

B1 (Official Form 1) (04/13)

UNITED STATES BANKRUPTCY COURT District of Delaware				VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): <b>City Sports, Inc.</b>			Name of Joint Debtor (Spouse) (Last, First, Middle): <b>N/A</b>		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): <b>N/A</b>		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>04-2806205</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>N/A</b>		
Street Address of Debtor (No. and Street, City, and State): <b>77 N. Washington Street Boston MA</b> <div style="text-align: right;">ZIP CODE <b>02114</b></div>			Street Address of Joint Debtor (No. and Street, City, and State): <b>N/A</b> <div style="text-align: right;">ZIP CODE <b>N/A</b></div>		
County of Residence or of the Principal Place of Business: <b>Suffolk County</b>			County of Residence or of the Principal Place of Business: <b>N/A</b>		
Mailing Address of Debtor (if different from street address): <b>N/A</b> <div style="text-align: right;">ZIP CODE <b>N/A</b></div>			Mailing Address of Joint Debtor (if different from street address): <b>N/A</b> <div style="text-align: right;">ZIP CODE <b>N/A</b></div>		
Location of Principal Assets of Business Debtor (if different from street address above): <b>N/A</b> <div style="text-align: right;">ZIP CODE <b>N/A</b></div>					
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). <hr/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

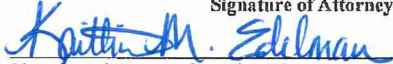
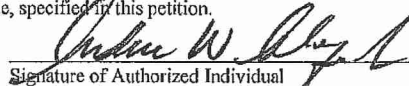
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>City Sports, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>City Sports-DC, LLC</b>	Case Number: <b>Pending</b>	Date Filed: <b>10/05/2015</b>	
District: <b>District of Delaware</b>	Relationship: <b>Affiliate</b>	Judge: <b>Pending</b>	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____          Signature of Attorney for Debtor(s) (Date)</p>	
<p style="text-align: center;"><b>Exhibit C</b></p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<p style="text-align: center;"><b>Exhibit D</b></p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>			
<p style="text-align: center;"><b>Information Regarding the Debtor - Venue</b>          (Check any applicable box.)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, 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.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<p style="text-align: center;"><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b>          (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>	<b>Name of Debtor(s):</b> City Sports, Inc.
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X  Signature of Attorney for Debtor(s) Gregg Galardi Kaitlin M. Edelman Printed Name of Attorney for Debtor(s) DLA Piper LLP (US) Firm Name 1201 North Market Street, Suite 2100 Wilmington, Delaware 19801 Address (302) 468-5700 Telephone Number 10/05/2015 Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  Signature of Authorized Individual Andrew W. Almquist Printed Name of Authorized Individual Senior Vice President - Chief Financial Officer Title of Authorized Individual 10/05/2015 Date</p>	

**CITY SPORTS, INC.**

**BOARD OF DIRECTORS' RESOLUTIONS**

**DULY ADOPTED AT A MEETING OF THE BOARD OF DIRECTORS HELD ON  
OCTOBER 4, 2015**

The Board of Directors (the "Board of Directors") of City Sports, Inc., a Delaware corporation (the "Company"), held a meeting on the date hereof. In attendance at the meeting (either in person or via telephone) were all the members of the Board of Directors, constituting a quorum.

**WHEREAS**, the meeting was called to order for the purpose, among others, of discussing the Company's current circumstances regarding financial liquidity and authorizing the Company's filing of a petition (a "Petition") seeking relief under the provisions of Chapter 11 of title 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code"); and

**WHEREAS**, after discussion and review of the current circumstances regarding the financial liquidity of the Company with the Company's executive officers and financial and legal advisors and after evaluating and considering the information provided by and the recommendations of the Company's executive officers and financial and legal advisors, the following resolutions, among others, were duly made and seconded and unanimously adopted by the Board of Directors.

