

Exhibit E

Sample 502(h) 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 # 139

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?** Wellspring Capital Management LLC
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? <small>Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)</small>	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
	<u>Paul, Weiss, Rifkind, Wharton & Garrison LLP</u> Name <u>1285 Avenue of the Americas</u> Number Street <u>New York NY 10019</u> City State ZIP Code Contact phone <u>(212) 373-3142</u> Contact email <u>jadlerstein@paulweiss.com</u>	<u>Wellspring Capital Management LLC</u> Name <u>605 Third Avenue, 44th Floor</u> Number Street <u>New York NY 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?** 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?** \$ _____ **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: _____

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?

Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
_____ Name	_____ Name
_____ Number Street	_____ Number Street
_____ City State ZIP Code	_____ City State ZIP Code
_____ Contact phone	_____ Contact phone
_____ Contact email	_____ 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:

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.

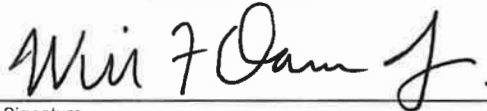
I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

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 - 502(h) 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”).

5. To date, there has been no judicial determination of Claimant’s alleged liability asserted in the Complaint. Claimant disputes such liability and nothing herein is or shall be deemed a waiver or relinquishment of the ability to dispute or otherwise contest any such claims.

6. To the extent adjudication of the Complaint gives rise to liability by Claimant under sections 522, 550 or 553 of the Bankruptcy Code or applicable law, or Claimant is otherwise liable to Debtors under such provisions for any other reason, the Debtors are liable to Claimant under section 502(h) of the Bankruptcy Code or similar applicable non-bankruptcy law (collectively, the “502(h) Amounts”). *See* 11 U.S.C. § 502(h).

7. Claimant accordingly asserts unliquidated and contingent claims against the Debtors for 502(h) Amounts. Claimant reserves the right to claim as of yet undetermined amounts against the Debtors arising under, related to or incurred in connection with the 502(h) Amounts or otherwise. 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.

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).

8. 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.

9. 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.

10. 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

11. 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

12. 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.

13. 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.

14. 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.

15. 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 (l) 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

16. 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