

Fill in this information to identify the case	
United States Bankruptcy Court for the:	
District of	Delaware
	(State)
Case number (If known):	Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Golfsmith International Holdings, Inc.

2. All other names debtor used in the last 8 years _____

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 16-1634847

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>11000 North IH-35</u>	_____
	Number Street	Number Street
	_____	P.O. Box
	<u>Austin TX 78753</u>	_____
	City State ZIP Code	City State ZIP Code
	<u>Travis</u>	Location of principal assets, if different from principal place of business
	County	_____
		Number Street

		City State ZIP Code

5. Debtor's website (URL) www.golfsmith.com

6. Type of debtor

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax- entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4511

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____

MM/ DD/ YYYY

District _____ When _____ Case number _____

MM / DD/ YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes

List all cases. If more than 1, attach a separate list.

Debtor See attached Schedule 1 Relationship _____

District _____ When September 14, 2016

Case number, if known _____ MM / DD/ YYYY

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number	Street		
City	State	ZIP Code	

Is the property insured?

- No
- Yes. Insurance agency
 Contact Name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

- | | | |
|----------------------------------|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input checked="" type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets (on a consolidated basis)

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities (on a consolidated basis)

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Golfamkh International Holdings, Inc.
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures


WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition 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 September 14, 2016
MM/DD/YYYY

x 

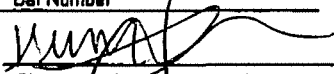
Signature of authorized representative of debtor Brian E. Cejka
Printed name

Chief Restructuring Officer
Title

18. Signature of attorney

x /s/ Mark D. Collins Date September 14, 2016
Signature of attorney for debtor MM/DD/YYYY
Mark D. Collins
Printed Name
Richards, Layton & Finger, PA
Firm Name
One Rodney Square 920 North King Street
Number Street
Wilmington DE 19801
City State ZIP Code
(302) 617-7700 Collins@rlf.com
Contact phone Email address
2981 DE
Bar Number State

Signature of attorney

x 

Signature of attorney for debtor Date September 14, 2016
MM/DD/YYYY
Michael F. Walsh
Printed Name
Well, Gotshal & Manges, LLP
Firm Name
767 Fifth Avenue
Number Street
New York NY 10153
City State ZIP Code
(212) 310-8000 Michael.walsh@well.com
Contact phone Email address
N/A NY
Bar Number State

Schedule 1**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case, filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the “**Court**”). A motion will be filed with the Court requesting that the chapter 11 cases of the entities listed below be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. Additional information about the relationship between each entity is contained in the *Declaration of Brian E. Cejka in Support of the Debtors’ Chapter 11 Petitions and First Day Relief*, which has been filed contemporaneously herewith.

COMPANY	CASE NUMBER	DATE FILED	DISTRICT	JUDGE
Golfsmith International Holdings, Inc.	16-_____()	September 14, 2016	Delaware	Pending
GMAC Holdings, LLC	16-_____()	September 14, 2016	Delaware	Pending
Golf Town USA Holdco Limited	16-_____()	September 14, 2016	Delaware	Pending
Golf Town USA Holdings Inc.	16-_____()	September 14, 2016	Delaware	Pending
Golfsmith USA, LLC	16-_____()	September 14, 2016	Delaware	Pending
Golfsmith 2 GP, L.L.C.	16-_____()	September 14, 2016	Delaware	Pending
Golfsmith Europe, L.L.C.	16-_____()	September 14, 2016	Delaware	Pending
Golfsmith Incentive Services, L.L.C.	16-_____()	September 14, 2016	Delaware	Pending
Golfsmith International, Inc.	16-_____()	September 14, 2016	Delaware	Pending
Golfsmith International, L.P.	16-_____()	September 14, 2016	Delaware	Pending
Golfsmith Licensing, L.L.C.	16-_____()	September 14, 2016	Delaware	Pending
Golfsmith NU, L.L.C.	16-_____()	September 14, 2016	Delaware	Pending
Golf Town USA, L.L.C.	16-_____()	September 14, 2016	Delaware	Pending

UNANIMOUS WRITTEN CONSENT OF DIRECTORS
OF
GOLFSMITH INTERNATIONAL HOLDINGS, INC.

