

**IN THE UNITED STATES BANKRUPTCY COURT
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:)
LNT BRANDS LLC,) Chapter 11
Debtor.) Case No. 21-11204 (JTD)
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)	

**DEBTORS’ MOTION SEEKING ENTRY OF AN
ORDER (I) DIRECTING JOINT ADMINISTRATION OF THEIR
RELATED CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state as follows in support of this motion:¹

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”): (a) directing procedural consolidation and joint administration of their related chapter 11 cases and (b) granting related relief. Specifically, the Debtors request that the Court maintain one file and one docket for all of these chapter 11 cases under the case of Sequential Brands Group, Inc., and that these chapter 11 cases be administered under the following caption:

¹ The facts and circumstances supporting this motion are set forth in the *Declaration of Lorraine DiSanto in Support of the Debtors’ Chapter 11 Petitions and Requests for First Day Relief* (the “First Day Declaration”), filed contemporaneously herewith and incorporated by reference herein. Capitalized terms used but not immediately defined shall have the meanings ascribed to them elsewhere in this motion or in the First Day Declaration, as applicable.

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

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

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 1407 Broadway, 38th Floor, New York, NY 10018.

2. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

3. Additionally, the Debtors request that an entry be made on the docket of each of the Debtors' chapter 11 cases, other than on the docket of Sequential Brands Group, Inc., that is substantially similar to the following:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware directing joint administration of the chapter 11 cases of: Sequential Brands Group, Inc., SQBG, Inc., Sequential Licensing, Inc., William Rast Licensing, LLC, Heeling Sports Limited, Brand Matter, LLC, SBG FM, LLC, Galaxy Brands LLC, The Basketball Marketing Company, Inc., American Sporting Goods Corporation, LNT Brands LLC, Joe's Holdings LLC, Gaiam Brand Holdco, LLC, Gaiam Americas, Inc., SBG-Gaiam Holdings, LLC, SBG Universe Brands, LLC, and GBT Promotions LLC. All further pleadings and other papers in such cases shall be filed in, and all further docket entries shall be made in Sequential Brands Group, Inc., Case No. 21-11194 (JTD).

Jurisdiction and Venue

4. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012. The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and 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.

5. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The bases for the relief requested herein are sections 105(a) and 342 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Bankruptcy Rule 1015(b), and Local Rules 1015-1 and 9013-1(m).

Background

7. On the date hereof (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No party has requested the appointment of a trustee or examiner in these chapter 11 cases, and no committees have been appointed or designated.

8. Information regarding the Debtors' history and business operations, capital structure, primary indebtedness, and the events leading up to the commencement of these chapter 11 cases can be found in the First Day Declaration.

Basis for Relief

9. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). The multiple Debtor entities that commenced these chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Rules authorize the Court to grant the relief requested herein.

10. Further, Local Rule 1015-1 provides additional authority for the Court to order joint administration of these chapter 11 cases:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration pursuant to Fed. R. Bankr. P. 1015, supported by an affidavit, declaration or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties. An order of joint administration entered in accordance with this Local Rule may be reconsidered upon motion of any party in interest at any time. An order of joint administration under this Local Rule is for procedural purposes only and shall not cause a “substantive” consolidation of the respective debtors’ estates.

Del. Bankr. L.R. 1015-1.

11. Joint administration is generally non-controversial, and courts in this district routinely order joint administration in cases with multiple related debtors. *See, e.g., In re Clover Techs. Grp., LLC*, No. 19-12680 (KBO) [D.I. 56] (Bankr. D. Del. Dec. 18, 2019) (directing joint administration of chapter 11 cases); *In re Anna Holdings, Inc.*, No. 19-12551 (CSS) [D.I. 95] (Bankr. D. Del. Dec. 3, 2019) (same); *In re Destination Maternity Corp.*, No. 19-12256 (BLS) [D.I. 67] (Bankr. D. Del. Oct. 22, 2019) (same); *In re Forever 21, Inc.*, No. 19-12122 (KG) [D.I.

99] (Bankr. D. Del. Oct. 1, 2019) (same); *In re Furie Operating Alaska, LLC*, No. 19-11781 (LSS) [D.I. 50] (Bankr. D. Del. Aug. 12, 2019) (same); *In re PES Holdings, LLC*, No. 19-11626 (KG) [D.I. 72] (Bankr. D. Del. Jul. 23, 2019) (same).²

12. Given the integrated nature of the Debtors' operations, joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each and every Debtor entity. The entry of an Order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the U.S. Trustee and all parties-in-interest to monitor these chapter 11 cases with greater ease and efficiency.

