phone call with counsel to Prospect Capital Corporation regarding status of negotiations between stakeholders on the proposed final order on the debtor in possession financing motion	BADOL	0.10	37.50
08/06/2019	Conference with Brenna Dolphin re revised form of final DIP Order, discuss clean and redline copies, review agenda and all pleadings in preparation of August 6 hearing	CAWAR	0.50	375.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/06/2019	Attend August 6 hearing on Final DIP Order and confer with parties in interest	CAWAR	1.00	750.00
08/06/2019	Correspondence with Pauline Morgan re August 6 hearing	CAWAR	0.10	75.00
08/06/2019	Attend hearing on debtor in possession financing motion	BADOL	1.50	562.50
08/06/2019	Prepare for hearing; outline changes to proposed final order	BADOL	0.70	262.50
08/06/2019	Correspondence with Brenna Dolphin re hearing prep	CAWAR	0.10	75.00
08/06/2019	Set up CourtCall for the telephonic appearance of co-counsel	BADOL	0.20	75.00
08/06/2019	Coordinate with vendor regarding hearing boxes and delivery to the Courtroom; collaborate with Jackie Lately regarding copies of the most recent version of the final order and blackline for circulation to interested parties during the hearing; communicate with co-counsel regarding the logistics of providing the Court with the final order for approval	BADOL	0.60	225.00
08/12/2019	Draft August 16 hearing agenda	LMSUP	1.80	540.00
08/13/2019	Review and comment on draft agenda for August 16 hearing, correspondence re same	CAWAR	0.40	300.00
08/13/2019	Coordinate preparation of August 16 hearing binders for chambers	LMSUP	0.20	60.00
08/13/2019	Review agenda of matters scheduled to be heard on August 16, 2019	BADOL	0.20	75.00
08/13/2019	Update and circulate draft August 16 hearing agenda for review and comment; correspondence regarding same.	LMSUP	0.60	180.00
08/13/2019	Summarize the matters scheduled to be heard on August 16, 2019, the responses and objections filed, if any, and remaining deadlines; provide summary to Darren Azman	BADOL	0.70	262.50



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08/14/2019	Conference with Brenna Dolphin re August 16 hearing coverage	CAWAR	0.10	75.00
08/14/2019	Correspondence with MWE team and Polsinelli core team re August 16 hearing	CAWAR	0.10	75.00
08/14/2019	Review final draft of agenda for August 16 hearing, conference and correspondence with Polsinelli core team re same, review filed copy	CAWAR	0.40	300.00
08/14/2019	Communicate with co-counsel regarding hearing scheduled August 16, 2019 and collaborate to ensure that no duplication of work occurs	BADOL	0.10	37.50
08/14/2019	Update, file and serve August 16 hearing agenda; review and update hearing binders for chambers; correspondence regarding same.	LMSUP	0.90	270.00
08/15/2019	Review amended agenda for August 16 hearing and correspondence re same	CAWAR	0.20	150.00
08/15/2019	Correspondence with Polsinelli core team re preparation for August 16 hearing	CAWAR	0.10	75.00
08/15/2019	Telephone call with Tim Walsh re Committee's 2004 motion and August 16 hearing	CAWAR	0.20	150.00
08/15/2019	Prepare for August 16 hearing; office conference with C. Ward regarding same.	LMSUP	0.40	120.00
08/15/2019	Draft, file and serve amended agenda for August 16 hearing; prepare for delivery to chambers with supplemental documents; correspondence regarding same.	LMSUP	0.80	240.00
08/15/2019	Review the amended agenda of matters scheduled to be heard on August 16, 2019	BADOL	0.10	37.50
08/16/2019	Correspondence with Brenna Dolphin re August 16 hearing	CAWAR	0.10	75.00