The undersigned, being all the directors of Golfsmith International Holdings, Inc., a Delaware corporation (the "**Company**"), pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, DO HEREBY CONSENT to the adoption of, and DO HEREBY ADOPT, the following resolutions:

RESOLVED, that in the judgment of the Board of Directors of the Company (the "**Board of Directors**") it is desirable and in the best interests of the Company and its stakeholders that the Company seek relief under the provisions of chapter 11 ("**Chapter 11**"), title 11 of the United States Code (the "**Bankruptcy Code**"); and it is further

RESOLVED, that Brian Cejka be, and hereby is, elected to serve as the Chief Restructuring Officer of the Company and he shall hold such office until his successor is elected or until his earlier resignation or removal; and it is further

RESOLVED, that each officer of the Company (each an "**Authorized Person**") shall be, and hereby is, authorized and directed on behalf of the Company to commence a case under Chapter 11 of the Bankruptcy Code (the "**Company Chapter 11 Case**") by preparing, executing, verifying and delivering a voluntary petition (the "**Petition**") in the name of the Company under Chapter 11 of the Bankruptcy Code and causing the same to be filed with the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") in such form and at such time as the Authorized Person executing said Petition shall determine, thereby commencing the Company Chapter 11 Case in the appropriate court, and to prepare, execute, verify and deliver such statements, schedules, exhibits, and reports as may be required from time to time by the Bankruptcy Court or the federal and local rules of bankruptcy procedure, and to take all other actions necessary or appropriate in connection with the Company Chapter 11 Case or any superseding or other bankruptcy case; and it is further

RESOLVED, that the Authorized Persons are authorized and directed to finalize and implement a going concern sale and partial chain liquidation plan and, in the alternative, a full chain liquidation plan, store liquidation and lease modification plan,

substantially in accordance with the summary thereof presented to the Board of Directors, subject to such modifications thereto as the Board of Directors and Authorized Persons may deem necessary or advisable in order to give effect to and carry out the general purposes of such plan; provided that no sale, lease or transfer of all or substantially all of the assets of the Company shall be effected without approval of the Bankruptcy Court in accordance with Section 303 of the General Corporation Law of the State of Delaware; and it is further

RESOLVED, that each Authorized Person shall be, and hereby is, authorized and directed on behalf of the Company, as sole stockholder of Golfsmith International, Inc., to take any and all action required, if any, for such entity to commence a case under Chapter 11 of the Bankruptcy Code and otherwise to allow such entity to seek relief under the provisions of Chapter 11 of the Bankruptcy Code, including but not limited to executing and delivering any written consent as sole stockholder of each such entity or any other document in its capacity as sole stockholder of each such entity in connection with such case under Chapter 11; and it is further

RESOLVED, that the Company is authorized to seek to have the Company Chapter 11 Case jointly administered by the Bankruptcy Court with any separate cases commenced by any subsidiary or affiliate of the Company under Chapter 11 of the Bankruptcy Code (collectively, the "**Chapter 11 Cases**"); and it is further

RESOLVED, that each Authorized Person shall be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to take all actions necessary or appropriate for the Company to obtain post-petition financing according to the terms negotiated by such Authorized Person, including under one or more debtor-in-possession credit facilities (the "**DIP Financing**"), including, without limitation, that certain Senior Secured, Super-Priority Debtor-In-Possession Credit Agreement (the "**DIP Credit Agreement**"), to be dated on or around the date hereof, by and among the Company, as a Borrower (as defined in the DIP Credit Agreement), the other Borrowers party thereto, the other Credit Parties (as defined in the DIP Credit Agreement) party thereto, Antares Capital LP, as administrative agent, and the lenders party thereto, and to effectuate the foregoing, to enter into such agreements, documents, notes, guaranties, certificates, security agreements, pledge agreements, Secured Bank Product Agreements (as defined in the DIP Credit Agreement) and all other documents, agreements or instruments (collectively, with the DIP Credit Agreement, the "**Credit Documents**") as may be deemed

