

**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)
	)	

Hearing Date: September 28, 2022 at 3:00 p.m. (prevailing Eastern time)  
Objection Deadline: September 21, 2022 at 4:00 p.m. (prevailing Eastern time)

**LIQUIDATING TRUSTEE’S MOTION  
FOR ENTRY OF FINAL DECREE (I) CLOSING CERTAIN  
OF THE CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Drivetrain LLC, in its capacity as trustee (the “Liquidating Trustee”) of the SBGI Liquidating Trust (the “Liquidating Trust”),<sup>2</sup> on behalf of the above-captioned debtors (collectively, the “Debtors”), respectfully states as follows in support of this motion (the “Motion”):

**JURISDICTION**

1. The United States District Court for the District of Delaware has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was referred to the United States Bankruptcy Court for the District of Delaware (the “Court”) under 28 U.S.C. § 157 pursuant to the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012. The Court also has jurisdiction over this matter pursuant to Article XII

<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> The Liquidating Trust is a trust established to administer the Debtors’ Plan, as defined herein. The Liquidating Trust is responsible for and has authority to administer certain post-confirmation responsibilities under the Plan on behalf of the Debtors.



of the Plan. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Debtors confirm their consent pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The Liquidating Trustee brings this Motion pursuant to section 350(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 3022-1.

#### **BACKGROUND**

4. On August 31, 2021 (the “Petition Date”), the Debtors commenced these cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors have continued in the possession of their property and have continued to operate and manage their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or committee has been appointed in the Debtors’ chapter 11 cases.

5. The factual background regarding the Debtors, including their historical business operations and the events precipitating their chapter 11 filings, is set forth in detail in the *Declaration of Lorraine DiSanto in Support of the Debtors’ Chapter 11 Petitions and Requests for First Day Relief* [D.I. 3] (the “First Day Declaration”), which was filed on the Petition Date and which is fully incorporated herein by reference.

6. On November 3, 2021, the Court entered four orders approving the sale of substantially all of the Debtors’ assets (the “Sale Transactions”) to Gainline Galaxy Holdings LLC,

Centric Brands, LLC, With You Inc., and JJWHP, LLC (collectively, the “Buyers”) [D.I. 278, 279, 280, 281]. The Sale Transactions with the Buyers were consummated on November 9, 2021 and November 12, 2021.

7. On February 22, 2022, the Court entered an order [Docket No. 486] (the “Confirmation Order”) confirming the *First Amended Joint Plan of Liquidation of Sequential Brands Group, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [D.I. 380] attached as Exhibit A to the Confirmation Order (together with all exhibits thereto, and as may be amended, modified, or supplemented, the “Plan”).

8. The Confirmation Order appointed Drivetrain LLC as the Liquidating Trustee of the SBGI Liquidating Trust as of the Effective Date, which occurred on March 3, 2022.

9. On September 1, 2021, the Court entered an order granting procedural consolidation and joint administration of the following cases under *In re Sequential Brands Group, Inc.* [D.I. 64] (the “Joint Administration Order”):

	<b>Debtor</b>	<b>Case No.</b>	<b>Closing Case or Remaining Case</b>
1.	Sequential Brands Group, Inc.	21-11194	Remaining Case
2.	SQBG, Inc.	21-11195	Closing Case
3.	Sequential Licensing, Inc.	21-11196	Closing Case
4.	William Rast Licensing, LLC	21-11197	Closing Case
5.	Heeling Sports Limited	21-11198	Closing Case
6.	Brand Matter, LLC	21-11199	Closing Case
7.	SBG FM, LLC	21-11200	Closing Case
8.	Galaxy Brands LLC	21-11201	Closing Case
9.	The Basketball Marketing Company, Inc.	21-11202	Closing Case
10.	American Sporting Goods Corporation	21-11203	Closing Case
11.	LNT Brands LLC	21-11204	Closing Case
12.	Joe’s Holdings LLC	21-11205	Closing Case
13.	Gaiam Brand Holdco, LLC	21-11206	Closing Case