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08/16/2019	Attend August 16 hearing and confer with parties in interest	CAWAR	1.80	1,350.00
08/16/2019	Prepare for the hearing scheduled today on the Bellefontaine Facility bid procedures and sale process, the application to retain CBRE, the consensual nunc pro tunc rejection of an unexpired real property lease, and the Evans-Gabel sale motion	BADOL	2.70	1,012.50
08/16/2019	Review notice of telephonic status conference	CAWAR	0.10	75.00
08/16/2019	Attend hearing	BADOL	1.30	487.50
08/19/2019	Correspondence with Lindsey Suprum re telephonic status conference	CAWAR	0.10	75.00
08/20/2019	Conference with Brenna Dolphin re August 20 telephonic status conference	CAWAR	0.10	75.00
08/20/2019	Participate in telephonic status conference re discovery issues	CAWAR	0.50	375.00
08/22/2019	Draft August 27 hearing agenda and prepare hearing binder for same	LMSUP	0.90	270.00
08/22/2019	Correspondence with MWE team and Brenna Dolphin re coverage of August 27 hearing	CAWAR	0.10	75.00
08/23/2019	Review final draft agenda for August 27 hearing, correspondence re same, review filed copy	CAWAR	0.40	300.00
08/23/2019	File and serve August 27 hearing agenda; prepare for delivery to chambers; correspondence regarding same.	LMSUP	0.50	150.00
08/26/2019	Review and comment on draft amended agenda for August 27 hearing, correspondence re same, review filed copy	CAWAR	0.40	300.00
08/26/2019	Prepare for August 27 hearing	LMSUP	0.70	210.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/26/2019	Draft, file and serve amended agenda for August 27 hearing; prepare for delivery to chambers with supplemental pleadings; correspondence regarding same.	LMSUP	0.80	240.00
08/27/2019	Correspondence with MWE team re August 27 hearing	CAWAR	0.10	75.00
08/27/2019	Correspondence with counsel to Prospect re confirmation hearing	CAWAR	0.10	75.00
08/27/2019	Attend August 27 hearing and confer with parties in interest	CAWAR	2.00	1,500.00
08/29/2019	Review transcript from August 27 hearing and correspondence re same	CAWAR	0.10	75.00
08/29/2019	Receive, review and circulate August 27 hearing transcript	LMSUP	0.30	90.00
Subtotal For B145 Court Hearings			31.90	\$14,955.00
B155 Creditor Inquiries				
08/07/2019	Phone call from individual creditor regarding the bid procedures and sale motion related to the Bellefontaine facility	BADOL	0.20	75.00
08/07/2019	Attention to creditor inquiries including telephone calls and correspondence from parties-in-interest, forward to appropriate individuals to address	CAWAR	0.10	75.00
08/09/2019	Review correspondence from AMEX and discuss with Riley Orloff	CAWAR	0.10	75.00
08/14/2019	Respond to a creditor inquiry regarding the identity of the claims and noticing agent and provide instruction on how to access its website and file a proof of claim	BADOL	0.20	75.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/19/2019	Attention to creditor inquiries including telephone calls and correspondence from parties-in-interest, forward to appropriate individuals to address	CAWAR	0.10	75.00
08/22/2019	Attention to creditor inquiries including telephone calls and correspondence from parties-in-interest, forward to appropriate individuals to address	CAWAR	0.10	75.00
08/30/2019	Attention to creditor inquiries including telephone calls and correspondence from parties-in-interest, forward to appropriate individuals to address	CAWAR	0.10	75.00
Subtotal For B155 Creditor Inquiries			0.90	\$525.00
B160 Employment/Fee Applications				
08/01/2019	Review first monthly staffing report for Winter Harbor LLC and correspondence re same	CAWAR	0.10	75.00
08/02/2019	Review application to approve Committee member expenses	CAWAR	0.10	75.00
08/02/2019	Review Lowenstein first monthly fee application	CAWAR	0.10	75.00
08/08/2019	Correspondence with Lindsey Suprum re Polsinelli monthly fee application	CAWAR	0.10	75.00
08/14/2019	Correspondence with Debtor's professionals re professional fees	CAWAR	0.10	75.00
08/16/2019	Review CNO to first MWE fee application and correspondence re same	CAWAR	0.10	75.00
08/20/2019	Correspondence with Debtors' professionals re monthly fee applications	CAWAR	0.10	75.00
08/20/2019	Review MWE's second monthly fee application and correspondence re same	CAWAR	0.10	75.00



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08/21/2019	Review, revise and finalize the Winter Harbor monthly fee and expense report for Winter Harbor	BADOL	0.20	75.00
08/21/2019	Review and finalize the application to retain and employ Wilson Kibler as real estate broker related to two facilities located in South Carolina	BADOL	0.30	112.50
Subtotal For B160 Employment/Fee Applications			1.30	\$787.50
B162 Polsinelli Retention				
08/15/2019	Review, revise, file and serve second supplemental declaration regarding Polsinelli retention; correspondence regarding same.	LMSUP	0.40	120.00
08/15/2019	Draft second supplemental declaration in support of the retention of Polsinelli PC as co-counsel to the debtors in possession; provide to Chris Ward	BADOL	0.40	150.00
08/15/2019	Review and comment on draft second supplemental declaration in support of Polsinelli's retention, correspondence re same, review filed copy	CAWAR	0.40	300.00
08/20/2019	Review and comment on draft Polsinelli July monthly fee application, correspondence re same, review filed copy	CAWAR	0.40	300.00
Subtotal For B162 Polsinelli Retention			1.60	\$870.00
B164 Polsinelli Fee Applications				
08/14/2019	Draft and file certificate of no objection regarding Polsinelli first monthly fee application; correspondence regarding same.	LMSUP	0.50	150.00
08/14/2019	Prepare payment request for Polsinelli's first monthly fees and expenses; correspondence with C. Ward regarding same.	LMSUP	0.20	60.00



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08/14/2019	Review Certificate of No Objection - No Order Required Regarding First Monthly Fee Application of Polsinelli PC for Compensation and Reimbursement of Expenses as Co-Counsel to the Debtors for the period from June 10, 2019 to June 30, 2019	CAWAR	0.10	75.00
08/19/2019	Draft Polsinelli second monthly fee application	LMSUP	0.80	240.00
08/20/2019	Finalize, file and serve Polsinelli second monthly fee application; correspondence regarding same.	LMSUP	0.90	270.00
Subtotal For B164 Polsinelli Fee Applications			2.50	\$795.00
B170 Other Professional Retention				
08/01/2019	Review Orders Granting Application Authorizing and Approving the Committee's retention of professionals	CAWAR	0.10	75.00
08/06/2019	Review Order Authorizing Employment and Retention of BMC Group, Inc. as Administrative Advisor Nunc Pro Tunc to the Petition Date	CAWAR	0.10	75.00
08/08/2019	Review Certification of Counsel Regarding Application for Entry of an Order Authorizing and Approving the Employment and Retention of Emerald Capital Advisors as Financial Advisors to the Official Committee of Unsecured Creditors Nunc Pro Tunc to June 17, 2019	CAWAR	0.10	75.00
08/12/2019	Draft and file certificate of no objection regarding CBRE retention application; correspondence regarding same.	LMSUP	0.40	120.00
08/12/2019	Review Certificate of No Objection Regarding 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 CBRE, Inc. as Real Estate Broker Nunc Pro Tunc to the Petition Date	CAWAR	0.10	75.00