necessary or appropriate by the Authorized Person; in each case subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that it is in the best interests and to the benefit of the Company that the Company and the other Borrowers obtain loans pursuant to the DIP Credit Agreement and to enter into and perform its obligations in connection with the DIP Credit Agreement and each other Credit Document, including granting security interests in all or substantially all of its assets in accordance with the DIP Credit Agreement; and it is further

RESOLVED, that it is necessary and convenient in connection with the business conducted and proposed to be conducted by the Company to enter into each Credit Document in accordance with the DIP Credit Agreement and to guarantee the obligations of the other Borrowers and the other Guarantors (as defined in the DIP Credit Agreement); and it is further

RESOLVED, that the form, terms and provisions of each of (i) the DIP Credit Agreement, including the use of proceeds to provide liquidity for the Company throughout the Company Chapter 11 Case, substantially in the form presented to the Board of Directors and (ii) any and all of the other Credit Documents authorized, executed, delivered, reaffirmed, verified and/or filed in connection with the DIP Financing and the Company's performance of its obligations thereunder, including the guarantees of payment and performance contemplated thereunder and the granting of security in, and liens on, any and all property of the Company to secure the obligations and liabilities of the Company thereunder and, are hereby, in all respects confirmed, ratified and approved; and it is further

RESOLVED, that the proceeds of any DIP Financing shall be used (j) to satisfy the obligations of the Company, (ii) to pay for fees and expenses associated with any debtor-in-possession credit facilities, (iii) to continue the conduct of the affairs of the Company under the Company Chapter 11 Case, and (iv) for general company purposes, in each case in accordance with the DIP Credit Agreement; and it is further

RESOLVED, that the Company be, and it hereby is, authorized, to the extent applicable, to obtain the use of cash collateral, in such amounts and on such terms as may be agreed by any Authorized Person, including, without limitation, the grant of replacement liens, as is reasonably necessary for the continuing conduct of the affairs of the Company; and it is further

RESOLVED, that each Authorized Person be, and hereby is, authorized, directed and empowered, with full power of delegation, on behalf of and in the name of the Company, to execute, verify

and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all necessary or appropriate documents, including, without limitation, petitions, affidavits, declarations, schedules, statements, motions, lists, applications, pleadings and other documents, agreements and papers, including all Credit Documents; and to take any and all actions that the Authorized Person deems necessary or appropriate; each in connection with the Chapter 11 Cases, any post-petition financing or any cash collateral usage contemplated hereby, and, the taking of any such action shall constitute conclusive evidence of the approval of such Authorized Person and the authority of such Authorized Person hereunder; and it is further

RESOLVED, that each Authorized Person be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to employ and retain (i) Weil, Gotshal & Manges LLP, as counsel to the Company in the Company Chapter 11 Case; (ii) Richards, Layton & Finger, P.A., as co-counsel to the Company in the Company Chapter 11 Case; (iii) Alvarez & Marsal North America, LLC, as financial advisors to the Company in the Company Chapter 11 Case; (iv) Jefferies LLC, as investment banker to the Company in the Company Chapter 11 Case; (v) Prime Clerk LLC, as claims, noticing and solicitation agent to the Company in the Company Chapter 11 Case; and (v) Goodmans LLP, as Canadian counsel to the Company in the Company Chapter 11 Case; and further

RESOLVED, that each Authorized Person be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to employ and retain such further legal, restructuring, financial, accounting and bankruptcy services firms (together with the foregoing identified firms, the "**Professionals**") as may be deemed necessary or appropriate by the Authorized Person to assist the Company in carrying out its responsibilities in the Chapter 11 Cases; and it is further

RESOLVED, that each Authorized Person be, and hereby is, authorized, with full power of delegation, in the name and on behalf of the Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered, and to amend, supplement or otherwise modify from time to time, all such further agreements, documents, certificates, statements, notices, undertakings and other writings, and to incur and to pay or direct payment of all such fees and expenses, as in the judgment of the Authorized Person shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any officer of the Company or any of the Professionals in connection with the Company Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further


RESOLVED, that any and all actions, whether previously or subsequently taken by any Authorized Person or any other person authorized to act by an Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed.

