

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

In re:	)	
	)	Chapter 11
	)	
SEQUENTIAL BRANDS GROUP, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 21-11194 (JTD)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	
	)	Ref. Docket Nos. 381, 381, 392
	)	
	)	

**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT, (II) ESTABLISHMENT OF VOTING RECORD DATE, (III) HEARING ON CONFIRMATION OF PLAN AND PROCEDURES AND DEADLINE FOR OBJECTING TO CONFIRMATION OF PLAN, AND (IV) PROCEDURES AND DEADLINE FOR VOTING ON PLAN**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. **Approval of the Disclosure Statement.** By order dated January 7, 2022 (the “Disclosure Statement Order”), the United States Bankruptcy Court for the District of Delaware (the “Court”), having jurisdiction over the above-captioned chapter 11 cases of Sequential Brands Group, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), approved the *First Amended Disclosure Statement for Joint Plan of Liquidation of Sequential Brands Group, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code Submitted by the Debtors*, dated as of January 3, 2022 [Docket No. 381] (together with all exhibits thereto, and as it may be amended, modified or supplemented, the “Disclosure Statement”) as containing adequate information within the meaning of section 1125 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), and authorized the Debtors to solicit votes to accept or reject the *First Amended Joint Plan of Liquidation of Sequential Brands Group, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*, dated as of January 3, 2022 [Docket No. 380] (together with all exhibits thereto, including, without limitation, the Plan Supplement, and as it may be amended, modified or supplemented, the “Plan”),<sup>2</sup> annexed as Exhibit A to the Disclosure Statement.

2. **Deadline for Voting on the Plan.** By the Disclosure Statement Order, the Court established **February 15, 2022 at 4:00 p.m. (Eastern Time)** (the “Voting Deadline”) as the deadline by which ballots accepting or rejecting the Plan must be received. Only holders of Claims in Class 3 under the Plan are entitled to vote on the Plan and will receive ballots for casting such votes. To be counted, ballots must be properly executed, completed, and actually received by the Claims and Balloting Agent before the Voting Deadline. No ballots will be accepted by e-mail or facsimile. Holders of Unimpaired

<sup>1</sup> The Debtors, along with the last four digits of each Debtor’s tax identification number, are: Sequential Brands Group, Inc. (2789), SQBG, Inc. (9546), Sequential Licensing, Inc. (7108), William Rast Licensing, LLC (4304), Heeling Sports Limited (0479), Brand Matter, LLC (1258), SBG FM, LLC (8013), Galaxy Brands LLC (9583), The Basketball Marketing Company, Inc. (7003), American Sporting Goods Corporation (1696), LNT Brands LLC (3923), Joe’s Holdings LLC (3085), Gaiam Brand Holdco, LLC (1581), Gaiam Americas, Inc. (8894), SBG-Gaiam Holdings, LLC (8923), SBG Universe Brands, LLC (4322), and GBT Promotions LLC (7003). The Debtors’ corporate headquarters and the mailing address for each Debtor is 105 E. 34th Street, #249, New York, NY 10016.

<sup>2</sup> All capitalized terms used but not otherwise defined herein shall have the meaning provided to them in the Plan.



Claims under the Plan (Classes 1 and 2) and Classes that are deemed to reject the Plan (Classes 4-8) are not entitled to vote on the Plan and, therefore, will receive a Notice of Non-Voting Status rather than a ballot.

3. **Confirmation Hearing.** A hearing (the “Confirmation Hearing”) will be held before the Honorable John T. Dorsey, United States Bankruptcy Judge, on **February 22, 2022 at 1:00 p.m. (Eastern Time)**, in Courtroom 5 of the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 5th Floor, Wilmington, Delaware 19801 (or telephonically or via videoconference, as the Bankruptcy Court may direct), to consider confirmation of the Plan, and for such other and further relief as may be just or proper. The Confirmation Hearing may be continued by the Debtors from time to time without further notice to Holders of Claims or Interests or other parties in interest other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing or on the applicable hearing agenda or a notice filed with the Court. The Plan may be modified in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Plan and other applicable law, without further notice, prior to or as a result of the Confirmation Hearing. If the Court enters an order confirming the Plan, section 1141 of the Bankruptcy Code shall become applicable with respect to the Plan and the Plan shall be binding on all parties to the fullest extent permitted by the Bankruptcy Code.

4. **Deadline for Objections to Confirmation of the Plan.** Objections, if any, to confirmation of the Plan, must (a) be in writing; (b) state the name, address, and nature of the Claim or Interest of the objecting or responding party; (c) state with particularity the legal and factual basis and nature of any objection or response; and (d) be filed with the Court, and served on the following parties so as to be actually received, **no later than 4:00 p.m. (Eastern Time) on February 15, 2022**: counsel to the Debtors, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York 10166, Attn: Scott J. Greenberg, Esq., Joshua K. Brody, Esq., and Jason Zachary Goldstein, Esq., and Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17<sup>th</sup> Floor, P.O. Box 8705, Wilmington, DE 19899, Attn: Laura Davis Jones, Esq. and Timothy P. Cairns, Esq., and Richard L. Schepacarter, Esq. Office of the United States Trustee, 844 N. King Street, Room 2207, Lockbox 35, Wilmington DE, 19801.