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08/12/2019	Review the certificate of no objection related to the application to retain and employ CBRE, Inc. as real estate agent	BADOL	0.10	37.50
08/16/2019	Review Order Pursuant to Bankruptcy Code Sections 327(a) and 328(a) Authorizing the Employment and Retention of CBRE, Inc. as Real Estate Broker Nunc Pro Tunc to the Petition Date	CAWAR	0.10	75.00
08/21/2019	Review application to retain Wilson Kibler as real estate broker and correspondence re same	CAWAR	0.10	75.00
08/21/2019	Review July monthly staffing report for Winter Harbor and correspondence re same	CAWAR	0.10	75.00
08/21/2019	Draft notice for filing with Wilson Kibler retention application; review, revise, finalize, file and serve retention application; correspondence regarding same.	LMSUP	0.80	240.00
08/23/2019	Discuss the filing of an application to employ and retain an accountant for the debtors with Riley Orloff	BADOL	0.10	37.50
08/28/2019	Revise proposed form of order authorizing the retention and employment of Wilson Kibler to incorporate comments from the Office of the United States Trustee	BADOL	0.40	150.00
Subtotal For B170 Other Professional Retention			2.50	\$1,110.00
B175 Other Professional Fee Applica				
08/01/2019	Review the first fee application of Winter Harbor in preparation for filing today	BADOL	0.50	187.50
08/16/2019	Draft and file certificate of no objection regarding MWE first monthly fee application; correspondence regarding same.	LMSUP	0.50	150.00



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08/20/2019	Review, revise, finalize, file and serve MWE second monthly fee application; correspondence regarding same.	LMSUP	0.60	180.00
Subtotal For B175 Other Professional Fee Applica			1.60	\$517.50
B185 Assumption/Rejection of Leases				
08/01/2019	Review and revise motion to reject unexpired Downingtown lease; prepare for filing	BADOL	0.60	225.00
08/01/2019	Review and comment on lease rejection motion, correspondence re same, review filed copy	CAWAR	0.40	300.00
08/01/2019	Review, revise, finalize, file and serve motion to reject Downingtown lease; correspondence regarding same.	LMSUP	0.60	180.00
08/12/2019	Draft and file certificate of no objection regarding consent rejection motion; correspondence regarding same.	LMSUP	0.40	120.00
08/12/2019	Review the certificate of no objection related to the consensual lease rejection motion	BADOL	0.10	37.50
08/12/2019	Review Certificate of No Objection Regarding Consent Motion for an Agreed Order Authorizing the Rejection of an Unexpired Lease Nunc Pro Tunc to June 30, 2019 and Transferring Property of Inconsequential Value	CAWAR	0.10	75.00
08/16/2019	Review Agreed Order Authorizing the Rejection of an Unexpired Lease Nunc Pro Tunc to June 30, 2019 and Transferring Property to the Landlord	CAWAR	0.10	75.00
08/22/2019	Correspondence with B. Dolphin and R. Orloff regarding filing and service of cure notice	LMSUP	0.30	90.00
08/23/2019	Review, revise, finalize, file and serve cure notice; correspondence regarding same.	LMSUP	0.60	180.00



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08/23/2019	Review, revise, finalize, file and serve rejection motion; correspondence regarding same.	LMSUP	0.60	180.00
08/23/2019	Review Consent Motion for an Agreed Order Authorizing the Rejection of an Unexpired Lease Nunc Pro Tunc to the Petition Date and correspondence re same	CAWAR	0.20	150.00
08/23/2019	Review and comment on draft Notice of Potential Assumption and Assignment of Contracts and Related Cure Amounts, correspondence re same, review filed copy	CAWAR	0.40	300.00
08/23/2019	Read draft motion to reject unexpired real property lease with a landlord for warehouse space located in Utah	BADOL	0.30	112.50
Subtotal For B185 Assumption/Rejection of Leases			4.70	\$2,025.00
B190 Litigation & Other Contested M				
08/01/2019	Review first set of document requests to Michelle Mosier and correspondence re same	CAWAR	0.10	75.00
08/05/2019	Coordinate with co-counsel on the possible filing of an adversary proceeding that seeks declaratory relief	BADOL	0.10	37.50
08/07/2019	Review communication received from counsel to Wellspring regarding the extended deadline to object to the 2004 motion it received from the Committee	BADOL	0.10	37.50
08/08/2019	Review and comment on limited objection to Committee 2004 motion, correspondence re same, review filed copy	CAWAR	0.40	300.00
08/08/2019	Review the objection to the committee's request for documents and 2004 notices directed to the debtors and Wellspring	BADOL	0.20	75.00
08/08/2019	Review, revise, finalize, file and serve objection to Committee 2004 motion; correspondence regarding same.	LMSUP	0.50	150.00



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08/09/2019	Review critical dates memorandum circulated by Lindsey Suprum	BADOL	0.10	37.50
08/09/2019	Read the objection filed by Prospect Capital Corporation to the Wellspring motion for limited relief from the automatic stay	BADOL	1.80	675.00
08/10/2019	Review Wellspring Defendants' Objection to Motion of the Official Committee of Unsecured Creditors for an Order Pursuant to Bankruptcy Rule 2004 and Local Bankruptcy Rule 2004-1 Directing Examination and Production of Documents by the Wellspring Defendants	CAWAR	0.10	75.00
08/12/2019	Review Reply to Debtors' Limited Objection to Motion for an Order Pursuant to Bankruptcy Rule 2004 and Local Bankruptcy Rule 2004-1 Directing the Examination and Production of Documents by the Debtors and Reservation of Rights	CAWAR	0.10	75.00
08/12/2019	Communicate with co-counsel regarding informal comments received to the Evans-Gabel sale motion, the Bellefontaine Facility sale motion, the application to retain and employ CBRE, Inc. as real estate agent, and the consensual motion to reject an unexpired lease	BADOL	0.20	75.00
08/12/2019	Review Reply to the Wellspring Syndicate's Objection to the Motion of the Official Committee of Unsecured Creditors for an Order Pursuant to Bankruptcy Rule 2004 and Local Bankruptcy Rule 2004-1 Directing the Examination and Production of Documents by the Wellspring Syndicate	CAWAR	0.10	75.00
08/12/2019	Read the reply filed by the committee to the Wellspring objection to the committee's Rule 2004 examination and document production motion	BADOL	1.10	412.50
08/12/2019	Read the reply filed by the committee to the objection of the debtors to the committee's 2004 examination and document production motion	BADOL	0.80	300.00