**NOW, THEREFORE, BE IT**

**RESOLVED**, that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Company and its creditors, members and other interested parties that the Company file a Petition; and

**FURTHER RESOLVED**, that Martin Hanaka, President and Chief Executive Officer, Andrew W. Almquist, Senior Vice President and Chief Financial Officer of the Company, or such other person as the Board of Directors will designate (each, an "Authorized Officer") is authorized and instructed to cause preparation of an appropriate voluntary Petition as determined by him under Chapter 11 of the Bankruptcy Code on behalf of the Company; and

**FURTHER RESOLVED**, the Authorized Officer is hereby authorized, on behalf of and in the name of the Company, to execute the Petition in such form as such Authorized Officer deems appropriate and that, upon such execution, the Authorized Officer is hereby authorized to cause the Company to file the petition with the United States Bankruptcy Court for the District of Delaware to commence a case (a "Bankruptcy Case") under Chapter 11 of the Bankruptcy Code on or as soon after October 4, 2015 as is reasonably practicable; and

**FURTHER RESOLVED**, the Authorized Officer is hereby authorized to sign the written consent to authorize the commencement of a Bankruptcy Case of the Company's wholly

owned subsidiary, City Sports-DC, LLC on or as soon after October 4, 2015 as is reasonably practicable; and

**FURTHER RESOLVED**, that the Authorized Officer, on terms consistent with those presented to the Board of Directors, is hereby authorized and instructed to make such arrangements as he deems necessary or proper for the Company to use existing cash collateral or to borrow additional funds, either as a debtor in possession under Chapter 11 of the Bankruptcy Code or otherwise, and that the Authorized Officer is hereby authorized and instructed, on behalf of and in the name of the Company, to negotiate and agree with potential lenders as to the terms and amounts of any such cash collateral use or further borrowings and to grant such security interests in, or liens on the assets of the Company, and to execute and deliver appropriate agreements for such use of postpetition financing in connection with the Bankruptcy Case, including the granting of liens to any such lender(s) to such agreement(s), and to take such additional action and execute and deliver such other agreements, instruments, or documents proposed to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any such officer, in his sole discretion, may deem necessary or proper in connection with such further borrowings; and

**FURTHER RESOLVED**, that the Authorized Officer, on terms consistent with those presented to the Board Directors, is authorized to execute and file (or direct others to do so on behalf of the Company as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, including the first day pleadings as described to the Board, and in connection therewith, to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action that he deems necessary and proper in connection with the Bankruptcy Case; and

**FURTHER RESOLVED**, that the law firm of DLA Piper LLP (US) shall be retained as bankruptcy counsel under section 327(a) of the Bankruptcy Code for the Company in the Bankruptcy Case in accordance with the terms of the engagement letter, and the Authorized Officer is hereby authorized and directed to execute retention agreements, pay retainers prior to and immediately upon the filing of the Bankruptcy Case, and cause to be filed an application for authority to retain the services of DLA Piper LLP (US) during the Bankruptcy Case; and

**FURTHER RESOLVED**, that the advisory firm, FTI Consulting, Inc., shall continue to be, and hereby is, engaged to provide financial, restructuring, advisory and communications services for the Company in the Bankruptcy Case in accordance with terms of the engagement letter, and the Authorized Officer is hereby authorized and directed to execute retention agreements, pay retainers prior to and immediately upon the filing of the Bankruptcy Case, and cause to be filed an application for authority to retain the services of FTI Consulting, Inc. during the Bankruptcy Case; and

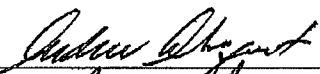
**FURTHER RESOLVED**, that the Authorized Officer is authorized and directed, in the name of and on behalf of the Company, under the Company's corporate seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Company, to take or cause to be

taken any and all other actions, and to incur all such fees and expenses as such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete a Bankruptcy Case, the taking of any such action or execution of any such documents and/or agreements to constitute conclusive evidence and the exercise of such discretionary authority; and

**FURTHER RESOLVED**, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief under Chapter 11 of the Bankruptcy Code or in connection with the Bankruptcy Case, 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

**FURTHER RESOLVED**, that each member of the Board of Directors hereby waives any and all irregularities of notice, with respect to the time and place of meeting, and consents to the transaction of all business represented by these meeting minutes.

