

Exhibit D

Sample Other Indemnity Claim

Fill in this information to identify the case:

Debtor 1 SportCo Holdings, Inc.

Debtor 2
(Spouse, if filing) _____

United States Bankruptcy Court for the: District of Delaware, Wilmington Division

Case number 19-11299-LSS

E-Filed on 08/28/2019
Claim # 129

Official Form 410

Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?	<u>Wellspring Capital Management LLC</u> Name of the current creditor (the person or entity to be paid for this claim) Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent? <u>Paul, Weiss, Rifkind, Wharton & Garrison LLP</u> Name <u>1285 Avenue of the Americas</u> Number Street <u>New York</u> <u>NY</u> <u>10019</u> City State ZIP Code Contact phone <u>(212) 373-3142</u> Contact email <u>jadlerstein@paulweiss.com</u> Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	Where should payments to the creditor be sent? (if different) <u>Wellspring Capital Management LLC</u> Name <u>605 Third Avenue, 44th Floor</u> Number Street <u>New York</u> <u>NY</u> <u>10158</u> City State ZIP Code Contact phone <u>(212) 318-9830</u> Contact email <u>smudho@wellspringcapital.com</u> Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? ☒ No
☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: ____ _

7. How much is the claim? \$_____ 0.01. Does this amount include interest or other charges?
☒ No
☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.
 See attached _____

9. Is all or part of the claim secured? ☒ No
☐ Yes. The claim is secured by a lien on property.
Nature of property:
☐ Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
☐ Motor vehicle
☐ Other. Describe: _____
Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$_____
Amount of the claim that is secured: \$_____
Amount of the claim that is unsecured: \$_____ (The sum of the secured and unsecured amounts should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$_____
Annual Interest Rate (when case was filed) _____ %
☐ Fixed
☐ Variable

10. Is this claim based on a lease? ☒ No
☐ Yes. Amount necessary to cure any default as of the date of the petition. \$_____ 0.00

11. Is this claim subject to a right of setoff? ☒ No
☐ Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

☒ No

☐ Yes. Check one:

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Amount entitled to priority

\$ 0.00

☐ Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ 0.00

☐ Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ 0.00

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ 0.00

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ 0.00

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

\$ 0.00

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

☒ I am the creditor.

☐ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 08/28/2019
MM / DD / YYYY

William Dawson

Signature

Print the name of the person who is completing and signing this claim:

Name	<u>Wililam Dawson</u>		
	First name	Middle name	Last name
Title	<u>Chief Executive Officer</u>		
Company	<u>Wellspring Capital Management LLC</u>		
	Identify the corporate servicer as the company if the authorized agent is a servicer.		
Address	<u>605 Third Avenue, 44th Floor</u>		
	Number	Street	
	<u>New York</u>	<u>NY</u>	<u>10158</u>
	City	State	ZIP Code
Contact phone	<u>(212) 318-9800</u>	Email	

Attachment 1 - SportCo - POC Form [SportCo] [Wellspring Cap Mgmt].pdf

Description - POC Form

Fill in this information to identify the case:

Debtor 1 _____

Debtor 2 _____
(Spouse, if filing)

United States Bankruptcy Court for the: _____ District of _____

Case number _____

Official Form 410
Proof of Claim**04/19**

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim**1. Who is the current creditor?**

Name of the current creditor (the person or entity to be paid for this claim) _____

Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else?☐ No☐ Yes. From whom? _____**3. Where should notices and payments to the creditor be sent?**Federal Rule of
Bankruptcy Procedure
(FRBP) 2002(g)**Where should notices to the creditor be sent?**

Name _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Contact phone _____

Contact email _____

Where should payments to the creditor be sent? (if different)

Name _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Contact phone _____

Contact email _____

Uniform claim identifier for electronic payments in chapter 13 (if you use one):
_____**4. Does this claim amend one already filed?**☐ No☐ Yes. Claim number on court claims registry (if known) _____Filed on _____
MM / DD / YYYY**5. Do you know if anyone else has filed a proof of claim for this claim?**☐ No☐ Yes. Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? ☐ No
☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: ____ ____ ____ ____

7. How much is the claim? _____. Does this amount include interest or other charges?
☐ No
☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.
- _____

9. Is all or part of the claim secured? ☐ No
☐ Yes. The claim is secured by a lien on property.
- Nature of property:**
☐ Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
☐ Motor vehicle
☐ Other. Describe: _____
- Basis for perfection:** _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
- Value of property:** \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)
- Amount necessary to cure any default as of the date of the petition:** \$ _____
- Annual Interest Rate** (when case was filed) _____ %
☐ Fixed
☐ Variable

10. Is this claim based on a lease? ☐ No
☐ Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? ☐ No
☐ Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

☒ No☐ Yes. Check one:

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Amount entitled to priority

\$ _____

☐ Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

☐ Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ _____

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

\$ _____

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

☒ I am the creditor.☐ I am the creditor's attorney or authorized agent.☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

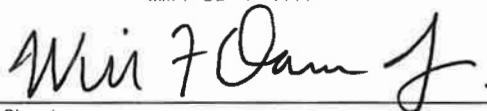
I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 08/21/2019

MM / DD / YYYY



Signature

Print the name of the person who is completing and signing this claim:

Name	William		Dawson	
	First name	Middle name	Last name	
Title	Chief Executive Officer			
Company	Wellspring Capital Management LLC			
	Identify the corporate servicer as the company if the authorized agent is a servicer.			
Address	605 Third Avenue, 44th Floor			
	Number	Street		
	New York	NY	10158-1599	
	City	State	ZIP Code	
Contact phone	212-318-9800		Email	

Attachment 2 - POC Form - Contribution and Common Law Indemnity Claims.pdf

Description - Attachment

ATTACHMENT TO PROOF OF CLAIM

1. On June 10, 2019 (the “Petition Date”), SportCo Holdings, Inc. (“SportCo”), Ellett Brothers, LLC (“Ellett”), United Sporting Companies, Inc. (“USC”) and certain of their affiliates (collectively the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), 11 U.S.C. §§ 101, *et seq.*, in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). The Debtors’ chapter 11 cases (the “Cases”) have been procedurally consolidated for administrative purposes only, and the Debtors have continued in the possession of their assets and in the management of their businesses pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. As of the Petition Date, the Debtors were, and still are, indebted and/or liable to the Claimant for unliquidated and contingent amounts in regard of the transactions and/or matters discussed herein. Claimant accordingly files this proof of claim (“Proof of Claim”) for such amounts owed by the Debtors.

3. On August 21, 2019, the Debtors filed the *Debtors’ Motion for Entry of an Order (I) Establishing Deadlines for Filing Proofs of Claim; (II) Approving Procedures for Filing Proofs of Claim; and (III) Approving the Form, Manner, and Sufficiency of Providing Notice Thereof* [Docket No. 304] (the “Bar Date Motion”). As of the date of this Proof of Claim, an order granting the Bar Date Motion (the “Bar Date Order”) and establishing a bar date by which proofs of claim must be filed, has not been entered. Claimant reserves the right to amend this Proof of Claim in any manner necessary to conform or otherwise comply with the Bar Date Motion and any Bar Date Order.

Claims Detail

4. On May 23, 2019, Prospect Capital Corp (“Prospect”) filed a civil complaint (the “Complaint”)¹ against Claimant and others, alleging that Claimant, among others, engaged in fraudulent transfers in connection with transactions in 2012 and 2013, breached and/or aided breaches in fiduciary duties owed to certain of the Debtors and Prospect, and made negligent misrepresentations to Prospect (collectively, and as set forth in the Complaint, the “Claims”). Claimant also entered into that certain Stockholders’ Agreement dated as of December 19, 2008, and amended as of May 2, 2017 (the “Stockholders’ Agreement”).

5. Claimant may have claims for other contractual, statutory and common law rights of indemnity, contribution, set-off and liability against the Debtors arising from the Complaint or transactions that Claimant or its affiliates entered into with the Debtors, including the Stockholders’ Agreement, or otherwise (the “Indemnity Claims”). The amount of Claimant’s contingent claims cannot be reasonably calculated or estimated at this time, but Claimant does not waive its right to seek payment from the Debtors by not currently stating a specific amount.

6. With respect to the Indemnity Claims, Claimant may be entitled to reimbursement by the Debtors for any and all expenses incurred, including attorneys’ fees, losses, damages, judgments, fines and amounts already paid or to be paid in settlement or already incurred or to be incurred by Claimant, in connection with any and all threatened, pending, completed and/or future claims, actions, suits or proceedings and any appeal therefrom, whether civil, criminal, administrative or investigative, involving or related to Claimant, or in which Claimant was, is or may be a party, or was, is or may become involved as a witness or third party,

¹ See *Prospect Capital Corp. v. Wellspring Capital Management LLC, et al.*, Civ. Action No. 2019-CP-32-02045 (S.C. Ct. Common Pleas May 23, 2019).

by reason of the Complaint or transactions that Claimant or its affiliates entered into with the Debtors.

7. The amount of such claims cannot be reasonably calculated or estimated at this time, but Claimant does not waive its rights thereto by not currently stating a specific amount.

8. To the extent that insurance proceeds are available on account of the Claims or the Indemnification Rights, Claimant is entitled to priority payment from such proceeds. To the extent that insurance proceeds are available on account of the Claims and the Indemnification Rights, and such proceeds are not provided to Claimant, Claimant asserts a contingent and unliquidated claim against the Debtors for the amount of such proceeds.