[Signature Page Follows]

This Consent may be executed in one or more counterparts.

The Secretary of the Company is hereby directed to place an executed copy of this Consent in the minutes of the proceedings of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Company, have this Unanimous Written Consent on the dates set forth below.

By: 
Name: David Roussy
Title: Director
Date: September 13, 2016

By: _____
Name: David Bushland
Title: Director
Date:

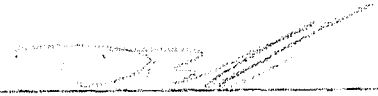
By: _____
Name: Phil Mauchel
Title: Director
Date:

This Consent may be executed in one or more counterparts.

The Secretary of the Company is hereby directed to place an executed copy of this Consent in the minutes of the proceedings of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Company, have this Unanimous Written Consent on the dates set forth below.

By: _____
Name: David Roussy
Title: Director
Date:

By:  _____
Name: David Bushland
Title: Director
Date: *September 13, 2016*

By: _____
Name: Phil Mauchel
Title: Director
Date:

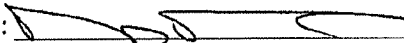
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By: _____
Name: David Roussy
Title: Director
Date:

By: _____
Name: David Bushland
Title: Director
Date:

By:  _____
Name: Phil Mauchel
Title: Director
Date: September 13, 2016

Fill in this information to identify the case:

Debtor Name Golfsmith International Holdings, Inc.

United States Bankruptcy Court for the District of Delaware
(State)

Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Callaway Golf	Callaway Golf Attn: Oliver "Chip" Brewer, President & CEO and Zach Fridman 2180 Rutherford Rd. Carlsbad, California 92008 Tel: 760-931-1771 Fax: 760-804-4242 Email: <u>Non-Managementdirectors@Callawaygolf.com</u> <u>Zach.Friedman@Callawaygolf.com</u>	Trade Debt				\$5,496,722.84
2	Taylormade Golf Co. Inc	Taylormade Golf Co. Inc Attn: David Abeles, President & Ceo and Katie Peterson 5545 Fermin Court Carlsbad, CA 92008 Tel: 760-918-6000 Fax: 760-918-6008 Katie.Peterson@Tmag.com	Trade Debt				\$5,118,250.68
3	Nike USA, Inc.	Nike USA, Inc. Attn: Mark Parker, Chairman, President & Ceo and Christy Barlett One Bowerman Dr. Beaverton, OR 97005 Tel: 800-344-6453 Fax: 503-532-6708 Christy.Bartlett@Nike.com	Trade Debt				\$3,474,165.42
4	PING Inc.	PING Inc. Attn: John A. Solheim, Chairman & Ceo and Dawn Ruelas 2201 W. Desert Cove Phoenix, AZ 85029 Tel: 602-687-5000 Fax: 602-687-5015 Dawnr@Ping.com	Trade Debt				\$2,351,464.75

Debtor

Golfsmith International Holdings, Inc.