**IN WITNESS WHEREOF**, the undersigned has executed these Minutes of a Meeting of the Board of Directors as of the date first above written.

By:   
Name: Andrew Bergant  
Title: CEO

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

In re:

CITY SPORTS, INC.,

Debtor.

Chapter 11

Case No. 15- \_\_\_\_\_ ( )

(Joint Administration Requested)

**CONSOLIDATED LIST OF CREDITORS HOLDING  
THE THIRTY LARGEST UNSECURED CLAIMS**

The debtor in this chapter 11 case and its affiliate (together, the “Debtors”) each filed a petition in this Court on October 5, 2015, for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is a consolidated list of the Debtors’ thirty largest unsecured creditors (the “Top 30 List”), based on the Debtors’ books and records as of the Petition Date. The Top 30 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 30 List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The information presented in the Top 30 List shall not constitute an admission by, nor is it binding on, the Debtors. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of any such claim.

(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (if secured also state value of security)
(1) Nike USA, Inc. Attn: Karen Lord One Bowerman Dr Beaverton, OR 97005	Nike USA, Inc. Attn: Karen Lord One Bowerman Dr Beaverton, OR 97005 Tel: 800-521-6453 Fax: 866-639-0760 Email: Karen.Lord@nike.com	Trade		\$ 1,267,231.00
(2) Under Armour Performance App. Attn: Ashley Robinson PO Box 791022 Baltimore, MD 21279	Under Armour Performance App. Attn: Ashley Robinson PO Box 791022 Baltimore, MD 21279 Tel: 410-468-2512 Fax: 410-246-5921 Email: arobinson1@underarmour.com	Trade		\$ 1,036,531.76

(3) Asics America Corporation Attn: Craig Lindsey 16275 Laguna Canyon Rd Irvine, CA 92618	Asics America Corporation Attn: Craig Lindsey 16275 Laguna Canyon Rd Irvine, CA 92618 Tel: 800-333-8404 Fax: 949-453-0321 Email: craig.lindsay@asics.com	Trade		\$ 1,030,773.46
(4) Patagonia, Inc. Attn: Jeff Tedmori PO Box 51352 Los Angeles, CA 90051	Patagonia, Inc. Attn: Jeff Tedmori PO Box 51352 Los Angeles, CA 90051 Tel: 805-643-8616 Fax: 805-643-5108 Email: Jeff.Tedmori@patagonia.com	Trade		\$ 1,009,202.00
(5) The North Face Attn: Carrie Samson 2013 Farallon Dr. San Leandro, CA 94577	The North Face Attn: Carrie Samson 2013 Farallon Dr. San Leandro, CA 94577 Tel: 510-618-3500 Fax: 920-831-7765 Email: Carrie_Samson@vfc.com	Trade		\$ 968,300.80
(6) Brooks Sports Inc Attn: Tracy White 19820 North Creek Pkwy, Suite 2000 Bothell, WA 98011	Brooks Sports Inc. Attn: Tracy White 19820 North Creek Pkwy, Suite 2000 Bothell, WA 98011 Tel: 206-858-5610 Fax: 206-858-5401 Email: tracy.white@brooksrrunning.com	Trade		\$ 605,095.11
(7) adidas America, Inc. Attn: Lynne Seahey P.O. Box 100384 Atlanta, GA 30384	adidas America, Inc. Attn: Lynne Seahey P.O. Box 100384 Atlanta, GA 30384 Tel: 800-423-4327 Fax: 864-587-3518 Email: Lynne.Seay@adidas-Group.com	Trade		\$ 482,790.99
(8) New Balance Attn: Linda Corbin Brighton Landing 20 Guest Street Boston, MA 02135	New Balance Attn: Linda Corbin Brighton Landing 20 Guest Street Boston, MA 02135 Tel: 617-746-2294 Fax: 617-746-6294 Email: Linda.Corbin@newbalance.com	Trade		\$ 438,732.70
(9) Encore Construction, Inc. Attn: John Klakamp 2014 Renard Court Suite J Annapolis, MD 21401	Encore Construction, Inc. Attn: John Klakamp 2014 Renard Court Suite J Annapolis, MD 21401 Tel: 410-573-5050 Fax: 410-573-5070 Email: csutherland@encoreconstruction.net	Trade		\$ 286,921.10