5. **RELEASE, INJUNCTION AND EXCULPATION PROVISIONS CONTAINED IN THE PLAN. ARTICLE VIII OF THE PLAN CONTAINS CERTAIN RELEASE, INJUNCTION AND EXCULPATION PROVISIONS. YOU ARE ADVISED TO CAREFULLY REVIEW THE PLAN, INCLUDING THESE PROVISIONS, AS YOUR RIGHTS MAY BE AFFECTED.**

*The releases in Article VIII.B.2 of the Plan (the “Releases”) bind the “Releasing Parties,” which the Plan defines as follows: “(i) the Debtors, (ii) the Estates, (iii) any Entity seeking to exercise the rights of the Estates, including, without limitation, any successor to the Debtors or any Estate representative appointed or selected pursuant to section 1123(b)(3) of the Bankruptcy Code, (iv) all Holders of Claims that (a) vote to accept this Plan and/or (b) are entitled to vote to accept or reject this Plan and that abstain from voting on this Plan or vote to reject this Plan but, in either case, do not “opt-out” of the releases set forth in Article VIII.B.2 of this Plan by checking the opt-out box on their respective Ballot and submitting the Ballot such that the Ballot is timely received and effective, and (v) the Released Parties.”*

*The Releases provide for, among other things, the following:*

*As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, the Released Parties will be deemed conclusively, absolutely, unconditionally, irrevocably, and forever released and discharged by the Releasing Parties, in each case, from and against all claims, obligations, suits, judgments, damages, demands, debts, rights, causes of action, and liabilities whether liquidated or unliquidated, direct, indirect or derivative, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, asserted or unasserted,*

*accrued or unaccrued, existing or hereinafter arising, whether in law or equity, whether sounding in tort or contract, whether arising under federal or state statutory or common law, or any other applicable international, foreign, or domestic law, rule, statute, regulation, treaty, right, duty, requirement or otherwise, based on or relating to, or in any manner arising from, in whole or in part, any act, omission, transaction, event, or other occurrence taking place on or prior to the Effective Date (including prior to the Petition Date) in any way relating to the Debtors, the Estates, the Debtors' capital structure, the Term B Credit Agreement and the other Term B Loan Documents, the Chapter 11 Cases, the Plan, the RSA, the Disclosure Statement, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Releasing Party and any Released Party, including, without limitation, the administration of Claims and Interests prior to or in the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the RSA, the Disclosure Statement, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in this Plan, the Debtors' in or out-of-court restructuring and recapitalization efforts, the restructuring of any Claim or Interest before or during the Chapter 11 Cases, the documents in the Plan Supplement, the Asset Purchase Agreements, the Bidding Procedures Order, the Sale Transactions, the Sale Order, the DIP Orders and the DIP Documents, and any related agreements, instruments, and other documents, and the negotiation, formulation, preparation, dissemination, filing, pursuit of consummation, or implementation thereof, the solicitation of votes with respect to this Plan, or any other act or omission or related agreements, instruments, or other documents, or any other act, omission, transaction, agreement, event, or other occurrence taking place before the Effective Date.*

*The Plan defines "Released Parties" as follows: "[E]ach of the following in its respective capacity as such: (i) the Debtors, (ii) the Term B Lenders, (iii) the Term B Agent, (iv) the DIP Lenders, (v) the DIP Agent, and (vi) with respect to each of the Entities in clauses (i) through (v), each such Entity's current and former Affiliates and subsidiaries and each such Entity's, Affiliate's, and subsidiary's respective current and former officers, directors, managers, principals, employees, agents, financial advisors, attorneys, accountants, investment bankers, consultants, representatives, and other professionals; provided that in each case, an Entity shall not be a Released Party if it timely "opts-out" of the releases set forth in Article VIII.B.2 of this Plan by checking the box on its respective Ballot."*

6. **Copies of Documents.** Copies of the Plan, the Disclosure Statement, and the Disclosure Statement Order are available for review by accessing <http://www.kccllc.net/sqbg>. In addition, copies of the Plan are available upon written request via first class mail to the Debtors' Claims and Balloting Agent at the Sequential Brands Group, Inc., *et al.* Balloting Center c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245 or by calling the Claims and Balloting Agent at (866) 556-7696 (U.S./Canada) or (781) 575-2048 (International), or emailing the Claims and Balloting Agent at SequentialBrandsInfo@KCCLLC.com.

Dated: January 12, 2022  
Wilmington, DE

**PACHULSKI STANG ZIEHL & JONES LLP**

/s/ Laura Davis Jones

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