14.	Gaiam Americas, Inc.	21-11207	Closing Case
15.	SBG-Gaiam Holdings, LLC	21-11208	Closing Case
16.	SBG Universe Brands, LLC	21-11209	Closing Case
17.	GBT Promotions LLC	21-11210	Closing Case

10. All conditions precedent to consummation of the Plan—including the completion of the Sale Transactions contemplated by the Plan—were either satisfied or waived in accordance with Article X of the Plan such that the Plan became effective on the Effective Date, and as a result the Plan has been substantially consummated, as that term is defined by section 1101(2) of the Bankruptcy Code. *See Notice of (I) Confirmation and Effective Date of the First Amended Joint Plan of Liquidation of Sequential Brands Group, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code and (II) Deadline Under the Plan and Confirmation Order to File Administrative Claims, Professional Fee Claims, and Rejection Claims* [D.I. 498].

11. The Liquidating Trust has not yet completed claims resolution or made final distributions in any of the chapter 11 cases. If the relief requested herein is granted, the Remaining Case will remain open for the Liquidating Trust to resolve any contested matters and to reconcile, object to, and resolve claims, all of which the Liquidating Trust anticipates will be completed in the near term. The liquidation of claims against the Debtors, including any of the debtors in the Closing Cases, will be accomplished in the Remaining Case.

12. The Debtors believe that their chapter 11 cases, other than the Remaining Case, are fully administered. Leaving the Closing Cases open any further past the Effective Date would impose unnecessary costs on the Debtors' estates. Accordingly, the Liquidating Trust, on behalf of the Debtors, requests entry of a final decree closing such Closing Cases.

**RELIEF REQUESTED**

13. By this Motion, the Liquidating Trust seeks entry of a final order, substantially in the form attached hereto as **Exhibit A**: (a) closing the chapter 11 cases of (i) SQBG, Inc. (Case No. 21-11195), (ii) Sequential Licensing, Inc. (Case No. 21-11196), (iii) William Rast Licensing, LLC (Case No. 21-11197), (iv) Heeling Sports Limited (Case No. 21-11198), (v) Brand Matter, LLC (Case No. 21-11199), (vi) SBG FM, LLC (Case No. 21-11200), (vii) Galaxy Brands LLC (Case No. 21-11201), (viii) The Basketball Marketing Company, Inc. (Case No. 21-11202), (ix) American Sporting Goods Corporation (Case No. 21-11203), (x) LNT Brands LLC (Case No. 21-11204), (xi) Joe’s Holdings LLC (Case No. 21-11205), (xii) Gaiam Brand Holdco, LLC (Case No. 21-11206), (xiii) Gaiam Americas, Inc. (Case No. 21-11207), (xiv) SBG-Gaiam Holdings, LLC (Case No. 21-11208), (xv) SBG Universe Brands, LLC (Case No. 21-11209), and (xvi) GBT Promotions LLC (Case No. 21-11210) (collectively, the “Closing Cases”);<sup>3</sup> (b) waiving certain reporting requirements in each of the Closing Cases; and (c) granting related relief.

14. The Liquidating Trust, on behalf of the Debtors, proposes that the new caption of the Remaining Case shall read as follows:

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

In re:	)	
	)	Chapter 11
SEQUENTIAL BRANDS GROUP, INC.,	)	Case No. 21-11194 (JTD)
Debtor.	)	(Jointly Administered)

The Debtors in these chapter 11 cases, 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),

<sup>3</sup> For the avoidance of doubt, through this Motion the Liquidating Trust is not seeking to close the case of Debtor *Sequential Brands Group, Inc.* (Case No. 21-11194) (the “Remaining Case”).

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 mailing address for each Debtor is 105 E. 34th Street, #249, New York, NY 10016. On [●], 2022, the Court entered an order [Docket No. [●]] closing the chapter 11 cases of the Debtors other than Case No. 21-11194 (JTD), *Sequential Brands Group, Inc.*

15. Upon the filing of a further motion to close the Remaining Case, the Liquidating Trust, on behalf of the Debtors, will file a final report with respect to all of the above-captioned chapter 11 cases pursuant to Local Rule 3022-1(c). Accordingly, the Liquidating Trust does not intend to file a final report in the Closing Cases at this time.