(10) Les Etoiles Attn: Betty Lam 2633 Kaslo Street Vancouver, BC V5M 3G9 Canada	Les Etoiles Attn: Betty Lam 2633 Kaslo Street Vancouver, BC V5M 3G9 Canada Tel: 604-708-8801 Fax: 604-708-8803 Email: betty_lam@telus.net	Trade		\$ 286,361.57
(11) Saucony Inc. Attn: Christopher Tosches c/o Wolverine Worldwide 25759 Network Place Chicago, IL 60673	Saucony Inc. Attn: Christopher Tosches c/o Wolverine Worldwide 25759 Network Place Chicago, IL 60673 Tel: 617-824-6654 Fax: 617-616-6654 Email: Christopher.Tosches@wwwinc.com	Trade		\$ 252,349.74
(12) 50 Broadway Realty Corp Attn: Drew O'Connor Cassidy Turley PO Box 8000 Dept 179 Buffalo, NY 14267	50 Broadway Realty Corp Attn: Drew O'Connor Cassidy Turley PO Box 8000 Dept 179 Buffalo, NY 14267 Tel: 212-954-0944 Fax: 212-758-6190 Email: Drew.O'Connor@cassidyturley.com	Rent		\$ 218,745.36
(13) ChillyBear Attn: Ted Pidcock 6 Brook Rd Needham, MA 02494	ChillyBear Attn: Ted Pidcock 6 Brook Rd Needham, MA 02494 Tel: 508-304-1905 Fax: 781-455-9083 Email: ted@chillybears.com	Trade		\$ 174,090.80
(14) Warnaco Swimwear, Inc. Attn: Laura Delgiorno PO Box 890337 Charlotte, NC 28289	Warnaco Swimwear, Inc. Attn: Laura Delgiorno PO Box 890337 Charlotte, NC 28289 Tel: 908-698-6145 Fax: 908-698-8146 Email: LauraDelgiorno@pvh.com	Trade		\$ 162,687.90
(15) Moving Comfort Attn: Tracy White PO Box 94193 Seattle, WA 98124	Moving Comfort Attn: Tracy White PO Box 94193 Seattle, WA 98124 Tel: 206-858-5610 Fax: 206-858-5401 Email: tracy.white@brooksrrunning.com	Trade		\$ 162,507.14
(16) Mizuno Sports, Inc. Attn: Dominique Miller PO Box 644742 Pittsburgh, PA 15264	Mizuno Sports, Inc. Attn: Dominique Miller PO Box 644742 Pittsburgh, PA 15264 Tel: 800-390-7888 ext. 7975 Fax: 770-734-2270 Email: Dominique.Miller@mizunousa.com	Trade		\$ 162,405.55