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08/13/2019	Correspondence with co-counsel and Polsinelli core team re Summons and service of complaint and discuss Prospect complaint	CAWAR	0.20	150.00
08/13/2019	Multiple correspondence regarding filing of potential adversary proceeding and preparation of supporting documents	LMSUP	0.30	90.00
08/13/2019	Collaborate with the co-counsel litigation team regarding debtors position on the jurisdictional and venue dispute between Wellspring and Prospect	BADOL	0.40	150.00
08/14/2019	Participate in conference call with Debtor's professionals re August 16 hearing, plan term sheet, and 2004 motions	CAWAR	0.20	150.00
08/14/2019	Draft ADR notice, summons and certificate of service for pending complaint; correspondence regarding status of filing same.	LMSUP	1.10	330.00
08/14/2019	Begin drafting short summary of arguments to advance with respect to the 2004 motion filed by the Official Committee of Unsecured Creditors and to the Wellspring limited motion for relief from the automatic stay	BADOL	1.70	637.50
08/14/2019	Review the term sheet that embodies an agreement in principle with the second lien agent and Official Committee of Unsecured Creditors and the comments exchanged between stakeholders	BADOL	1.20	450.00
08/15/2019	Correspondence with counsel to Committee and Tim Walsh re 2004 motion	CAWAR	0.10	75.00
08/15/2019	Review revised 2004 order and correspondence re same	CAWAR	0.20	150.00
08/15/2019	Review the response to the objection filed by Prospect to the motion for limited relief from the automatic stay filed by Wellspring	BADOL	1.10	412.50



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08/16/2019	Certification of counsel re agreed order on Committee 2004 motions and correspondence re same	CAWAR	0.20	150.00
08/16/2019	Review Agreed-To Order Granting The Official Committee of Unsecured Creditors' Motion for an Order Pursuant to Bankruptcy Rule 2004 and Local Bankruptcy Rule 2004-1 Directing the Examination and Production of Documents by the Debtors	CAWAR	0.10	75.00
08/16/2019	Confer with counsel to Wellspring regarding noticing of the telephonic status conference scheduled on August 20, 2019 at 2pm with Judge Silverstein	BADOL	0.10	37.50
08/20/2019	Read the motion to shorten consideration and the motion to extend the challenge deadline filed by Wellspring	BADOL	3.30	1,237.50
08/20/2019	Review Motion of Wellspring for Entry of an Order Extending the Challenge Deadline for the Prepetition Term Lien and Claim Matters and Granting Related Relief and correspondence re same	CAWAR	0.20	150.00
08/20/2019	Review Motion to Shorten Time for Notice of Motion of Wellspring for Entry of an Order Extending the Challenge Deadline for the Prepetition Term Lien and Claim Matters and Granting Related Relief	CAWAR	0.10	75.00
08/22/2019	Review Order Shortening Time for Notice of Motion of Wellspring for Entry of an Order Extending the Challenge Deadline for the Prepetition Term Lien and Claim Matters and Granting Related Relief	CAWAR	0.10	75.00
08/22/2019	Review Notice of Hearing re: Motion of Wellspring for Entry of an Order Extending the Challenge Deadline for the Prepetition Term Lien and Claim Matters and Granting Related Relief	CAWAR	0.10	75.00
08/23/2019	Correspondence with Brenna Dolphin re drafting objection to Wellspring motion to extend challenge deadline	CAWAR	0.10	75.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/23/2019	Review Certification of Counsel Regarding Order Granting, in Part, and Denying in Part, the Wellspring Defendants' Motion for Limited Relief from the Automatic Stay	CAWAR	0.10	75.00
08/23/2019	Begin drafting response to the Wellspring motion to extend the challenge deadline	BADOL	3.90	1,462.50
08/23/2019	Telephone call with Tim Walsh re Polsinelli handling objection to Wellspring motion to extend challenge deadline	CAWAR	0.10	75.00
08/23/2019	Research case law governing the provision of lender releases in the Third Circuit	BADOL	2.60	975.00
08/25/2019	Continue drafting response to the Wellspring motion to extend challenge deadline; incorporate legal analysis	BADOL	3.80	1,425.00
08/26/2019	Review Objection of the Official Committee of Unsecured Creditors to the Motion of Wellspring for Entry of an Order Extending the Challenge Deadline for the Prepetition Term Lien and Claim Matters and Granting Related Relief and correspondence re same	CAWAR	0.20	150.00
08/26/2019	Review Objection to the Motion of Wellspring for Entry of an Order Extending the Challenge Deadline for the Prepetition Term Lien and Claim Matters and Granting Related Relief and correspondence re same	CAWAR	0.20	150.00
08/26/2019	Review Letter to The Honorable Laurie Selber Silverstein Filed by Official Committee of Unsecured Creditors re 2004 motions	CAWAR	0.10	75.00
08/26/2019	Correspondence with Debtors' professionals re objection to Wellspring motion to extend Challenge Deadline	CAWAR	0.10	75.00
08/26/2019	Extensive review and comments to objection to Wellspring motion to extend the Challenge Deadline	CAWAR	1.30	975.00



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08/26/2019	Review, revise, finalize, file and serve Debtors' response to Wellspring motion to extend challenge deadline; correspondence regarding same.	LMSUP	0.50	150.00
08/27/2019	Draft oral argument outline for August 27 hearing on Wellspring motion to extend challenge deadline and discussion of plan process	CAWAR	1.00	750.00
08/29/2019	Review Wellspring's First Set of Requests for Production to the Debtors and correspondence re same	CAWAR	0.10	75.00
08/30/2019	Correspondence with MWE team re Wellspring discovery requests	CAWAR	0.10	75.00
Subtotal For B190 Litigation & Other Contested M			30.60	\$13,432.50
B210 Business Operations				
08/12/2019	Correspondence with First Insurance and client team re payments	CAWAR	0.10	75.00
08/28/2019	Correspondence with Chambers and Polsinelli core team re confirmation date	CAWAR	0.10	75.00
Subtotal For B210 Business Operations			0.20	\$150.00
B230 Financing & Cash Collateral				
08/01/2019	Review most recent draft of Final DIP Order and correspondence re same	CAWAR	0.20	150.00
08/01/2019	Review and comment on draft Notice of Filing of proposed Final DIP Order, correspondence re same, review filed copy	CAWAR	0.40	300.00
08/01/2019	Correspondence with Polsinelli core team re Final DIP Order	CAWAR	0.10	75.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/01/2019	Correspondence with co-counsel and Brenna Dolphin re Final DIP Order	CAWAR	0.10	75.00
08/01/2019	Coordinate with co-counsel via emails and phone call about the status of the proposed final debtor in possession financing order and budget	BADOL	0.50	187.50
08/01/2019	Confer with B. Dolphin regarding proposed final DIP order; correspondence with C. Ward regarding same.	LMSUP	0.30	90.00
08/01/2019	Read draft notice of filing proposed final debtor in possession order	BADOL	0.20	75.00
08/01/2019	Draft, finalize, file and serve notice of filing of proposed final DIP order; correspondence regarding same.	LMSUP	1.30	390.00
08/05/2019	Review final draft of Final DIP Order and budget and correspondence with all parties re same	CAWAR	0.40	300.00
08/05/2019	Review filed copy of certification of counsel re Final DIP Order	CAWAR	0.10	75.00
08/05/2019	Review and comment on draft Certification of Counsel to submit Final DIP Order, correspondence with Brenna Dolphin re same	CAWAR	0.20	150.00
08/05/2019	Correspondence with all parties re approval of Final DIP Order	CAWAR	0.10	75.00
08/05/2019	Review draft final debtor in possession financing order; compare final word version against the circulated marked up version exchanged between the stakeholders to ensure its accuracy and completeness	BADOL	0.80	300.00
08/05/2019	File the proposed final order on the debtor in possession financing motion and final budget under certification of counsel	BADOL	0.10	37.50



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08/05/2019	Review final budget	BADOL	0.20	75.00
08/05/2019	Create blackline of proposed final debtor in possession order against the interim debtor in possession order for inclusion with the certification of counsel	BADOL	0.20	75.00
08/06/2019	Review further revised Final DIP Order with comments from August 6 hearing and correspondence with all parties re same	CAWAR	0.20	150.00
08/06/2019	Revise order to incorporate agreement reached between the Office of the United States Trustee and the Second Lien Agent to finalize debtor in possession financing	BADOL	0.90	337.50
08/06/2019	Draft certification of counsel to file along with the most recent agreed upon form of final order on the debtor in possession financing motion, budget, and blackline	BADOL	0.30	112.50
08/06/2019	Coordinate with vendor regarding provision of physical copies of the final order to Chambers for review and approval	BADOL	0.10	37.50
08/06/2019	Review comments circulated by Blank Rome related to the final debtor in possession order; communicate regarding the logistics of presenting these revisions to the Court and allowing other interested parties an opportunity to be heard, if necessary	BADOL	0.40	150.00
08/06/2019	Make revisions to the final debtor in possession financing order; create blackline that compares the most recent version against the version filed on August 9, 2019; circulate to counsel for the second lien agent	BADOL	0.40	150.00
08/06/2019	Circulate the most recent debtor in possession financing order and the blackline to counsel for the first priority secured lender and debtor in possession financier, the official committee of unsecured creditors, the Office of the United States Trustee, and the second lien agent	BADOL	0.10	37.50
08/06/2019	Review additional comments from Prospect to Final DIP Order and correspondence re same	CAWAR	0.20	150.00



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08/06/2019	Review and comment on draft certification of counsel submitting Final DIP Order, correspondence re same, review filed copy	CAWAR	0.20	150.00
08/07/2019	Review entered copy of Final DIP Order	CAWAR	0.10	75.00
08/07/2019	Review docketed approved debtor in possession financing final order	BADOL	0.10	37.50
Subtotal For B230 Financing & Cash Collateral			8.20	\$3,817.50
B240 Tax Issues				
08/22/2019	Communicate with Riley Orloff regarding correspondence received from the Commonwealth of Pennsylvania Department of Revenue	BADOL	0.10	37.50
Subtotal For B240 Tax Issues			0.10	\$37.50
B270 Budgeting				
08/01/2019	Review the proposed budge for final debtor in possession financing motion in preparation for filing	BADOL	0.10	37.50
08/02/2019	Review proposed final debtor in possession financing order and budget; respond to inquiry from administrative agent regarding estate must bear the cost of serving Wellspring motion	BADOL	0.40	150.00
08/13/2019	Review amended monthly operating report that covers June 10, 2019 through June 30, 2019, revise formatting, and prepare for filing	BADOL	0.40	150.00
08/19/2019	Coordinate with Dalton Edgecomb and Matt Dalton on the monthly operating report for July 2019	BADOL	0.10	37.50



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08/20/2019	Read and analyze the monthly operating report for July 2019	BADOL	0.20	75.00
Subtotal For B270 Budgeting			1.20	\$450.00
B290 Schedules/SOFAS/UST Reports				
08/09/2019	Correspondence with Debtors' professionals and UST re revisions to MORs	CAWAR	0.10	75.00
08/12/2019	Correspondence with UST and Debtors' professionals re monthly operating reports	CAWAR	0.10	75.00
08/14/2019	Correspondence with UST and Debtor's professionals re revised monthly operating report	CAWAR	0.10	75.00
08/14/2019	Correspond with the Office of the United States Trustee regarding updated and clarified information related to the SportCo Holdings, Inc. entity that were discussed during the 341 Meeting of Creditors	BADOL	0.10	37.50
08/14/2019	Review amended schedules related to Jerry's Sports, Ellett Brothers, Evans Sports, and Sportco Holdings; communicate with Lindsey Suprum regarding filing them	BADOL	1.30	487.50
08/14/2019	Review draft Amended Schedules Ellett Brothers, Jerry Sports and Evans Sports, and Amended SOFA SportCo, correspondence with Debtors' professionals re same, review filed copies	CAWAR	0.50	375.00
08/14/2019	Review, finalize and file amended schedules and statements; correspondence regarding same.	LMSUP	1.40	420.00
08/16/2019	Review amended MOR for June and correspondence re same	CAWAR	0.20	150.00
08/16/2019	File and serve amended monthly operating report for June; correspondence regarding same.	LMSUP	0.30	90.00



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08/20/2019	File and serve monthly operating report for July	LMSUP	0.30	90.00
08/20/2019	Review July monthly operating report and correspondence re same	CAWAR	0.20	150.00
Subtotal For B290 Schedules/SOFAS/UST Reports			4.60	\$2,025.00
B310 Claims Administration & Object				
08/21/2019	Draft notice for filing with bar date motion; review, revise, finalize, file and serve motion; multiple correspondence regarding same.	LMSUP	1.50	450.00
08/21/2019	Review and revise motion to establish bar dates for substance and internal consistency; write section related to notice requirements for known and unknown creditors; add additional contact information for the claims and noticing agent include information related to electronic filing	BADOL	2.80	1,050.00
08/21/2019	Draft publication notice for inclusion with the Bar Date Motion	BADOL	1.10	412.50
08/21/2019	Correspondence with Debtors' professionals re publication notice for bar date	CAWAR	0.10	75.00
08/21/2019	Review and comment on draft bar date motion, correspondence re same, review filed copy	CAWAR	0.40	300.00
08/21/2019	Review and revise proposed form of order establishing bar dates; add additional contact information for the claims and noticing agent include information related to electronic filing; include language related to notice	BADOL	0.90	337.50
08/22/2019	Review UST comments to Bar Date Motion and correspondence re same	CAWAR	0.10	75.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/23/2019	Correspondence with UST and Debtors' professionals re revisions to Bar Date Order	CAWAR	0.10	75.00
08/28/2019	Revise publication notice to incorporate feedback from the Office of the United States Trustee	BADOL	0.40	150.00
08/28/2019	Revise notice of bar date to incorporate feedback from the Office of the United States Trustee	BADOL	0.40	150.00
08/28/2019	Revise propose form of order on the motion to establish a bar date and incorporate feedback received from the Office of the United States Trustee	BADOL	0.90	337.50
08/28/2019	Review revised bar date motion and notices and correspondence with UST and Debtors' professionals re same	CAWAR	0.20	150.00
08/29/2019	Correspondence with UST and Debtors' counsel re revised bar date motion	CAWAR	0.10	75.00
08/30/2019	Communicate with the Office of the United States Trustee regarding the acceptability of the revised proof of claim form drafted by BMC Group	BADOL	0.20	75.00
Subtotal For B310 Claims Administration & Object			9.20	\$3,712.50
B320 Plan & Disclosure Statement (i				
08/14/2019	Review draft plan term sheet and correspondence re same	CAWAR	0.40	300.00
08/19/2019	Phone call with Riley Orloff to discuss the Local Rules governing noticing and timing of confirmation of a combined plan and disclosure statement	BADOL	0.10	37.50
08/19/2019	Conference with Brenna Dolphin re plan and disclosure statement	CAWAR	0.10	75.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/19/2019	Review and analyze the local rules that govern the establishment of claims bar dates and for noticing and confirming a combined plan and disclosure statement; synthesize the rules with the expectation of the estate stakeholders	BADOL	0.80	300.00
08/21/2019	Phone conference and correspondence with B. Daniels regarding combined plan and disclosure statement and motion to approve same; review local rules regarding service and noticing of same.	LMSUP	0.60	180.00
08/21/2019	Initial review of proposed combined disclosure statement joint plan of liquidation, correspondence re same	CAWAR	0.50	375.00
08/21/2019	Multiple correspondence with B. Dolphin regarding combined plan and disclosure statement and motion to approve same	LMSUP	0.50	150.00
08/22/2019	Correspondence with MWE team and Polsinelli core team re third party releases in Delaware	CAWAR	0.10	75.00
08/22/2019	Correspondence with MWE team and Polsinelli core team re scheduling for disclosure statement and confirmation	CAWAR	0.10	75.00
08/22/2019	Participate in conference call with Debtors' professionals re issues related to combined disclosure statement and joint liquidating plan	CAWAR	0.40	300.00
08/22/2019	Correspondence with BMC team and professionals re solicitation procedures	CAWAR	0.10	75.00
08/22/2019	Review final draft of combined disclosure statement and joint liquidating plan, correspondence re same, review filed copy	CAWAR	0.50	375.00
08/22/2019	Review final draft of solicitation motion, correspondence re same, review filed copy	CAWAR	0.40	300.00
08/22/2019	Review and revise combined plan and disclosure statement for filing	BADOL	1.80	675.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/22/2019	Draft notice for filing with motion to approve combined plan and disclosure statement; review, revise, finalize and file motion; multiple correspondence regarding same.	LMSUP	1.20	360.00
08/22/2019	Review and revise motion for approval of combined plan and disclosure statement for filing	BADOL	0.60	225.00
08/22/2019	Call with Tim Walsh, Riley Orloff, Megan Preusker, and Chris Ward on the plan and disclosure statement	BADOL	0.20	75.00
08/22/2019	Review, revise, finalize and file combined plan and disclosure statement; multiple correspondence regarding same.	LMSUP	0.80	240.00
08/23/2019	Correspondence with BMC team and Debtors' professionals re service requirements for combined disclosure statement and liquidating plan	CAWAR	0.10	75.00
08/23/2019	Correspondence with Darren Azman re governmental bar date and confirmation	CAWAR	0.10	75.00
08/23/2019	Review UST comments to solicitation procedures timeline and correspondence re same	CAWAR	0.10	75.00
08/23/2019	Telephone call with Dave Buchbinder re plan confirmation timeline	CAWAR	0.10	75.00
08/23/2019	Review UST comments to combined disclosure statement and joint liquidating plan and correspondence re same	CAWAR	0.20	150.00
08/23/2019	Correspondence with Adam Friedman re timeline for plan confirmation	CAWAR	0.10	75.00
08/23/2019	Correspondence with C. Ward regarding UST comments to confirmation schedule	LMSUP	0.20	60.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/23/2019	Review and analyze comments and questions from the Office of the United States Trustee to the combined plan and disclosure statement	BADOL	0.80	300.00
08/23/2019	Correspondence regarding service of plan and disclosure statement and motion to approve same	LMSUP	0.20	60.00
08/28/2019	Multiple correspondence regarding amended plan and disclosure statement and revised confirmation timeline	LMSUP	0.30	90.00
08/28/2019	Correspondence with counsel to Prospect re confirmation date	CAWAR	0.10	75.00
08/28/2019	Further review of UST comments to combined disclosure statement and joint liquidating plan and correspondence with all parties re same	CAWAR	0.20	150.00
08/29/2019	Review updated plan schedule and confirmation re same	CAWAR	0.10	75.00
08/29/2019	Correspondence with UST re comments to combined disclosure statement and joint plan	CAWAR	0.10	75.00
08/30/2019	Review Committee's comments and redline to combined disclosure statement and join plan, correspondence re same	CAWAR	0.40	300.00
Subtotal For B320 Plan & Disclosure Statement (i			12.30	\$5,902.50