### **BASIS FOR RELIEF**

#### **A. The Court Should Close The Closing Cases Because They Are Fully Administered As Of The Effective Date**

16. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” Local Rule 3022-1(a) provides that, “[u]pon written motion, a party in interest may seek the entry of a final decree at any time after the confirmed plan has been fully administered provided that all required fees due under 28 U.S.C. § 1930 have been paid.”

17. The term “fully administered” is not defined in the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules. The Advisory Committee Note to Bankruptcy Rule 3022 (the “Advisory Committee Note”) sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- a. whether the order confirming the plan has become final;
- b. whether deposits required by the plan have been distributed;

- c. whether the property proposed by the plan to be transferred has been transferred;
- d. whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan;
- e. whether payouts under the plan have commenced; and
- f. whether all motions, contested matters, and adversary proceedings have been finally resolved.

Fed. R. Bankr. P. 3022 Advisory Committee Note [(1991)].

18. All of these factors need not be present before a court will enter a final decree. *See Walnut Assocs. v. Saidel*, 164 B.R. 487, 493 (E.D. Pa. 1994) (“[A]ll of the factors in the Committee Note need not be present before the Court will enter a final decree.”). Courts in this district and others adopt the view that “these factors are but a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed.” *In re SLI, Inc.*, No. 02-12608, 2005 WL 1668396, at \*2 (Bankr. D. Del. June 24, 2005) (citing *In re Mold Makers, Inc.*, 124 B.R. 766, 768–69 (Bankr. N.D. Ill. 1990)); *see also In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999) (recognizing that bankruptcy courts weigh the factors contained in the Advisory Committee Note when deciding whether to close a case); *In re Jay Bee Enters., Inc.*, 207 B.R. 536, 538 (Bankr. E.D. Ky. 1997) (same).

19. Moreover, “[t]he court should not keep [a] case open only because of the possibility that the court’s jurisdiction may be invoked in the future.” Fed. R. Bankr. P. 3022 Advisory Committee Note (1991). In addition, the fact that certain distributions to be made pursuant to a plan remain to be distributed should not be an impediment to the issuance of a final decree. *See Jay Bee*, 207 B.R. at 538 (finding that Bankruptcy Rule 3022 “does not require that a chapter 11 case be kept open until all awarded fees and allowed claims have been paid in accordance with the confirmed plan or until the statutory fees . . . have been paid”); *JMP-Newcor Int’l*, 225 B.R. at 462

(entering a final decree despite the fact that the debtors still needed to make certain distributions). Further, courts may consider both the substantial consummation of a plan of reorganization and the prevention of further accrual of fees under 28 U.S.C. § 1930(a)(6) (“Section 1930 Fees”) as relevant factors in determining whether to issue a final decree. *See, e.g., In re Gates Cmty. Chapel of Rochester, Inc.*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997) (considering substantial consummation as a factor in determining whether to close a case);<sup>4</sup> *Walnut Assocs.*, 164 B.R. at 493 (same); *In re Junior Food Mart of Arkansas, Inc.*, 201 B.R. 522, 524 (Bankr. E.D. Ark. 1996) (closing a case “in order that no further [Section 1930] [F]ees accrue”); *Jay Bee*, 207 B.R. at 539 (concluding that “it seems appropriate to close this case to stop the financial drain on the debtor” on account of the continuing accrual of Section 1930 Fees).

20. Here, the foregoing factors weigh strongly in favor of closing each of the Closing Cases, which have been “fully administered” within the meaning of § 350 of the Bankruptcy Code. In addition, the Plan has been substantially consummated. Thus, it is appropriate for the Court to enter the Final Decree for the proposed Closing Cases, substantially in the form attached hereto as

**Exhibit A.** In particular:

- a. the Confirmation Order has become final and is non-appealable;
- b. substantially all payments required to be made pursuant to the Plan have been paid or provided for as of the Effective Date;
- c. the Sale Transactions and all other material transactions contemplated by the Plan have been substantially consummated;

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<sup>4</sup> Section 1101(2) of the Bankruptcy Code defines substantial consummation as the: “(A) transfer of all or substantially all of the property proposed by the plan to be transferred; (B) assumption by the debtor or by the successor to the debtor under the plan of the business or of the management of all or substantially all of the property dealt with by the plan; and (C) commencement of distribution under the plan.”