Case number (if known)

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.
5	Titleist/Acushnet Co.	Titleist/Acushnet Co. Attn: Wally Uihlein, Chairman & Ceo and Cheryl Mendoza 333 Bridge Street Fairhaven, Ma 02719 Tel: 508-979-2000 Fax: 508-979-3927 Credit_Team@Acushnetgolf.com	Trade Debt		\$2,131,022.55
6	Footjoy, Inc.	Footjoy, Inc. Attn: Wally Uihlein, Chairman & Ceo and Donna Grant 333 Bridge Street Fairhaven, Ma 02719 Tel: 508-979-2000 Fax: 508-979-3927 Donna_Grant@Acushnetgolf.com	Trade Debt		\$1,863,889.82
7	Cobra Puma Golf Inc.	Cobra Puma Golf Inc. Attn: Mark C. McClure, Ceo & Director and Jim Ayalde 1818 Aston Carlsbad, CA 92008 Tel: 760-929-0377 Fax: 760-929-0374 Jim.Ayalde@Cobrapuma.com	Trade Debt		\$1,825,787.05
8	Garmin USA, Inc	Garmin USA, Inc Attn: Andrew R. Etkind, Secretary & General Counsel and Cameron West 1200 E 151 Street Olathe, KS 66062 Tel: 913-397-8200 Fax: 913-397-8282 Cameron.West@Garmin.com	Trade Debt		\$1,284,621.52
9	Bushnell Holdings Inc	Bushnell Holdings Inc Attn: Robert Caulk, Principal and Dorothy Gilmore 9200 Cody St. Overland Park, KS 66214 Tel: 913-752-3400 Fax: 913-752-3550 Dgilmore@Bushnell.com	Trade Debt		\$1,273,651.66
10	Roger Cleveland Golf Co. Inc.	Roger Cleveland Golf Co. Inc. Attn: Bill Bird, President and Amelia Ortega 5601 Skylab Road Huntington Beach, CA 92647 Tel: 714-889-1300 Fax: 714-889-5890 Ameliaortega@Clevelandgolf.com	Trade Debt		\$1,019,243.47
11	Mizuno Golf Co	Mizuno Golf Co Attn: Robert S. Puccini, President and Dominique Miller 4925 Avalon Ridge Pkwy. Norcross, GA 30071 Tel: 770-441-5553 Fax: 770-448-3234 Dominique.Miller@Mizunousa.com	Trade Debt		\$736,803.69
12	Google Inc.	Google Inc. Attn: Kent Walker, Senior Vp/General Counsel and Bill Crawford 1600 Amphitheatre Pkwy Mountain View, CA 94043 Tel: 650-253-0000 Fax: 650-253-0001 Billcrawford@Google.com	Trade Debt		\$617,365.45

Debtor

Golfsmith International Holdings, Inc.

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.
13 Golf Gifts & Gallery	Golf Gifts & Gallery Attn: Attn: President Or General Counsel and Sonya Krunig N 1675 Powers Lake Powers Lake, WI 53159 Tel: 262-279-9820 Fax: 414-279-9830 Sonya@Golfgiftsgallery.com	Trade Debt		\$601,781.71
14 OGIO International, Inc.	OGIO International, Inc. Attn: Michael Pratt, Ceo and Michael Ohai 13702 South 200 West, Suite B12 Draper, UT 84020 Tel: 801-619-4100 Fax: 801-619-4111 Mohai@Ogio.com	Trade Debt		\$572,906.41
15 Sue Gove	Sue Gove Attn: Sue Gove 4408 Long Champ Drive #38 Austin, TX 78746 Tel: 512-837-8810 Fax: 512-837-1245	Severance		\$564,102.66
16 United Parcel Service	United Parcel Service Attn: David P. Abney, Ceo P.O. Box 7247-0244 Philadelphia, PA 19170 Tel: 404-828-6000 Fax: 404-828-6912	Trade Debt		\$462,458.67
17 ECCO USA Inc	ECCO USA Inc Attn: Thomas Nelson, President and Kim Abbott 16 Delta Dr Londonderry, NH 03053 Tel: 603-537-7300 Fax: 603-537-9321 kla@ecco.com	Trade Debt		\$459,374.00
18 Sun Mountain Sports	Sun Mountain Sports Attn: Rick Reimers, Owner and Debbie Crietz 301 North 1St Street. Missoula, MT 59802 Tel: 406-728-9224 Fax: 406-728-8998 Dcreitz@Sunmountain.com	Trade Debt		\$458,285.28
19 Wilson Sporting Goods Co.	Wilson Sporting Goods Co. Attn: Roger Talermo, Ceo and Marilyn Jensen 8750 W Bryn Mawr Ave. Chicago, IL 60631 Tel: 773-714-6400 Fax: 773-714-4565 Marilyn.Jensen@Wilson.com	Trade Debt		\$383,819.67
20 David Spence	David Spence Attn: David Spence 14 Langley Avenue Toronto, ON M4K 1B5 Canada Tel: 647-629-4441 Fax:	Severance		\$334,964.74
21 Pride Manufacturing Co LLC	Pride Manufacturing Co LLC Attn: Judy Grant and Heather Elderkin 155 Franklin Rd, Suite 250 Brentwood, TN 37027 Tel: 207-487-3322 Fax: 207-487-3324 Helderkin@Pridesports.com	Trade Debt		\$259,763.21

