

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

In re:	Chapter 11
SPORTCO HOLDINGS, INC., et al., <sup>1</sup>	Case No. 19-11299 (LSS)
Debtors.	(Jointly Administered)

**STIPULATED SCHEDULING ORDER GOVERNING (A) THE COMMITTEE'S  
OBJECTION TO THE WELLSPRING CREDITORS' CLAIMS AND  
(B) THE WELLSPRING CREDITORS' RULE 3018 MOTION**

This stipulation (the "Stipulation") is made as of September [ ], 2019, by and between the Official Committee of Unsecured Creditors (the "Committee") and Wellspring Capital Management LLC, Wellspring Capital Partners IV, L.P., WCM GenPar IV, L.P., and WCM GenPar IV GP, LLC (collectively, the "Wellspring Creditors," and together with the Committee, the "Parties").

**RECITALS**

**WHEREAS**, between August 26 and 29, 2019, the Wellspring Creditors filed proofs of claim 92, 94, 97-123, 125-137, 139-158, and 160-214 (the "Wellspring Claims") against the Debtors;

**WHEREAS**, on September 10, 2019, the Committee filed *The Official Committee of Unsecured Creditors' Omnibus Substantive Objection to the Classification of Proofs of Claim Nos. 92, 94, 97-123, 125-137, 139-158, 160-214 Filed by Wellspring Capital Management LLC*,

---

<sup>1</sup> 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.

*Wellspring Capital Partners IV, L.P., WCM GenPar IV, L.P. and WCM GenPar IV GP, LLC* [Docket No. 365] (the “Objection”);

**WHEREAS**, the Objection seeks to reclassify certain of the Wellspring Claims;

**WHEREAS**, the Objection sets forth a reply deadline of September 27, 2019, at 4:00 P.M. (ET) (the “Reply Deadline”);

**WHEREAS**, on September 13, 2019, the Debtors filed their *Second Amended Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation* [Docket No. 394] (the “Plan”);

**WHEREAS**, on September 17, 2019, this Court entered an *Order (A) Approving on Conditional Basis Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation for Solicitation Purposes Only, (B) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Combined Disclosure Statement and Plan, (C) Approving the Form of Ballot and Solicitation Materials, (D) Establishing Voting Record Date, (E) Fixing the Date, Time and Place for the Confirmation Hearing and the Deadline for Filing Objections Thereto, and (F) Approving Related Notice Procedures* [Docket No. 399] (the “Solicitation Procedures Order”);

**WHEREAS**, the Solicitation Procedures Order provides, among other things, that if any claimholder seeks the allowance of its claim for voting purposes in accordance with the tabulation procedures, such claimholder must file a motion (a “Rule 3018 Motion”), pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), for an order temporarily allowing its claim in a different amount or classification for purposes of voting to accept or reject the Plan by no later than October 9, 2019, at 4:00 P.M. (ET);

**WHEREAS**, the Parties have discussed and agreed upon the proposed consolidated briefing schedule set forth below for the Objection and the Wellspring Creditors' Rule 3018 Motion;

**NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED**, by the Parties hereto, through their undersigned counsel, subject to the approval of the Court, as follows:

1. The following schedule shall govern the Objection and the Wellspring Creditors' Rule 3018 Motion and any related pleadings (including replies, surreplies, objections and responses), notwithstanding any other deadlines or scheduling orders that have been entered by this Court:

	<b><u>Pleading</u></b>	<b><u>Filing Deadline</u></b>
(a)	The Wellspring Creditors file their (i) Rule 3018 Motion and (ii) reply to the Objection	October 4, 2019 at [5:00 PM (ET)]
(b)	The Committee files its (i) objection to the Wellspring Creditors' Rule 3018 Motion and (ii) response to the Wellspring Creditors' reply to the Objection	October 15, 2019 at [5:00 PM (ET)]
(c)	Each of the Wellspring Creditors and the Committee may file an additional consolidated response (whether in the form of a reply, surreply, supplemental objection or otherwise) to the previously filed pleadings	October 18, 2019 at [12:00 P.M. (ET)]

2. The Parties may amend the dates set forth in paragraph 1 above by written agreement, without further Court approval.

3. Neither this Stipulation, nor any statement made, action, or position taken, or document prepared or executed in connection with the negotiation, execution, or

implementation of this Stipulation shall be deemed to be, or construed as: (a) an admission by any Party of any liability, wrongdoing, act, or matter or that any claim or defense has or lacks merit; and (b) a waiver of either Party's rights to raise any and all arguments, objections, or defenses, including (but not limited to) with respect to the Wellspring Claims and any discovery relating thereto, all of which rights are hereby expressly reserved.

4. This Stipulation shall be immediately effective and enforceable upon approval by the Court.

*[Remainder of Page Intentionally Left Blank]*

**IN WITNESS WHEREOF** and in agreement herewith, by and through their counsel, the

Parties have executed and delivered this Stipulation as of the date first set forth above.

**THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS**

**THE WELLSPRING CREDITORS**

**MORRIS JAMES LLP**

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

/s/ DRAFT

Eric J. Monzo, Esq. (#5214)  
Brya Keilson, Esq. (#4643)  
500 Delaware Avenue, Suite 1500  
Wilmington, Delaware 19801  
Telephone: (302) 888-6800  
Facsimile: (302) 571-1750  
Email: emonzo@morrisjames.com  
bkeilson@morrisjames.com

/s/ Pauline K. Morgan

Pauline K. Morgan, Esq. (#3650)  
M. Blake Cleary, Esq. (#3614)  
Ian J. Bambrick, Esq. (#5455)  
1000 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253  
Email: pmorgan@ycst.com  
mbcleary@ycst.com  
ibambrick@ycst.com

-and-

-and-

**LOWENSTEIN SANDLER LLP**

Jeffrey Cohen, Esq. (*pro hac vice*)  
Eric Chafetz, Esq. (*pro hac vice*)  
Michael A. Kaplan, Esq. (*pro hac vice*)  
1251 Avenue of the Americas  
New York, New York 10020  
Telephone: (212) 262-6700  
Facsimile: (212) 262-7402  
Email: jcohen@lowenstein.com  
echafetz@lowenstein.com  
mkaplan@lowenstein.com

**PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP**

Lewis R. Clayton, Esq. (*pro hac vice*)  
Elizabeth R. McColm, Esq. (*pro hac vice*)  
Jacqueline P. Rubin, Esq. (*pro hac vice*)  
Jacob A. Adlerstein, Esq. (*pro hac vice*)  
1285 Avenue of the Americas  
New York, New York 10019  
Telephone: (212) 373-3000  
Facsimile: (212) 757-3990  
Email: lclayton@paulweiss.com  
emccolm@paulweiss.com  
jrubin@paulweiss.com  
jadlerstein@paulweiss.com

Dated: September 25th, 2019  
Wilmington, Delaware



LAURIE SELBER SILVERSTEIN  
UNITED STATES BANKRUPTCY JUDGE