- d. the Liquidating Trust has assumed the management of the Debtors' assets;
- e. all distributions provided for under the Plan for classified claims will be made in accordance with the terms of the Plan;<sup>5</sup> and
- f. the Plan has been substantially consummated within the meaning of section 1101(2) of the Bankruptcy Code.

21. The entry of the Final Decree closing the Closing Cases would be without prejudice to creditors' rights to petition the Court to reopen any of the Closing Cases pursuant to section 350(b) of the Bankruptcy Code. *See* Bankruptcy Rule 5010.

22. As of the Effective Date, all of the Debtors' assets and liabilities were transferred to the Liquidating Trust. *See* Confirmation Order at 14–15. Additionally, under the Plan, the Liquidating Trust will liquidate and satisfy all claims and liabilities against the Debtors. *See* Confirmation Order at 17. Accordingly, the Debtors no longer serve any valuable function in these bankruptcy cases and have performed all that is called for under the Plan. Therefore, the Debtors' estates have been fully administered.

23. Pursuant to the Plan and Confirmation Order, the Liquidating Trustee will effectuate the wind-down and dissolution of the debtors in the Closing Cases. The Plan provides:

Upon the Effective Date, the Debtors shall perform each of the actions and effect each of the transfers required by the terms of the Plan, in the time period allocated therefor, and all matters provided for under the Plan that would otherwise require approval of the stockholders, partners, members, directors, or comparable governing bodies of the Debtors shall be deemed to have occurred and shall be in effect from and after the Effective Date pursuant to the applicable general corporation law (or other applicable governing law) of the states in which the Debtors are incorporated or organized, without any requirement of further action by the stockholders, partners, members, directors, or comparable

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<sup>5</sup> The Debtors submit that such claims will be paid in accordance with the Plan. *In re Jay Bee Enters., Inc.*, 207 B.R. at 539 (finding that Bankruptcy Rule 3022 “does not require that a chapter 11 case be kept open until all awarded fees and allowed claims have been paid in accordance with the confirmed plan or until the statutory fees . . . have been paid”).

governing bodies of the Debtors. Each of the Debtors shall be authorized and directed, following the completion of all disbursements, other transfers, and other actions required of the Debtors by the Plan and Implementation Memorandum, to file its certificate of cancellation or dissolution as provided in the Plan and the Implementation Memorandum. The filing of such certificates of cancellation or dissolution shall be authorized and approved in all respects without further action under applicable law, regulation, order, or rule, including, without express or implied limitation, any action by the stockholders, partners, members, directors, or comparable governing bodies of the Debtors.

Plan at IV.F. The Confirmation Order provides:

The Debtors shall be dissolved as provided in the Implementation Memorandum. On the Effective Date or as soon thereafter as is reasonably practicable, the Liquidating Trustee shall wind-up the affairs of the Debtors, if any, subject to the Plan, the Implementation Memorandum, and the Liquidating Trust Agreement, and the Liquidating Trustee shall prepare and file (or cause to be prepared and filed) on behalf of the Debtors, all tax returns, reports, certificates, forms, or similar statements or documents (collectively, "Tax Returns") required to be filed or that the Liquidating Trustee otherwise deems appropriate, including the filing of amended Tax Returns or requests for refunds, for all taxable periods ending on, prior to, or after the Effective Date.

Confirmation Order at 16.

24. Any remaining matters pertaining to the debtors in the Closing Cases will be addressed by the Liquidating Trust in the Remaining Case without keeping the Closing Cases open. The Court will retain jurisdiction over any issues relating to the Closing Cases, including the resolution of claims and any pending contested matters, given that the Remaining Case will not be closed, and the Remaining Case will provide an avenue to resolving any issues that relate to the Closing Cases. Therefore, no party in interest will be prejudiced if the Closing Cases are closed.

25. Any Section 1930 Fees that are due and owing in these chapter 11 cases have been paid or will be paid in the ordinary course. Any further Section 1930 Fees that may arise in these

chapter 11 cases (including in the Closing Cases) will be paid as and when such fees come due. As such, the closure of the Closing Cases complies with Local Rule 3022-1.

26. Further, the closure of the Closing Cases will relieve the Court, the Office of the United States Trustee, and the Debtors from each of their administrative burdens with respect to the Closing Cases, including the Debtors' obligation to prepare and file post-confirmation reports in the Closing Cases and to pay Section 1930 Fees for the Closing Cases. *See In re A.H. Robins Co., Inc.*, 219 B.R. 145, 149 (Bankr. E.D. Va. 1998) (finding that "the obligation to pay UST fees terminates upon closure, dismissal, or conversion of a Chapter 11 case, and will not be paid ad infinitum"). The Debtors estimate that if the Closing Cases remain open, the Debtors will incur substantial additional Section 1930 Fees. The closure of the Closing Cases will save the Debtors a substantial expense that they would otherwise continue to incur while the Closing Cases unnecessarily remain open. Since the Liquidating Trust incurs additional administrative costs to keep the Closing Cases open, and the debtors in the Closing Cases no longer serve any function, it would be an inefficient use of the Liquidating Trust's assets to maintain the Closing Cases.

27. Finally, it is appropriate to delay the requirement of filing a final report for the Closing Cases under Local Rule 3022-1(c). The administration of assets and liabilities will occur in the Remaining Case in accordance with the provisions of the Plan and can be fully and fairly accounted for in the final report to be filed upon a request to close the Remaining Case. Consequently, the filing of a final report for each of the Closing Cases at this time would not be helpful to the U.S. Trustee, creditors, or other parties in interest.

28. For the foregoing reasons, the Liquidating Trust, on behalf of the Debtors, requests that the Court enter the Final Decree closing the Closing Cases. Additionally, the Liquidating Trust requests an amendment of the Joint Administration Order to reflect the closure of the Closing

Cases and ongoing administration under the Remaining Case. The Liquidating Trust also requests that the Joint Administration Order be amended to reflect the case caption included *supra* paragraph 13 be used going forward. Finally, the Liquidating Trust requests that the Court waive the requirement of filing a final report under Local Rule 3022-1(c) on account of the closure of the Closing Cases.

**NOTICE**

29. The Liquidating Trustee will serve copies of this Motion on: (a) the Office of the United States Trustee; (b) counsel to the Debtors' prepetition and postpetition secured lender; (c) the Debtors' largest unsecured creditors; and (d) any party that has requested notice pursuant to Bankruptcy Rule 2002.

**RESERVATION OF RIGHTS**

30. The Debtors and the Liquidating Trust reserve their rights to reopen the Closing Cases.

**NO PRIOR REQUEST**

31. No prior request for the relief sought in this Motion has been made to this Court or any other court.

WHEREFORE, the Liquidating Trust, on behalf of the Debtors, respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and granting such other and further relief that the Court deems proper and just.

Dated: September 14, 2022

**PACHULSKI STANG ZIEHL & JONES LLP**

*/s/ Timothy P. Cairns*

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Laura Davis Jones (DE Bar No. 2436)  
Timothy P. Cairns (DE Bar No. 4228)  
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tcairns@pszjlaw.com

*Counsel to the Liquidating Trustee*

**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)
	)	

Hearing Date: September 28, 2022 at 3:00 p.m. (prevailing Eastern time)  
Objection Deadline: September 21, 2022 at 4:00 p.m. (prevailing Eastern time)

**NOTICE OF LIQUIDATING TRUSTEE’S MOTION  
FOR ENTRY OF FINAL DECREE (I) CLOSING CERTAIN  
OF THE CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

TO: (a) the Office of the United States Trustee; (b) counsel to the Debtors’ prepetition and postpetition secured lender; (c) the Debtors’ largest unsecured creditors; and (d) any party that has requested notice pursuant to Bankruptcy Rule 2002.

**PLEASE TAKE NOTICE THAT** on September 14, 2022, Drivetrain LLC, in its capacity as trustee of the SBGI Liquidating Trust (the “Liquidating Trustee”) for the above-captioned debtors (the “Debtors”), filed the *Motion for Entry of Final Decree (I) Closing Certain of the Chapter 11 Cases and (II) Granting Related Relief* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Court”). A copy of the Motion is attached hereto.