Debtor

Golfsmith International Holdings, Inc.

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.
22 Eaton Corp. Golf Grip Div.	Eaton Corp. Golf Grip Div. Attn: President Or General Counsel and Dana Graham 440 Murray Hill Southern Pines, NC 28387 Tel: 910-695-2900 danagraham@eaton.com	Trade Debt		\$228,420.71
23 Excel Trust LP	Excel Trust LP Attn: President Or General Counsel and Brian Allnatt C/O Excel Gardens LLC 17140 Bernardo Center Drive, Suite 300 San Diego, CA 92198-1324 Tel: 858-613-1800	Rent		\$214,813.82
24 Volvik Usa, Inc	Volvik Usa, Inc Attn: President Or General Counsel and Giberto Martinez 9436 Southridge Park Ct, Suite 400 Orlando, FL 32819 Tel: 407-649-0013 Fax: 407-649-0015 Info@Volvik.Com Volvikusa@Earthlink.Net	Trade Debt		\$209,942.66
25 BMC Software, Inc	BMC Software, Inc Attn: Robert E. Beauchamp, President 2103 Citywest Blvd Houston, TX 77042 Tel: 800-793-4262 NA_Collections@bmc.com	Trade Debt		\$203,510.00
26 Sport Casuals	Sport Casuals Attn: Allen Shukow, President and CEO and Russ Maloney 2600 North Military Trail, Suite 205 Boca Raton, FL 33431 Tel: 501-417-0910 Fax: 561-417-0993 allenshukow@sportcasuals.com russmaloney@sportcasuals.com	Trade Debt		\$199,550.15
27 Lamkin	Lamkin Attn: Bob Lamkin, Ceo and Steven Snow 6530 Gateway Park Dr. San Diego, CA 92154 Tel: 619-661-7090 Fax: 619-661-0014 Customerservice@Lamkingrips.Com Steves@Lamkingrips.com	Trade Debt		\$189,306.23
28 Maibor Corp	Maibor Corp Attn: President Or General Counsel and Jeremy Chang 328 Shing An Road Chung-Chuang Tai Chung Hsien 803 Taiwan Tel: 886-4-26713663 Fax: 866-4-26711147 Maibor@Ms9.Hinet.Net jeremy@dynastygolf.com.tw	Trade Debt		\$183,534.51
29 The Proactive Sports Group	The Proactive Sports Group Attn: President Or General Counsel and Kathy Torres 1200 Se 2Nd Ave Canby, OR 97013 Tel: 800-369-8642 Fax: 503-263-8579 Kathyt@Proactivesports.com	Trade Debt		\$180,677.76

Debtor

Golfsmith International Holdings, Inc.

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.
30 Formosa Golf Corporation	Formosa Golf Corporation Attn: President Or General Counsel and Ines Hsiao 2Nd Floor No. 103 Nan Yeh Road- Chen Sun Kaohsiung 800665 Taiwan Tel: 305-262-8600 Fax: 305-262-8009 Info@Datamyne.Com Ines.Hsiao@Sw-Golf.com	Trade Debt		\$176,883.09

Fill in this information to identify the case and this filing:

Debtor Name: Golfsmith International Holdings, Inc.

