

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: : X
: Chapter 11
: :
SEQUENTIAL BRANDS GROUP, INC., et : Case No. 21-11194 (JTD)
al.,¹ : :
: (Jointly Administered)
Debtors. : :
: Ref. Docket No. 638
: X

CERTIFICATION OF COUNSEL REGARDING MOTION OF THE DEBTORS
FOR ENTRY OF ORDER (I) ESTABLISHING PROCEDURES GOVERNING
THE SALE OR TRANSFER OF CERTAIN DE MINIMIS ASSETS
AND (II) GRANTING RELATED RELIEF

The undersigned hereby certifies that:

1. On September 14, 2022, the above-captioned debtors and debtors in possession (the “Debtors”) filed the *Motion for Entry of Final Decree (I) Closing Certain of the Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 638] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).
2. Pursuant to the notice of Motion, responses were due to be filed on, or prior to, September 21, 2022, at 4:00 p.m. (ET) (the “Objection Deadline”).
3. The Debtors received informal comments from the Office of the United

¹ 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.



States Trustee (the “UST”) to the Motion. The undersigned certifies that the Bankruptcy Court’s docket has been reviewed in this case and no answer, objection or other responsive pleading to the Motion appears thereon.

4. A revised form of order (the “Proposed Order”) incorporating the comments of the UST is attached hereto as **Exhibit 1**. A blackline comparison of the Proposed Order against the form of order filed with the Motion is attached hereto as **Exhibit 2**.

5. Accordingly, the Debtors respectfully request entry of the Proposed Order at the Bankruptcy Court’s convenience.

Dated: September 22, 2022

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Timothy P. Cairns

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Counsel to the Liquidating Trustee

Exhibit 1

Proposed Order

**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.)
)
 Tax I.D. No. 47-4452789)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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)	Docket Ref. No. 638

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

Upon the motion (the “Motion”)¹ 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

¹ 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:

	Debtor	Case No.
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 Debtors shall, within 45 days after entry of this Final Decree, (a) pay all fees due and payable pursuant to 28 U.S.C. § 1930(a)(6) and (b) serve copies of all post-confirmation reports on the U.S. Trustee. Entry of this Final Decree is without prejudice to the rights of the U.S. Trustee to reopen those Chapter 11 Cases closed hereby to seek appropriate relief in the event of, inter alia, an unresolved dispute over the payment of fees pursuant to 28 U.S.C. § 1930(a)(6) or the post-confirmation reports.

14. 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.

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

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

Exhibit 2

Blackline

**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.)
)
Tax I.D. No. 47-4452789)

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

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

In re:)
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)
HEELING SPORTS LIMITED,)
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Tax I.D. No. 75-2880479)

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

In re:) Chapter 11
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SBG FM, LLC,) Case No. 21-11200 (JTD)
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INC.,)
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Tax I.D. No. 23-2727003)

In re:) Chapter 11
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AMERICAN SPORTING GOODS) Case No. 21-11203 (JTD)
CORPORATION,)
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In re:) Chapter 11
LNT BRANDS LLC,) Case No. 21-11204 (JTD)
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In re:) Chapter 11
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In re:) Chapter 11
SBG-GAIAM HOLDINGS, LLC,) Case No. 21-11208 (JTD)
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In re:)	Chapter 11
SBG UNIVERSE BRANDS, LLC,)	Case No. 21-11209 (JTD)
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In re:)	Chapter 11
GBT PROMOTIONS LLC,)	Case No. 21-11210 (JTD)
Debtor.)	
Tax I.D. No. 87-2307003)	<u>Docket Ref. No. 638</u>

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

Upon the motion (the “Motion”)¹ 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

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

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 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:

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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
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In re:)	
)	Chapter 11
SEQUENTIAL BRANDS GROUP, INC.,)	Case No. 21-11194 (JTD)
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Debtor.)	(Jointly Administered)
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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 ~~ueh~~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 Debtors shall, within 45 days after entry of this Final Decree, (a) pay all fees due and payable pursuant to 28 U.S.C. § 1930(a)(6) and (b) serve copies of all post-confirmation reports on the U.S. Trustee. Entry of this Final Decree is without prejudice to the rights of the U.S. Trustee to reopen those Chapter 11 Cases closed hereby to seek appropriate relief in the event of, inter alia, an unresolved dispute over the payment of fees pursuant to 28 U.S.C. § 1930(a)(6) or the post-confirmation reports.

14. ~~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.

15. ~~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.

16. ~~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.

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Padding cell	

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