**PLEASE TAKE FURTHER NOTICE** that any response or objection to the entry of an order with respect to the relief sought in the Motion must be filed with the Court on or before **September 21, 2022 at 4:00 p.m. prevailing Eastern time.**

<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.

**PLEASE TAKE FURTHER NOTICE** that at the same time you must also serve a copy of the response or objection upon: (i) counsel to the Liquidating Trustee, Pachulski Stang Ziehl & Jones LLP (Attn: Laura Davis Jones, Esq. (ljones@pszjlaw.com) and Timothy P. Cairns, Esq. (tcairns@pszjlaw.com)); and (ii) the Office of The United States Trustee (Attn: Richard Schepacarter, Esq. (richard.schepacarter@usdoj.gov)).

**PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.**

**PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE RELIEF SOUGHT IN THE MOTION WILL BE HELD ON **SEPTEMBER 28, 2022 at 3:00 P.M. PREVAILING EASTERN TIME** BEFORE THE HONORABLE JOHN T. DORSEY, UNITED STATES BANKRUPTCY JUDGE, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM NO. 5, WILMINGTON, DELAWARE 19801.**

Dated: September 14, 2022

**PACHULSKI STANG ZIEHL & JONES LLP**

*/s/ Timothy P. Cairns*

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Timothy P. Cairns (DE Bar No. 4228)  
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Email: ljones@pszjlaw.com  
tcairns@pszjlaw.com

*Counsel to the Liquidating Trustee*



**Exhibit A**

**Proposed Final Decree**

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

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In re: )  
 ) Chapter 11  
 )  
 SEQUENTIAL BRANDS GROUP, INC., ) Case No. 21-11194 (JTD)  
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 Debtor. )  
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 Tax I.D. No. 47-4452789 )  

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In re: )  
 ) Chapter 11  
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 SQBG, INC., ) Case No. 21-11195 (JTD)  
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 Debtor. )  
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 Tax I.D. No. 86-0449546 )  

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In re: )  
 ) Chapter 11  
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 SEQUENTIAL LICENSING, INC., ) Case No. 21-11196 (JTD)  
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 Debtor. )  
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 Tax I.D. No. 95-4857108 )  

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In re: )  
 ) Chapter 11  
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 WILLIAM RAST LICENSING, LLC, ) Case No. 21-11197 (JTD)  
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 Debtor. )  
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 Tax I.D. No. 20-5504304 )  

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In re: )  
 ) Chapter 11  
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 HEELING SPORTS LIMITED, ) Case No. 21-11198 (JTD)  
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 Debtor. )  
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 Tax I.D. No. 75-2880479 )  

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In re: ) Chapter 11  
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BRAND MATTER, LLC, ) Case No. 21-11199 (JTD)  
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Debtor. )  
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Tax I.D. No. 26-2121258 )  

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In re: ) Chapter 11  
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SBG FM, LLC, ) Case No. 21-11200 (JTD)  
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Debtor. )  
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Tax I.D. No. 46-4938013 )  

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In re: ) Chapter 11  
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GALAXY BRANDS LLC, ) Case No. 21-11201 (JTD)  
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Debtor. )  
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Tax I.D. No. 45-3609583 )  

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In re: ) Chapter 11  
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THE BASKETBALL MARKETING COMPANY, ) Case No. 21-11202 (JTD)  
INC., )  
 )  
Debtor. )  
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Tax I.D. No. 23-2727003 )  

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In re: ) Chapter 11  
 )  
AMERICAN SPORTING GOODS ) Case No. 21-11203 (JTD)  
CORPORATION, )  
 )  
Debtor. )  
 )  
Tax I.D. No. 13-3191696 )  

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In re: ) Chapter 11  
LNT BRANDS LLC, ) Case No. 21-11204 (JTD)  
Debtor. )  
Tax I.D. No. 80-0963923 )

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In re: ) Chapter 11  
JOE'S HOLDINGS LLC, ) Case No. 21-11205 (JTD)  
Debtor. )  
Tax I.D. No. 47-5013085 )