13. Moreover, joint administration will not adversely affect the Debtors' respective stakeholder constituencies because this motion seeks only administrative, not substantive, consolidation of the Debtors' estates. Parties-in-interest will not be harmed by the relief requested; instead, parties-in-interest will benefit from the efficiencies and cost reductions associated with the joint administration of these chapter 11 cases. Accordingly, the Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties-in-interest.

Notice

14. The Debtors will provide notice of this motion to: (a) the Office of the United States Trustee for the District of Delaware; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) the United States Attorney's Office for the District of

² Because of the voluminous nature of the orders cited herein, such orders have not been attached to this motion. Copies of these orders are available upon request of the Debtors' proposed counsel.

Delaware; (d) the United States Internal Revenue Service; (e) the United States Securities and Exchange Commission; (f) counsel to the BoA Credit Agreement agent, (i) Morgan, Lewis & Bockius LLP, One Federal Street, Boston, MA 02110 (Attn: Marjorie Crider, Esq. (marjorie.crider@morganlewis.com); Julie Frost-Davies, Esq. (julia.frost-davies@morganlewis.com)), and (ii) Robinson & Cole LLP, 1201 N. Market Street, Suite 1406, Wilmington, DE 19801 (Attn: Rachel J. Mauceri (rmauceri@rc.com)); (g) counsel to the Term B Lenders and DIP Lenders, (i) King & Spalding, 1185 Avenue of the Americas, New York, NY 10036 (Attn: Roger Schwartz, Esq. (rschwartz@kslaw.com); Peter Montoni, Esq. (pmontoni@kslaw.com); Timothy Fesenmyer, Esq. (tfesenmyer@kslaw.com)); and (ii) Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, Suite 1600, Wilmington, DE 19801, (Attn: Robert J. Dehney (rdehney@morrisnichols.com)); and (h) any party that has requested notice pursuant to Bankruptcy Rule 2002. As this motion is seeking “first day” relief, within two business days of the hearing on this motion, the Debtors will serve copies of this motion and any order entered in respect to this motion as required by Local Rule 9013-1(m).

No Prior Request

15. No prior request for the relief sought in this motion has been made to this or any other court.

WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form attached hereto as **Exhibit A** (a) granting the relief requested herein and (b) granting such other relief as is just and proper.

Dated: August 31, 2021

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Laura Davis Jones

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-and-

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Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
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)
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Debtor.)	
)	
Tax I.D. No. 95-4857108)	

In re:)	Chapter 11
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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)
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 Debtor.)
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 Tax I.D. No. 26-2121258)

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

In re:)
) Chapter 11
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 GALAXY BRANDS LLC,) Case No. 21-11201 (JTD)
)
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 THE BASKETBALL MARKETING COMPANY,) Case No. 21-11202 (JTD)
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 Tax I.D. No. 23-2727003)

In re:)
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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)
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)	

**ORDER (I) DIRECTING JOINT ADMINISTRATION OF THE DEBTORS’
RELATED CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) (a) directing procedural consolidation and joint administration of the Debtors’ related chapter 11 cases and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this 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 this Court having found that the relief requested in the Motion is in the best interests of the Debtors’

¹ Capitalized terms used in this Order but not immediately defined have the meanings given to such terms in the Motion.

estates, their creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this 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 this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 21-11194 (JTD)
3. The caption of the jointly administered cases shall read as follows:

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

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

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 1407 Broadway, 38th Floor, New York, NY 10018.

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. An entry shall be made on the docket of each of the Debtors' cases, other than that of Sequential Brands Group, Inc., that is substantially similar to the following:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware directing joint administration of the chapter 11 cases of: Sequential Brands Group, Inc., SQBG, Inc., Sequential Licensing, Inc., William Rast Licensing, LLC, Heeling Sports Limited, Brand Matter, LLC, SBG FM, LLC, Galaxy Brands LLC, The Basketball Marketing Company, Inc., American Sporting Goods Corporation, LNT Brands LLC, Joe's Holdings LLC, Gaiam Brand Holdco, LLC, Gaiam Americas, Inc., SBG-Gaiam Holdings, LLC, SBG Universe Brands, LLC, and GBT Promotions LLC. All further pleadings and other papers in such cases shall be filed in, and all further docket entries shall be made in Sequential Brands Group, Inc., Case No. 21-11194 (JTD).

6. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the District of Delaware shall keep, one consolidated docket, one file, and one consolidated service list.

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases.

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

9. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.