(17) Go Pro, Inc. Attn: Sal Tejada 26740 Network Place Chicago, IL 60673	Go Pro, Inc. Attn: Sal Tejada 26740 Network Place Chicago, IL 60673 Tel: 650-332-7600 Fax: 415-592-1609 Email: stejada@gopro.com	Trade		\$ 160,410.50
(18) Wynyit Distribution LLC Attn: Stacy Barber 2662 Solution Center Chicago, IL 60677	Wynyit Distribution LLC Attn: Stacy Barber 2662 Solution Center Chicago, IL 60677 Tel: 315-437-7617 ext. 2276 Fax: 315-431-9535 Email: sbarber@wynit.com	Trade		\$ 136,869.82
(19) Converse Attn: Carol Evans 160 N. Washington Street Boston, MA 02114	Converse Attn: Carol Evans 160 N. Washington Street Boston, MA 02114 Tel: 617-377-0778 Fax: 800-222-4306 Email: carol.evans@converse.com	Trade		\$ 134,178.69
(20) Wilson Sporting Good Company Attn: Cathy Powers 8750 W. Bryn Mawr Ave Chicago, IL 60631	Wilson Sporting Good Company Attn: Cathy Powers 8750 W. Bryn Mawr Ave Chicago, IL 60631 Tel: 773-714-6674 ext. 6803 Fax: 773-442-0463 Email: catherine.powers@wilson.com	Trade		\$ 130,389.13
(21) Reebok Attn: Rachel Dill 1895 JW Foster Boulevard Canton, MA 02021	Reebok Attn: Rachel Dill 1895 JW Foster Boulevard Canton, MA 02021 Tel: 800-228-7867 Fax: 864-587-3518 Email: rachel.dill@adidas-group.com	Trade		\$ 124,928.10
(22) Chestnut Hill Shopping Center Attn: Robert Mooney P.O. Box 847969 Boston, MA 02284	Chestnut Hill Shopping Center Attn: Robert Mooney P.O. Box 847969 Boston, MA 02284 Tel: 617-232-8900 Fax: 617-734-4661 Email: Robert.Mooney@wsdevelopment.com	Rent		\$ 124,463.66
(23) TYR Sport Inc. Attn: Sarah Patton 1790 Apollo Court Seal Beach, CA 90740	TYR Sport Inc. Attn: Sarah Patton 1790 Apollo Court Seal Beach, CA 90740 Tel: 800-252-7878 ext. 2505 Fax: 714-897-6420 Email: spatton@tyr.com	Trade		\$121,438.39

(24) Babolat Attn: Tammy Ellison 1775 Cherry St Suite 100 Louisville, CO 80027	Babolat Attn: Tammy Ellison 1775 Cherry St Suite 100 Louisville, CO 80027 Tel: 720-542-6327 Fax: 303-444-2088 Email: tellison@babolat.com	Trade		\$ 117,433.50
(25) Centre Manhassat, LLC Attn: Jean Sheridan c/o Villadom Corp 536 Middle Neck Rd 2nd Floor Great Neck, NY 10023	Centre Manhassat, LLC Attn: Jean Sheridan c/o Villadom Corp 536 Middle Neck Rd 2nd Floor Great Neck, NY 10023 Tel: 516-482-8700 Fax: 516-482-8736 Email: jeans@villadomcorp.com	Rent		\$ 93,654.29
(26) Federal Real Estate Investment Trust Attn: Craig Ridgley Pike and Rose Lockbox 8500 Philadelphia, PA 19178-9320	Federal Real Estate Investment Trust Attn: Craig Ridgley Pike and Rose Lockbox 8500 Philadelphia, PA 19178-9320 Tel: 301-998-8187 Fax: 301-998-3702 Email: CRidgley@federalrealty.com	Rent		\$ 87,389.38
(27) Smith Optics Attn: Jenny Femling 280 Northwood Way Box 2999 Ketchum, ID 83340	Smith Optics Attn: Jenny Femling 280 Northwood Way Box 2999 Ketchum, ID 83340 Tel: 208-726-4477 ext. 6513 Fax: 208-726-9584 Email: Jenny.Femling@smithoptics.com	Trade		\$ 86,855.59
(28) Nathan Sports Attn: Morene Freedman 2009 Elmwood Ave, Suite 101 Sharon Hill, PA 19079	Nathan Sports Attn: Morene Freedman 2009 Elmwood Ave, Suite 101 Sharon Hill, PA 19079 Tel: 800-523-2844 ext. 8822 Fax: 610-534-4386 Email: mfreedman@nathansports.com	Trade		\$ 83,084.30
(29) GO Fit Attn: Heather Carr 12929 E. Apache Tulsa, OK 74116	GO Fit Attn: Heather Carr 12929 E. Apache Tulsa, OK 74116 Tel: 918-834-6200 Fax: 918-834-6203 Email: accounting@gofit.net	Trade		\$ 77,504.31
(30) Alternative Apparel Attn: Kelly Heinrich 1650 Indian Brook Way Norcross, GA 30093	Alternative Apparel Attn: Kelly Heinrich 1650 Indian Brook Way Norcross, GA 30093 Tel: 678-924-5220 Fax: 888-481-1216 Email: Kheinrich@alternativeapparel.com	Trade		\$ 72,129.50

