

IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re	:	Chapter 11
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GOLFSMITH INTERNATIONAL HOLDINGS, INC.	:	Case No. 16-12033 (LSS)
	:	
Debtor.	:	
-----	X	
In re	:	Chapter 11
	:	
GMAC HOLDINGS, LLC	:	Case No. 16-12034 (LSS)
	:	
Debtor.	:	
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In re	:	Chapter 11
	:	
GOLF TOWN USA HOLDINGS INC.	:	Case No. 16-12036 (LSS)
	:	
Debtor.	:	
-----	X	
In re	:	Chapter 11
	:	
GOLF TOWN USA, LLC	:	Case No. 16-12037 (LSS)
	:	
Debtor.	:	
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In re : **Chapter 11**
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GOLFSMITH 2 GP, L.L.C. : **Case No. 16-12038 (LSS)**
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Debtor. :
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----- X
In re : **Chapter 11**
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GOLFSMITH EUROPE, L.L.C. : **Case No. 16-12039 (LSS)**
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Debtor. :
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----- X
In re : **Chapter 11**
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GOLFSMITH INCENTIVE : **Case No. 16-12040 (CSS)**
SERVICES, L.L.C. :
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Debtor. :
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----- X

----- X
In re : **Chapter 11**
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GOLFSMITH INTERNATIONAL, INC. : **Case No. 16-12041 (LSS)**
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Debtor. :
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----- X

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In re : **Chapter 11**
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GOLFSMITH INTERNATIONAL, L.P. : **Case No. 16-12042 (LSS)**
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Debtor. :
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cases, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their respective estates and creditors; and the Court having entered the *Order Approving (I) Form of Order Pursuant to Sections 105(a), 305(a) and 1112(b) of the Bankruptcy Code and Bankruptcy Rule 1017 Authorizing Dismissal of the Debtors Cases and (II) Procedures for Submission of Such Order Under Certification of Counsel* [Docket No. 1246] (the “**Dismissal Authorization Order**”); and the Debtors having filed the Certification which certified that all preconditions to dismissal have been completed and Administrative Expenses have been paid, resolved, or otherwise settled; and after due deliberation and sufficient cause appearing therefor:

1. The Motion is granted to the extent set forth herein.
2. Pursuant to sections 105(a), 305(a) and 1112(b) of the Bankruptcy Code and Bankruptcy Rule 1017, the chapter 11 cases of Golfsmith International Holdings, Inc., Case No. 16-12033 (LSS); GMAC Holdings, LLC, Case No. 16-12034 (LSS); Golf Town USA Holdco Limited, Case No. 16-12035 (LSS); Golf Town USA Holdings, Inc., Case No. 16-12036 (LSS); Golf Town USA, LLC, Case No. 16-12037 (LSS); Golfsmith 2 GP, L.L.C., Case No. 16-

12038 (LSS); Golfsmith Europe, L.L.C., Case No. 16-12039 (LSS); Golfsmith Incentive Services, L.L.C., Case No. 16-12040 (LSS); Golfsmith International, Inc., Case No. 16-12041 (LSS); Golfsmith International, L.P., Case No. 16-12042 (LSS); Golfsmith Licensing, L.L.C., Case No. 16-12043 (LSS); Golfsmith NU, L.L.C., Case No. 16-12044 (LSS); and Golfsmith USA, L.L.C., Case No. 16-12045 (LSS) are hereby dismissed.

3. Effective and binding on each Releasing Party (as defined herein) upon entry of this Order, the Company Parties, each of the Company Parties' respective estates (to the extent applicable), the Creditors' Committee, the Second Lien Trustee, the Second Lien Parties, the Creditor Releasing Parties,² and each of the afore-mentioned party's respective past, present, and future officers, members, directors, employees, controlling stockholders, partners, agents, brokers, contractors, servants, affiliates, subsidiaries, parents, departments, divisions, insurers, attorneys, advisors, predecessors, successors, and assigns (collectively, the "**Releasing Parties**"), grant a full, complete, and unconditional release of each other Releasing Party, from any and all claims or counterclaims, causes of action, remedies, damages, liabilities, debts, suits, demands, actions, costs, expenses, fees, controversies, set-offs, third-party actions, or proceedings relating in any way to, or arising from any transaction with or in connection to, the Company Parties or their estates of whatever kind or nature, whether at law, equity, administrative, arbitration, or otherwise, whether known or unknown, foreseen or unforeseen, accrued or unaccrued, suspected or unsuspected, which any such Releasing Party may have, or has ever had, against any and each of the other Releasing Parties, without exception or limitation, including, without limitation, any