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In re: ) Chapter 11  
GAIAM BRAND HOLDCO, LLC, ) Case No. 21-11206 (JTD)  
Debtor. )  
Tax I.D. No. 87-2201581 )

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In re: ) Chapter 11  
GAIAM AMERICAS, INC., ) Case No. 21-11207 (JTD)  
Debtor. )  
Tax I.D. No. 47-0878894 )

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In re: ) Chapter 11  
SBG-GAIAM HOLDINGS, LLC, ) Case No. 21-11208 (JTD)  
Debtor. )  
Tax I.D. No. 32-0498923 )

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In re:	)	
	)	Chapter 11
SBG UNIVERSE BRANDS, LLC,	)	
	)	Case No. 21-11209 (JTD)
Debtor.	)	
	)	
Tax I.D. No. 47-1454322	)	
In re:	)	Chapter 11
	)	
GBT PROMOTIONS LLC,	)	Case No. 21-11210 (JTD)
	)	
Debtor.	)	
	)	
Tax I.D. No. 87-2307003	)	

**FINAL DECREE (I) CLOSING CERTAIN OF  
THE CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>1</sup> of the Liquidating Trustee, on behalf of the above-captioned debtors (the “Debtors”), for entry of a final decree (this “Final Decree”) closing certain of these chapter 11 cases, other than the case of *In re Sequential Brands Group, Inc.*, Case No. 21-11194 (JTD) (the “Remaining Case”), all as more fully set forth in the Motion; and the United States District Court for the District of Delaware having jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was referred to this Court under 28 U.S.C. § 157 pursuant to the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted as set forth in this Final Decree.
2. The following chapter 11 cases of the Debtors (the "Closing Cases") are hereby closed; *provided* that this Court shall retain jurisdiction as provided in the *Order Confirming the First Amended Joint Plan of Liquidation of Sequential Brands Group, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [D.I. 380] (the "Confirmation Order") and this Final Decree:

	<b>Debtor</b>	<b>Case No.</b>
1.	SQBG, Inc.	21-11195
2.	Sequential Licensing, Inc.	21-11196
3.	William Rast Licensing, LLC	21-11197
4.	Heeling Sports Limited	21-11198
5.	Brand Matter, LLC	21-11199
6.	SBG FM, LLC	21-11200
7.	Galaxy Brands LLC	21-11201
8.	The Basketball Marketing Company, Inc.	21-11202
9.	American Sporting Goods Corporation	21-11203
10.	LNT Brands LLC	21-11204
11.	Joe's Holdings LLC	21-11205
12.	Gaiam Brand Holdco, LLC	21-11206

13.	Gaiam Americas, Inc.	21-11207
14.	SBG-Gaiam Holdings, LLC	21-11208
15.	SBG Universe Brands, LLC	21-11209
16.	GBT Promotions LLC	21-11210

3. The Remaining Case shall remain open pending further order of the Court, and, from and after the date of entry of this Final Decree, all motions, contested matters, adversary proceedings, notices, and other pleadings relating to any of the Debtors shall be filed, administered, and adjudicated in the Remaining Case without the need to reopen the Closing Cases; *provided* that matters concerning claims may be heard and adjudicated in the Remaining Case, regardless of whether the applicable claim is against a Debtor in a Closing Case.

4. Entry of this Final Decree shall have no effect whatsoever on any contested matters or other matters pending before the Court.

5. The Clerk of the Court shall enter this Final Decree individually on each of the dockets of the above-captioned chapter 11 cases, and each of the dockets of the Closing Cases shall be marked as “Closed.”