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

CITY SPORTS, INC.,

Debtor.

Chapter 11


Case No. 15- \_\_\_\_ ( )

(Joint Administration Requested)

**DECLARATION CONCERNING THE DEBTOR'S CONSOLIDATED LIST  
OF CREDITORS HOLDING THE THIRTY LARGEST UNSECURED CLAIMS**

I, Andrew W. Almquist, the Chief Financial Officer of City Sports, Inc., a Delaware corporation and the entity named as debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the List of Creditors Holding the Thirty Largest Unsecured Claims submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: October 5, 2015

  
Name: Andrew W. Almquist  
Title: Senior Vice President  
Chief Financial Officer

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

In re:

CITY SPORTS, INC.,

Debtor.

Chapter 11

Case No. 15- \_\_\_\_\_ ( )

(Joint Administration Requested)

**LIST OF EQUITY SECURITY HOLDERS**

<b><u>Name and Last Known Address or Place of Business of Holder</u></b>	<b><u>Security Class</u></b>	<b><u>Number of Securities/ Kind of Interest</u></b>
Highland Consumer Fund I Limited Partnership c/o Highland Capital Partners 92 Hayden Avenue Lexington, MA 02421 Attention: Patrick Cammarata	Preferred	12,256,480 Series D Convertible Preferred Stock  3,573,517 Series D1 Convertible Preferred Stock
Highland Consumer Fund I-B Limited Partnership c/o Highland Capital Partners 92 Hayden Avenue Lexington, MA 02421 Attention: Patrick Cammarata	Preferred	2,614,990 Series D Convertible Preferred Stock  762,431 Series D1 Convertible Preferred Stock
Highland Consumer Entrepreneurs Fund I Limited Partnership c/o Highland Capital Partners 92 Hayden Avenue Lexington, MA 02421 Attention: Patrick Cammarata	Preferred	393,070 Series D Convertible Preferred Stock  114,600 Series D1 Convertible Preferred Stock
Marnichan 2003 Tribeca Trust	Preferred	413,850 Series D Convertible Preferred Stock
RoAnn Costin 125 High Street, 11th Floor Boston, MA 02110	Preferred	549,449 Series D1 Convertible Preferred Stock
Alex Alimenstianu 27 Lincoln Street Larchmont, NY 10538	Preferred	109,890 Series D1 Convertible Preferred Stock
Matt Levin c/o Bain Capital 111 Huntington Ave., 35th Floor Boston, MA 02199	Preferred	137,363 Series D1 Convertible Preferred Stock
Peter and Carolyn Lynch The Lynch Family Office c/o Fidelity Investments 82 Devonshire Street, S4A Boston, MA 02109	Preferred	46,154 Series D1 Convertible Preferred Stock
The Lynch Foundation u/a 7/14/88 The Lynch Family Office c/o Fidelity Investments	Preferred	46,154 Series D-1 Convertible Preferred Stock