United States Bankruptcy Court for the District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature


I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

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

Executed on: September 14, 2016
MM/DD/YYYY

x 

Signature of individual signing on behalf of debtor

Brian E. Celka

Printed name

Chief Restructuring Officer

Position or relationship to debtor

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
	:	
In re	:	Chapter 11
	:	
GOLFSMITH INTERNATIONAL HOLDINGS, INC., et al.,	:	Case No. 16-_____ (___)
	:	
Debtors.¹	:	Joint Administration Requested
	:	
	X	

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT

Pursuant to Rule 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007–1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), attached hereto as **Exhibit “A”** is an organizational chart reflecting all of the ownership interests of Golf Town USA Holdings Inc. (“**Parent Debtor**”) and certain of its subsidiaries and affiliates (the “**Non-Parent Debtors**”) and, together with Parent Debtor, the “**Debtors**”), proposed debtors and debtors in possession in the above-captioned chapter 11 cases. Parent Debtor, on behalf of itself and the Non-Parent Debtors, respectfully represents as follows:

1. Golfsmith International Holdings LP (“**Golfsmith TopCo**”), a Canadian limited partnership, directly owns 100% of the Class A nonvoting common stock and 14% of the Class B voting common stock in Parent Debtor. OPE Golf USA Holdings Limited owns 86% of

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Golfsmith International Holdings, Inc. (4847); GMAC Holdings, LLC (3331); Golf Town USA Holdco Limited (5562); Golf Town USA Holdings Inc. (7038); Golf Town USA, LLC (0259); Golfsmith 2 GP, L.L.C. (2218); Golfsmith Europe, L.L.C. (2408); Golfsmith Incentive Services, L.L.C. (2730); Golfsmith International, Inc. (7337); Golfsmith International, L.P. (4257); Golfsmith Licensing, L.L.C. (5499); Golfsmith NU, L.L.C. (2404); and Golfsmith USA, L.L.C. (2405). The Debtors’ corporate headquarters is located at 11000 North IH-35, Austin, TX 78753.

