

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

**SECOND AMENDED<sup>2</sup> NOTICE OF AGENDA OF MATTERS SCHEDULED FOR  
HEARING ON NOVEMBER 4, 2021 AT 10:00 A.M. (PREVAILING EASTERN TIME)  
BEFORE THE HONORABLE JOHN T. DORSEY**

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***PLEASE TAKE NOTICE: AS THIS MATTER HAS BEEN  
RESOLVED, THE COURT HAS CANCELED THIS HEARING.***

**MATTER GOING FORWARD:**

1. Motion of the Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Authorizing the Debtors to Enter Into One or More Stalking Horse Agreements and to Provide Bidding Protections Thereunder, (C) Scheduling an Auction and Approving the Form and Manner Thereof, (D) Approving Assumption and Assignment Procedures, and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; (III) Granting Related Relief [Filed 8/31/21] ([Docket No. 19](#))

Response Deadline: October 21, 2021 at 4:00 p.m. (ET).

Response(s) Received: None.

Related Documents:

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<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 (1518), 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.

<sup>2</sup> **Amended items noted in bold.**



- A. Declaration of Derek Herbert in Support of Motion of the Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Authorizing the Debtors to Enter Into One or More Stalking Horse Agreements and to Provide Bidding Protections Thereunder, (C) Scheduling an Auction and Approving the Form and Manner Thereof, (D) Approving Assumption and Assignment Procedures, and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; (III) Granting Related Relief [Filed 9/23/21] ([Docket No. 134](#))
- B. Notice of Filing Revised Documents Related to Motion of the Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Authorizing the Debtors to Enter Into One or More Stalking Horse Agreements and to Provide Bidding Protections Thereunder, (C) Scheduling an Auction and Approving the Form and Manner Thereof, (D) Approving Assumption and Assignment Procedures, and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; (III) Granting Related Relief [Filed 9/24/21] ([Docket No. 135](#))
- C. [Signed] Order (I) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets; (II) Authorizing the Debtors to Enter Into One or More Stalking Horse Agreements and to Provide Bidding Protections Thereunder; (III) Scheduling an Auction and Approving the Form and Manner Thereof; (IV) Approving Assumption and Assignment Procedures; (V) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; and (VI) Granting Related Relief [Filed 9/24/21] ([Docket No. 138](#))
- D. Notice of Sale, Bidding Procedures, Auction, Sale Hearing and Other Deadlines Related Thereto [Filed 9/24/21] ([Docket No. 139](#))
- E. Affidavit of Publication re: Notice of Sale, Bidding Procedures, Auction, Sale Hearing, and Other Deadlines Related Thereto [Filed 9/29/21] ([Docket No. 147](#))
- F. Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Sale of Substantially All Assets [Filed 9/29/21] ([Docket No. 148](#))
- G. Notice of Filing of Proposed Form of Sale Order in Connection with Sale

of the Joe's Assets [Filed 10/7/21] ([Docket No. 173](#))

- H. Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Sale of Substantially All Assets [Filed 10/8/21] ([Docket No. 175](#))
- I. [Signed] Order Authorizing and Approving (I) Stalking Horse Designation and (II) Stalking Horse Purchase Agreement with Bid Protection (Re: With You, Inc.) [Filed 10/13/21] ([Docket No. 183](#))
- J. Second Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Sale of Substantially All Assets [Filed 10/20/21] ([Docket No. 225](#))
- K. [Signed] Order Authorizing and Approving Stalking Horse Designation (William Rast) [Filed 10/25/21] ([Docket No. 256](#))
- L. Notice of Adjournment of Auction [Filed 10/27/21] ([Docket No. 260](#))
- M. Notice of Selection of Successful Bidders and Cancellation of Auction [Filed 10/28/21] ([Docket No. 262](#))
- N. Notice of Filing of Proposed Sale Orders in Connection with the Sale of Substantially All of the Debtors' Assets [Filed 10/29/21] ([Docket No. 265](#))
- O. Certificate of No Objection Requesting Entry of Order (I) Approving Purchase Agreement Among Debtors and Gainline Galaxy Holdings LLC, (II) Approving Sale of Certain Of Debtors Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and (IV) Granting Related Relief [Filed 11/3/21] ([Docket No. 269](#))
- P. Certificate of No Objection Requesting Entry of Order (I) Authorizing the Sale of Certain Assets of the Debtors to Centric Brands LLC Free and Clear of All Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts In Connection Therewith, and (III) Granting Related Relief [Filed 11/3/21] ([Docket No. 270](#))
- Q. Certificate of No Objection Requesting Entry of Order (I) Authorizing the Sale of Certain Assets of the Debtors to With You Inc. Free and Clear of All Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts In Connection Therewith, and (III) Granting Related Relief [Filed 11/3/21] ([Docket No. 271](#))
- R. Certificate of No Objection Requesting Entry of Order (I) Authorizing the Sale of Certain Assets of the Debtors to JJWHP, LLC Free and Clear of

All Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts In Connection Therewith, and (III) Granting Related Relief [Filed 11/3/21] ([Docket No. 272](#))

- S. **[Signed] Order (I) Approving Purchase Agreement Among Debtors and Gainline Galaxy Holdings LLC, (II) Approving Sale of Certain Of Debtors Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and (IV) Granting Related Relief [Filed 11/3/21] ([Docket No. 278](#))**
- T. **[Signed] Order (I) Authorizing the Sale of Certain Assets of the Debtors to Centric Brands LLC Free and Clear of All Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts In Connection Therewith, and (III) Granting Related Relief [Filed 11/3/21] ([Docket No. 279](#))**
- U. **[Signed] Order (I) Authorizing the Sale of Certain Assets of the Debtors to With You Inc. Free and Clear of All Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts In Connection Therewith, and (III) Granting Related Relief [Filed 11/3/21] ([Docket No. 280](#))**
- V. **[Signed] Order (I) Authorizing the Sale of Certain Assets of the Debtors to JJWHP, LLC Free and Clear of All Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts In Connection Therewith, and (III) Granting Related Relief [Filed 11/3/21] ([Docket No. 281](#))**

**Status: The Court has entered the orders on this matter and it is now resolved.**

Dated: November 3, 2021

**PACHULSKI STANG ZIEHL & JONES LLP**

/s/ Timothy P. Cairns

Laura Davis Jones (Bar No. 2436)  
Timothy P. Cairns (Bar No. 4228)  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, Delaware 19899 (Courier 19801)  
Tel: (302) 652-4100  
Fax: (302) 652-4400  
Email: ljones@pszjlaw.com  
tcairns@pszjlaw.com

-and-

**GIBSON, DUNN & CRUTCHER LLP**

Scott J. Greenberg (admitted *pro hac vice*)  
Joshua K. Brody (admitted *pro hac vice*)  
Jason Zachary Goldstein (admitted *pro hac vice*)  
200 Park Avenue  
New York, New York 10166  
Tel: (212) 351-4000  
Fax: (212) 351-4035  
Email: sgreenberg@gibsondunn.com  
jbrody@gibsondunn.com  
jgoldstein@gibsondunn.com

*Counsel to the Debtors and Debtors in Possession*