² The defined term "Creditor Releasing Parties" includes each holder of a Stub Rent Claim that is paid after the date of filing of the Motion (*i.e.*, December 22, 2017) and enters into a stipulation with the Debtors regarding the allowance of its Stub Rent Claim (each, a "**Landlord Stipulation**") and each holder of a 503(b)(9) Claim that is allowed pursuant to the 503(b)(9) Procedures by, among other things, entering into a Settlement Agreement (as defined in the 503(b)(9) Procedures Motion) (together with a "**Landlord Stipulation**," each a "**Stipulation**"); provided, however, that to the extent that a Stipulation modifies the scope of the release set forth in paragraph 3 of

and all claims based on any avoidance or other powers afforded any such Releasing Party under the Bankruptcy Code, except for each Releasing Party's obligations under this Order, the Dismissal Authorization Order, the 503(b)(9) Procedures Order, and/or a Stipulation.

4. Upon entry of this Order, each Debtor is authorized and empowered to take all reasonably necessary steps to dissolve and/or terminate under applicable state law without the requirement of obtaining board, stockholder or equivalent approval. To the extent that any such Debtor has become forfeited or void, such Debtor is authorized to be revived under applicable state law without the requirement of obtaining board, stockholder or equivalent approval in order to allow such Debtor to dissolve and/or terminate under applicable state law. Any officer or director of the Debtors (or, if there are no officers or directors of such Debtor, the Representative (as defined below)) is authorized to execute and file all necessary documents (including franchise tax reports, certificates of dissolution or certificates of cancellation) and take all such actions as may be necessary or appropriate to effectuate the revival, dissolution and/or termination of the Debtors under applicable law. Any officer or director of a Debtor (or, if there are no officers or directors of such Debtor, the Representative) is authorized to take any action, including, without limitation, voting securities or executing written consents and executing agreements of dissolutions, relating to the dissolution of any subsidiary of such Debtor that is subject to the terms of this Order. Brian E. Cejka is hereby appointed as the representative of each Debtor (the "**Representative**") and, in such capacity, is authorized to act on behalf of each Debtor in order to give effect to the provisions of this paragraph 4 of this Order, including, without limitation, acting on behalf of any Debtor (including the execution of any document, instrument or contract) necessary to transfer any assets of the Debtor or to make provisions for

this Order, the release provided in such Stipulation shall control.

any liabilities of the Debtor (in each case, in accordance with this Order). The power and authority of the Representative shall continue through the winding-up period of any Debtor.

5. Upon entry of an Order dismissing all of the Debtors' cases, Prime Clerk shall be relieved of its responsibilities as the Debtors' claims and noticing agent in the chapter 11 cases. In accordance with Local Rule 2002-1(f)(ix), within fourteen (14) days of entry of such Order, Prime Clerk shall (a) forward to the Clerk of the Court an electronic version of all imaged claims, (b) upload the creditor mailing list into CM/ECF, (c) docket a combined final claims register containing claims against each Debtor, and (d) box and transport all original claims to the Philadelphia Federal Records Center, 14700 Townsend Road, Philadelphia, Pennsylvania 19154 and docket a completed SF-135 Form indicating the accession and location numbers of the archived claims.


6. Notwithstanding section 349 of the Bankruptcy Code, prior orders of this Court, including the Dismissal Authorization Order and the ability of the Debtors to dissolve immediately prior to, upon, or after dismissal pursuant thereto, shall survive dismissal of these chapter 11 cases.

7. To the extent applicable, Rule 6004(h) of the Bankruptcy Rules is waived, and this Order shall be effective and enforceable immediately upon entry.

8. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

9. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order and any other order of this Court entered in these chapter 11 cases.

Dated: June 6, 2018
Wilmington, Delaware



THE HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE