

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

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| In re: |) | Chapter 11 | |
| |) | | |
| GOLFSMITH INTERNATIONAL |) | Case No. 16-12033 (LSS) | |
| HOLDINGS, INC., et al., |) | | |
| |) | | |
| Debtors. ¹ |) | Jointly Administered | |
| |) | | |
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**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON OCTOBER 24, 2016 AT 10:00 A.M. (ET)**²

I. CONTINUED MATTERS:

- 1. Motion of Debtors for Entry of an Order Establishing Procedures for the Rejection of Executory Contracts and Unexpired Leases of Nonresidential Real Property and Abandonment of Property in Connection Therewith [Docket No. 164 - filed October 3, 2016]

Objection / Response Deadline: October 17, 2016 at 4:00 p.m. (ET); extended until October 25, 2016 at 4:00 p.m. (ET) for certain of the Debtors' landlords (collectively, the "**Landlords**")

Objections / Responses Received:

A. Informal comments from the Landlords

Status: The hearing on this matter is continued to the hearing scheduled for October 31, 2016 at 10:00 a.m. (ET).

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.

² The hearing will be held before The Honorable Laurie Selber Silverstein at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801. Any person who wishes to appear telephonically at the October 24, 2016 hearing must contact COURTCALL, LLC at 866-582-6878 prior to noon (ET) on October 21, 2016 to register his/her telephonic appearance in accordance with the *Instructions for Telephonic Appearances Effective January 5, 2005, Revised April 27, 2009*.

II. MATTERS FILED UNDER CERTIFICATION:

2. Debtors' First Omnibus Motion for Entry of an Order Authorizing the Debtors to (I) Reject Certain Unexpired Non-Residential Real Property Leases Pursuant to 11 U.S.C. § 365, Effective *Nunc Pro Tunc* to September 30, 2016, and (II) Abandon Any Remaining Personal Property Located at the Leased Premises [Docket No. 156 - filed September 30, 2016]

Objection / Response Deadline: October 14, 2016 at 4:00 p.m. (ET)

Objections / Responses Received:

- A. Partial Objection of Dryland Properties, LLC to Lease Rejection [Docket No. 270 - filed October 14, 2016] (the "**Objection**")

Related Documents:

- i. Certification of Counsel Regarding Debtors' First Omnibus Motion for Entry of an Order Authorizing the Debtors to (I) Reject Certain Unexpired Non-Residential Real Property Leases Pursuant to 11 U.S.C. § 365, Effective *Nunc Pro Tunc* to September 30, 2016, and (II) Abandon Any Remaining Personal Property Located at the Leased Premises [Docket No. 334 - filed October 19, 2016]
- ii. Proposed form of order

Status: On October 19, 2016, the Debtors filed a revised form of order under certification of counsel granting this motion, except as to the Objection. The hearing on this matter as it relates to the Objection is continued to the hearing scheduled for October 31, 2016 at 10:00 a.m. (ET). Accordingly, a hearing regarding this matter is required only to the extent the Court has any questions or concerns.

III. CONTESTED MATTERS GOING FORWARD:

3. Motion of Debtors to (I) Approve Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establish Procedures for Resolving Objections by Utility Companies, and (III) Prohibit Utility Companies from Altering, Refusing, or Discontinuing Service [Docket No. 5 - filed September 14, 2016]

Objection / Response Deadline: October 5, 2016 at 4:00 p.m. (ET)

Objections / Responses Received:

- A. Objection of Certain Utility Companies to the Motion of Debtors to (I) Approve Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections

by Utility Companies, and (III) Prohibit Utility Companies from Altering, Refusing, or Discontinuing Service [Docket No. 141 - filed September 28, 2016]

- B. Joinder of the Cleveland Electric Illuminating Company and Ohio Edison Company to the Objection of Certain Utility Companies to the Motion of Debtors to (I) Approve Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibit Utility Companies from Altering, Refusing, or Discontinuing Service [Docket No. 145 - filed September 28, 2016]
- C. Joinder of Duke Energy to the Objection of Certain Utility Companies to the Motion of Debtors to (I) Approve Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibit Utility Companies from Altering, Refusing, or Discontinuing Service [Docket No. 184 - filed October 5, 2016]
- D. Joinder of San Diego Gas & Electric Company to the Objection of Certain Utility Companies to the Motion of Debtors to (I) Approve Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibit Utility Companies from Altering, Refusing, or Discontinuing Service [Docket No. 188 - filed October 6, 2016]

Related Documents:

- i. Interim Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [Docket No. 63 - entered September 15, 2016]
- ii. Notice of (A) Entry of Interim Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service and (B) Final Hearing Thereon [Docket No. 73 - filed September 16, 2016]
- iii. Final Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [Docket No. 263 - entered October 13, 2016]

Status: On October 13, 2016, the Court entered an order granting this motion, except with respect to the objecting utilities. The hearing on this motion as it relates to the objecting utilities was continued to this date. The hearing on this matter regarding such objections will go forward.

4. Motion of Debtors for Entry of Order (I)(A) Approving Bidding Procedures for the Sale of Substantially All of Debtors' Assets, (B) Scheduling an Auction for and Hearing to Approve Sale of Debtors' Assets, (C) Approving Form and Manner of Notice of Sale, Auction, and Sale Hearing, (D) Approving Assumption and Assignment Procedures, and (E) Granting Related Relief; and (II)(A) Approving Sale of Substantially All of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [Docket No. 20 - filed September 14, 2016]

Objection / Response Deadline for Sale Objections: October 24, 2016 at 9:00 a.m.

Objections / Responses Received:

- A. Limited Objections of Ramco-Gershenson Properties, L.P. to Debtors' Motion: (I)(A) Approving Bidding Procedures for the Sale of Substantially All of Debtors' Assets; (B) Scheduling an Auction for and Hearing to Approve Sale of Debtors' Assets; (C) Approving Form and Manner of Notice of Sale, Auction, and Sale Hearing; (D) Approving Assumption and Assignment Procedures; and (E) Granting Related Relief; and (II)(A) Approving Sale of Substantially All of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances; (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases; and (C) Granting Related Relief [Docket No. 148 - filed September 28, 2016]
- B. Limited Objection of Acadia Realty Limited Partnership, Brixmor Property Group, Inc., Centercal Properties, LLC, Federal Realty Investment Trust, HRI Lutherville Station LLC, KFT Enterprises No. 2 LP, Preston Shepard Retail L.P., and UBS Realty Investors LLC to Motion of Debtors for Entry of Order (I)(A) Approving Bidding Procedures for the Sale of Substantially All of Debtors' Assets, (B) Scheduling an Auction for and Hearing to Approve Sale of Debtors' Assets, (C) Approving Form and Manner of Notice of Sale, Auction, and Sale Hearing, (D) Approving Assumption and Assignment Procedures, and (E) Granting Related Relief; and (II)(A) Approving Sale of Substantially All of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [Docket No. 149 - filed September 28, 2016]

- C. Joinder of 2307 Myrtle Beach, LLC to the Limited Objection of Acadia Realty Limited Partnership, Brixmor Property Group, Inc., Centercal Properties, LLC, Federal Realty Investment Trust, HRI Lutherville Station LLC, KFT Enterprises No. 2 LP, Preston Shepard Retail L.P., and UBS Realty Investors LLC to Motion of Debtors for Entry of Order (I)(A) Approving Bidding Procedures for the Sale of Substantially All of Debtors' Assets, (B) Scheduling an Auction for and Hearing to Approve Sale of Debtors' Assets, (C) Approving Form and Manner of Notice of Sale, Auction, and Sale Hearing, (D) Approving Assumption and Assignment Procedures, and (E) Granting Related Relief; and (II)(A) Approving Sale of Substantially All of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [Docket No. 153 - filed September 29, 2016]
- D. Objection of DDR Corp., Regency Centers, Excel Trust and Equity One, Inc. to Motion of Debtors for Entry of Order (I)(A) Approving Bidding Procedures for the Sale of Substantially All of Debtors' Assets, (B) Scheduling an Auction for and Hearing to Approve Sale of Debtors' Assets, (C) Approving Form and Manner of Notice of Sale, Auction, and Sale Hearing, (D) Approving Assumption and Assignment Procedures, and (E) Granting Related Relief; and (II)(A) Approving Sale of Substantially All of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [Docket No. 161 - filed October 3, 2016]
- E. CBL & Associates Management, Inc.'s Joinder in Limited Objection of Acadia Realty Limited Partnership, Brixmor Property Group, Inc., Centercal Properties, LLC, Federal Realty Investment Trust, HRI Lutherville Station LLC, KFT Enterprises No. 2 LP, Preston Shepard Retail L.P., and UBS Realty Investors LLC to Motion of Debtors for Entry of Order (I)(A) Approving Bidding Procedures for the Sale of Substantially All of Debtors' Assets, (B) Scheduling an Auction for and Hearing to Approve Sale of Debtors' Assets, (C) Approving Form and Manner of Notice of Sale, Auction, and Sale Hearing, (D) Approving Assumption and Assignment Procedures, and (E) Granting Related Relief; and (II)(A) Approving Sale of Substantially All of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [Docket No. 173 - filed October 4, 2016]
- F. Limited Objection of EQYInvest Owner I, Ltd, LLP to Proposed Sale of Substantially All of the Debtors' Assets and Proposed Assumption and Assignment of Executory Contracts, Being a Limited "Cure Objection",

Limited “Sale Objection” and Limited “Adequate Assurances” Objection
[Docket No. 335 - filed October 19, 2016]

Cure Objections:

- I. Limited Objection of Infor (US), Inc. to (I) Proposed Sale of Substantially All of the Debtors’ Assets and Proposed Assumption and Assignment of Executory Contracts and (II) Motion of Debtors for Authority to Enter Into Transition Services Agreement and Trademark Assignment [Docket No. 308 - filed October 16, 2016]

Related Documents:

- i. Notice of Sale, Bidding Procedures, Auction, and Sale Hearing [Docket No. 203 - filed October 7, 2016]
- ii. Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 207 - filed October 7, 2016]
- iii. Affidavit of Publication [Docket No. 225 - filed October 11, 2016]

Status: The hearing on this matter will go forward.

Dated: October 20, 2016
Wilmington, Delaware

/s/ Brett M. Haywood

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