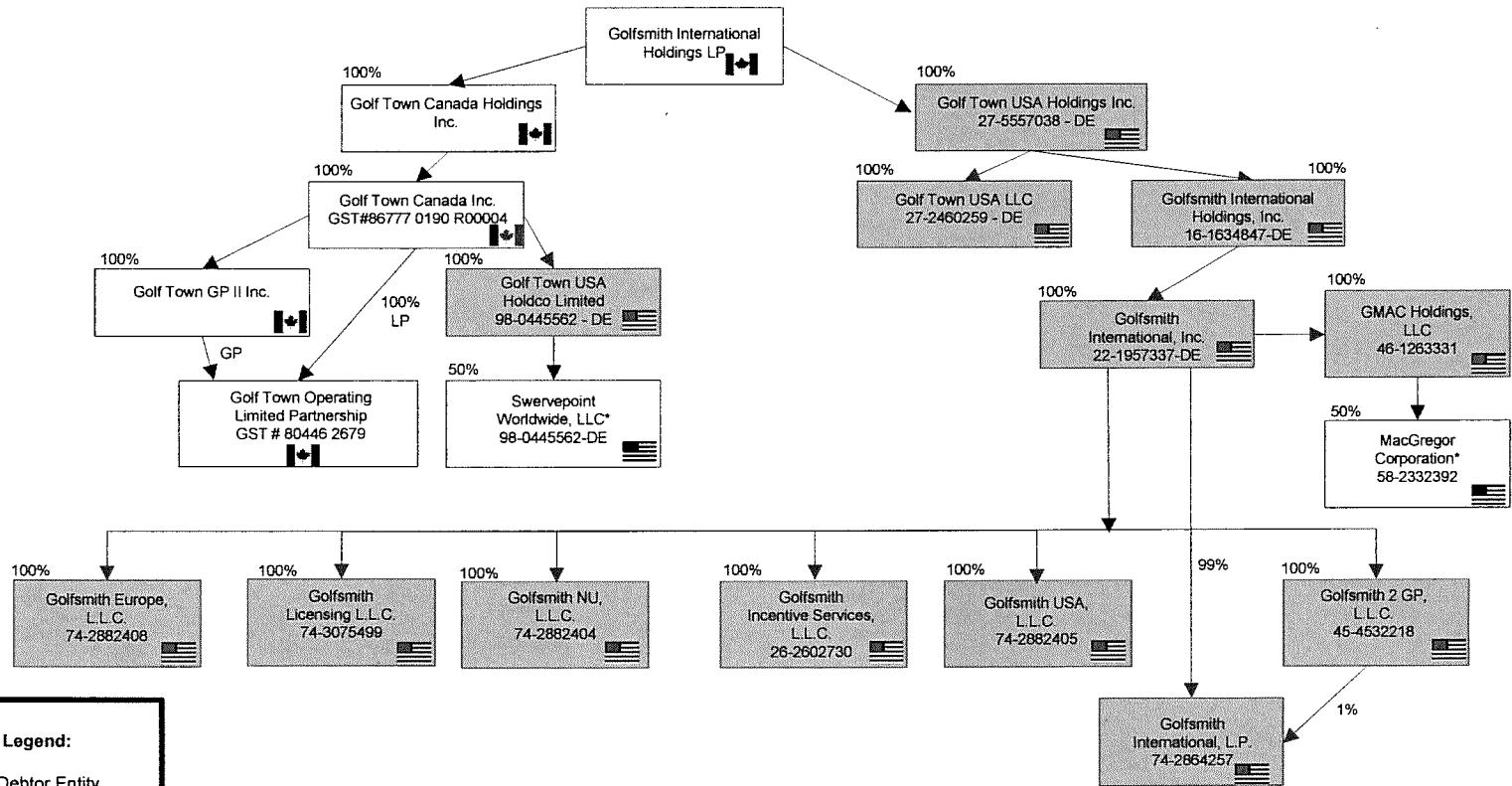
the Class B voting common stock in Parent Debtor. Golfsmith TopCo is not a Debtor in the above-captioned chapter 11 cases.

2. Each Debtor listed in **Exhibit "A"** is wholly owned by its direct parent unless otherwise noted.

Exhibit A

Corporate Organizational Chart

Corporate Organizational Chart



Legend:

- Debtor Entity
- Non-Debtor Entity

* Indicates that the remaining ownership interest is held by a third-party, non-Golfsmith entity

Fill in this information to identify the case and this filing:

Debtor Name Golfsmith International Holdings, Inc.

United States Bankruptcy Court for the District of Delaware
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.



Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership, or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 208A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 208D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 208E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 208G)
- Schedule H: Codebtors (Official Form 208H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 208Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement

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

Executed on September 14, 2016
MM/DD/YYYY

X 
Signature of individual on behalf of debtor

Brian E. Cejka
Printed name

Chief Restructuring Officer
Position or relationship to debtor

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
	:	
<i>In re:</i>	:	Chapter 11
	:	
GOLFSMITH INTERNATIONAL HOLDINGS, INC.,	:	Case No. 16- _____ ()
	:	
Debtor.	:	
	:	
	X	

**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO
RULE 1007(a)(3) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Name and Last Known Address of Equity Interest Holder	Kind/Class of Interest	Number of Interests Held
Golf Town USA Holdings Inc.	Common Stock	100%

Fill in this information to identify the case and this filing:

Debtor Name: Goffsmith International Holdings, Inc.

United States Bankruptcy Court for the District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

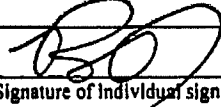
Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration List of Equity Holders

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

Executed on <u>September 14, 2016</u> MM / DD / YYYY	X	
		Signature of individual signing on behalf of debtor
		<u>Brian E. Cejka</u> Printed name
		<u>Chief Restructuring Officer</u> Position or relationship to debtor