6. An entry shall be made on the docket of each of the Debtors’ cases, other than that of *In re Sequential Brands Group, Inc.*, Case No. 21-11194 (JTD), which is substantially similar to the following:

An order has been entered in accordance with Rule 3022-1 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware closing the chapter 11 cases of: (i) SQBG, Inc. (Case No. 21-11195), (ii) Sequential Licensing, Inc. (Case No. 21-11196), (iii) William Rast Licensing, LLC (Case No. 21-11197), (iv) Heeling Sports Limited (Case No. 21-11198), (v) Brand Matter, LLC (Case No. 21-11199), (vi) SBG FM, LLC (Case No. 21-11200), (vii) Galaxy Brands LLC (Case No. 21-11201), (viii) The Basketball Marketing Company, Inc. (Case No. 21-11202), (ix) American Sporting Goods Corporation (Case No. 21-11203), (x) LNT Brands LLC (Case No. 21-11204), (xi) Joe’s Holdings LLC (Case No. 21-11205), (xii) Gaiam Brand Holdco, LLC (Case No. 21-11206), (xiii) Gaiam Americas, Inc. (Case No. 21-11207), (xiv) SBG-Gaiam Holdings, LLC (Case No. 21-11208), (xv) SBG Universe Brands, LLC (Case No. 21-11209), and (xvi) GBT Promotions LLC (Case No. 21-11210). All

further pleadings and other papers shall be filed in, and all further docket entries shall be made in *In re Sequential Brands Group, Inc.*, Case No. 21-11194 (JTD).

7. Paragraph 3 of the Joint Administration Order is hereby amended to provide that the Remaining Case will be jointly administered under *In re Sequential Brands Group, Inc.*, Case No. 21-11194 (JTD). The following caption shall be used in the case going forward:

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

In re:	)	
	)	Chapter 11
	)	
SEQUENTIAL BRANDS GROUP, INC.,	)	Case No. 21-11194 (JTD)
	)	
Debtor.	)	(Jointly Administered)
	)	

The Debtors in these chapter 11 cases, 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 mailing address for each Debtor is 105 E. 34th Street, #249, New York, NY 10016. On [●], 2022, the Court entered an order [Docket No. [●]] closing the chapter 11 cases of the Debtors other than Case No. 21-11194 (JTD), *Sequential Brands Group, Inc.*

8. From and after the date of entry of this Final Decree, any payments made pursuant to the Plan on account of claims arising prior to the Effective Date shall be reflected in Sequential Brands Group, Inc.’s post-confirmation quarterly reports, regardless of which Debtor such claims are against.

9. The final report for the Debtors in the Closing Cases required under Local Rule 3022-1(c) shall be included as part of a consolidated report for all the Debtors and shall be filed in connection with the closure of the Remaining Case.

10. Entry of this Final Decree is without prejudice to: (a) the rights of the Debtors, the Liquidating Trust, or any other party in interest to seek to reopen any of the Closing Cases for



cause pursuant to section 350(b) of the Bankruptcy Code; and (b) the rights of the Debtors or the Liquidating Trust to dispute, before the Court or in an appropriate non-bankruptcy forum, all claims that were filed against the Debtors in the chapter 11 cases as contemplated by the Plan and the Confirmation Order. Notwithstanding anything to the contrary contained in the Plan, any failure of the Debtors to file an objection to any claim in the chapter 11 cases shall not constitute allowance of the claim and shall not result in such claim being deemed Allowed (as defined in the Plan) against any Debtor.

11. Notwithstanding the relief granted in this Final Decree and any actions taken pursuant to such relief, nothing in this Final Decree shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the rights of the Debtors, the Liquidating Trust, or any other parties in interest to dispute any claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an assumption, adoption, or rejection of any agreement, contract, or lease under section 365 of the Bankruptcy Code; (e) an admission as to the validity, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (f) a waiver of any claims or causes of action which may exist against any entity; or (g) a waiver or limitation of the rights of the Debtors, the Liquidating Trust, or any other parties in interest under the Bankruptcy Code or any other applicable law.

12. For the avoidance of doubt, the Court retains jurisdiction to adjudicate, decide, and resolve any and all disputes, litigation, or other matters relating to or arising from the disposition of the Liquidating Trust Assets (as defined in the Plan) or any proceeds derived therefrom, and the entry of this Final Decree and closure of the Closing Cases shall be without prejudice to and with full reservation of the parties' rights in any such assets or proceeds.

13. The Liquidating Trustee is authorized to take such actions as it deems necessary or advisable to effectuate the wind-down and dissolution of the debtors in the Closing Cases.

14. The Liquidating Trustee is authorized to take any and all actions necessary or appropriate in connection with the closing authorized by this Final Decree.

15. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Decree.