B400 Bankruptcy-Related Advice

08/01/2019	Draft notice for filing with Winter Harbor first monthly staffing report; review, revise, finalize, file and serve staffing report; correspondence regarding same.	LMSUP	0.90	270.00
08/02/2019	Review the motion for limited relief from the automatic stay filed by Wellspring	BADOL	0.50	187.50



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/02/2019	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	CAWAR	0.10	75.00
08/12/2019	Correspondence with B. Dolphin regarding status of objections to matters set for August 16 hearing	LMSUP	0.20	60.00
08/13/2019	Draft, finalize, file and serve notice of Winter Harbor amended first monthly staffing and compensation report; correspondence regarding same.	LMSUP	0.50	150.00
08/14/2019	Prepare and upload with the Court the proposed order for uncontested matters scheduled for August 16 hearing	LMSUP	0.50	150.00
08/15/2019	Prepare, finalize and upload proposed orders with the Court for August 16 hearing which were under COC and CNO	LMSUP	0.50	150.00
08/16/2019	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	CAWAR	0.10	75.00
08/16/2019	Correspondence with B. Dolphin and BMC regarding service of orders and Wellspring notice	LMSUP	0.20	60.00
08/16/2019	Communicate with claims and noticing agent regarding service of orders entered today and the notice of status conference	BADOL	0.10	37.50
08/21/2019	Draft, finalize, file and serve notice of Winter Harbor second monthly staffing and compensation report; correspondence regarding same.	LMSUP	0.60	180.00
08/22/2019	Correspondence with YCST regarding order shortening notice of Wellspring motion and hearing on same; review notice and calendar pertinent deadline and hearing.	LMSUP	0.30	90.00
08/26/2019	Correspondence with YCST regarding objections filed to Wellspring motion to extend challenge deadline and amended agenda	LMSUP	0.30	90.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/26/2019	Review letter from Committee to Court; correspondence with C. Ward regarding same.	LMSUP	0.20	60.00
08/30/2019	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	CAWAR	0.10	75.00
Subtotal For B400 Bankruptcy-Related Advice			5.10	\$1,710.00
Total Professional Services			141.10	\$62,287.50

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C.A. Ward	Shareholder	34.40	750.00	\$25,800.00
B.A. Dolphin	Associate	59.70	375.00	22,387.50
L.M. Suprum	Paralegal	47.00	300.00	14,100.00
Total Professional Charges		141.10		\$62,287.50