9. Claimant hereby asserts claims arising in connection with or relating to the transactions, agreements and arrangements entered into in connection with the acquisition of the equity interests in the Debtors, including, without limitation, pursuant to that certain Stockholders' Agreement dated as of December 19, 2008, and amended as of May 2, 2017.

10. Claimant reserves the right to claim that all or any portion of the costs and expenses incurred by it after the Petition Date are administrative expenses entitled to a first priority under sections 503 and 507(a)(1) of the Bankruptcy Code.

11. In addition to the foregoing, the Debtors may be liable to Claimant for interest accruing after the Petition Date on the claims described herein to the extent such interest is allowable under the Bankruptcy Code.

12. Claimant is entitled to recover from the Debtors all costs and expenses, including reasonable attorneys' fees and disbursements, incurred in connection with Claimant's enforcement of its rights under the claims set forth herein. The amount of such costs and expenses

cannot be reasonably calculated or estimated at this time, but Claimant does not waive its rights thereto by not currently stating a specific amount.

General

13. Claimant has filed this Proof of Claim to protect Claimant from forfeiture of Claimant's contingent and unliquidated claims against the Debtors. Claimant reserves the right (a) to amend or supplement this Proof of Claim at any time and in any manner, including for purposes of fixing any claims the amount of which cannot be determined as of the filing hereof, (b) to file additional proofs of claim for any additional claims which may be based on the same or additional documents, and (c) to seek the reconsideration under section 502(j) of the Bankruptcy Code of any disallowance of any amount claimed under this Proof of Claim, including, without limitation, any amount claimed as an administrative expense, whether liquidated, contingent or unliquidated.

Reservation of Rights

14. The filing of this Proof of Claim does not constitute a concession or admission by Claimant of liability, of any facts or as to whether all or a portion of its claims, if any, are prepetition or postpetition claims against any of the Debtors and their estates.

15. Claimant reserves the right to amend, update and/or supplement this Proof of Claim at any time and in any respect, for whatever reason, and to assert any and all other claims of whatever kind or nature that Claimant has, or may have, against the Debtors that comes to their attention or that arises after the filing of this Proof of Claim, including, without limitation, any claims incurred prior to and after the filing of these Cases.

16. By filing this Proof of Claim, Claimant does not waive, and hereby preserves: (a) any obligation owed to Claimant; (b) any security held by it or for its benefit; (c)

any right or rights of action that it has or may have against the Debtors or any other person or persons; (d) any and all rights held by it under the Stock Purchase Agreement; and (e) any and all rights and remedies at law or in equity available to Claimant against the Debtors and any of their respective affiliates or subsidiaries, or any other person or entity.

17. The filing of this Proof of Claim shall not be deemed or construed as: (a) a waiver or release of any of Claimant's rights under the orders granting debtor-in-possession financing on an interim basis or on a final basis; (b) a waiver or release of any such claims or Claimant's rights against any person, entities or property; (c) an election of remedy, or waiver of any past, present, or future defaults or events of default; (d) a concession or admission of the validity and/or amount of any claim against Claimant, which claim, if any, Claimant denies in all respects; (e) a waiver of the right to compel the Debtors to return property of Claimant currently in the possession of the Debtors; (f) a consent by Claimant to the jurisdiction of the Bankruptcy Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving Claimant; (g) a waiver or release of Claimant's right to trial by jury in the Bankruptcy Court or any other court in any proceeding as to any and all matters so triable herein, whether or not designated legal or private rights or in any case, controversy, or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution; (h) a consent by Claimant to a jury trial in a Bankruptcy Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy, or proceeding related hereto, pursuant to 28 U.S.C. § 157(e) or otherwise; (i) a waiver or release of Claimant's right to have any and all final orders in any and all non-core matters or proceedings entered only after *de novo* review by a United States District Court Judge; (j) a waiver of the right

to move to withdraw the reference with respect to the subject matter of this Proof of Claim, any objection thereto or other proceeding that may be commenced in these Chapter 11 Cases against or otherwise involving Claimant; (k) a waiver of any administrative expense claims that Claimants may have against the Debtors; or (1) a waiver of any setoff or recoupment rights Claimant has with respect to any claims or causes of action asserted against them by the Debtors, including without limitation, the statutory treatment of such rights pursuant to the Bankruptcy Code.

Notice

18. The address for Claimant and the address to which all notices should be sent and addressed is as follows:

Wellspring Capital Management LLC
Lever House
390 Park Avenue
New York, NY 10022
Attn:

with a copy to:

Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019
Attn: Elizabeth McColm
Jacqueline Rubin
Jacob Adlerstein