82 Devonshire Street, S4A Boston, MA 02109		
Peter S. and Carolyn A. Lynch Charitable Lead Annuity Trust The Lynch Family Office c/o Fidelity Investments 82 Devonshire Street, S4A Boston, MA 02109	Preferred	46,153 Series D-1 Convertible Preferred Stock
CS Investment Partners, LLC c/o Michael E. Hooley, Jr. 1777 SE 10th Street Fort Lauderdale, FL 33316	Preferred	618,131 Series D1 Convertible Preferred Stock
Marnichan 2003 Tribeca Trust c/o Martin Hananka 1627 S.E. 7th Street Fort Lauderdale, FL 33316	Preferred	357,140 Series D1 Convertible Preferred Stock
Edward Albertian 17 Pendulum Pass Hopkinton, MA 01748	Preferred	27,471 Series D1 Convertible Preferred Stock
Michael Kennedy 19/52 Beeston Street Teneriffe, Queensland 4006 Australia	Preferred	732,230 Series E Convertible Preferred Stock
Kathleen Callan 87 Ridge Road Concord, MA 01742	Preferred	732,230 Series E Convertible Preferred Stock
Phillip C. Drews 82 Bartholomew Street Peabody, MA 01960	Common Stock	3,750 Common
Robert S. Wittmann 260 Cushing Street Hingham, MA 02043	Common	10,000 Common
Sean Scales 10 Donnas Way Newbury, MA 01951	Common	236,180 Common
Dylan Bruntl 46 Center Street New Paltz, NY 12561	Common	5,000 Common
Susan Rogato 4 Ice Pond Drive Rowley, MA 01969	Common	6,250 Common
Gregory McEachern 11 Ladd Street Unit 3 Watertown, MA 02472	Common	17,188 Common
Stella Quatrano 411 Prospect Street East Longmeadow, MA 01028	Common	875 Common
Brian Trask 1 Hilltop Ter Woburn, MA 01801-3629	Common	11,250 Common
Herbert Mines 375 Park Avenue New York, NY 10152	Common	33,683 Common

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

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Chapter 11

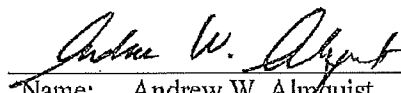
Case No. 15- \_\_\_\_\_ ( )

(Joint Administration Requested)

DECLARATION CONCERNING THE DEBTOR'S  
LIST OF EQUITY SECURITY HOLDERS

I, Andrew W. Almquist, the Chief Financial Officer of City Sports, Inc., a Delaware corporation and the entity named as debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the List of Equity Security Holders submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: October 5, 2015

  
Name: Andrew W. Almquist  
Title: Senior Vice President  
Chief Financial Officer

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

In re:

CITY SPORTS, INC.,

Debtor.

Chapter 11

Case No. 15- \_\_\_\_\_ ( )

(Joint Administration Requested)

**STATEMENT PURSUANT TO FEDERAL RULE  
OF BANKRUPTCY PROCEDURE 1007(a)(1)**

For its Statement Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), City Sports, Inc. (the “Debtor”) respectfully represents that the following is a list of all corporations, other than governmental units, that directly or indirectly own 10% or more of any class of interests in the Debtor:

<b>Name and Address</b>	<b>Approximate Percentage of Interests Held</b>
Highland Consumer Fund I-B Limited Partnership c/o Highland Capital Partners 92 Hayden Avenue Lexington, MA 02421	14.33%
Highland Consumer Fund I Limited Partnership c/o Highland Capital Partners 92 Hayden Avenue Lexington, MA 02421	67.17%



UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

CITY SPORTS, INC.,

Debtor.

Chapter 11

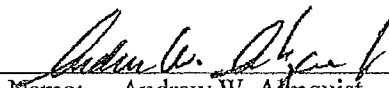
Case No. 15- \_\_\_\_\_ ( )

(Joint Administration Requested)

**DECLARATION CONCERNING THE STATEMENT PURSUANT TO  
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(a)(1)**

I, Andrew W. Almquist, the Chief Financial Officer of City Sports, Inc., a Delaware corporation and the entity named as debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the Statement Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1) submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: October 5, 2015

  
Name: Andrew W. Almquist  
Title: Senior Vice President  
Chief Financial Officer