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Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	6.70	\$2,280.00
B130	Asset Disposition & Sales	14.00	6,120.00
B140	Relief From Stay/adequate Protection Proceedings	1.90	1,065.00
B145	Court Hearings	31.90	14,955.00
B155	Creditor Inquiries	0.90	525.00
B160	Employment/fee Applications	1.30	787.50
B162	Polsinelli Retention	1.60	870.00
B164	Polsinelli Fee Applications	2.50	795.00
B170	Other Professional Retention	2.50	1,110.00
B175	Other Professional Fee Application	1.60	517.50
B185	Assumption/rejection Of Leases & Contracts	4.70	2,025.00
B190	Litigation & Other Contested Matters	30.60	13,432.50
B210	Business Operations	0.20	150.00
B230	Financing & Cash Collateral	8.20	3,817.50
B240	Tax Issues	0.10	37.50
B270	Budgeting	1.20	450.00
B290	Schedules/sofas/ust Reports	4.60	2,025.00
B310	Claims Administration & Objections	9.20	3,712.50
B320	Plan & Disclosure Statement (Including Business PI	12.30	5,902.50
B400	Bankruptcy-related Advice	5.10	1,710.00
	Total Professional Charges	141.10	\$62,287.50

Disbursements

Date	Description	Amount
06/25/19	Miscellaneous Formation meeting Sport co 118317	\$134.20
07/01/19	Meals Working meal Breakfast Caretta A. Whitten	60.40
07/19/19	Filing Fees Telephonic Appearance - Timothy Walsh A9923299	37.00
07/19/19	Filing Fees Telephonic Appearance - Riley Orloff A9923305	44.00
07/19/19	Filing Fees Telephonic Appearance - Dalton Edgecomb A9923317	44.00
07/29/19	Transcript of Proceedings Reliable Wilmington Hourly transcript - 7/16/19	44.40
07/29/19	Document Reproduction Reliable Wilmington Print from CM/ECF Site, Document production and Hand delivery to UST - 7/24/19	600.50
07/30/19	Document Reproduction Reliable Wilmington Document Production; hand delivery - UST; hand delivery - pickup/UST -	69.50
07/30/19	Deliveries Reliable Wilmington Hand delivery - Binders at USBC - 7/26/19	7.50



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07/30/19	Meals Reliable Wilmington Working lunch- pickup/delivery - 7/29/19	173.00
08/02/19	Docket Charges Reliable Wilmington Print from CM/ECF; Document production - 8/1/19	134.20
08/05/19	Deliveries Reliable Wilmington Hand delivery to Judge Silverstein - 8/2/19	7.50
08/07/19	Document Reproduction Reliable Wilmington Document production; hand delivery to Judge Silverstein - 8/5/19	136.10
08/07/19	Document Reproduction Reliable Wilmington Document production; Hand delivery to Judge Silverstein - 8/6/19	19.55
08/12/19	Transcript of Proceedings Reliable Wilmington 3 Day Transcript - 8/6/19	114.45
08/12/19	Deliveries Reliable Wilmington Hand delivery to USBC - 8/9/19	7.50
08/14/19	Docket Charges Reliable Wilmington Print from CM/ECF Site; Document production - 8/13/19	254.18
08/16/19	Deliveries Reliable Wilmington Hand delivery to Judge Silverstein - 8/14/19	7.50
08/16/19	Deliveries Reliable Wilmington Hand delivery to Judge Silverstein - 8/15/19	7.50
08/16/19	Docket Charges Reliable Wilmington Print from CM/ECF; Document production - 8/15/19	165.95
08/21/19	Deliveries Reliable Wilmington Hand delivery - Binders at USBC - 8/16/19	7.50
08/22/19	Transcript of Proceedings Reliable Wilmington Hourly Transcript - 8/16/19	63.60
08/26/19	Meals Reliable Wilmington Working lunch - Pickup/delivery - 8/22/19	68.11
08/26/19	Deliveries Reliable Wilmington Hand delivery to USBC - 8/23/19	7.50
08/26/19	Deliveries Reliable Wilmington Hand delivery to Judge Silverstein - 8/23/19	7.50
08/27/19	Meals Chris A. Ward Lunch Chris A. Ward	12.90
	Total Disbursements	\$2,236.04
Total Disbursements		<u>2,236.04</u>
Total Current Charges Due		<u><u>\$64,523.54</u></u>



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Statement of Outstanding Invoices

Date	Inv#	Amount	Credit	Payments	Balance*
07/07/19	1672733	\$67,296.90	\$0.00	\$57,725.40	\$9,571.50
08/07/19	1684659	66,927.00	0.00	0.00	66,927.00
Total of Prior Balance Due					\$76,498.50

*If a payment has already been made, thank you.



222 Delaware Ave., Suite 1101, Wilmington, DE 19801 | Phone: (302) 252-0920 www.polsinelli.com

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

United Sporting Companies, Inc.
SportCo Holdings, Inc.
267 Columbis Avenue
Chapin, SC 29036

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File No.: 103832-628188

Re: Chapter 11 Representation

Invoice Summary

Current Professional Services	\$62,287.50
Current Disbursements	<u>2,236.04</u>
Total Current Invoice - Due Upon Receipt	\$64,523.54
Previous Unpaid Invoices (PLEASE DISREGARD IF ALREADY PAID)	134,223.90
Payments Received	<u>(57,725.40)</u>
Total Amount (All unpaid balances are Due Immediately)	<u>\$141,022.04</u>
Trust Balance:	\$24,875.00

Questions regarding payments or accounts, please call **1-877-577-7455** or acctbilling@polsinelli.com.
For other inquiries, please contact **Chris A. Ward** at **(302) 252-0920** or cward@polsinelli.com.

Please make checks payable to
Polsinelli PC
P.O. Box 878681
Kansas City, MO 64187-8681